

Articles of Association
of the
European Bioelectromagnetics Association
(EBEA)

Article 1 – Name and Domicile

1.1 Under the name

European Bioelectromagnetics Association

an association exists according to Articles 60 et seq. of the Swiss Civil Code.

1.2 The domicile of the Association shall be in Zürich (Switzerland).

Article 2 – Purpose

2.1 The purpose of the Association shall be, in particular:

- a. to promote in Europe scientific study and to advance the understanding of the interaction of electromagnetic energy and acoustic energy with biological systems, by bringing together scientists of various backgrounds, and by facilitating the European integration of research directed at all levels of biological organisation;
- b. to promote education in Europe on bioelectromagnetics;
- c. to provide information on the results and implications of current research in this area.

2.2 To this end, the Association may, inter alia, hold Scientific Meetings at least once every two years at times and places to be decided by the Council.

2.3 The Association is neutral politically and non-denominational. Its working language is the English language.

Article 3 – Funding

3.1 The Association shall be funded by membership fees and from any other sources allowed by the law. The funds shall be used in conformity with the purpose of the Association.

3.2 The General Assembly shall decide each year on the amount of the annual membership fee. The General Assembly may delegate this power to the Council.

3.3 Only the assets of the Association may be used to meet its commitments. Members are not personally liable for the commitments of the Association.

Article 4 – Membership

- 4.1 Membership in the Association shall be open to all individuals and legal entities who support the purposes of the Association and who qualify for one of the categories of members.
- 4.2 The Association shall have the following six categories of members:
- 4.2.1 **Full Member:** Any scientific worker who is active in the field of bioelectromagnetics or allied areas as demonstrated by independent, original research or by other activities which have significantly fostered the development of the field is qualified to be Full Member. The rights and privileges of Full Members include voting, holding office and subscribing to Society publications at a reduced rate.
- 4.2.2 **Associate Member:** Persons who have an interest in bioelectromagnetics or allied fields but whose professional activities are in other areas are qualified to be Associate Members. Associate Members have all the privileges of Full Members except that they may not vote or be elected in the Council.
- 4.2.3 **Student Member:** Pre-doctoral students at degree-granting institutions are eligible to apply for Student Membership. Upon the award of a Ph.D., Sc.D., M.D. or equivalent degree, Student Membership shall be terminated. Student Members have all the privileges of Full Members except that they may not vote or be elected in the Council.
- 4.2.4 **Emeritus Member:** An Emeritus Member fulfils the requirements for a Full Member, but has become Emeritus or retired at its own institution. An Emeritus Member has all the rights and privileges of a Full Member. The Council must approve each appointment to Emeritus Membership. To be eligible for Emeritus Membership, an individual must be a Full Member for at least one year.
- 4.2.5 **Honorary Member:** Honorary Members can be nominated by the General Assembly following a resolution of the Council or a motion proposed by the General Assembly, supported by a simple majority. Honorary Members can be Members of EBFA or non-members who distinguished themselves in the field of bioelectromagnetics research or a closely related field. Honorary Members have the rights and privileges of a Full Member, but do not pay the annual membership fees.
- 4.2.6 **Sustaining Members:** A person or corporation may be elected a Sustaining Member by the Council as a result of demonstrated and substantial acts benefiting the Society or its purpose. Only in the case of a person qualified as a Full Member may a Sustaining Member vote or be elected in the Council.
- 4.3 The Council shall finally approve or refuse all applications for Membership.

Article 5 – Termination of Membership

- 5.1 Membership shall terminate upon:
- a. death or loss of the legal personality of the respective Member
 - b. receipt by the Association of a written notice to resign;
 - c. exclusion decided by the Council, for just cause or without giving any reason, provided that the Member has afore been given the right to be heard. The decision of the Council may be appealed against to the General Assembly within thirty (30) days from the decision being notified to the Member; or
 - d. non-payment of dues for more than one year, if the Council finally so decides.

5.2 In all cases of termination, the membership fee for the current year remains due.

Article 6 – Bodies

The bodies of the Association are:

- a. the General Assembly
- b. the Council
- c. the Auditors

Article 7 – General Assembly

- 7.1 The General Assembly is the supreme body of the Association. It is composed of all the Members.
- 7.2 The General Assembly shall take its resolutions either by vote in a meeting or by ballot voting. Elections to the Council shall always take place by ballot voting. On all other matters, the Council shall decide on a case by case basis whether a meeting shall be held or a ballot voting shall take place.
- 7.3 The General Assembly shall be held once a year. The General Assembly may also be held on an extraordinary basis whenever necessary (a) upon decision of the Council or (b) at the request of at least one-fifth of the Members, specifying the agenda items.
- 7.4 The Council shall call the General Assembly and convene the meeting or announce the ballot voting by sending notice and the agenda items to Members at least thirty (30) calendar days before the date of the meeting or of the ballot voting. Motions of Members shall be submitted at least fifteen (15) calendar days prior to the meeting or the ballot voting.
- 7.5 The meetings of the General Assembly shall be:
 - 7.5.1 chaired by the President of the Association or any other chairman who may be elected in that particular meeting of the General Assembly;
 - 7.5.2 minuted and the minutes shall be kept and signed by the chairman and the secretary, if any. A copy of the minutes shall be published in an area of the EBEA website accessible to Members only.
- 7.6 The ballot voting may be effected by any means evidencing the member and his/her vote by written words, in particular by postal mail, electronic mail or any other suitable electronic means.

Article 8 – Duties of the General Assembly

The General Assembly has the following responsibilities:

- a. accepting the records of the previous meeting of the General Assembly
- b. electing the President-elect and the other Officers constituting the Council (Article 10)
- c. electing the Auditors (Article 14.1)
- d. approving the annual report of the Council

- e. approving the annual financial statements and the report of the Auditors
- f. approving the annual budget
- g. granting discharge to the Officers
- h. fixing the annual membership fees pursuant to Article 3.2
- i. supervising the activity of the Council
- j. deciding on any amendments to the Articles of Association (Article 17.2)
- k. deciding on the by-laws
- l. deciding on appeals against decisions of the Council to exclude a Member (Article 5.1)
- m. deciding on the dissolution of the Association (Article 16)
- n. deciding on the use of the proceeds, if any, in the event that the Association is dissolved.

Article 9 – Rules of Decision-Making by the General Assembly

- 9.1 The General Assembly shall be able to take valid decisions regardless of the number of Members present in the meeting physically or by means of telecommunication or represented by proxy, or participating in the ballot voting.
- 9.2 The Members are entitled to vote as set forth for their membership category (Article 4.2). Each Member entitled to vote has one vote. Any such Member present may cast the votes of any other Member entitled to vote, provided that she/he has received their written proxy.
- 9.3 Decisions of the General Assembly shall be taken by the majority of the votes cast. In the event of a tie of votes, the chairman of the meeting or, in the event of a ballot voting, the President of the Association shall have the deciding vote.
- 9.4 Decisions on the amendment of these Articles of Association and the dissolution of the Association may be passed by a two thirds majority at a meeting of the General Assembly in which the majority of the Members eligible to vote is present or represented. If this majority is not reached, a second meeting or a ballot voting of the General Assembly shall be held. In the event that the General Assembly holds a ballot voting, a summary in writing of the arguments in favour and against the amendments prepared by the Council shall be sent to the Members together with the notice of the ballot. In this second meeting or ballot voting, amendments to the Constitution can be made by a two thirds majority regardless of the number of Members present and represented or voting.
- 9.5 Votes in the meeting are by a show of hands; if requested by at least five Members, they will take place by secret ballot. The Council shall establish and communicate the results of the ballot voting.

Article 10 – Council

- 10.1 The Council consists of the President of the Association, the President-elect and/or Past-President and ten (10) further Officers, representing at least three (3) European countries. The Officers shall represent the following areas:
 - a. Engineering / Physical Sciences (3 Officers);
 - b. Biological / Medical Sciences (3 Officers);
 - c. at-large (4 Officers).

- 10.2 Officers shall be Members with membership entitled to be eligible to the Council (Article 4.2). Lists of candidates for each position of Officer shall be prepared by a Nominating Committee appointed by the Council.
- 10.3 Except for the office of President, of President-elect and of Past-President, the Council shall constitute itself. The Council shall elect from among the Officers the Executive Secretary, the Treasurer and such other functions as may be deemed necessary. The Council shall also decide on the authority to sign on behalf of the Association.
- 10.4 The President, the President-elect, the Past-President, the Executive Secretary and the Treasurer shall form the Executive Office.
- 10.5 Each Officer's term of office shall last for four (4) years and shall be renewable. The President-elect shall hold office for one (1) year, after which he/she shall hold office as President for two (2) years and which shall hold office as Past-President for one (1) year.
- 10.6 The Council meets during the Annual General Assembly and at other times as often as deemed necessary. If deemed appropriate by the President, the Council may transact its business by mail or secured internet ballot, telephone conferencing or similar means. Each Officer is entitled to convene a Council meeting. Records of at least the decisions of the Council shall be kept.

Article 11 – Duties of the Council

- 11.1 The Council is responsible for, in particular:
 - a. preparing and implementing the decisions of the General Assembly
 - b. managing the ongoing affairs of the Association
 - c. taking the decisions provided for in these Articles of Association.
- 11.2 The Council represents the Association towards third parties.
- 11.3 The Council may appoint committees that may be necessary to pursue the objectives of the Association. Any committee may be composed of any of the Officers and other Members.
- 11.4 The Council may install a technical secretariat to the extent necessary to assist the Council. The staff of the secretariat shall be paid by the Association.

Article 12 – Rules of Decision-Making by the Council

- 12.1 The Council may take decision if at least five (5) Officers are present. Decisions of the Council are taken by a majority of the votes cast. In the event of a tie of votes, the President of the Association has the deciding vote.
- 12.2 The Council may take decisions by means of circular resolutions provided that no Officer calls for an oral discussion. Circular resolutions are passed by majority of the votes of all Officers, and, in the event of a tie of votes, the vote of the President of the Association shall be the deciding vote.

Article 13 – President in particular

Without limitation of the rights and duties referred to in other provisions of these Articles of Association, the President of the Association has the following further duties:

- 13.1 The President of the Society shall in general supervise and control the business and affairs of the Society. He/She shall preside the meetings of the General Assembly and of the Council. He/She shall be responsible for executing policies determined by the Council and by the Membership at General Assemblies. He/She shall see that all orders and resolutions of the Council are carried into effect.
- 13.2 The President shall act as Spokesperson for the Society. He/She may delegate this duty to the Executive Office or any other Officer.
- 13.3 The President shall be supported by the Executive Office.
- 13.4 The President may fill vacancies in the Council for the unexpired term after consultation with the Council, from the list of candidates for the category in question from the last election. The Officer thus appointed shall have an advisory vote in the Council.

Article 14 – Auditors

- 14.1 One or two individuals shall act as Auditors. They may be Members of the Association, but not of the Council.
- 14.2 The Auditors shall be elected by the General Assembly for a term of two (2) years, such term being renewable.
- 14.3 The Auditors audit the accounts of the Association every year and prepare the Auditors' report addressed to the General Assembly. During the year, the Auditors may check the accounts of the Association on a random basis.
- 14.4 In the event that the Association should become obliged pursuant to Article 69b of the Swiss Civil Code¹ to subject its annual financial statements to an ordinary or a limited audit, the respective provisions of the Swiss Code of Obligations shall apply.

¹ Art. 69b of the Swiss Civil Code: Auditor

¹ The Association shall have its accounting audited on an ordinary basis if it exceeds two of the following amounts:

1. Balance sheet total of 10 Million Swiss Francs;
2. Sales revenue of 20 Million Swiss Francs;
3. 50 full time employment posts in average per year.

² The Association shall have its accounting audited by an auditor on a limited basis if a member or the association who is personally liable or is under an obligation to make an additional contribution so requests.

³ The provisions of the Code of Obligations on the auditor apply by analogy.

⁴ In all other cases the articles or association and the general assembly may freely regulate matters concerning the auditing.

(Unofficial translation of the German text)

Article 15 – Financial Year

The financial year of the Association begins on 1 January and ends on 31 December of each year.

Article 16 – Dissolution of the Association

- 16.1 The Association may be dissolved at a properly constituted General Assembly at which a majority of the Members eligible to vote is present. If this majority is not reached, a second General Assembly shall be convened. In this meeting, the Society may be dissolved whatever shall be the number of present Members.
- 16.2 A resolution to dissolve the Society is passed if it gains the vote of at least two-thirds (2/3) of the Members present at the General Assembly.
- 16.3 In the event that the Association is dissolved, the proceeds of the liquidation of the Association's assets shall be allotted to a non-profit organisation pursuing purposes of public interest similar to those of the Association.

Article 17 – Final Provisions

These Articles of Association have been approved by the founding assembly on 31 May 2013. They enter into force with immediate effect.

For the European Bioelectromagnetics Association

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Zurich, November 29, 2013

Declaration of the Council

Modifications to the Articles of Association dated May 31, 2013

- Amendment of the Articles of Association (Art. 2) by adding that the Association does not pursue to gain any commercial income or income for self-help purposes.
“The Association does not aim at making any profit nor pursue any self-help purpose.”
- Amendment of the Articles of Association (Art. 10 et seqq.) by adding the principle that the Council works on a voluntary basis.
“The members of the Council shall perform their duties on an honorary basis and may, in principle, be compensated for actual costs and expenses only. For special services of individual Council members a reasonable compensation may be paid.”
- Amendment of the Articles of Association (Art. 16.3) by specifying the clause on dissolution of the Association.
The proceeds remaining upon liquidation of the Association shall be committed to an institution which , is exempt from taxes, is domiciled in Switzerland and has the same or a similar purpose. Any distribution of proceeds to the Members shall be excluded.

The Council agrees with these additional provisions. The Council will make sure that the Articles of Association will be modified accordingly at the next regular General Assembly. Until that time the Association will follow these additional provisions in all its decisions.

Prof. Lluís Mir
President

Dr. Micaela Liberti
Secretary

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