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# BYELAWS

## of

# THE EUROPEAN SOCIETY FOR BIOMATERIALS (ESB)

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### Article I

#### Membership

##### **Section 1. Ordinary members**

An ordinary member is a person, irrespective of nationality, who has an interest in Biomaterials and is accepted for membership by the Council.

Normally new members are accepted by the Secretary acting under these byelaws. In cases where there is doubt, the President is consulted and he or she may recommend acceptance or refer the application to the next meeting of the Council. Ordinary members are entitled to vote and to be elected to the Council.

##### **Section 2. Honorary members**

Honorary membership can be awarded to any person who has given the Society particularly meritorious services or who has made a significant contribution to research in the field of biomaterials. Honorary members are proposed by the Council and are elected by the members of the Society.

Honorary members are entitled to vote and to be elected to the Council.

##### **Section 3. Retired members**

A member who has retired from active professional life may become a Retired Member upon application to the Council.

Retired members are entitled to vote and to be elected to the Council.

##### **Section 4. Corporate members**

Any commercial institution or organization whose activities are in the field of biomaterials can apply for membership to the Council. Any commercial institution or organization accepted as corporate member must nominate a representative.

The representatives of corporate members are entitled to vote and to be elected to the Council.

##### **Section 5. Junior members**

Junior membership can be given to any student who has an interest in biomaterials. On applying for or renewing Junior Membership a letter should be submitted from either the Junior Member's Supervisor or Head of Department stating that the Junior Member is currently a graduate student.

Junior members are entitled to vote but not to be elected to the Council.

##### **Section 6. Registration**

Each person eligible for membership can register as a member through the online system made available by the Society on the ESB website and according to the membership definitions reported above and to the fees set by the council and approved by the general assembly. A status of ordinary or junior member will also be given to any person who has registered for the ESB annual conference according to his/her membership definitions as reported above. In both cases the membership covers the calendar year in which the ESB annual conference is held, with the exception of the year when the World Biomaterials Congress takes place. In such a case, the membership lasts for 2 calendar years with no additional fee to be paid by the member.

### **Section 7. Benefits**

All members will have a concessionary reduction in registration fee for the Society conferences and meetings, as well as for the conferences organized by sister societies.

## **Article II Termination and reinstatement of membership**

### **Section 1. Unworthiness**

The Council can suspend or expel a member provided at least two-thirds of the Council members present at each officially convened meeting have requested such action to be taken and have outlined their reasons for the expulsion.

### **Section 2. Default**

The Treasurer shall send a request for membership renewal to each member in January, and shall issue one reminder giving notice that membership may be terminated unless payment is received by March 31<sup>st</sup>. The Council will revoke the membership of those members who fail to pay.

### **Section 3. Resignation**

Any member can present his or her resignation by mail sent at least 60 days before the date on which the resignation is to become effective.

### **Section 4. Reinstatement**

At the request in writing of another member and with a vote in favour of the majority of those present at any officially convened Council Meeting, the Council can reinstate a former member under the conditions it deems appropriate.

## **Article III General Assemblies**

### **Section 1. Special General Assemblies**

Special General Assemblies of members can be called by the Council, whenever it is felt necessary. A Special General Assembly must be called at the written request of at least 30 percent of the members registered at the time of the request.

### **Section 2. General and Special General Assemblies Rules**

Assemblies will be presided over by the President of the ESB or by some other person designated by the Council with a Secretary appointed by the Chairman, assisting.

Any member with the right to vote can attend the assemblies and can represent not more than two additional members, provided that each represented member has given a proxy in writing which is to be notified to the Chairman at the start of the assembly.

For an assembly to be valid it is necessary for at least 10 percent of the total members to be present or to be represented by proxy. If a quorum is not obtained at a first meeting, a second meeting can be called by the President, at the earliest, one day later. The second meeting does not require a quorum of members.

Resolutions passed at meetings are binding on all members. In the event of equal numbers of votes the voting will be repeated. If the second vote again results in a tie the President shall have the casting vote.

Resolutions can also be passed by electronic means within the time frame indicated above, provided that confidentiality and security are guaranteed to the latest standards.

### **Section 3. Any other business**

With the exception of resolutions proposed by the Council any other matter for discussion under any other business which requires a decision by the General Assembly or Special General Assembly shall be notified to the Secretary in writing no later than 15 days prior to the said meeting.

### **Section 4. Minutes of the Assemblies**

Minutes of the resolutions passed at Assemblies must be drawn up and be signed by the President and the Secretary and communicated to all members. The signed minutes should be kept at the administrative address of the society. The official language of the Assemblies is English.

## **Article IV Council**

### **Section 1. Membership**

Every member of the Council must be a permanent resident in a European country, a member of the society and electable according to Article I.

The Past President of the Council shall be an ex-officio member of the Council for the term of Council immediately following his or her Presidency. At least nine members shall be elected to

serve on the Council by General Assemblies, Special General Assemblies, ballot or by electronic means. The term of office of each elected member of Council will normally be four years. Elections to the Council shall be arranged so that not all elected Council members retire at the same time. Elections to Council will normally be held once every two years at which time at least three members shall be elected to the Council.

## **Section 2. Council ballot**

Every two years, at least 8 months before the General Assembly, members must be informed of the Council members who are retiring or resigning. At least 6 months before the General Assembly the Secretary of the Society must receive, by the Council and/or by any member, entitled to vote, nominations together with a short Curriculum Vitae of the candidates. Each candidate must expressly accept the nomination by signing the Curriculum Vitae.

The proposed candidates must be eligible members in good standing.

The Secretary will prepare a ballot form which is specially printed to protect confidentiality and with a separate, detachable, indication of membership code number.

The Secretary will send the form together with the CVs to all members in good standing, at least 5 months before the General Meeting.

The members must vote, close the form and mail it back to the Secretary at least 4 months before the General Assembly. The Secretary will check the membership number, remove and register the detachable label, collect and mail all the forms to the Ballot Officer at least 2 months before the General Meeting.

The Ballot Officer will open the forms, register the votes, and report to the ESB Executive Committee.

In the case of a tie for any of the places for Council membership, the tie should be resolved by a secret ballot at the General Assembly where a simple majority will be sufficient for election.

Balloting can also be performed by electronic means within the time frame indicated above, provided that confidentiality and security are guaranteed to the latest standards.

## **Section 3. Executive Committee**

The first business of the first meeting of a new Council shall be to elect from amongst itself the new President of the Society, who shall then also be the Chairperson of the Council. Normally the immediate Past President of the Society, or if he or she is not available, the oldest Council member by age, shall be the Chairperson for the purposes of this business alone. The Council shall then elect a Vice-President, a Secretary and a Treasurer. All elections shall be carried out by means of a vote amongst Council members and a simple majority is sufficient for election. If there is a tie, the vote will be repeated. If there continues to be a tie, the Council member who is acting as Chairperson of the meeting at the time of the vote, shall have a casting vote. The President, Vice President, Secretary and Treasurer are the officers of the Society and constitute the Executive Committee. The Executive Committee acts in accordance with the duties of the officers as well as to those entrusted, from time to time, by the Council. With the exception of the secretary and treasurer positions, no office of the Council shall be held by one person for more than 4 years.

## **Section 4. Vacancy**

Any vacancy in any office of the Council due to death, resignation, removal, disqualification or otherwise can be filled by the Council with candidates from the Council for the period until the next programmed election.

### **Section 5. Committees**

Council may create, from time to time, and for a specified or unlimited period such Committees as are necessary to run the Society's affairs to the best advantage of the members. Normally, there will be at least one member of Council on each Committee and he or she will be responsible for reporting the activities of the Committee to the Council.

### **Section 6. Board of Presidents**

The Council can install a Board constituted by the Presidents of all the Affiliated Societies, the President, the Vice President, the dedicated Presidents' liaison officer, and the Secretary of the ESB. The meeting of the Board of Presidents must be called by the Council at least every two years, before the General Assembly of the Society. The President of the ESB chairs the meeting and reports the minutes to the Council and to the members.

The board of Presidents is a consulting body with the aims of enhancing the harmonisation of education, training and research in the field of biomaterials in all the European countries and of improving the mutual relationships between the different constituting societies.

## **Article V President / Vice President**

### **Section 1. President**

The President in general supervises all the business and affairs of the Society. He or she presides over all Council and Board of Presidents meetings and is legally authorized to sign any document that the Council has approved, even on general lines and generally attends to all the tasks entrusted to the Office of President, or assigned thereto from time to time by the Council. Should the President be absent or be prevented from attending to the foregoing, the Vice President will perform the duties of President.

### **Section 2. Vice-president**

The Vice President must carry out all the duties given to him or her from time to time by the President, the Executive Committee, the Council, or as a result of resolutions passed at General Assemblies. The signature on documents of the Vice President is indicative that the President is absent or has been prevented from being in attendance.

## **Article VI Treasurer**

### **Section 1. Tasks**

The Treasurer has in his or her charge and custody all the funds of the Society and in general attends to all duties pertinent to the Office of Treasurer, as well as to those entrusted to him or her from time to time by the President, the Executive Committee, the Council or as a result of

resolutions passed at General Assemblies. The Treasurer keeps a register of the members of the Society, thus acting as Membership Secretary.

## **Section 2. Outsourcing**

The banking activities of the Society (reception and transfer of money, holding bank account in trust in the name of the Society) can be outsourced.

### **Article VII Secretary**

The Secretary keeps the Minutes of the Council and General Assemblies in one or more books provided for this purpose, has custody of the documents of the Society, is responsible for the ballot procedures and, in general, attends to all the duties pertinent to the office of Secretary, as well as those entrusted to him or her from time to time by the President, the Executive Committee, the Council or as a result of resolutions passed at General Assemblies.

### **Article VIII Auditors**

The Auditors, two in number and appointed during the course of General Assemblies, hold office for four years. Their task is to check the books and balance sheets and to prepare a statement of the Society's finances for presentation biennially to the General Assembly of the Society.

### **Article IX Ballot Officer**

The Ballot officer is appointed, when needed, by the President or by the Council at least 5 months before the General Assembly. He or she must be an ordinary or retired member, not member of Council and not a candidate for the election.

He or she must expressly accept the duties and responsibilities towards the Council and the member of the Society.

The ballot officer will open the forms, register the votes, prepare the list of elected members and report to the General Assembly. When balloting is performed electronically, the ballot officer should oversee the election procedure, prepare the list of elected members and report to the General Assembly. The president and secretary should be informed about the vote prior to the General Assembly to plan the change of council.

### **Article X Membership Fees**

Members shall be required to pay annual membership fees according to the different categories of membership. The fees will be established by the council, approved by the General Assembly and published on the ESB website. The financial year shall run from January 1st to December 31st. Honorary and retired members are exempt from payments of membership fees. A status of member will also be given to any person who has registered for the ESB annual conference

and according to his/her membership definition as reported above. In both cases the membership will cover the calendar year in which the ESB annual conference is held, with the exception of the year when the World Biomaterials Congress is held. In such a case, the membership of the previous year lasts 2 calendar years with no additional fee to be paid by the member.

## **Article XI**

### **ESB Conferences**

#### **Section 1. Applications**

The ESB conference takes place 3 out of every 4 years; usually there will be no ESB conference in years when a World Biomaterials Congress is organized. Applications to host the conference must come from an institution in a European country and must be emailed to the Secretary at least 5 years prior to the actual date of the conference being considered.

#### **Section 2. Nomination**

The council of the ESB will decide upon the applications. Preference will be given to applications sent through affiliated societies (see XII,2).

#### **Section 3. Organization**

The hosting institution is fully responsible for setting the conference budget, and in particular for including in the registration fee of each delegate the ESB membership fee. Draft delegate rates however, must be presented to and accepted by the council one year prior to the conference. If requested, the Council can give a free loan to the local organization to cover the risk of pre-financing of the conference.

#### **Section 4. Membership fees**

All ESB congress attendees receive automatically an ESB membership. The ESB congress organizer should transfer the membership appropriate fees to the ESB account within 30 days (listing which members are ordinary and which are junior).

## **Article XII**

### **Liaison**

#### **Section 1. World Biomaterials Societies**

The ESB has been a member of The International Union of Societies for Biomaterials Science and Engineering (IUSBSE) since 1979 and represents the ESB members and the Affiliated Societies of ESB in this Union. Representation is based on decisions of the council and of the Board of Presidents.

#### **Section 2. Affiliate Societies**

Any scientific society whose activities, in the opinion of the Council, are in conformity with the objectives of the European Society for Biomaterials, can be considered for affiliation to the ESB, if:

- the society provides evidence of having the same objectives as given in the ESB statutes on a regional or national basis in Europe;
- the society is legally controlled and provides Statutes and Bylaws.

In the event that a society is accepted, by the ESB council, as an affiliated society there shall be no cost to either the ESB or the affiliating society. The President of ESB may convene a Board of Presidents in order to discuss and decide on mutual interests (see IV.6).

The members of an Affiliated Society are not entitled to vote by electronic vote, ballot or at General Assemblies of the Society and to be elected to the Council, unless they have an appropriate ESB membership.

### **Section 3. Sister Societies**

The ESB integrates scientific knowledge by coordinated relations with other European Societies which are not specifically focused on biomaterials but are using biomaterials in their specific field. The integration of knowledge is e.g. done by organizing symposia at the occasion of conferences of the corresponding society.

The members of a Sister Society are not entitled to vote either by ballot or at General Assemblies of the Society and not to be elected to the Council, unless they also have appropriate membership of ESB.

**Accepted by the ESB General Assembly**

**6<sup>th</sup> September 2017, Athens, Greece**



**Prof. Dr. Marc Bohner**  
(Secretary)



**Prof. Dr. Matteo Santin**  
(President)