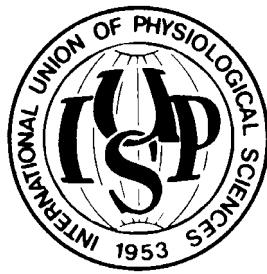


INTERNATIONAL UNION OF PHYSIOLOGICAL SCIENCES

CONSTITUTION
And
BY-LAWS



2001

CONSTITUTION

ARTICLE I Name and Seal

1. The Union shall be known as

THE INTERNATIONAL UNION OF PHYSIOLOGICAL SCIENCES

2. The Union shall have a seal which consists of the device of a circle with the letters IUPS arranged inside a globe showing only lines of longitude in the center surrounded by the words "INTERNATIONAL UNION OF PHYSIOLOGICAL SCIENCES 1953" arranged within the perimeter.

3. The legal seat of the Union is at the National Academy of Sciences, Washington, D.C. The seat of the Union for routine business is in the office of the Secretary General of the Union.

ARTICLE II Purposes

The purposes of the Union are exclusively scientific, educational, literary, and no other, and, in furtherance of only those purposes, the particular business and objectives of said Union shall be (a) to encourage the advancement of the physiological sciences; (b) to facilitate the dissemination of knowledge in the field of physiological sciences; (c) to foster and encourage research in the field of physiological sciences; (d) to promote the International Congresses of Physiological Sciences; (e) to promote such other meetings as may be useful for the advancement of the development of physiological sciences; (f) to promote such other measures as will contribute to the development of physiological sciences, provided that it shall not otherwise engage in activities which in themselves are not in the furtherance of one or more tax exempt purposes, except as some do not represent a substantial portion of its activities.

ARTICLE III Composition of the Union

The Union shall be composed of member organizations which in turn may be unions or federations of smaller organizations in a given country or scientifically independent geographical area. It shall have a General Assembly, which is the deliberative body of the Union. It shall elect a Council, which shall be the legal representative of the Union and act as its administrative body between meetings of the General Assembly. It shall also elect committees and officers and shall appoint such employees as are necessary to effect its purposes.

ARTICLE IV Membership

1. The Union shall consist of a number of Adhering Bodies adequately representing organizations concerned with studies in physiological sciences.

2. The official organization representing the physiological scientists of a country or territory shall be called the Adhering Body (National Academy, Research Council, Royal Society, etc.), the societies of physiological scientists will be designated as Supporting Societies. In countries or territories with no national representation the society of physiologists itself may be the Adhering Body.

3. There shall be Regional Members which are regional federations or associations of national societies of physiological scientists from a continent or other geographical entity. Regional members may send an observer without vote to the meetings of the General Assembly.
4. There shall be Associate Members of the Union to represent physiologists in countries or territories where physiological science is not sufficiently developed to justify full membership. No dues will be required of an Associate Member, but it may send an observer without vote to the meetings of the General Assembly.
5. There shall be Affiliated Societies which are international scientific societies representing branches of science which overlap with physiology. They may send an observer without vote to the meetings of the General Assembly.
6. There shall be Special Members such as research and development institutions and laboratories, industrial organizations and production units, and any other bodies or individuals interested in the aims of the Union. They shall be admitted by vote of Council. Special Members are entitled to receive advance notice of congresses and symposia sponsored by the IUPS and other appropriate information concerning IUPS activities. Each Special Member may send an observer without vote to the meetings of the General Assembly.

ARTICLE V General Assembly

1. The membership of the General Assembly shall be composed of Delegates appointed by each Adhering Body in addition to the officers of the Union and the other members of Council. In addition to discharging such duties as may be prescribed by the Constitution and By-Laws of the Union, the General Assembly shall act as an advisory body in matters pertaining to the general management of the Union.
2. The number of Delegates representing an Adhering Body shall be related to the dues category chosen by that Adhering Body, as set forth in the By-Laws. The dues category will be selected by the Adhering Body in consultation with the Treasurer.
3. The President and Secretary General of the Union shall be the Chairperson and Secretary, respectively, of the General Assembly.
4. There shall be regular meetings of the General Assembly at such times as the International Congress of Physiological Sciences shall meet. In any session of the General Assembly, one-half of the members shall constitute a quorum.
5. The term of a Delegate to the General Assembly shall be determined by the Adhering Body which the Delegate represents and the term of each Delegate shall be considered continuing until a new Delegate is appointed by the responsible Adhering Body of the Union.
6. There shall be no delegation of the power of the General assembly to
 - a. admit members
 - b. expel members
 - c. change the Constitution and By-Laws
 - d. adopt a new Constitution and By-Laws
 - e. dissolve the Union

Decision in these matters requires a two-thirds majority of the Delegates present.

7. Selection of the location for an international congress shall be determined by the General Assembly of the Union. Eight years before an international congress, from among the bids received up to three invitations to host the congress shall be selected by Council for presentation to the General Assembly which will determine by majority vote the preferred location. Consideration should be given to the rotation of the congress to

different geographical regions. Four years later, a report by Council will be presented to the next General Assembly for confirmation of the location. This decision can be altered by Council only in case of an emergency occurring between meetings of the General Assembly.

ARTICLE VI Council

1. The Council shall be composed of fifteen individuals elected by the General Assembly. They shall all be members of Supporting Societies in good standing of the Union. Five of the fifteen individuals shall be the current officers of the Union. There shall be no more than two members of the Council from any one Adhering Body. The elected Council members shall be elected as individuals and not as representative of their country or region. A Council member is not, therefore, entitled to name an alternate to represent him/her or vote for him/her in his/her absence. As the legal representative of the Union, the Council shall have, hold and administer all property, funds and affairs of the Union. With the exception of the Secretary General and Treasurer, as stated in Article VII-5, the Council members shall take office immediately after the meeting at which they were elected. The term of office shall be four years and no Council member may serve more than two consecutive terms, except that he or she may serve a third term if elected as an officer.
2. The Council may recommend appropriate action in matters reserved under V-6 for final decision by the General Assembly.
3. There shall be regular meetings of the Council at such times as the International Congresses of Physiological Sciences shall meet. Additional meetings, to be called special meetings, may be convened at any time by the Executive Committee as defined in VII-1. A special meeting must be called on written demand of the majority of the Council members.
4. The Council shall fill any vacancies occurring on the Council between meetings of the General Assembly, and the individual so appointed by the Council shall serve for the unexpired term of the individual whose position he/she is filling. The individual filling the vacancy may be elected to one additional term on Council.

ARTICLE VII Executive Committee: Officers

1. The officers of the Union constituting the entire Executive Committee shall be a President, a First Vice President, a Second Vice President, a Treasurer and a Secretary General. These officers shall be elected by a majority vote of the General Assembly.
2. The duties of the officers shall be such as usually pertain to the offices they hold and, in addition, any other duties as may be assigned by the General Assembly or Council.
3. The First Vice President (or the Second Vice President, in that order of priority) shall fulfill the duties of the President should he or she become unable to discharge them. Should both Vice Presidents be unable to function as President, the Council shall designate a Council member as replacement.
4. The officers shall be elected for a term of four years, and shall not be eligible for more than two consecutive terms. An officer appointed to fill a vacancy occurring between meetings of the General Assembly shall hold office of the unexpired term and may be elected for one more term.
5. Consecutive service as an ordinary member of the Council and as an officer shall not exceed altogether three terms. When either a Treasurer or Secretary General is elected by the General Assembly, his/her predecessor shall continue in office until 31 December next after the election, unless the General Assembly shall decide otherwise.

ARTICLE VIII
Commissions

Council shall recommend the establishment, dissolution or merger of Commissions dealing with specific aspects of physiological sciences, subject to the approval of the General Assembly. The duties of such Commissions shall be as set forth in the By-Laws.

ARTICLE IX
Finances

1. Each Adhering Body shall pay annual dues to the Union at a rate determined quadrennially by the General Assembly upon recommendation by Council.
2. Dues, if any, to be paid by Regional Members and Affiliated Societies shall be decided by the Council on an individual basis.
3. In the event a member should resign or cancel its membership or be requested on the vote of the General Assembly to resign, such funds received from that member as are allocable to the current or former years shall be retained by the Union.
4. The financial year of the Union shall be from 1 January to 31 December inclusive. All memberships shall be renewable and dues payable as of 1 January. All new members shall be liable for their dues for the ensuing year on the first day of January after their election.
5. In the event of dissolution or termination of the Union, title to and possession of all the property of the Union shall pass forthwith to such organization dedicated similar purposes and qualified for exemption under Section 501 (c)(3) of the United States Internal Revenue Code of 1954, as amended, or under such successor provision of the Code as may be in effect at the time of the Union's dissolution or termination, as the General Assembly of the Union shall deem best qualified to carry on the functions of the Union.

ARTICLE X
Archivist

A person, normally a member of the Council, shall be designated Archivist of the IUPS to whom the President, Secretary General and others will send copies of all pertinent IUPS material. All material is to be deposited chronologically and by subject in the IUPS Archives at the American Philosophical Library in Philadelphia, PA, USA.

ARTICLE XI

The above Constitution shall become effective as from the day of the 2001 General Assembly.

BY-LAWS

ARTICLE I
Elections

1. A Nominating Committee shall be appointed by Council not less than six months in advance of the meeting of the General Assembly. It shall consist of not less than five members. One of the members shall be named by Council as chairperson.
2. The Nominating Committee shall propose a list of candidates, one for each position on Council (including officers), having ensured that each nominee is willing to serve.
3. The names of additional candidates shall be added to the list if their nomination is approved by at least one-third of the Delegates present at the General Assembly.
4. Elections may be by secret ballot. A candidate for any given office shall not take part in the election for that office.

ARTICLE II
Meetings

1. At least two months in advance of a meeting of the General Assembly or the Council, the Secretary General shall notify Adhering Bodies of the Union, or the individual members of the Council, of the date and place of such a meeting., and such notice shall further set forth a proposed agenda of the meeting.
2. Delegates not appointed by their Adhering Bodies at least one month in advance of the meeting of the General Assembly must be approved by majority vote of the General Assembly before they are entitled to vote.
3. On the recommendation of the Treasurer and approval by Council the Delegates appointed by any Adhering Body which repeatedly does not pay dues shall lose the right to vote at the General Assembly.
4. Unless specifically provided otherwise in the Statutes, half of the membership of the General Assembly, of the Council and of the Executive Committee shall constitute a quorum, and the decisions made by these bodies shall be by simple majority of the members present and entitled to vote. The Chairperson of the meeting shall have a vote and a further (casting) vote when there is a tie.

ARTICLE III
Number of Delegates

1. Annual dues will be based on a system of units within categories, as set forth in the table below. Each Adhering Body will select a category, as well as the number of units within that category, in consultation with the Treasurer. The value of a unit will be determined in accordance with Article IX-1 of the Constitution.
2. The number of Delegates to the General Assembly for each Adhering Body as set forth in Article V-2 of the Constitution shall be determined by the following rule:

Category	Number of Units	Voting Delegates at General Assembly
I	1	1
II	2	2
III	3 – 4	3

IV	5 – 8	4
V	9 – 15	5
VI	16 – 60	6

ARTICLE IV
Interim Opinions of the Assembly

An expression of opinion of the General Assembly, if desired at any time between meetings, may be obtained by requesting each Adhering Body to submit to the Secretary General by mail, the number of votes on the question at issue equal to the number of Delegates to which it is legally entitled.

ARTICLE V
Observers at Council Meetings

The Council may invite the president of the following international congress to attend its meetings as an observer.

ARTICLE VI
Commissions

1. The Chairperson of each commission shall be appointed by Council in consultation with the Supporting Societies and Adhering Bodies to serve as a rule for four years, renewable once. The Chairperson shall select members of the commission with adequate international representation subject to the approval of Council to serve as a rule for four years, renewable once. If a member becomes Chairperson, the total number of terms shall not as a rule exceed three. The commissions shall assist the Organizing Committee of a congress in the generating of the congress program and shall fulfill the aims and objectives of commissions as defined by Council.

2. The Union shall provide initial organization expenses and sustaining funding. The funds in possession of such commissions shall be the property of the Union and shall be accounted for annually.

The International Union of Physiological Sciences has been legally incorporated in the District of Columbia, the United States of America.