



European Society of Biomechanics: By-Laws

Article I: **Members**

Section 1: Classes of Members

The corporation shall have five classes of members. The designation of such classes and the qualifications of the members of such classes should be as follows:

Active Members: The initial active members shall be the persons named as members of the Council of Incorporation. Any other natural person, regardless of his citizenship and whether he is located within or outside Europe, who has made significant contribution in the field of biomechanics shall be eligible to be an active member.

Senior Members: Any active member in good standing

- a) who has attained the age of sixty years; or
- b) who has retired from active professional life; or
- c) who has been a member of the Society for at least twenty years,

upon request, may have his membership transferred to senior member by the Council. Senior members shall be excused from the payment of dues.

Student Members: Any natural person who has qualified by education and who is a student of biomechanics, and who is registered for an advanced degree or enrolled in a recognised post-graduate or enrolled in a training programme. Student membership is for a maximum period of four years.

Honorary Members: Any natural person who has rendered special meritorious services to the Society or who has performed unusual work evidencing a high degree of achievement in the field of biomechanics may be elected as honorary member upon the recommendation of the Council. Honorary members shall be excused from the payment of dues.

Corporate Members: Any commercial group regardless of whether it is located within or outside Europe, which operates an enterprise with a significant contribution in the field of biomechanics shall be eligible to be a corporate member.

Section 2: Election of Members

All members, other than the initial active members designated in Section 1 of this article, shall be elected by the members. All applications for membership are evaluated by the Council, and if they match the requirements are submitted to the General Meeting for ratification. The list of applicants should be reported to the membership at least 30 days before the General Meeting. Under explicit written request, any member can ask that the ratification for one or more applicants during the General Meeting be done by secret ballot. Otherwise, the ratification will be made with a single collective and public vote. In both cases, an affirmative vote of two-thirds of the members in good standing present at the General Meeting shall be required for election.

Section 3: Voting rights and holding Office

Each member in good standing shall have one vote on each matter submitted to a vote of the members. Each Corporate Member shall have one vote to be cast by a person designated by the company. Only Active Members shall be eligible to hold office in the Society.

Section 4: Termination of Membership

The council, by two-thirds vote of those present at any regularly constituted meeting may suspend or expel a member for cause upon recommendation of not less than two-thirds of the Council made after an appropriate hearing. Failure to pay dues for two successive years shall be prima facie case. The Council, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership.

Section 5: Resignation

Any member may resign by filing a written resignation with the Secretary at least six days prior to the effected date of such resignation, but such resignation shall not relieve the member so resigning of the obligation to pay annual dues, if any, thereby accrued and unpaid.

Section 6: Reinstatement



Upon written request of a former member, filed with Secretary, the Council may, by the affirmative vote of a majority of those present at any regularly constituted meeting, reinstate such former member to membership upon such terms as it deems appropriate.

Article II: Meetings of Members

Section 1: General Meeting

General Meetings shall be held as defined in the Statutes.

Section 2: Special Meetings

Special Meetings of the members may be called by the President, the Council or not less than one-tenth of the active members.

Section 3: Place of Meeting

The Council may designate any place, either within or outside of Europe, as the place of meeting for any General Meeting, or for any Special Meeting. If no designation is made, the place of meeting shall be the registered office.

Section 4: Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, electronically or by post, to each member, not less than ten days before the date of meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a Special Meeting or when required by Statutes or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If posted, the notice of a meeting shall be deemed to be delivered when deposited in the post in a sealed envelope (postage prepaid), and addressed to the member at his address as it appears in the records of the Society. If sent electronically, the notice of a meeting shall be deemed to be delivered when sent to the member at his e-mail address as it appears in the records of the Society.

Section 5: Quorum

Five percent of the membership or at least ten members present at the meeting, whichever is more, shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6: Proxies

At any meeting of members, a member entitled to vote may vote by proxy by the member or by his duly authorized agent or attorney-in-fact. No proxy shall be valid after six months from the date of its execution, unless otherwise provided in the proxy.

Section 7: Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by these by-laws or by the Statutes.

Article III: Council

Section I: General Powers

The operations of the Society shall be managed by a Council. The Council shall have and exercise all the powers and authority of supervision and management provided for by the by-laws.

Section 2: Composition, Tenure and Qualifications

The Council shall be composed of the Officers forming the Executive Board of the Council, and the Chairman of each Standing Committee. Membership on the Council of a person whose term of office expires for any reason shall thereupon terminate, and his duly qualified successor in office, if any, shall succeed him as a member of the Council.

Section 3: Elections – Duration - Term of Office

The members of the Council shall be elected for 4 years by the affirmative anonymised vote of a majority of voting members by a secure on-line electronic voting procedure. The candidates can be proposed by the Council or by the members. Proposals from the members are to be submitted to the Secretary at least three weeks before opening of the electronic ballot. The electronic ballot will be opened at least two weeks before the following General or Special



meeting of the members and announced at the same General or Special Meeting of the members. The electronic ballot will remain open until 24 hours before the scheduled start of the meeting where the vote is to be announced and ratified. In the event of a technical failure of the electronic ballot or if no quorum is achieved (five percent of the membership or at least ten members voting), the electronic vote may be declared void by the council and the members of the council elected by the affirmative secret vote of a majority of the attending members at a General or Special Meeting. New council positions may be created and filled at any meeting of the members. Each Council member shall hold office until his successor shall have been duly elected or appointed and shall have qualified.

The maximum (consecutive) term in office shall be 8 years for all Council members.

Section 4: Regular Meetings

A regular annual meeting of the Council shall be held without other notice than ~~this~~ these by-laws, at the time of, and at the same place as, the General Meeting of members. The Council may provide by vote the time and place, either within or outside of Europe, for the holding of additional regular meetings of the Council without other notice than such vote.

Section 5: Special Meetings

Special Meetings of the Council may be called by or at the request of the President or any two members of the Council. The person or persons authorized to call Special Meetings of the Council may fix any place, either within or outside of Europe, as the place for holding any Special Meeting of the Council called by them.

Section 6: Notice

Notice of any Special Meeting of the Council shall be given at least ten days previously thereto by written notice delivered personally or sent by post or electronically to each Council member's address as shown in the records of the Society.

Section 7: Quorum

A majority of the Council shall constitute a quorum for the transaction of business at any meeting of the Council but, if less than a majority of the Council members are present at the meeting, a majority of the Council members present may adjourn the meeting from time to time without further notice.

Section 8: Manner of Acting

The act of a majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by these by-laws.

Section 9: Compensation

Members of the Council as such shall not receive any salaries for their services, but by vote of the Council expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Council.

Article IV: Officers

Section 1: Officers

The officers of the Society shall be those defined in the Statutes. Any Council member can hold only one of these offices. Only Active Members located within Europe may be elected as officers of the Council.

Section 2: Removal

Any officer may be removed by a majority vote of the Council at a Council meeting whenever in its judgment the best interests of the Society would be served thereby.

Section 3: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at the discretion of the Council by another Council member, for the unexpired portion of the term.

Section 4: President

The President shall in general supervise and control all of the business and affairs of the Society. He shall preside at all meetings of the members and of the Council. As stated in the Statutes, he or his designate may sign any deeds, mortgages, bonds, contracts or other instruments which the Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by these by-laws or by Statutes to some other officer or agent of the corporation; and in general he shall perform all duties coincident to the office of President and such other duties may be prescribed by the Council from time to time.



Section 5: Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Council.

Section 6: Treasurer

If required, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Council shall determine. He shall have charge custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, selected in accordance with the provisions of Article V of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other as from time to time may be assigned to him by the President or by the Council.

Section 7: Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Council; see that all notices are duly given in accordance with the provisions of these by-laws or as required by-laws; keep a register of the post-office and internet address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Council.

Article V: Checks, Drafts, etc.

Section 1: Checks, drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be assigned by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by vote of the Council. In the absence of such determination by the Council such instruments shall be signed by the Treasurer and countersigned by the President of the Society.

Section 2: Deposits

All funds of the Society shall be deposited promptly to the credit of the Corporation in such banks, as the Council may select.

Section 3: Gifts

The Council may accept on behalf of the Society any contribution, gift, bequest or device for the general purposes or any special purpose of the Society.

Section 4: Annual Dues

The Council, by appropriate vote of two-thirds of its number, may determine in each fiscal year of the Corporation the amount of annual dues, if any, payable to the corporation by members of each class except senior members and honorary members during such fiscal year.

Article VI: Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each calendar year.

Article VII: National Chapters

Section 1: Creation

National Chapters of the Society can be created in any country of Europe where a legally established national Society of Biomechanics – or any other national scientific society whose aim is uniquely focused on biomechanics research – does not exist. At least five active members of the Society registered from that country must jointly apply and submit an application to the Council for the national group to be designated as a National Chapter of the Society. The applicants must produce a declaration that no national society of biomechanics exists in that country at the date of application, and



present the By-Laws in English that regulate the activity of the proposed Chapter. The National Chapters may register as a legal entity according to the law of the country in which they are established.

Section 2: Approval

The application must be approved by the Council. The Council shall verify through an electronic ballot that the majority of the active members registered for that country agree on the creation of such a National Chapter.

Section 3: Executive Board and its Obligations

The activities of the National Chapter are administered by an Executive Board of the Chapter. The structure of this Board, how officers are elected, and how the Executive Board operates, are defined in the By-Laws of each Chapter. The By-Laws of the Chapter shall be kept at the Council of the Society. Any changes to the By-Laws should be communicated to the council for approval. The Executive Board of the National Chapter must organise a General Assembly of all the active members registered for that country at least once every two years. The Executive Board of each National Chapter must submit to the Council a written report on the activities of the Chapter one month before the General Assembly of the Society.

Section 4: Dissolution

National Chapters may be dissolved by the Council of the Society when, through failure to meet the obligations of any of the clauses of this Article or their own By-Laws, or if, for other reasons, they cease to serve the best interests of the Society.

Article VIII: Amendments to By-Laws

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a majority of the active members in good standing at any General or Special Meeting called for the purpose.

Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and shall keep at its registered or principal office a record giving their names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member, for any proper purpose at any reasonable time.

Article IX: Postal address of the ESB

The postal address of the ESB is: LBMC, Univ Eiffel, 25 av. F. Mitterrand 69675 Bron, France.

Accepted:

Amended: July 11, 1990 (Article IV, Section 2)

Amended: August 29, 2000 (Article 1) Deletion of Associate member and insertion of Student member.

Amended: July 31, 2006 (Article 1) Addition of Corporate member (Section 1) and change of voting rights (Section 3).

Amended: July 8, 2008 (Article I, Section 2; Article II, Sections 1, 3, 4, 5, 6; Article III, Section 6; Article IV, Sections 1, 3, 4, 5, and 6, removal Sections 2 and 9; Article V, Sections 1, 3, removal Seal).

Amended: July 7, 2010 (Article VII new, Sections 1 to 4) addition of National Chapters of the Society.

Amended: July 6, 2015 (Article III, Section 3).

Amended: July 12, 2016 (Article VII, Section 1 and 3).

Amended: June 28, 2022 (Article IX).

Mis en forme : Centré

Mis en forme : Non Barré

Mis en forme : Non Barré