

Articles of Association of BioEM

Article 1 - Name and Domicile

1.1 Under the name

BioEM

an association according to Articles 60 et seq. of the Swiss Civil Code exists (the “**Society**”).

1.2 The domicile of the Society shall be at the place where the administration is carried out.

Article 2 - Purpose

2.1 The purposes of the Society shall be, in particular, to:

- a. Provide a platform for reporting and exchange of the latest advances of the interactions of natural and applied/man-made electric, magnetic and electromagnetic fields with living organisms (bioelectromagnetics). BioEM shall cover the biological, medical, epidemiological, physical and engineering aspects of this interaction for health protection, medical applications and biotechnology. The frequency range considered is non-ionizing radiation, ranging from zero hertz to frequencies of visible light;
- b. Bring together professionals from universities, research institutes, agencies, industry, and NGOs with interest and expertise in the fields set out in Article 2.1.a above to discuss the latest research findings, define knowledge gaps, establish new collaborative research projects and networks, and disseminate knowledge in bioelectromagnetics;
- c. Educate young scientists in the fields set out in Article 2.1.a above on the fundamental principles and practices in bioelectromagnetics;
- d. Enable researchers active in the fields set out in Article 2.1.a above to report their research findings in focused peer-reviewed high-quality journals.

2.2 To this end, the Society may, inter alia, hold scientific meetings preferably annually but at least every two years. Such meetings may be in cooperation with other societies.

2.3 The Society may publish a journal.

2.4 The Society is neutral politically and non-denominational. Its working language is the English language.

2.5 The purposes of the Society are charitable in the sense of educational and scientific. The Society does not engage in activities for non-charitable purposes, nor aim at making any profit or pursue any self-help.

2.6 The Society shall not distribute any of its income or assets to a non-charitable organization, or apply any of the Society’s income or assets for the benefit of a non-charitable organization or individual, except pursuant to the conduct of the Society’s

charitable activities, or as payment of the fair market value of property that the Society has purchased.

- 2.7 The Society shall not attempt to influence legislation (except as an insubstantial part of its activities) and shall not directly or indirectly participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.
- 2.8 The Society shall not conduct itself so as to be recognized as a terrorist organization by any government.

Article 3 - Funding

- 3.1 The Society shall be funded by
 - a. membership fees;
 - b. income generated from the journal of the Society;
 - c. income from scientific meetings hosted by the Society; and
 - d. any other sources allowed by the law and approved by the General Assembly.
- 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 Board.
- 3.3 The annual membership fee shall be due by any Member having become a Member on or after 1 October of any year only from the calendar year following that year. In all cases of termination, the membership fee for the year in which the termination becomes effective remains due.
- 3.4 Only the assets of the Society may be used to meet its commitments. Members are not personally liable for any of the commitments of the Society.

Article 4 - Membership

- 4.1 Each individual who supports the purposes of the Society and meets the qualifications of any specific class of membership may become a member.
- 4.2 The Society shall have five classes of members:
 - a. 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. Full Members can vote and hold office.
 - b. Emeritus Members: Any person who has been a Full Member for at least one calendar year, but has become emeritus or retired at his/her own institution. Emeritus Members have all the rights and privileges of a Full Member, except that he/she cannot vote in the General Assembly or hold office.
 - c. Associate Member: Any person having an interest in bioelectromagnetics or allied fields but whose professional activities are in another area. Associate Members cannot vote in the General Assembly or hold office.
 - d. Student Member: Any pre-doctoral students at degree-granting institutes having an interest in bioelectromagnetics or allied fields but whose professional activities are in another area. Student membership shall be terminated upon the award of a

PhD, ScD, MD or equivalent degree. The Student Member cannot vote in the General Assembly or hold office.

- e. Honorary Members: A member of any class who has distinguished him-/herself in the service of the Society, the European Bioelectromagnetics Association or The Bioelectromagnetics Society. All the rights and obligations of a Full Member apply, but they are exempt from the membership fee. Honorary Members are appointed by the General Assembly on proposal of the Board.
- 4.3 Application: Membership applications shall be filed with the Board. Any issue concerning membership requirements shall be resolved by the Board, which shall have final authority.
- 4.4 The Society shall not have any shareholders or members who have an ownership interest in the income or assets of the Society.

Article 5 – Termination and Suspension of Membership and Reinstatement

- 5.1 Membership shall terminate upon:
- a. death or loss of the legal personality of the respective Member;
 - b. receipt by the Society of a written notice to resign;
 - c. exclusion decided by the Board, 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 Board shall be made with a majority of two thirds of the Board members. The decision shall be final and may not be appealed against; or
 - d. non-payment of any dues for more than one year, if the Board so decides. There is no appeal against the decision of the Board.
- 5.2 Membership rights shall be suspended from expiry of three (3) months of the due date if any annual membership fee if not paid.
- 5.3 Any person whose membership has been terminated pursuant to Article 5.1.d, or has been suspended, may be reinstated by discretionary decision of the Board.

Article 6 - General Assembly

- 6.1 The General Assembly is the supreme body of the Society. It has the duties of:
- a. Electing the President-Elect and the other Officers constituting the Board;
 - b. Approving the annual report of the President;
 - c. Approving the annual financial statements and the report of the Auditors;
 - d. Approving the annual budget;
 - e. Granting discharge to the members of the Board;
 - f. Fixing the annual membership fees (if not delegated to the Board pursuant to article 3.2);
 - g. Supervising the activity of the Board;

- h. Deciding on any amendments to the Articles of Association by a majority of two thirds of the members entitled to vote and present in the General Assembly or taking part in the ballot;
 - i. Deciding on the By-Laws which further specify these Articles of Association;
 - j. Deciding on a conflict-of-interest transaction, if more than one third of the Board members has a conflict of interest;
 - k. Deciding on the dissolution of the Society or on the merger with another entity;
 - l. Sale of all or substantially all of the assets of the Society;
 - m. Deciding on the use of the proceeds within the limits of article 8.3, if any, in the event that the Society is dissolved.
- 6.2 The General Assembly shall meet on an ordinary basis once a year (regular General Assembly meeting), when possible in conjunction with the annual scientific meeting.
- 6.3 The meetings of the General Assembly can be held physically and/or by means of electronic communication (videoconference etc). They shall be chaired by the President or any other chairman who may be elected in that particular meeting by the General Assembly.
- 6.4 The General Assembly shall take its resolutions either by vote in a meeting or by ballot voting. Elections of the Board shall always take place by ballot voting. On all other matters, the Board shall decide on a case-by-case basis whether a meeting shall be held or a ballot voting shall take place.
- 6.5 The General Assembly may take resolutions if a minimum of ten (10) per cent of the members entitled to vote participate in the meeting or the ballot. Resolutions are taken by the simple majority of the votes cast, unless a greater majority is required by the Articles of Association.
- 6.6 An extraordinary General Assembly, specifying the agenda items, may be called by the Board
- a. upon its decision or
 - b. at the request of at least one fifth of the members of the Society entitled to vote.

Article 7 - Board

- 7.1 The Board is the executive body of the Society. It has, in particular, but not exclusively, the following duties:
- a. Responsibility for:
 - aa. managing the ongoing affairs of the Society;
 - bb. preparing and implementing the decisions of the General Assembly;
 - cc. taking the decisions provided for in these Articles of Association.
 - b. Representing the Society towards third parties;
- 7.2 The Board consists of the President, the President-Elect, the Executive Secretary, the Treasurer and at least one more member.

- 7.3 The General Assembly shall elect the President-Elect and the other members of the Board. The President-Elect of the expiring term of office shall automatically and without further election become the President in the subsequent term of office.
- 7.4 The Board appoints the Executive Secretary, the Treasurer and such other functions from among the other Board members as may be deemed necessary.
- 7.5 The Board decides on the authority to sign on behalf of the Society.
- 7.6 The term of office of the Board members shall be two (2) years. The President and the President-Elect may not be re-elected, whereas the other Board members may be re-elected for one further term of office only, immediately following their first term.
- 7.7 The members of the Board shall perform their duties on an honorary basis. They may be compensated for actual costs and expenses incurred only. For special services of individual Board members, a reasonable compensation may be paid.
- 7.8 The Board meets as often as required. Each Board member is entitled to convene a Board meeting. Records of at least the decisions of the Board shall be kept.
- 7.9 The Board may appoint committees from among the Board members, the members of the Society and third persons.

Article 8 - Auditors

The General Assembly shall approve an independent auditing company as Auditors of the Society.

Article 9 - Liability

- 9.1 With respect to any liability of the members of the Board, officers and members of committees appointed by the Board or the General Assembly, the following applies:
 - a. Liability for damage caused to the Society is limited to gross negligence and wilful intent.
 - b. If a member of the Board, an officer or a member of a committee appointed by the Board or the General Assembly is held liable to a third party, the General Assembly may at its discretion resolve to indemnify such person for such liability, provided that:
 - aa. the liability has been caused by an act or an omission committed by such person in exercising his or her function of member of the Board, officer or member of a committee appointed by the Board or the General Assembly, and
 - bb. such person has committed the act or omission by simple negligence only, to the exclusion of any gross negligence or wilful intent.
- 9.2 Article 9.1 does not apply to the auditors of the Society.

Article 10 - Dissolution of the Society

- 10.1 The Society may be dissolved by resolution taken at a General Assembly meeting at which a majority of the Members eligible to vote is present. If this majority is not reached, a second General Assembly meeting shall be convened. In this meeting, the Society may be dissolved whatever shall be the number of Members present.
- 10.2 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 meeting.
- 10.3 In the event that the Society is dissolved, the proceeds of the liquidation of the Society's assets after payment of all debt shall be allotted to a non-profit, charitable organization pursuing charitable purposes similar to those of the Society.

Article 11 - Transitional Provision

- 11.1 Any person who is a Member of any category of the European Bioelectromagnetics Association or The Bioelectromagnetics Society at the time of their dissolution is automatically transferred to the corresponding membership category of this Society unless they have previously given notice to this Society that this is not their wish.
- 11.2 The By-Laws may to the extent appropriate set forth provisions deviating from these Articles of Association for the election and the term of office of the first Board.

Article 12 – Entry into Force

- 12.1 These Articles of Association have been approved by the Founding Assembly on Friday October 1st, 2021.
- 12.2 They enter into force with immediate effect.

For the BioEM Society