

Bylaws of the Scandinavian Society for Biomaterials

Article I Membership

Section 1. Ordinary members

Ordinary members are persons, irrespective of their nationality, who has an interest in the field of Biomaterials and are accepted to membership by the council. Normally new members may be accepted by the Secretary acting under general terms and conditions to be laid down from time to time by Council. 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 reported to the Treasurer as soon as possible and to the Council at their next meeting. The ordinary members are entitled to vote either by mail ballot either at General Meetings and to be elected to the Council.

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 the General Meetings. The honorary members are entitled to vote either by mail ballot either at General Meetings and to be elected to the Council.

Section 3. Senior members

An ordinary member who has retired from active professional life may also have the privileges of a Senior member. Senior members are entitled to vote either by mail ballot either at General Meetings and to be elected to the Council.

Section 4. Corporate membership

Any institution or organization whose activities are in the field of biomaterials can apply for membership of the ScSB to the Council. Those accepted as corporate members must nominate a representative. The representatives are entitled to vote either by mail ballot either at General Meetings but not to be elected to the Council.

Section 5. Corresponding members

Corresponding 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 in countries outside ScSB member countries. Corresponding members are not entitled to vote either by mail ballot either at General Meetings or and not to be elected to the Council.

Art II

Termination and reinstatement of membership

Section 1. Unworthiness

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

Section 2. Default

The Council will consider the status of each member who fails to pay his or her dues at their first meeting after January 31st each year, and will normally revoke the membership of those members who fail to pay without good cause.

Section 3. Resignation

Any member can present his or her resignation by registered letter sent at least three months 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 on the part 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.

Art III Meetings

Section 1. Special Meetings

Special General Meetings of members can be called by the Council, whenever it is felt necessary. A Special General Meeting must be called at the written request of at least 10 percent of the members registered at the time of the request or at least 10 persons or a majority of the board members, whichever the largest.

Section 2. General and Special General Assembly Rules.

Assemblies will be presided over by the President of the ScSB or by some other person designated by the Council with a secretary appointed by the President or an appointed Chairperson. Any member with the right to vote can attend the meetings 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 Chairperson at the start of the meeting. In order for a meeting to 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 Chairperson shall have the casting vote.

Section 3. Any other business

Resolutions from Council excepted, matters for discussion under any other business which require a decision by the General Meeting or Special General Meeting shall be notified to the Secretary in writing not later than 15 days prior to the said meeting.

Section 4. Minutes of the Meetings

Minutes of the resolutions passed at Meetings must be drawn up and be signed by the Chairperson and the Secretary and communicated to all members. The official language of the Meetings will be English.

Section 5. Ballot

Every two years, at least 6 months before the General Meeting, members must be informed of the Council members who have completed their terms. At least 3 months before the General Meeting 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 expressively accept the nomination. The proposed candidates must be eligible members in good standing. If there are more nominations than seats, an electronic voting process will take place at the General Assembly and the council members will be formally elected at the General Assembly.

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 Meeting where a simple majority will be sufficient for election.

Art IV Council

Section 1. Membership

Every member of the Council must be a citizen of and a permanent resident in Scandinavia, Iceland or the Baltic states.

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 five members shall be elected to serve on the Council by General Meetings, Special General Meetings or ~~mail~~ ballot. The term of office of each elected member of Council will normally be three 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 every year at which time at least two members are elected to the Council.

Section 2. Officers

The President of the Society shall be Chairperson of the Council. The Council shall among themselves 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.

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 to 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 advantages 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.

ArtV President

The President in general supervises all the business and affairs of the Society. He/She presides over all Council meetings and is legally authorized to sign any document that the Council has approved, even on general lines and to generally attend 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 Meetings. The signature on documents of the Vice President is indicative that the President is absent or has been prevented from being in attendance.

Art VI Treasurer

The Treasurer has in his or her charge and custody, all the funds of the Society, receives money, issue receipts for money received, banks money in the name 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 Meetings.

Art VII Secretary

The Secretary keeps the Minutes of the Council and General Meetings has custody of the documents of the Society, keeps a register of the members, and 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 Meetings.

Art VIII Auditors

The Auditor is appointed annually during the General Meeting and can be re-elected over a four-year period. The task is to check the books and balance sheets and to prepare a statement of the Society's finances for presentation to the annual General Meeting of the Society.

Art IX Ballot Officer

The Ballot officer is appointed, when needed, by the President or by the Council at the General Meeting. 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 nominated members and report to the General Meeting.

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 and shall normally be paid before January 1st of the year in question. The financial year shall run from January 1st to December 31st.

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.