

## Constitution & Bye-laws of the French Society of Biomedical Engineering

### Société Française de Génie Biologique et Médical SFGBM

#### **Article 1:**

An Association entitled *Société Française de Génie Biologique et Médical*, governed by the Act of 1 July 1901 and the Decree of 16 August 1901, is formed between the adherents to the present Articles of Association.

The Association is created for an unlimited term.

#### **Article 2:**

The purpose of the *Société Française de Génie Biologique et Médical* (SFGBM, the "Society") is to promote the development of medical and biological engineering in synergy with the *Alliance pour le GBM* (Alliance for Medical and Biological Engineering) and all learned societies representing the range of disciplines involved in the field.

In particular it will promote research and training in and through research in biomedical engineering.

#### **Article 3:**

The journal entitled *Innovation et Technologie en Biologie et Médecine* (ITBM) is the Society's medium of expression. It has an international vocation. The President of the SFGBM is the Director of Publication. The Society's Council shall appoint the Editor in Chief.

The *Forum Jeunes Chercheurs* is an official event of the Society. The Society's Council shall appoint the president of the event.

The Society's other means of action are publications, lectures, courses, exhibitions, study groups, conferences, meetings, the award of prizes and all forms of information, education and training.

#### **Article 4:**

The Society shall have its registered office at the Institut de Technologie Médicale, Pavillon Vancostenobel, CHRU de Lille, 59037 Lille Cedex.

It may be transferred by a decision of the Council.

#### **Article 5:**

The Society comprises full members, student members, partner members, honorary members and benefactors.

All natural persons who undertake to pool their knowledge and skills in the service of the purpose set forth at Article 2 may become full members of the Society.

All students enrolled in a university and concerned by biomedical engineering and the future of research in this field may become student members. Student members pay a reduced subscription.

Industrial companies or associations interested in promoting biomedical engineering may become partner members. Partner members may vote at meetings of the General Assembly but may not be elected to the Council.

Honorary membership is offered, after acceptance by the General Assembly, to eminent persons put forward by the Council because of the services they render or have rendered to biomedical engineering. Honorary members do not pay a subscription. They may attend and vote at meetings of the General Assembly.

The status of benefactor is offered, after acceptance by the General Assembly, to natural or legal persons put forward by the Council on account of the material or financial support they provide to the Society. Benefactors do not pay a subscription. They may attend meetings of the General Assembly but may not vote.

The General Assembly shall decide annually the amount of the subscription for each category of members.

#### **Article 6:**

Members may lose their membership of the Society as follows:

- they may resign of their own accord,
- they may be deemed to have resigned for failing to pay their subscription,
- they may be struck off for serious cause on a decision of the Council.

#### **Article 7:**

The Society's annual resources comprise:

- members' subscriptions;
- gifts, subsidies and donations of whatever sort, movable or immovable, from natural persons or public or private legal entities, within the limits of the law;
- resources deriving from the Society's specific activities such as publications, lectures, documentary films, exhibitions and all other resources permitted by law.

#### **Article 8:**

The *Société Française de GBM* shall be administered by a Council comprising 11 members elected by the General Assembly. One member shall be elected by the student members and two shall be ex officio members, each having one vote.

The ex officio members are:

- the President of the *Alliance pour le GBM* or his representative,
  - the Editor in Chief of the journal ITBM or his representative.
- The General Assembly shall elect Council members under the conditions set forth in these articles of association for a two-year term of office, renewable without limitation.

#### **Article 9:**

The Association shall have as its officers a President, a Vice-President, a Treasurer, a Secretary, a Deputy Treasurer and Deputy Secretary if desired, and the outgoing President on expiry of his term of office. The Council shall elect the Vice-President, Treasurer and Secretary from among its members by secret ballot. The President, except for the first President, shall automatically be the previous Vice-President.

The Treasurer and Secretary, and Deputy Treasurer and Deputy Secretary if any, shall be elected for a two-year term of office, renewable without limitation.

#### **Article 10**

A President who dies, resigns or is indisposed while in office shall be automatically replaced by the serving Vice-President. The Council shall then elect a new Vice-President from among its members. The terms of office of the new President and Vice-President shall end at the normal expiry date of their predecessors' terms of office.

If the Vice-President dies, resigns or is indisposed while in office, the Council shall elect a new Vice-President from among its members. The term of office of the new Vice-President shall end at the normal expiry date of his predecessor's terms of office.

If the Treasurer or Secretary dies, resigns or is indisposed while in office, the Council shall elect one of its members to serve as acting Treasurer or Secretary until the office is filled in accordance with the normal procedure.

In all events, the first meeting of the General Assembly held thereafter shall elect a new member to the Council.

**Article 11:**

The Council shall meet at least twice a year and each time a meeting is called by the President or on the initiative of a quarter of its members. If the President is indisposed, the outgoing President may call a Council meeting.

At least one third of the Council's members must be present for the meeting to be quorate. In the event of a dispute, the President shall have a casting vote.

The Council shall appoint eminent scientists to be responsible for relations, on a non-exclusive basis, with other learned societies concerned by biomedical engineering.

The Council shall draw up rules of procedure to organise aspects of the Society's operation for which the articles of association do not already make provision, in particular those relating to the amount of subscriptions and the Association's internal administration.

Minutes of meetings shall be taken and signed by the President and the Secretary.

The Council may create committees and working groups to study any given issue within the Society.

**Article 12:**

The officers shall meet as a body on the President's initiative at least three times a year. If the President is indisposed, the outgoing President may call a meeting. The President (or the outgoing President if the President is indisposed) shall set the agenda for the meeting.

Minutes of meetings shall be taken and signed by the President and the Secretary.

**Article 13:**

The President shall authorise expenditures. He represents the Society with regard to the law and in all civil acts. If he is indisposed, the Vice-President shall replace him in all such acts.

The Treasurer shall have all powers to open, close and operate bank accounts; the President also has power of signature.

The Treasurer and the President have all powers to manage the Society's resources as set forth at Article 7 except for the acquisition, exchange or disposal of the properties necessary for the pursuit of the Society's goals, the mortgaging of such properties, leases exceeding nine years, loans, and the acceptance of donations and legacies, which must be put to the General Assembly for approval.

**Article 14:**

An ordinary meeting of the General Assembly shall be held at least once a year, the notice of meeting being sent to all members by mail at least one month before the scheduled date. When the Council is renewed at the annual meeting of the General Assembly, a notice concerning renewal of the Council shall be attached to the notice of meeting so that those who wish may stand for election.

An extraordinary meeting of the General Assembly may be called at the request of the Council or a quarter of the paid-up members of the Society.

**Article 15:**

The General Assembly comprises all full, student and partner members who are up to date with their subscriptions at the date of meeting, and honorary members.

Members who are unable to attend a meeting of the General Assembly may give another member power of attorney to represent them. No member present may act as proxy for more than two other members.

The Council shall draw up the agenda for meetings of the General Assembly. The officers of the General Assembly are the same as those of the Council. The General Assembly shall hear reports from the Council on its management and on the Society's financial and general situation. It shall approve the accounts of the last financial year, vote the budget for the following financial year, consider the items on the agenda, renew the membership of the Council as appropriate and approve any changes to the rules of procedure.

The General Assembly shall take its decisions by a relative majority vote.

Only full, partner and honorary members may vote to elect Council members.

Student members shall elect one Council member from among their number.

**Article 16:**

Only the General Assembly may amend the articles of association. The articles of association may be amended by an ordinary General Assembly or an extraordinary General Assembly for which a notice of meeting must have been sent by mail to all members at least one month before the scheduled date of meeting. Decisions to amend the articles of association must be taken by at least two-thirds of the members present or represented at the meeting.

**Article 17:**

The General Assembly alone may order the Society to be wound up. If the Society is to be wound up, a special meeting of the General Assembly must be called for the purpose, by mail sent individually to each member. At least two-thirds of the members must attend the meeting.

If the quorum is not reached, another meeting shall be called for two months later. It shall be quorate however many members attend.

If the Society is wound up, the General Assembly shall appoint one or more commissioners to liquidate the Society and shall take all decisions.

**Article 18:**

Decisions of the General Assembly concerning amendments of the articles of association or the winding up of the Society must be sent to the Prefecture forthwith.

**Article 19:**

The President must inform the Prefecture within three months of any change in the Society's administration or management.

On a request from the Interior Minister or Prefect, the Society's registers and books shall be made available for inspection on-site to them, their deputies or any public official accredited by them.

Articles of association adopted by the General Assembly at its meeting on 6 May 1998.