

CERTIFIED TRANSLATION

**Constitution of the**

**EUROPEAN ALLIANCE FOR  
MEDICAL AND BIOLOGICAL ENGINEERING AND SCIENCE  
(EAMBES)**

INTERNATIONAL NON-PROFIT ASSOCIATION

**(Version of November 2008)**

THIS TEXT IS AN ENGLISH TRANSLATION OF THE DUTCH TEXT THAT HAS BEEN USED FOR THE OFFICIAL INCORPORATION OF EAMBES AS AN INTERNATIONAL NON-PROFIT ASSOCIATION ACCORDING TO BELGIAN LAW. TOGETHER WITH THE BYLAWS, THE CONSTITUTION IS THE LEGAL BACKBONE OF THE ALLIANCE. THE CONSTITUTION AND BYLAWS ARE BASED UPON THE ENGLISH CONSTITUTION TEXT THAT WAS APPROVED BY THE DELEGATES PRESENT AT THE MEETING IN FRANKFURT IN AUGUST 2003.

## **ARTICLE 1**

### **NAME**

Herewith an international non-profit association is founded that will be known as “The European Alliance for Medical and Biological Engineering and Science”, hereafter referred to as EAMBES.

The association falls under the definitions of title III of the Belgian law of 27 June 1921 concerning non-profit associations, international non-profit associations and foundations (articles 46 through 57).

## **ARTICLE 2**

### **ADDRESS OF THE REGISTERED OFFICE OF THE ASSOCIATION**

The association has its registered office at Leuven Catholic University (Katholieke Universiteit Leuven), Department of Biomechanics and Graphic Design (Afdeling Biomechanica en Grafisch Ontwerpen), Celestijnenlaan 200A, 3001 Heverlee, Belgium.

The main office may be transferred to any other place in Belgium on the decision of the General Council of EAMBES, the decision and new address to be published in the annexes of the Belgian Official Gazette and to be communicated to the Federal Justice Department of Belgium.

## **ARTICLE 3**

### **AIMS AND OBJECTIVES**

Medical and Biological Engineering and Science (MBES) integrate physical, mathematical and life sciences and engineering principles for the study of biology, medicine and health systems and for the application of technology to improve health and the quality of life. It creates knowledge from the molecular to organ system levels, develops materials, devices, systems, information approaches, technology and health care management, and methods for the evaluation of technology, for the prevention, diagnosis and treatment of disease, for the provision of health care and for patient care and rehabilitation.

EAMBES is an international association whose activities extend throughout Europe, as defined by the European Region of the World Health Organisation (WHO). The association has the following non-profit aims for international benefits:

- a) Serving and promoting MBES at the European and International levels,
- b) Fostering, co-ordinating and providing added value to the activities of member organisations in MBES and collaborating, where appropriate, with national and international organisations, particularly the International Federation for Medical and Biological Engineering (IFMBE),
- c) Supporting and promoting MBES education, training and accreditation programmes,
- d) Supporting and promoting MBES research and development,
- e) Establishing recommendations for the general responsibilities, organisational relationships and roles of those engaged in the field of MBES,
- f) Establishing and maintaining liaison with national and European governments and agencies
- g) Promoting public awareness of EAMBES,
- h) Improving intersociety relations and co-operation in Europe within MBES and related fields,
- i) Encouraging and assisting in the formation of organisations in MBES where such organisations do not exist,
- j) Recognising individual and group achievements and contributions to the field of MBES.

To achieve these goals, EAMBES will develop the following activities:

1. Organise expert meetings
2. Prepare reports on the status and impact of MBES upon the society
3. Apply for and manage projects related to the promotion of MBES
4. Collaborate with European authorities, agencies and organisations
5. Promote the international collaboration and exchange of knowledge by
  - a. the establishment of R & D networks
  - b. sponsoring international conferences and other meetings
  - c. supporting the publication of reports, proceedings and journals
6. Contribute to the harmonisation and development of curricula
7. Identify and disseminate examples of good practice in BMES
8. Act as a source of expert opinion on MBES education, training, accreditation and application.

Once established and registered, EAMBES will apply for membership in IFMBE.

## **ARTICLE 4**

### **MEMBERS**

The association is accessible to Belgians and foreigners.

It comprises individuals or legally recognised organisations, founded according to the laws and usages of the state where they are founded. EAMBES members will be assigned to one of the following Divisions or Categories of Membership:

*a) Division of Societies:*

For societies, both National and Trans-European, with interests and activities in MBES as defined in the preamble above. The Division of Societies will consist of two sections: National Societies and Trans-European Societies. National societies are those whose membership encompasses mostly one European country. Trans-European Societies are those that have, and whose objective is to have, members from several different European countries.

*b) Division of Academic Programmes or Institutions and Research Institutes:*

For Academic Programmes or Institutions and Research Institutes that have activities in education and/or training and research within areas relevant to the activities or interests of EAMBES.

*c) Division of Fellows:*

For individuals who have distinguished themselves by identifiable contributions or accomplishments in Medical and Biological Engineering and Science.

*d) Division of Industry:*

For industrial organisations and associations operating in Europe.

*e) Other categories of membership that will be created as the need arises.*

For the management of its activities, a division may create its own executive board.

## **ARTICLE 5**

### **ADMISSION, TERMINATION AND DISMISSAL**

Application for membership other than for Fellow will be made to the Secretary-General of EAMBES. The General Council of EAMBES at the recommendation of the Membership Committee of the Division in question will decide upon membership. The organisations that initiate EAMBES will be known as Founding Organisations.

The Division of Fellows will elect its Fellows. Candidates for Fellows may be recommended to the Fellowship Committee of the Division of Fellows by any other Fellow, by the Executive Board of EAMBES or of any EAMBES Division. The recommendation will include a named proposer and seconder. The Fellowship Committee of the Division of Fellows will select nominees for election from the candidates submitted, or suggest additional candidates. Election of Fellows will be determined by postal or electronic ballot of existing Fellows conducted once every year. Election will require that the candidate receive at least 2/3 of the ballots received within 30 days of the distribution of the list of candidates. The Fellows elected will be ratified by the General Council of EAMBES. The Fellows who initiated the Division of Fellows will be known as Founding Fellows.

Membership in EAMBES may be terminated by:

- a) Resignation, requiring written notification to the Secretary-General.
- b) Dissolution of a member organisation.
- c) Death of a Fellow; their rightful successors cannot exert any rights on the property of the association.

Members of EAMBES can be excluded:

- a) For default in payment of contributions or subscriptions to EAMBES of duration greater than 2 years
- b) If continuing membership is considered to be detrimental to the interests of EAMBES.

Exclusion must be approved by two-thirds of the votes cast at the Assembly of the appropriate Division and ratified by a majority of the General Council of EAMBES. The Executive Board can suspend the members until the General Council ratifies their expulsion.

## **ARTICLE 6**

### **CONTRIBUTIONS**

Each member of EAMBES will pay a yearly contribution decided by the General Council on proposal by the Assembly of each Division.

The fee for persons and organisations in a European country outside the European Union will be reduced if the GDP per head of population is less than the European Union average. This reduction will continue for states joining the European Union for 5 years after the date of their accession to the European Union.

## **ARTICLE 7**

### **GENERAL COUNCIL**

#### **7.1. Competences**

The General Council is the highest authority of EAMBES and will be vested with powers allowing the fulfilment of the objectives of EAMBES. It will elect and dismiss Executive Board members; it will have the authority to decide on modifications to the Constitution and Bylaws of EAMBES and the Bylaws of the Divisions or the dissolution of the Organisation.

The function of the General Council will be to:

- a) Establish the policy of EAMBES,
- b) Elect the Executive Board members,
- c) Receive, and approve or reject, reports and recommendations from the Executive Board,
- d) Initiate action to further the objectives of EAMBES as set out in Article 3 of the Constitution,
- e) Ratify the Bylaws of the Divisions,
- f) Approve amendments to the EAMBES Constitution and Bylaws,
- g) Approve the budget and annual accounts,
- h) Approve exclusion of Members.

The day-to-day administration of the organisation between meetings of the General Council will be the responsibility of the Executive Board of EAMBES.

## **7.2. Composition**

The General Council will consist of the President of EAMBES, the Chairs of the Divisions, 8 elected Representatives from each of the Divisions of Societies and the Division of Academic Programmes or Institutions and Research Institutes and 4 elected representatives from each of the other Divisions. The Executive Board members are exofficio members of the General Council without vote.

The President-Elect, Secretary-General and Treasurer will be elected by the General Council from a list of nominations presented by the Nominating Committee of the General Council.

## **7.3. Election of Representatives to the General Council**

Elections of Representatives to the EAMBES General Council will be held annually by postal or electronic ballot and will be completed before the annual meeting of EAMBES Council. Representatives will normally serve for 2 years.

The Delegates of the Division will elect Representatives of the Division from a list of names presented by the Nominating Committee of the Division. The names of candidates for election to the General Council will be sought by the Secretary/Treasurer at least 120 days before the opening of the postal or electronic ballot and communicated to the Secretary/Treasurer at least 90 days before the opening of the mail/electronic ballot. The Nominating Committee may add the names of additional candidates if the Committee believes that it would be in the interest of the Division to do so.

In order to ensure representation of both Sections of the Division of Societies three of the eight elected Representatives will be members of a National Society and three will be members of a Trans-European Society, with the proviso that the number of Representatives who belong to a Section will not be greater than the number of Member Organisations of that section. There will be no limitation on the remaining Representatives. The list of Candidates will be presented to the Delegates of the Member Organisations and the Delegates vote on the entire list. The candidates of the appropriate Section receiving the greatest number of votes will fill the vacancies among the six Representatives who are members of a specified section of the Division of Societies. Candidates receiving the greatest number of votes, irrespective of section, will fill the remaining vacancies. In the event that there are fewer than three Member Organisations in a Section, the vacancy or vacancies should be filled by the remaining candidate(s) receiving the greatest number of votes, irrespective of their Section.

#### **7.4 Meetings and invitations to meetings of the General Council**

The Executive Board will convene a meeting of the General Council at least once a year. The Executive Board will convene a special meeting of the General Council on petition of a Division or by at least twenty percent of the member organisations.

All individual members of member organisations and Fellows of EAMBES may attend the General Council meetings. Voting is, however, restricted to the Representatives of Divisions.

The agenda for the meeting of the General Council will be prepared by the Secretary-General and will include at least:

- a) Reports from the President, Secretary-General and Treasurer
- b) Business presented by the Executive Board
- c) Reports from EAMBES Committees
- d) Any additional business presented in advance by any Division or Member Organisation.

The agenda and notice of the site of the meeting will be sent to all members of the General Council by postal or electronic mail at least 30 days before the meeting of the General Council.

#### **7.5 Decision-making process**

A quorum of the General Council will consist of at least half of the Representatives of the General Council as mentioned in paragraph 7.2

Voting will normally be by a show of hands unless a secret ballot is requested. A secret ballot will be conducted for the election of the Executive Board members.

The approval of a majority of those voting will be required for the acceptance of a motion. A majority will be a simple majority of greater than half of those voting except for changes in the Constitution or the dissolution of EAMBES, which will require a majority of more than two-thirds of those voting.

The General Council may use regular post or electronic ballots. For these, the Secretary General will submit proposals with a closing date for voting not less than 30 days after submission. A majority of those responding will be required for acceptance of the proposal. A majority will be a simple majority of more than half except for changes to the Constitution or the dissolution of a Division or of EAMBES, which will require a majority of two-thirds.

The Chair has the casting vote if a vote for a decision which requires a simple majority is tied.

#### **7.5. Register of the decisions of the General Council**

The Secretary-General or a designated person will keep the minutes of each meeting of the Council. These minutes will be sent to all voting members of the Council for approval or amendment. Copies of the approved minutes will be signed by the President and Secretary-General, and sent to all Divisions.

#### **7.6. Committees and Vice-Presidents**

The General Council and the Executive Board both have the right to establish committees to provide good management, and further the objectives of EAMBES. These committees may have members drawn from more than one Division and may establish contacts and co-operation with societies and organisations outside of EAMBES. The chairs of committees will be ex-officio members of the Executive Board without vote.

There will be standing committees for Nominating and Membership. The President may establish *ad-hoc* committees for special assignments as needed.

The General Council will have the right to appoint Vice-Presidents to further specific objectives of EAMBES. The Vice-Presidents will be ex-officio members of the Executive Board without vote.

#### **7.7. Change of office**

In addition to the function of a member of the General Council ceasing at the termination of the mandate period, it will be terminated by death, physical or civil incapacity or dismissal.

In the event of resignation or death of a Council member during his or her term of office, the Council will appoint a temporary replacement to fill the vacancy until an election can be held. The Nominating Committee will prepare a list of nominations for the vacant office and will distribute an electronic or postal ballot to the Council within 30 days of the vacancy. The candidate receiving the greatest number of votes within 30 days of the distribution of the ballot will fill the vacancy.



## **ARTICLE 8**

### **EXECUTIVE BOARD**

#### **8.1. Composition**

The Executive Board will consist of the Officers of EAMBES, being the President, President-Elect, Past-President, Secretary-General and Treasurer. The executive board consists of at least 5 members.

#### **8. 2. Election of the Executive Board**

The names of candidates for election to the Executive Board will be communicated to the Nominating Committee of the General Council at least 90 days before the General Council meeting. The Nominating Committee may add the names of additional candidates if the Committee believes that it would be in the interest of EAMBES to do so. The Nominating Committee will provide the Secretary-General with the list of the nominees together with a signed consent from each nominee accepting the nomination and a short CV for each in sufficient time to allow the Secretary-General to distribute the list with the agenda of the Council meeting. The list will be presented to the General Council and voting proceeded in the order: President-Elect, Secretary-General and Treasurer.

Executive board members are elected by General Council, which decides with simple majority of the members present. Board members can be dismissed by General Council, who decides with a majority of more than two-thirds of the members present. The function of a member of the executive board will be terminated by death, dismissal, civil incapacity, termination or expiration of the term of mandate.

#### **8.3. Competences**

The Executive Board will:

- a) Have full powers except those expressly attributed to the Council, and will have the authority for all issues, concerns and positions of the organisation between meetings of the Council.
- b) Be responsible for the day-to-day administration of the organisation between meetings of the Council.
- c) Be the administrative body of EAMBES and report to the Council.

The President, President-Elect and the Past-President will each serve for a period of two years. They will normally serve no more than one term in each office. The Secretary-General and Treasurer will serve for two years and be eligible to serve two additional two-year terms.

#### **8.4. Meetings and invitations to meetings**

The executive Board will hold both electronic and physical meetings as the need arises. The Secretary-General will convene the meeting and the agenda and notice of the site of the physical meeting will be sent to all members of the Executive Board by postal or electronic mail at least 30 days before the meeting.

#### **8.5. Decision-making process**

A quorum of the Executive Board will consist of at least 4 members. Business may be conducted in the absence of a quorum, but decisions must subsequently be ratified by ballot. Voting at a physical meeting will normally be by a show of hands unless a secret ballot is requested. The approval of a simple majority of those voting will be required for the acceptance of a motion.

#### **8.6. Register of the decisions of the Executive Board**

The Secretary-General or a designated person will keep the minutes of each meeting of the Executive Board, including electronic meetings. These minutes will be sent to all voting members of the Executive Board for approval or amendment. Copies of the approved minutes will be signed by the President and Secretary-General, and sent to the General Council.

### **ARTICLE 9**

#### **CHANGES IN THE CONSTITUTION AND DISSOLUTION OF THE INTERNATIONAL ASSOCIATION OR OF THE DIVISIONS**

Without prejudice to application of articles 50 par 3, 55 and 56 of the law concerning non-profit associations, non-profit international associations and foundations, the introduction, deletion or amendment of the Constitution or dissolution of EAMBES may be proposed:

- a) By the Executive Board or
- b) By General Council in writing, by at least ten per cent of the voting members at a meeting of the General Council.

The Secretary-General will submit such proposals to the General Council for a ballot.

The introduction, deletion or amendment of constitution or dissolution of a Division may be proposed:

- a) By the EAMBES General Council,
- b) By the Executive Committee of the Division or
- c) In writing, by at least ten per cent of the voting Member Organisations or Fellows.

The Secretary/Treasurer will submit such proposals to the General Council for a ballot. The Membership will be informed of the proposed changes to the Constitution and the date and site of the meeting of the General Council that will deliberate on the proposed changes at least 90 days before the meeting.

The proposal can only be discussed if a quorum of two-thirds of members is present at the meeting of the General Council. If a quorum is not present at the meeting, a second meeting will be called within at most 15 days. This second meeting can discuss and reach a binding decision on Statute changes even if a quorum is not present. A decision on introducing, deleting or amending the Constitution or dissolution of EAMBES or a Division requires approval by a majority of two-thirds of those voting.

Changes in the constitution or dissolution will only be valid after approval by the competent authorities as mentioned in article 50 par 3 of the law and after publication in the Appendices of the Belgian Official Gazette as mentioned in article 51 par 3 of the mentioned law.

In the event of dissolution of EAMBES the General Council will distribute all remaining assets to a private, non-profit legal body with a goal comparable to that of EAMBES. In absence of such, the assets will be offered to a charity.

Organisations that are members of EAMBES are not liable for its debts or liabilities. EAMBES is liable only to the extent of its assets.

## **ARTICLE 10**

### **REPRESENTATION OF EAMBES TO THIRD PARTIES AND IN RIGHTS**

The President and Secretary-General will sign all written items relating to EAMBES, except when named other persons are mandated to sign

The Executive Council will act on behalf of EAMBES as plaintiff or defendant in legal actions and will be represented by the President and Secretary-General.

The legal acts concerning appointment, dismissal and termination of office of persons mandated to represent EAMBES, made according to the law, will be communicated to the Federal Justice Department in order to be added to the files and will be published in the Belgian Official Gazette at the expense of EAMBES.

## **ARTICLE 11**

### **BUDGET AND ANNUAL ACCOUNTS**

The bookkeeping year starts on 1 January and ends on 31 December.

In compliance with article 53 of the law the annual accounts of the past bookkeeping year as well as the budget proposed for the following bookkeeping year will be made up every year by the Treasurer of EAMBES and submitted to the General Council and the Assemblies of Divisions for approval at their first meeting after the completion of the bookkeeping year.

The annual accounts will be sent to the Federal Justice Department (article 51 of the law)

## **ARTICLE 12**

### **GENERAL PROVISIONS**

All matters not dealt with in the above constitution, and especially the publications in the Annexes to the Belgian Official Gazette will be dealt with in compliance with the specifications of title III of the law of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations.