



General Assembly – Minutes
20 December 2006
12.00h, Green College, Oxford

Present: Society Past President Prof G Velo, and B Edwards (UK).

Apologies: I Cockburn (UK), G Ladds (UK), X. Kurz (Belgium), D. McCarthy (Ireland), N Moore (France).

The meeting was convened under the delegated presidency of Prof G Velo, Past President.

The Agenda consisted solely of the acknowledgement of the change of the by-laws, the resolution to change the domicile of the Society and the resolution to change the Society's statutes ("the Statutes").

1. The Assembly acknowledged unanimously the change of the by-laws (Article 9.5 and 10) which had been amended following a written resolution of the Executive Committee and which are duly attached to these minutes.
2. Prof G Velo summarized matters arising from the General Assembly held on the 12 October in Liege, Belgium at which a quorum (to approve the change of domicile and the amendment of the statutes) was not achieved and therefore the Assembly had not been able to vote on such issues. Today's extraordinary General Assembly had therefore been convened and it was noted that in accordance with the article 13.2, this extraordinary General Assembly was qualified to vote on these matters whatever the number of members present.

Prof G Velo then proposed to the members present the resolution that the domicile of the Society be moved from its current registered address (being Institut de Pharmacologie, Faculté de Médecine, 11 Rue Human, 67000 Strasbourg, France) to b./a. Etude Bonnant Warluzel & Partners, 12 Rue de Saint-Victor, PO Box 473, 1211 Geneva 12, Switzerland.

Before the vote was taken, it was noted that in the event that the resolution to move domicile was approved, all members of the Executive Committee had agreed to continue in their posts.

A vote was taken and the assembled members voted unanimously in favour of the change in domicile. It was noted that article 1.2 of the Statutes would need to be amended accordingly.

3. Prof G Velo then presented a draft of the proposed amended Statutes (**a copy of which is attached to these minutes**) and the substantive changes were noted as follows:

Art 1.3, whereby the Society would be registered in the Trade Register of Geneva and governed by articles 60 to 79 of the Swiss civil code;

Art 2: whereby ISoP would explicitly pursue exclusively charitable and public purpose objectives;

Art 9.4, whereby the Executive Committee as a whole (rather than the President) would be responsible for legally representing ISoP and for conducting its affairs;

Art 11.2 whereby the use of financial assets would be in accordance with the objectives and the budgets approved by the Executive Committee;

Art 12, whereby the accounts would be subject to examination by an appointed inspector of accounts (i.e. an auditor) who would also set (financial) controls;

Art 13 (new), which provides for signatories of papers on ISoP's behalf;

Art 14 (new) whereby the financial liability of the Society is restricted to the assets of ISoP and the personal financial liability of ISoP's members is exclusively limited to the amount of their annual membership fees;

Art 17, whereby provision is made for an alternative means of distributing ISoP's assets on liquidation (should there be no other societies sharing ISoP's objectives); and

Art 18 whereby any future amendment to the Statutes would require the tax administration in Geneva to be notified

Prof G Velo asked if there were any questions from the Assembly and then a vote was taken. It was subsequently noted that the extraordinary General Assembly had unanimously approved all the changes to the Statutes.

There being no further business, the extraordinary General Meeting was brought to a close.

Signed:

Date: 20 December 2006

Professor Giampaolo Velo,
Past President and acting President
for the purpose of the extraordinary General Meeting

Signed:

Date: 20 December 2006

Brian Edwards, Treasurer (and acting Secretary for the purpose of the meeting)