

# CONSTITUTION OF THE INTERNATIONAL BIO-LOGGING SOCIETY

Adopted on the 30<sup>th</sup> day of September 2016

## 1. NAME

The name of the Society shall be: International Bio-Logging Society (acronym: IBioLS), hereafter referred to as “the Society”.

## 2. OBJECTIVES

The purpose of the Society shall be to encourage, promote and support bio-logging science<sup>1</sup> in its broadest sense, by bringing together researchers from around the world who are interested in bio-logging methodologies and the biological, physical and/or chemical insights - across habitats and taxa - that can be derived from them. In furtherance of these goals, the Society’s specific Objectives will be:

- 2.1 To facilitate information exchange and scientific collaboration across, and beyond, the Society’s Membership.
- 2.2 To support the organisation of scientific meetings, principally of the International Bio-Logging Symposium, and to disseminate research and technical information through the agency of conference proceedings and/or other means.
- 2.3 To enable, promote and carry out global bio-logging initiatives.
- 2.4 To progress standardisation of data protocols used within the bio-logging community, with a view to making databases interoperable.
- 2.5 To provide advice on, and make recommendations for, bio-logging-related matters, such as the ethical use of bio-logging devices.
- 2.6 To represent the Society’s Membership, where appropriate, in negotiations with commercial and non-commercial bio-logging service providers and other interest groups.
- 2.7 To recognise and reward outstanding work in bio-logging science, through appropriate periodical awards and Honorary Membership.
- 2.8 To collect and disseminate information on all matters affecting the said Objectives, and to exchange such information with other related scientific and engineering bodies having similar objectives.
- 2.9 To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and donations.
- 2.10 To deposit and use funds in any manner which promotes or helps to promote the Society’s Objectives.

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<sup>1</sup> “Bio-logging” science is concerned with the use of miniature animal-borne electronic devices for logging and/or relaying of data about an animal’s movements, behaviour, physiology and/or environment. In the context of this constitution, it is understood to encompass “bio-telemetry”, including passive technologies.

### **3. EXECUTIVE COMMITTEE**

The policy and general management of the affairs of the Society shall be directed by an Executive Committee (hereafter referred to as “ExCo”). The Members of the ExCo will have control of the Society and its affairs. The ExCo shall meet no less than once per year (see §10), and when complete shall consist of no less than eight and no more than 14 persons (including Officers, but not including Guests of ExCo; see §6.3).

### **4. MEMBERSHIP OF THE SOCIETY**

- 4.1 Full membership of the Society shall be open to persons interested in furthering the Objectives of the Society and who have paid the subscription as laid down from time to time by the said ExCo after consultation with the Membership.
- 4.2 The ExCo shall have the right to approve or reject applications for membership, and by voted resolution terminate the membership of any Member on the ground that in their reasonable opinion the Member’s continued membership is inconsistent with the Objectives or is harmful to the Society. The ExCo may only pass such a resolution after notifying the Member in writing and giving due consideration to the matter in light of any written representations which the Member puts to ExCo within 14 working days after receiving such notice.
- 4.3 A Society Member may resign by written notice to the Society’s Secretary (see §5.1).
- 4.4 The ExCo shall keep a Register of Members, including up-to-date contact details.
- 4.5 Members provided for under this Constitution are deemed to be voting Members of the Society and shall be entitled to vote at General Meetings of the Society, usually convened during the International Bio-Logging Symposium (see §8), or Special Meetings held during the interim period.
- 4.6 Members shall be eligible to serve on the ExCo.
- 4.7 The ExCo shall have the right to award Honorary Membership to persons where appropriate from time to time, usually in recognition of exceptional contributions to the Society or to bio-logging science more generally.

### **5. OFFICERS OF THE EXECUTIVE COMMITTEE**

- 5.1 At the General Meeting, Members of the Society shall elect a President, a Vice-President, a Secretary, a Treasurer, a Membership Officer, an Equality and Diversity Officer, a Communications Officer, and other such Officers as the Society shall from time to time decide.
- 5.2 Officers shall hold office for a period of four years or that period between two consecutive International Bio-Logging Symposia (whichever is the shorter) following their election. On completion of the term, the President and Vice-President shall not be eligible for re-election to the same office until the next General Meeting. However, other Officers shall immediately be eligible for re-election to the same office for a second term of four years or a period between two consecutive International Bio-Logging Symposia (whichever is the shorter). Subsequently, they

shall not be eligible for re-election to the same office until the next General Meeting.

## **6. MEMBERS OF THE EXECUTIVE COMMITTEE**

- 6.1 At the General Meeting, Members of the Society shall elect the Members of the ExCo. Named Officers and Members of ExCo will be voting members of the ExCo.
- 6.2 Members of the ExCo shall hold office for a period of four years or that period between two consecutive International Bio-Logging Symposia (whichever is the shorter) following their election. On completion of the term, the Members of the ExCo shall not be eligible for re-election until the next General Meeting.
- 6.3 The ExCo may invite as many “Guests of ExCo” as required, for them to carry out responsibilities on behalf of the ExCo or to provide advice to ExCo. Guests of ExCo must be Members of the Society. The number of Guests of ExCo shall not exceed one-third of the total membership of ExCo and their period of appointment shall be commensurate to the responsibilities they have been required to carry out on behalf of the ExCo. Guests of ExCo shall be non-voting members of the ExCo.
- 6.4 The ExCo may appoint such Sub-Committees as may be deemed necessary by the ExCo and shall determine their terms of reference, powers, duration and composition. The ExCo will be kept fully informed of Sub-Committees’ activities at regular, agreed intervals.

## **7. ALL MEMBERS OF THE EXECUTIVE COMMITTEE**

The term of office of a Member of the ExCo (that includes Officers and Members) shall automatically terminate if they:

- (a) Are absent without notice from four consecutive meetings of the ExCo and are asked by a majority of the Members of the ExCo to resign;
- (b) Cease to be a Member of the Society;
- (c) Resign by written notice to the ExCo;
- (d) Are removed by a resolution passed by the ExCo after invitation and due consideration of the views of the Member.

## **8. MEETINGS OF THE SOCIETY**

A General Meeting of the Society shall be held at such a time and place determined by the ExCo, and certainly during every International Bio-Logging Symposium.

## **9. NOMINATIONS OF EXECUTIVE COMMITTEE OFFICERS AND MEMBERS**

- 9.1 Members of the Society shall be eligible to serve as Officers or Members of the ExCo.
- 9.2 Election of Officers and Members of the ExCo shall take place at the General Meeting from a list provided by the ExCo, to which may be added nominations

submitted by Society Members to the ExCo at least one month in advance of the meeting and supported by at least three Members of the Society.

- 9.3 The ExCo shall endeavour to ensure gender balance of the ExCo, and shall make the composition of the ExCo as representative as is possible with respect to the composition of the Society's Membership in the broadest sense, following best practice equality and diversity procedures.

## 10. PROCEDURE AT ALL MEETINGS

Quorum - The quorum of a meeting of the ExCo shall be composed of five Members of the ExCo who are 'personally' present (electronic meetings are permissible; see below). The quorum at a General Meeting shall be 25 Members of the Society (including Officers and Members of the ExCo) who are 'personally' present.

President - The President shall preside over the meetings of the Society and the ExCo. In the absence of the President, the Vice-President or in their absence a Member of the ExCo appointed by the President, shall take their place. In this role, the Member shall have for the duration of the Meeting all of the authority of the President.

Voting - All issues arising at any meeting requiring a resolution shall be decided by a simple majority of those present and entitled to vote. There shall be one vote per Member. In the case of an equality of votes the President shall have a second or casting vote.

Minutes - Minutes of the meetings shall be kept by the ExCo, and the Secretary shall enter a record of all proceedings, actions and resolutions.

Electronic Meetings - A meeting of the ExCo may be held in person or by suitable electronic means agreed by Members of the ExCo, and in which all participants can communicate freely with all other participants.

Written Resolutions - A resolution in writing and signed by all Members of the ExCo is as valid as a resolution passed by simple majority of votes cast at a Meeting. A written resolution will be treated as passed on the date of the last signature.

## 11. INTERESTS OF MEMBERS OF THE EXECUTIVE COMMITTEE

- 11.1 All funds raised by or on behalf of the Society shall be applied to further the Objectives of the Society and for no other purpose. All Members of the ExCo must complete, sign and update regularly, a Register of Competing (Financial) Interests (see §12.6). No Member of the ExCo may receive any payment of money or material benefit from the Society, except for:

(a) Reimbursement of reasonable out-of-pocket expenses actually incurred in the administration of the Society;

(b) Payment to a registered company in which no Member of the ExCo has more than a one per cent shareholding;

(c) Honoraria payments to Members of the ExCo, or a connected person, in appreciation of extra duties carried out by the Officer or Member concerned where the payment shall be small relative to the job and shall be reviewed each year.

- 11.2 A Member of the ExCo may not be an employee of the Society, but a Member of the ExCo or a connected person may enter into a contract with the Society to supply goods or services in return for payment or other material benefit, but only if:
- (a) The goods and services are actually required by the Society;
  - (b) The nature and level of benefit is no more than reasonable in relation to the value of goods or services and is agreed in advance and set at a Meeting of the ExCo.
- 11.3 Whenever a Member of the ExCo has a conflict of interest in a matter to be discussed at a meeting of the ExCo or a Sub-Committee, they must in addition to §11.1:
- (a) Declare the interest before the meeting or at the meeting before the discussion commences;
  - (b) Recuse themselves from that part of the meeting, unless the President invites participation in the discussion to provide information;
  - (c) Be absent during the vote and have no vote on the matter at the discretion of the President.

## **12. RECORDS AND ACCOUNTS**

- 12.1 The ExCo must keep financial records of its activities and through the Treasurer shall keep accounts of the Society's finances.
- 12.2 The Treasurer shall provide annual financial summaries for examination by the ExCo that shall be completed up to 31 December in each year.
- 12.3 Financial summaries shall be made available for inspection by any Member of the ExCo at any time, and may be made available for inspection by Members of the Society if the ExCo so decides.
- 12.4 Financial summary shall be made available each year to Members of the Society at the General Meeting.
- 12.5 A bank account shall be held in the name of the Society with such a bank or banks as the ExCo shall decide.
- 12.6 The updated and signed Register of Competing (Financial) Interests of the ExCo shall be kept on record by the Secretary and shall be made available for inspection by any Member of the ExCo at any time and may be made available for inspection by Members of the Society if the ExCo so decides.

## **13. CHANGES TO THE CONSTITUTION**

Any changes to the Constitution proposed by the ExCo shall receive the assent of a simple majority of those voting by post (including electronic means) after a ballot of the voting Society Membership.

## **14. DISSOLUTION**

If the ExCo decide at any time by simple majority that on the ground of expense or otherwise it is necessary or advisable to dissolve the Society, it shall ballot the voting Society Membership and a simple majority shall confirm that decision. Any remaining assets after meeting of any debts and/or liabilities shall be given or transferred to other such institution(s) having similar objectives to the Society.

ADOPTED BY SIMPLE MAJORITY

SIGNED

Name

Position

WITNESSED

SIGNED

Name

Position