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# BYELAWS

## of

# THE EUROPEAN SOCIETY FOR BIOMATERIALS (ESB)

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### Article I

### Membership

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

Ordinary members are persons, irrespective of their nationality, who have an interest in the field of Biomaterials and are accepted for membership by the Council.

Normally new members will be accepted by the Membership Secretary acting under these byelaws.. In cases where there is doubt, the President will be consulted and he or she may recommend acceptance or refer the application to the next meeting of the Council. The names and addresses of all new members shall be recorded by the Membership Secretary and updates shall be reported to the Council at their next meeting. Ordinary members are entitled to vote by ballot and at General Assemblies of the Society and to be elected to the Council unless they are students.

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

Honorary membership can be given 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 elected in accordance with the resolutions of members passed during the General Assemblies of the Society.

Honorary members are entitled to vote by mail ballot and at General Assemblies of the Society 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 by ballot and at General Assemblies of the Society and to be elected to the Council.

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

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

The representatives are entitled to vote by ballot and at General Assemblies of the Society and may be elected to the Council.

#### **Section 5. Group members**

Group membership can be given, upon request, to any laboratory or research unit lead by an Ordinary Member of the Society. Up to five additional people per group can be named each year by the group leader

The Group Members are entitled to vote by ballot and at General Assemblies of the Society. Group Members may be elected to the Council unless they are students.

### **Section 6. Junior members**

Junior membership can be given to any graduate student in the field of biomaterials. Junior members are entitled to a special membership fee, to receive the newsletter and to have a reduced registration fee for the Society meetings. 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 by ballot and at General Assemblies of the Society but may not to be elected to the Council.

### **Section 7. Benefits**

All members will get access to the official journal of the society.

All members will have a concessionary reduction in registration fee for the Society conferences and meetings.

## **Art . 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>. This reminder will be sent to the last known address of the member. The Council will consider the status of each member who fails to pay his or her dues at their first meeting after March 31<sup>st</sup> each year, and will normally revoke the membership of those members who fail to pay.

#### **Section 3. Resignation**

Any member can present his or her resignation by letter sent at least 60 days before the date on which the resignation is to become effective. The resigning member should pay any outstanding dues.

#### **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**

### **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.

In order that an assembly be valid it is necessary for at least 10 percent of the total members to be present or represented by proxy. If a quorum is not obtained at a first meeting, a second 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 Chairman shall have the casting vote.

**Section 3. Any other business** With the exception of resolutions from Council any other matter for discussion under any other business which require a decision by the General Assembly or Special General Assembly shall be notified to the Secretary in writing not 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 Chairman and the Secretary and communicated to all members. The official language of the Assemblies will be English.

## **Article IV Council**

### **Section 1. Membership**

Every member of the Council must be a citizen of and a permanent resident in a European country and member of the society and electable acc. 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 so arranged that normally not all elected 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 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 C.V.s 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 is guaranteed.

## **Section 3. Executive Committee**

The first business of the first meeting of a new Council shall be to elect from amongst themselves the new President of the Society, who shall then also be Chairman 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 Chairman 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 Chairman 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. No office of the Council shall be held by one person for more than 4 years.

## **Section 3. 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 4. 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 5. Board of Presidents**

The Council can install a Board constituted by the Presidents of all the Affiliated Societies, the President, the Vice President 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 at the General Assembly.

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**

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.

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**

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.

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.

## **Art . 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.

## **Art . 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. The Auditors appoint, from their own midst, a Chairman of the Board of Auditors.

## **Art . 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 senior 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.

## **Art . 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 General Assembly, published and shall normally be paid before March 31st of the year in question. The financial year shall run from January 1st to December 31st. Honorary and Senior members are exempt from payments of membership fees, except that they may elect to pay that portion of the membership fee which covers the supply of the Society journal if they wish to receive the journal.

New members shall be required to pay membership fees for the current year in full, except when their membership is accepted during the last quarter of the year, in which case it will cover membership for the remainder of the year and the next year.

## **Art . XI**

### **ESB Conferences**

The ESB conference takes place 3 out of every 4 years; usually there will be no ESB conference in years, when a World Conference on Biomaterials 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.

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

The hosting institution is fully responsible for setting the conference budget. Draft delegate rates however, must be presented to the council one year prior to the conference. Any reduction of fees is at the discretion of the organizers; at least a reduction must be offered to ESB members. If requested, the Council can give a free loan to the local organization to cover the risk of pre-financing of the conference.

## **Art . 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 Affiliated Societies of ESB in this Union. Representation is based on decisions 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.5).

The members of an Affiliated 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.

#### **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 General Assembly of ESB**

**10<sup>th</sup> September 2013, Madrid, Spain**



Prof. Dr. Lucy Di Silvio  
(Secretary)



Prof. Dr. Luigi Ambrosio  
(President)