

Memorandum of Understanding Federation of Asian Societies for Molecular Imaging (MOU-FASMI)

(Updated September 1st, 2006)

ARTICLE I (NAME)

The name of the organization is the Federation of Asian Societies for Molecular Imaging (FASMI).

ARTICLE II (PURPOSE)

Molecular Imaging is broadly defined as the characterization and measurement of biological processes in living animals at the cellular and molecular level by means of non-invasive (or minimally invasive) imaging. These advancements will be used to enhance our knowledge of normal and pathogenic processes, to accelerate drug discovery, to establish new methods of assessing outcome, and to ultimately improve early disease detection, prevention and therapy.

The Federation is a voluntary organization whose purpose is

- To **promote** molecular imaging in Asian countries and throughout the world
- To **facilitate** communications between researchers and clinicians working in the field of molecular imaging and related disciplines
- To **stimulate** and mediate collaborations between molecular imaging researchers and clinicians in Asian countries and throughout the world
- To **provide** the network infrastructure for multi-disciplinary education and collaborative research in molecular imaging

ARTICLE III (MEMBERSHIP)

- Section 1.** There shall be three categories of Membership in the FASMI - a Founding Member, an Active Member and a Candidate Member. National Societies for Molecular Imaging and other Scientific, Clinical, and Academic Societies, which share the goals of FASMI and may become either the Active or Candidate Members of FASMI.
- Section 2.** "Active Membership" will have voting privileges and is open to all National Societies for Molecular Imaging from Asian Countries, which share the stated purposes of the FASMI and which have advanced research, educational, and clinical infrastructure, track record, and experience in Molecular Imaging and related fields of science and medicine. The acceptance Active Members into the FASMI is decided by the majority of votes of members of the FASMI Council (defined further).
- Section 3.** "Candidate Membership" will not have voting privileges, but is open to all National Societies for Molecular Imaging from Asian Countries, which share the stated purposes of the FASMI and which have advanced research, educational, and clinical infrastructure, track record, and experience in Molecular Imaging and related fields of science and medicine. The acceptance of Candidate Members into the FASMI is decided by the majority of votes of members of the FASMI Council (defined further).
- Section 4.** The Federation Council may establish such requirements for membership as it deems appropriate in the best interests of the FASMI.
- Section 5.** Any Member Society may withdraw from the Federation one year following notification to the Federation Board of its intention, by its President delivering in person or by mailing to the Secretary General of the Federation a certified copy of a resolution of its Society or Organization to that effect. A Representative of the withdrawing Member Society or Organization shall tender their resignations on the date of withdrawal.
- Section 6.** A Society's or Organization's membership status may be terminated by the Federation Council within one year's notice. Such action shall require the unanimous consent of the Federation Council for the termination of Founding, Active, or Candidate Member.
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ARTICLE IV (COUNCIL)

The Federation is governed by a Council consisting of Presidents and Representatives from Active Member Societies or Organizations. Each Active Member and Candidate Member of FASMI shall be represented in the Council by a President of their National Society for Molecular Imaging or other scientific, research, clinical, or academic Organization and a Council Representative. The terms of the Presidents and Council Representatives shall be determined by by-laws of the individual Member Societies and Organizations.

ARTICLE V (Officers)

Section 1. Secretary General. The Federation Council may appoint a Secretary General from the Council Members. The Secretary General is elected by the majority of the voting members of the Federation Council. A term of the Secretary General is three years, and the first term will be start on October 1st, 2006. The Secretary General can not be re-elected for an immediate consecutive term. The powers and duties of the Secretary General shall include the following: The Secretary General shall (a) preside at meetings of the Federation Council and be an ex officio member of all other committees that may be formed by the FASMI; and (b) prepare the agenda for all meetings of the Federation Council. The Secretary General has a veto power over decisions of the Federation Council.

Section 2. Advisor to the Secretary General. The Federation Council may appoint an Advisor to the Secretary General (further Advisor). A term of the Advisor is three years, and the first term will be start on October 1st, 2006. The Advisor is elected by the majority of the voting members of the Federation Council. The powers and duties of the Advisor shall include the following: The Advisor shall (a) preside at meetings of the Federation Council and can be an ex officio member of all other committees that may be formed by the FASMI; and (b) help prepare the agenda for all meetings of the Federation Council and advise Secretary General on strategic issues of the FASMI and mediate any disputes that may develop between the members of FASMI. The Advisor has no voting privileges. The Advisor can be re-elected for an immediate consecutive term of three years.

Section 3. Treasurer. The Federation Council may appoint a Treasurer. A term of the Treasurer is three years, and the first term will be start on October 1st, 2006. The Treasurer is elected by the majority of the voting members of the Federation Council. The Treasurer has no voting privileges. The Treasurer can be re-elected for an immediate consecutive term of three years. The Treasurer shall (a) attend meetings of the Council and have a vote; (b) be responsible to the Federation Council for safeguarding the funds of the Federation; (c) advise the Council concerning the propriety of fiscal practices with relation to established Federation policy and with relation to the policies of granting and taxing agencies.

ARTICLE VI (ASSOCIATIONS)

Council is empowered to associate FASMI with other organizations. Proposals for association shall be presented by any Council Member of the Federation to Council for its consideration and approval. Approval is by majority vote.

ARTICLE VII (AMENDMENTS)

Amendments to this MOU may be initiated by a member of the Federation Council and approved by the Federation Council. Proposed amendments to this MOU must be approved by votes of two-thirds of the Federation Council, provided that the Federation council shall have been advised of the substance of any proposed amendments in writing at least 30 days prior to such meeting of the Council, and provided further that the 30-day prior notification will not be required if all directors of the Federation Council vote unanimously to amend this MOU.

ARTICLE VIII (DISSOLUTION)

Dissolution of the FASMI for any cause shall follow the same procedure as for amendments (Article VII). In the event that the Federation should dissolve, all funds and other assets of the Federation, after payment of all outstanding obligations, shall be contributed to a successor society which has among its principal purposes the encouragement, development and dissemination of knowledge in the biological or physical sciences, and which has qualified as an exempt organization. The selection of the successor society shall be approved by a two-thirds vote of the Council and recorded in Council's minutes and in its Articles of Dissolution.

ARTICLE IX (INDEMNIFICATION)

Section 1. The FASMI shall indemnify an Council Member of a duly constituted committee, and may, by resolution of the Federation Council, indemnify an employee of the FASMI administration, against any and all expenses and liabilities actually and necessarily incurred by or imposed on such person in connection with the defense of any claim, action, suit or proceeding to which said person may be a defendant or respondent by reason of affiliation with the FASMI; except, however, that there shall be no indemnification in relation to matters in which said person shall be adjudged guilty of a willful, criminal offense, negligence or misconduct in the performance of duty. The Federation Council may decide to advance expenses to, or may at its own expense undertake the defense of, any Council Member or a member of a duly constituted committee, or FASMI administrative employee; provided (1) it is so authorized by the Federation Council; and (2) reasonable assurance is obtained that the advance will be repaid if it is ultimately determined that the person involved is not entitled to be indemnified. Indemnification as provided for in this Article shall inure to the benefit of the heirs, executors, or administrators. If any part of this Article shall be found, in any action, suit or proceedings, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected. The provisions of this Article shall be applicable only to any claim, action, suit or proceeding arising after the adoption of this Article by the Federation Council.

ARTICLE XI. (CONTRACTS)

The Secretary General shall have the authority to sign and execute contracts, agreements and other legal documents in the name of the Federation under such circumstances as shall be indicated by the Federation Council.

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ARTICLE XII. (Conflict of Interest)

Any Federation Member and Federation Council Member, officer, administrative employee, or dully formed committee member having an interest in a contract or other transaction or determination presented to the Federation Council or a committee for recommendation, authorization, approval or ratification shall give a prompt, full and frank disclosure of his/her interest to the council or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his/her personal

influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

ARTICLE XIII. (Nondiscrimination)

The officers, employees, and persons served in the FASMI shall be selected in a non-discriminatory manner which respect to age, sex, race, national origin, and political or religious opinion or affiliation.