

**Articles of association of the
EUROPEAN ALLIANCE FOR MEDICAL AND BIOLOGICAL
ENGINEERING AND SCIENCE (EAMBES)**

INTERNATIONAL NON-PROFIT ASSOCIATION

(Approved March 1, 2022)

ARTICLE 1

NAME – LEGAL FORM

The name of the association is “The European Alliance for Medical and Biological Engineering and Science” (hereafter referred to as the “association”). The association may also use the abbreviation “EAMBES”.

The association is an international non-profit association governed by the provisions of Book 10 and other applicable provisions of the Code of Companies and Associations, dated 23 March 2019 (published in the Belgian Official Gazette on 4 April 2019), as may be amended from time to time.

All deeds, invoices, announcements, publications, websites, and other documents, whether or not in electronic form, originating from the association, shall contain the association’s name, immediately preceded or followed by the words "international non-profit association" or the abbreviation “INPA”, the address of the association’s registered office, the enterprise number, the word “register of legal entities” or the abbreviation “RLE”, followed by a mention of the court of the registered office of the association, the email address and website of the association, if applicable, and, the fact that the association is in liquidation, if applicable.

ARTICLE 2

REGISTERED OFFICE OF THE ASSOCIATION

The association has its registered office in the Flemish Region.

The registered office may be transferred to any other place in Belgium on the decision of the Council of EAMBES. To the extent the transfer requires a change of the language of the articles of association, only the General Assembly will have the power to take such decision thereby complying with the provisions applicable to a modification of the articles of association. Any change to the location of the registered office of the association shall be filed with the clerk’s office of the enterprise court competent for the judicial district in which the registered office is located and shall be published in the Annexes to the Belgian Official Gazette.

ARTICLE 3

AIMS AND OBJECTIVES - ACTIVITIES

Medical and Biological Engineering and Science (MBES) integrate physical, mathematical, chemical, information 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 and collaborating MBES organisations, where appropriate, at national and international level, and particularly with the International Federation for Medical and Biological Engineering (IFMBE),
- c) Supporting and promoting MBES education and life-long training, as well as the harmonization and accreditation of MBES programmes,
- d) Supporting and promoting MBES research and development,
- e) Establishing recommendations for the general responsibilities, organizational relationships and roles of those engaged in the field of MBES,
- f) Establishing and maintaining liaison with regional, national and European governments and agencies
- g) Promoting public awareness of EAMBES, and its impact in everyday life,
- h) Improving intersociety relations and co-operation in Europe within MBES and related fields,
- i) Encouraging and assisting in the formation of national organisations in MBES in Europe and neighbour countries, where such organisations do not exist,
- j) Recognising individual and group achievements and contributions to the field of MBES.
- k) Recognising MBES individual and group achievements, contributing to the advancement of humankind, and particularly to health and quality of life.

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

1. Organise meetings
2. Prepare reports on the status and impact of MBES upon the society
3. Apply for and manage projects related to MBES and its promotion
4. Collaborate with European authorities, agencies and organisations
5. Promote the international collaboration and exchange of knowledge by
 - a. establishing 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 MBES curricula
7. Identify and disseminate examples of good practice in MBES
8. Act as a source of expert opinion on MBES

Besides, the association can enter into any other activities and undertake any other actions that are necessary or useful for the realization of the aforementioned non-profit aims.

ARTICLE 4

MEMBERS

The association is accessible to Belgians and foreigners.

It comprises individuals or legally recognized 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 Categories of membership:

a) Societies:

For societies, both national and trans-European, with interests and activities in MBES as defined in the preamble above.

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) 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) Fellows:

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

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

For the management of its activities, a membership category may form a division within EAMBES and create its own executive board.

ARTICLE 5

ADMISSION, TERMINATION AND DISMISSAL, CONSEQUENCES OF TERMINATION OF MEMBERSHIP

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

The existing EAMBES Fellows will elect new Fellows. Candidates for Fellows may be recommended to the Fellowship Committee by any other Fellow, or by the Executive Board of EAMBES. The recommendation will include a named proposer and seconder. The Fellowship Committee 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, irrespective of how many ballots have been received, within thirty (30) days of the distribution of the list of candidates. The Fellows elected need to be ratified by the Council of EAMBES. The first class of Fellows will be known as Founding Fellows. If at a certain moment EAMBES does not have any Fellows, the decision to elect a new Fellow will exceptionally be taken by the Council.

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.

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 a Council meeting. Prior to such decision, the member concerned will have the right to be heard by the Council. The exclusion shall be listed on the agenda of the meeting.

A member whose membership is terminated, for any reason whatsoever, loses all rights defined in applicable legislation or in the present articles of association, with effect from the date on which the termination becomes effective. No member who has resigned, has been excluded or whose membership is terminated in any other way (nor his successors or beneficiaries) will have any right to the assets including the documentation of the association, not to any reimbursement of contributions. Nor can such member claim or demand financial statements or accounts of the association. If such a member has any debt towards the association, such debt shall immediately become due and payable.

ARTICLE 6

CONTRIBUTIONS

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

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 ASSEMBLY AND GOVERNANCE STRUCTURE

7.1. Competences

The General Assembly is the highest authority of EAMBES.

The General Assembly will have the following reserved powers:

- a) to transfer the registered office of EAMBES if this would necessarily imply a change of the language of the articles of association;
- b) to elect and dismiss the Council members, to grant discharge from liability;
- c) to receive, and approve or reject, matters submitted to the General Assembly by the Council;
- d) to receive reports from the President, Secretary-General and Treasurer;
- e) to receive reports from possible EAMBES Committees and working groups
- f) to receive any additional business presented to it by any member organization;
- g) to appoint and revoke a statutory auditor or statutory auditors, to determine his/her/their remuneration, and to grant discharge from liability;
- h) to approve, modify and cancel the EAMBES articles of association and internal rules;
- i) to determine the yearly member contribution;
- j) to approve the budget and annual accounts,

- k) to wind up EAMBES, appoint the liquidator(s) and determine the beneficiary or beneficiaries of the liquidation surplus;
- l) the powers attributed to the General Assembly by virtue of the articles of association or mandatory provisions of the Code of Companies and Associations.

7.2. Composition

The General Assembly will consist of the President of EAMBES who is a member of the Council, and of all the members of EAMBES. The President chairs the General Assembly meetings.

Each member organisation (Societies and Academic Programmes or Institutions and Research Institutes) shall appoint an official representative (“Representative”). This Representative will be entitled to cast the vote of the member organisation at a General Assembly meeting.

All Fellows together have one vote and will appoint one Representative who will be entitled to cast this one vote on behalf of the Fellows at a General Assembly meeting.

The Council members other than the President are ex-officio members of the General Assembly without vote.

7.3 Meetings and invitations to meetings of the General Assembly

The Council will convene a meeting of the General Assembly at least once a year. This General Assembly meeting (also referred to as the ordinary General Assembly meeting) will be held within six months after the closing of the previous financial year. The President will convene an additional meeting of the General Assembly whenever the Council considers that the interests of EAMBES so require. The Council will also convene a meeting of the General Assembly by request of at least twenty percent of the member organisations.

All individual members of member organisations and all Fellows of EAMBES may attend the General Assembly meetings. Voting is, however, restricted to the Representatives of the member organizations, to the Representative of the Fellows and to the President.

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

- a) Approval of the annual accounts and of the budget;
- b) Discharge from liability to the members of the Council;
- c) If applicable, discharge from liability to the statutory auditor(s);
- d) Reports from the President, Secretary-General and Treasurer;
- e) Business presented by the Council;
- f) Determine the yearly member contribution;
- g) Reports from possible EAMBES Committees and working groups;
- h) Any additional business presented in advance by any Member Organisation.

The notice of the site and date of the meeting will be sent to all members and Representatives of the members in the General Assembly by postal or electronic mail at least thirty (30) days before the meeting of the General Assembly. The agenda of the meeting will be sent to all members and Representatives of the members at least 15 days before the meeting.

Upon a decision of the Council, a General Assembly meeting can also take place via any electronic means of communication, or in a hybrid way, i.e. a physical meeting with the possibility to participate via any electronic means of communication.

In case it is allowed to participate in the meeting via any electronic means of communication, such electronic means of communication shall, at a minimum, enable members to directly, simultaneously and uninterruptedly follow the discussions at the meetings and to exercise their right to vote. The electronic means of communication must also enable members to participate in the deliberations and ask questions.

The way in which the meeting will be held and the procedures for remote participation shall be clearly and precisely indicated in the convening notice of the meeting.

If the association has an association website, the procedures for remote participation shall also be published on the website.

Any technical problems or incidents that may have prevented or hindered the participation in the General Assembly meeting or the voting need to be included in the minutes of the General Assembly meeting.

If a Representative of a member organization is unable to attend a General Assembly meeting the member organization may designate another member organization of its choice or the President to exercise its vote upon the delivery of a written proxy to the Secretary-General. If the Representative of the Fellows is unable to attend a General Assembly meeting, the Fellows may designate another member organization of their choice or the President to exercise their one vote upon the delivery of a written proxy to the Secretary-General. There is no limitation on the number of proxies a member organization can hold.

If the President is unable to attend a General Assembly meeting, the President Elect will chair the meeting. If he/she is also unable to attend the General Assembly meeting, the President shall designate another member of the Executive Board by whom he or she will be replaced. The person replacing the President as set out above will be entitled to cast the vote of the President, and will also have the casting vote in case of a tie upon the delivery of a written proxy by the President to the Secretary General.

For General Assembly meetings that, by virtue of applicable law, need to be held in front of a notary public, a proxy can be granted to a third party and no limitation on the number of proxies that can be held, will apply.

7.4 Decision-making process

No minimum attendance requirement applies for a General Assembly meeting, unless otherwise stated in these articles of association or in applicable law.

Voting will normally be by a show of hands, or electronic voting, unless a secret ballot is requested. A secret ballot will be conducted for the election of the Council members.

The approval of a majority of the votes cast at a General Assembly meeting will be required for the acceptance of a motion. A majority will be a simple majority of greater than half of the votes cast except if a more strict majority requirement is provided for in these articles of association or in applicable law.

Abstentions, blank votes and invalid votes will not be taken into account, irrespective of the nature of the decision taken.

If so provided in the convening notice, members of the General Assembly can be given the possibility to cast their vote on all or a limited number of the agenda items electronically or in writing (for the members: through their Representative) in advance of the General Assembly meeting. These votes shall be taken into account for the purpose of the calculation of the quorum and majority requirements applicable to the General Assembly meeting.

In case the convening notice provides that only on a limited number of agenda items a vote can be cast in advance of the General Assembly meeting, the votes cast in advance shall evidently only be taken into account for the purpose of the calculation of the quorum and majority requirements in relation to the agenda items for which a vote in advance is possible.

The association shall need to be able to verify the capacity and identity of the member concerned. To this end, certain identifying information as determined by the Executive Board, will be requested from the members.

Each member has one vote. The President also has one vote. In case of a tie, the President has the casting vote.

The members of the General Assembly can also decide by unanimous written (including electronic) consent in all matters that belong to the powers of the General Assembly, except for modifications to the articles of association. This means that the decision needs to be approved in writing (including electronically) by all the Representatives and the President.

7.5. Register of the decisions of the General Assembly

The Secretary-General or a designated person will keep the minutes of each meeting of the General Assembly. These minutes will be sent to all members of the General Assembly for approval or amendment. In case of urgency, minutes or excerpts of minutes can be approved at the end of the meeting to which the minutes (or excerpt) relate(s). Copies of the approved minutes will be signed by the President or Secretary-General, and sent to all members and to all Council members.

7.6. Change of Representatives

The function of a Representative of the General Assembly will be terminated by death, physical or civil incapacity or dismissal by the member organization concerned/the Fellows. In such case, the member organization/Fellows can appoint a new Representative.

ARTICLE 8

COUNCIL AND EXECUTIVE BOARD

8.1. Composition

The Council will consist of the Officers of EAMBES and ordinary Council members.

The Executive Board will consist of the Officers of EAMBES, being the President, President-Elect, Past-President, Secretary-General and Treasurer.

In case the President is unable to act, his/her duties will be assumed by the President-Elect.

8.2. Election of the Council and of the Executive Board

The members of the Council will be elected by the General Assembly from a list of nominations presented by the Nominating Committee. The minimum number of Council members is eight (8).

The names of candidates proposed by members for election to the Council will be communicated to the Nominating Committee of the Council before the General Assembly 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 for the General Assembly meeting. The list will be presented to the

General Assembly for voting. The candidates with the highest number of votes behind their name shall be elected even if that does not constitute a simple majority of greater than half of the votes cast.

Executive board members are elected from amongst the Council members by the Council, which decides with simple majority of the votes of the members present.

Council members can be dismissed by the General Assembly, who decides with a majority of more than two-thirds of the votes cast. The mandate of a member of the Council will be terminated by death, dismissal, civil incapacity, termination or expiration of the term of mandate.

If the mandate of a Council member becomes vacant during his or her term of office, the Council can appoint a temporary replacement to fill the vacancy until an election can be held in connection to next round of Council member elections in the General Assembly meeting.

Executive board members can be dismissed by the Council, which decides with simple majority of the votes of the members.

8.3. Competences

The power of management and administration of the association will be the responsibility of the Council of EAMBES. The Council also has the residual powers.

The Council will:

- a) Have full powers except for those expressly attributed to the General Assembly, and will have the authority for all issues, concerns and positions of the association
- b) Be the management body of EAMBES and report to the General Assembly.

The Executive Board is entrusted with the day-to-day management of the association. The day-to-day management includes the actions and decisions that fall within the scope of the day-to-day needs of the association, as well as the actions and decisions that, for reasons of their lesser importance or their urgent character, do not justify a decision of the Council. The Executive Board acts under the supervision of 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, Treasurer and ordinary Council members will serve for two years and be eligible to serve two additional two-year terms.

8.4. Meetings and invitations to meetings

A meeting of the Council and Executive Board will be convened as the need arises. A meeting can be held by any electronic means of communication such as a telephone or video conference or in a hybrid way. Such electronic means of communication shall, at a minimum, enable participants to directly, simultaneously and uninterrupted follow the discussions at the meeting and to exercise their right to vote. The electronic means of communication must also enable participants to participate in the deliberations and ask questions.

The President or the Secretary-General on behalf of the President will convene the Council meeting and the agenda, date, time and notice of the site will be sent to all members of the Council by postal or electronic mail at least fifteen (15) days before the meeting, except in case of urgency in which case the notice period can be reduced to two (2) days.

The President or the Secretary-General on behalf of the President will convene an Executive Board meeting when needed, with notice of at least two (2) days, except in case of urgency.

8.5. Decision-making process

A Council meeting shall have a quorum if a simple majority of the Council members is present at the meeting. A motion shall be accepted if approved by a simple majority of the votes of the Council members present at the meeting. Business may be conducted in the absence of a quorum, but decisions must in such case be subsequently ratified by a ballot. In case of such a ballot, the decision shall be considered to be ratified if at least a simple majority of the ballots is returned and of those returned ballots, at least a simple majority of the votes cast is in favour of the decision. Voting at a meeting will normally be by a show of hands unless a secret ballot is requested.

The same quorum/majority/voting requirements apply *mutatis mutandis* to the Executive Board.

8.6. Register of the decisions of the Council

The Secretary-General or a designated person will keep the minutes of each meeting of the Council, including electronic meetings. 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 or Secretary-General. In case of urgency, minutes (or an excerpt) of a Council meeting can be approved at the end of the Council meeting to which these minutes (or excerpt) relate(s).

8.7. Committees and Vice-Presidents

The 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 establish contacts and co-operation with societies and organisations outside of EAMBES. The committees do not have the right to commit EAMBES towards third parties. The chairs of committees will be ex-officio members of the Council without vote.

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

The 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 Council without vote.

ARTICLE 9

CHANGES IN THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE ASSOCIATION

An amendment or replacement of the articles of association or the dissolution of EAMBES may be proposed:

- a) By the General Assembly or
- b) By the Council or
- c) In writing, by at least ten per cent of the members of the General Assembly (it being understood that the Fellows taken together count as 1 member for the purposes of this clause).

The Secretary-General/Treasurer will submit such proposals to the General Assembly for a vote. The membership will be informed of the proposed changes to the articles of association / dissolution and the date and site of the meeting of the General Assembly that will deliberate on the proposed changes to the articles of association or dissolution at least 60 days before the meeting.

The proposal on amending or replacing the articles of association or on the dissolution can only be discussed if at least two-thirds of the Representatives as mentioned in paragraph 7.2. is present or represented at the meeting of the General Assembly.

If a quorum is not reached at the meeting, a second meeting will be called within at most fifteen (15) days. For this second meeting, a notice period of at least thirty (30) days applies. This second meeting can discuss and reach a binding decision on changes to the articles of association or the dissolution even if a quorum is not reached. A decision on amending or replacing the articles of association or dissolving EAMBES requires approval by a majority of two-thirds of the votes cast.

According to applicable provisions of the Code of Companies and Associations:

- Modifications to the articles of association relating to the statutory purpose or the activities by which such purpose is pursued must be approved by Royal Decree;
- Modifications to the articles of association relating to the powers and functioning of the General Assembly must be recorded in a notarial deed; and
- Modifications to the articles of association relating to the conditions for modifications of the articles of association or dissolution or allocation of the assets must be recorded in a notarial deed.

In case of dissolution, the General Assembly will appoint one or more liquidators. In such case the applicable reporting obligations set out in the Code of Companies and Associations shall also be complied with. Besides, in those cases where this is required in accordance with the Code of Companies and Associations, confirmation (e.g. of the appointment of the liquidator(s) and the distribution plan) will be requested from the court.

Upon the closing of the liquidation, the General Assembly will distribute all remaining assets (liquidation surplus), if any, to a private, non-profit legal body with a goal comparable or similar to that of EAMBES.

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 LEGAL PROCEEDINGS

Without prejudice to the general representation powers of the Council as a whole, the association shall be validly represented vis-à-vis third parties and in legal proceedings as plaintiff as well as defendant by the President and Secretary-General, acting together. If the President is unable to act, he/she will be replaced by the President-Elect. In case the Secretary-General is unable to act, he/she will be replaced by the Treasurer.

For acts within the scope of the day-to-day management, the association is also validly represented vis-à-vis third parties and in legal proceedings by the President and the Secretary General, each with the power to act individually. If the President is unable to act, he/she will be replaced by the President-Elect. In case the Secretary-General is unable to act, he/she will be replaced by the Treasurer.

For acts within the scope of specific powers, the association is also validly represented by special attorneys-in-fact appointed by the Council, by the Executive Committee or by the persons with the power to represent the association.

ARTICLE 11

BUDGET AND ANNUAL ACCOUNTS - AUDITOR

The financial year starts on 1 January and ends on 31 December of the same calendar year.

The annual accounts of the past financial year as well as the budget proposed for the following financial year will be made up every year by the Treasurer of EAMBES and submitted to the General Assembly for approval at its first meeting after the completion of the financial year. This meeting shall take place at the latest six months after the closing of the past financial year.

The annual accounts will be filed, as the case may be, with the clerk's office of the competent enterprise court or with the National Bank of Belgium.

In the event that the association meets the relevant thresholds set out in the Code of Companies and Associations, the General Assembly shall appoint one or more statutory auditors among the members of the Institute of Company Auditors in charge of auditing the financial situation, the annual accounts and the regularity of the transactions to be reflected in the annual accounts of the association in light of the law and these articles of association.

ARTICLE 12

GENERAL PROVISIONS

All matters not dealt with in the above articles of association will be dealt with in compliance with the applicable provisions of the Code of Companies and Associations.

ARTICLE 13

INTERNAL RULES

The General Assembly can approve, modify and cancel internal rules. The most recent version of the internal rules is the version approved on September 8, 2021. In case this reference changes, the Council can modify and publish this changed reference.