

Name of the Society: Nordic Metabolomics Society

Location: Gothenburg, Sweden

Mission statement:

To promote the development of metabolomics in the Nordic region by providing opportunities for collaboration, presenting research and facilitating training and mobility of scientists within the field and with connected areas in academia, industry and governmental bodies.

1. Objectives of the Nordic Metabolomics Society:

- 1.1. To organise an annual Nordic Metabolomics Conference to present and discuss developments in the field
- 1.2. To provide an active forum for its members within the fields of science related to metabolomics
- 1.3. To build critical mass and excellence in metabolomics in the Nordic region
- 1.4. To facilitate translation of metabolomics applications for the benefit of society
- 1.5. To support training initiatives for metabolomics in the Nordic region
- 1.6. To promote metabolomics as a recognised tool for science

2. Overview:

- 2.1. The NMS shall be a non-profit organisation run on a volunteer basis.
- 2.2. Specific activities, including but not limited to conferences, can seek sponsorship and fees to cover costs.
- 2.3. The Organisation shall be autonomous and voluntary.
- 2.4. The Organisation shall be non-profit and any excess of funds received or generated from its activities must always be reinvested in the same Organisation.
- 2.5. The accounts of the Organisation shall be reviewed or audited and published on a yearly basis.
- 2.6. Provided its autonomy is not affected, the Organisation may collaborate with other entities on a national, regional or international basis in order to further its aims.
- 2.7. The Organisation shall not have any political or trade union affiliation and it shall not indulge in party politics
- 2.8. All prospective Members and Associate Members of the Organisation shall have access to the statute of the Organisation upon demand. Prospective members will be required to state that they are aware of the objectives of the Organisation.
- 2.9. The NMS's activities will work based on the 12 months between each Annual General Meeting (which will always be connected to the Annual Nordic Metabolomics Conference). The financial accounting will be based on the normal financial year (i.e. 1st of January to the 31st of December).

3. Organisation

- 3.1. Private persons are eligible to be members on non-fee paying basis. The only criteria for membership is a demonstrated interest in metabolomics and support of the NMS objectives. Members may be based in countries other than the Nordic countries (Iceland, Norway, Denmark, Sweden, Finland), but the activities of the NMS are focused on the Nordic countries and surrounding area (e.g. Baltic region).
- 3.2. Private persons seeking membership will provide their full name, e mail address, affiliation(s) and permission to use their contact information for communications from NMS.
- 3.3. The affairs of the Organisation in all matters not mentioned in these rules or reserved for the Organisation in the General Meeting shall be managed by the Executive Board. Without limiting

other activities the Executive Board shall have, as its primary function to ensure that the objectives as outlined in Section 1, are fulfilled.

- 3.4. The Executive Board shall consist of a minimum of five and maximum of 9 members, a voting member representing the host organization, and a non-voting secretary. There shall be at least one member from each of the Nordic countries (Iceland, Norway, Denmark, Sweden and Finland), and at least one early career member (within five years of obtaining PhD degree or equivalent at the time of election). Members of the Organisation who shall be elected every two years at the Annual General Assembly of the Organisation or by online voting. At the expiration of an Executive Board member's term, they may be eligible for a second 2-year term, if elected. After a period of two years after serving two consecutive 2-year terms, members are eligible for re-election.
- 3.5. In order that a vote can be taken during a meeting of the Executive Committee, over 50 percent of the members must be present and vote, provided that there is at least one member each from the following Nordic countries: Norway, Denmark, Sweden and Finland.
- 3.6. In the event of the resignation (or termination from post for other reasons) of an Executive Board Member, the Executive Board Committee will co-opt another member to take his/her place. The other official Members of the Executive Committee will pass a vote as to who will be co-opted during a committee meeting. Any Member so appointed shall retain their office only until the next General Meeting, but shall then be eligible for re-election.
- 3.7. The elected members of the Executive Board will elect a Chairperson, secretary and a Treasurer from amongst the Executive Board members.
- 3.8. The Treasurer should come from the Executive Board. The Treasurer is responsible for overseeing all financial transactions.
- 3.9. The Executive Board will be elected to office for a period of a maximum two plus two years (as outlined in 3.5) by secret ballot, electing those Members who obtained the highest number of votes. Voting may be done either on paper or electronically via a secure system. In case there are an inadequate number of candidates supported in the election, the executive board can invite members to join the executive board.
- 3.10. No person who is not a Member of the Organisation shall be eligible to hold office as a Member of the Executive board. All nominees must have been members of the NMS for at least 12 months, with the exception of the first 24 months since the founding of the NMS, and must reside in one of the Nordic countries.
- 3.11. Nomination for the Executive Committee must be submitted through communication (written via e mail to the Secretary) at least 14 (fourteen) days prior to the General Meeting. In the absence of prior nominations reaching the Executive Committee on the appropriate date, the outgoing Executive Committee may invite nominations from the floor of the day of the Annual General Meeting.
- 3.12. There will be no compensation for Executive Board members for time spent on NMS activities, though costs for extraordinary meetings may be defrayed. For example, costs related to attending the Annual General Meeting shall not be met by the NMS.
- 3.13. Outside of the Annual General Meeting, Executive Board meetings should be held at least four (4) times per year. Executive Board Meetings should be via telephone or internet conference service.

4. Powers of the Executive Committee

- 4.1. The business of the Organisation shall be managed by the Executive Board which may pay all such expenses, preliminary and incidental to the promotion, formation, establishment and registration

of the Organisation as they deem fit, with reference to the objective of the Organisation to work as far as possible on a volunteer basis.

- 4.2. Legal representation of the Organisation shall vest in the Chairperson and the Treasurer.
- 4.3. No regulation made by the Organisation in an Annual General Meeting shall invalidate any prior act of the Executive Board which would have been valid if such regulation has not been made.
- 4.4. The Executive Board is authorised to consult and seek the advice of any Associate Member of the Organisation with the aim of improving the Organisation as it seeks to meet its objectives.
- 4.5. The Executive Board is authorised to appoint External Advisory Committees to support it in its role. This should be done with reference to the objective that the Organisation works as far as possible on a volunteer basis.

5. Chairperson

- 5.1. The Chairperson will preside at all Executive Board meetings and General Meetings of the Organisation. The Chairperson and the Deputy Chairperson shall undertake such functions in respect of the Organisation as the Executive Committee may determine from time to time.
- 5.2. The Executive Board will also elect from among its members a Deputy Chairperson and may determine what period they are to hold office. The Deputy Chairperson will preside on the Executive Board with full powers in the absence of the Chairperson.
- 5.3. Provided that in the absence of both the Chairperson and the Deputy, and provided a quorum is available, the Executive Board will have the power to appoint a substitute/s to conduct the meetings.
- 5.4. The Executive Board may remove the role of Deputy Chairperson from any Executive Board member in which case they shall remain a Member of the Board.
- 5.5. No remuneration (except by way of reimbursement of out of pocket expenses, if any) shall be paid to any member of the Executive Committee in respect of their office.

6. Role of the Secretary

- 6.1. The Secretary shall be a non-voting position in the Executive Board. The Secretary will be responsible for all the secretarial and administrative work of the Executive Board.
- 6.2. The Secretary should be someone with relevant experience relating to the activities of the NMS.
- 6.3. The Executive Board may elect from among its members an Assistant Secretary to assist the Secretary as necessary. Any Secretary so appointed by the Executive Committee may also be removed by them, in which case however they shall remain a member of the Executive Committee.
- 6.4. The Secretary and their assistant shall undertake such functions in respect of the Organisation as the Executive Committee may determine from time to time.
- 6.5. No remuneration (except by way of reimbursement of out of pocket expenses, if any) shall be paid to the Secretary or their assistant in respect of their office by the NMS.
- 6.6. The role of Secretary may be fulfilled by more than one person if agreed upon by the Executive Board.

7. Role of the Treasurer

- 7.1. The Treasurer shall be elected at the Annual General Meeting. The Treasurer will be responsible for all the Financial and Accounting work of the Executive Board.

- 7.2. The Executive Board may elect from among its members an Assistant Treasurer to assist the Treasurer. Any Assistant Treasurer so appointed by the Executive Board may also be removed by them, in which case however they shall remain a member of the Executive Committee.
- 7.3. The Treasurer and their Assistant shall undertake such functions in respect of the Organisation as the Executive Committee determines from time to time.
- 7.4. No remuneration (except by way of reimbursement of out of pocket expenses, if any) shall be paid to the Treasurer or their assistant in respect of their office.
- 7.5. The treasurer will organize Financial reporting of the society and, if agreed upon by the Executive board, may use external services for this.

8. Disqualification of members of the Executive Board

- 8.1. The office of a Member of the Executive Board shall be vacated:
 - 8.1.1. If they cease to be a member of the Organisation.
 - 8.1.2. If by notice in writing to the Organisation, they resign their office.
 - 8.1.3. If they are removed from office by a resolution duly passed pursuant to Clause 9.1 of this Statute.

9. Suspension

- 9.1. The Organisation may by a resolution taken at an Extraordinary General Meeting remove any Member of the Executive Board before the expiration of their period of office if they are guilty of repetitive disruption of meetings, hinder the function of the Organisation or breaks the confidentiality and trust of other Members.
- 9.2. The Organisation may by the same or another resolution appoint another Member in their stead; any person so appointed shall retain their office so long only as the Member in whose place they have been appointed would have held the same if they not been removed.

10. Proceedings of the Executive Board

- 10.1. Subject as hereinafter provided, the Executive Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit. The Executive Board shall meet at least four (4) times per 12 month period between Annual General Meetings.
- 10.2. The quorum necessary for the transaction of the business of the Executive Board shall be more than 50 % of all the committee members provided that if no quorum is present within half an hour from the time appointed for the meeting, the meeting shall be adjourned to another day within two weeks. If at such adjourned meeting no quorum is present within half an hour from the time appointed for the meeting, provided three (3) members are present, the meeting shall proceed accordingly.
- 10.3. Matters decided at any meeting of the Executive Board shall be decided by a simple majority of votes. In case of an equality of votes, the Chairperson of the meeting shall ask for a re-vote. In the event of an equality of votes on the revote, the Chairperson of the meeting shall have a casting vote.
- 10.4. On the request of the Chairperson or their Deputy the Secretary shall, at any time, summon a meeting of the Executive Board by notice (stating the time and place of such meeting) served upon the several members of the Executive Committee giving a notice of at least five working days. Any accidental failure to give such notice to any member of the Board entitled thereto shall not invalidate any of the proceedings of such meeting so long as a quorum is present at the meeting.

- 10.5. A meeting of the Executive Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Organisation for the time being vested in the Executive Board generally.
- 10.6. The Executive Board may delegate any of its powers to subcommittees consisting of such member or members of the Executive Board or of such other persons as it thinks fit, and any subcommittee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Board.
- 10.7. The Executive Board shall cause proper minutes to be made of all appointments of officers made by the Executive Board and of the proceedings of all meetings of the Organisation and of the Executive Board and of sub committees of the Executive Board. The Secretary shall be responsible for taking, distributing, and storing the minutes, or to delegate this responsibility.
- 10.8. All business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson and Secretary of such meeting, or by the Chairperson and Secretary of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. For the practical purposes, signatures of copies of the minutes that have been copied and communicated electronically back to the Secretary will suffice for signed documentation of the minutes.
- 10.9. The language for all meetings and material for communication within the NMS shall be English. Communications directed at non-NMS members within individual Nordic countries may be in other languages as appropriate, or in the event of formation of sub-chapters based on individual Nordic countries, the local language can be used.

11. Subscriptions, finances and accounts

- 11.1. The NMS shall be run on a non-profit basis and as far as possible not partake in activities that require direct funding from the NMS, nor receive monies that can call into question the impartiality of the NMS.
- 11.2. Income generated from NMS Activities, such as conferences, workshops and courses, will be used to promote the NMS and to support further NMS Activities.
- 11.3. The funds of the Organisation shall be deposited in bank accounts of a reputable local bank in the name of the Organisation and the authorised joint signatories for operating such accounts shall be the Chairperson, the Secretary and the Treasurer. The signature of the Treasurer and one other signature of the Chairperson or Secretary will suffice.
- 11.4. The Treasurer shall keep such proper books of accounts as will enable them to present at every General Meeting of the Organisation, or at any other time if required (on reasonable notice to them) by the Executive Board, an accurate report and statement concerning the finances of the Organisation.

12. General meetings

- 12.1. An Annual General Meeting of the Organisation shall be held in every year. Notice of the day and time of the Annual General Meeting shall be given to each member at least one calendar month before such day.
- 12.2. Other meetings of the Organisation may be summoned by the Executive Board, and shall be so summoned immediately upon a request in writing signed by at least ten (10) percent of the Members.
- 12.3. At any meeting of the Organisation every member of the Organisation shall be entitled to be present, and every Member shall be entitled to one (1) vote upon every matter raised. In the

case of equality of voting, the Chairperson of the meeting (who shall be the outgoing Chairperson of the Executive Board) shall have a second or casting vote. The Secretary shall take minutes of the proceedings at all General Meetings of the Organisation.

- 12.4. The Chairperson shall present the Annual Report of the Organisation to the Annual General Meeting.
- 12.5. The quorum for the Annual or any Meeting shall be ten per cent (10%) of the general membership. In the absence of such quorum, the Meeting shall be held, with the same agenda, thirty minutes later and all decisions taken shall be binding on the Organisation as a whole.
- 12.6. The auditors or reviewers of accounts shall be nominated and elected by the members attending and having a right to vote at General Meetings. No auditor or reviewer of accounts who has held office on the Executive Board during the past twenty four (24) months will be eligible for nomination. No auditor or reviewer of accounts shall run for office on the Executive Board during the coming twelve (12) months.
- 12.7. The Annual General Meeting shall include the following standard items:
 - 12.7.1. Annual report
 - 12.7.2. Accounts
 - 12.7.3. Nordic Metabolomics Meeting
 - 12.7.4. Business from members submitted one week prior to the Annual General Meeting
 - 12.7.5. Any other business

13. Conduct of Members

- 13.1. Every Member shall support the Organisation's Mission and Objectives. Any Member or members alleged to have brought, or attempted to bring disrepute on the Organisation, shall be asked to appear before the Executive Board and if, in the opinion of the Executive Board, the case be found proven, the Member shall be deprived of his/her membership. If the said Member fails to appear before the Executive Committee without justification he/she shall be deprived of membership.
- 13.2. The Code of Ethics shall be decided by the Executive Board and put forward at the inaugural Annual General Meeting to the Members of the NMS for voting into the Statutes.

14. Notices

- 14.1. Each Member shall keep the Secretary informed of that Member's email address, work position and affiliation(s). It is the responsibility of each Member to keep the Secretary informed of any change in e mail address and affiliation.

15. Alteration of the Statutes

- 15.1. This Statute may be revoked, added to or altered by a vote of at least fifty one (51) percent of all the registered Members of the Organisation who are entitled to vote at a General Meeting of the Organisation of which notice has been duly given specifying the intention to propose the revocation, addition or alteration, together with full particulars thereof.
- 15.2. For whatever reason if the Annual General Meeting is not a suitable forum for such a vote, then the vote may be organised via a secure online voting system linked to the e-mail addresses of the members.

16. Dissolution

- 16.1. If at any time the Organisation shall pass in General Meeting by a majority comprising seventy five per cent (75%) of all the registered Members present and entitled to vote a resolution of its intention to dissolve, the Executive Board shall take immediate steps to settle any debts, and dispose of the monies and property remaining as determined by the General Meeting; and thereupon the Organisation shall for all purposes be dissolved.
- 16.2. In the event of dissolution of the Organisation, any remaining funds and/or property shall be donated to a voluntary non-profit making organization or a charitable institution chosen by the outgoing Executive Board.

17. Activities of the Nordic Metabolomics Society

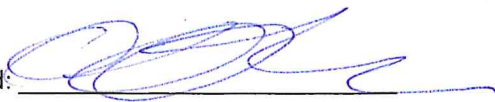
- 17.1. Activities of the NMS should be aligned with the Mission and Objectives of the Society.
- 17.2. The key activities of the NMS are, but not limited to:
 - 17.2.1. Organisation of an annual Nordic Metabolomics Conference
 - 17.2.2. Outreach to improve awareness and excellence in metabolomics
 - 17.2.3. Facilitate exchange of scientists and trainees in metabolomics across the Nordic region and beyond.

Signed: _____



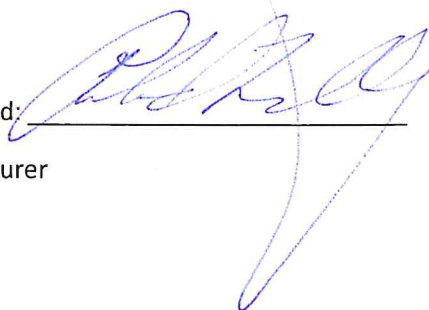
Chairperson

Signed: _____



Secretary

Signed: _____



Treasurer

Date: 2019-09-20