



# **Bylaws of the International Federation for Medical and Biological Engineering**

## **1 Office**

The office of the Federation shall normally be at the address of the Secretary-General, but may be changed at the discretion of the Administrative Council.

## **2 Scientific Meetings**

The Federation may hold international scientific meetings with the help of a committee based on a local Member Organisation and may participate in national, regional, and specialized meetings. In addition to any international meetings it may hold, it shall hold a major international scientific meeting every three years, which meetings will be the occasion for a meeting of the General Assembly.

## **3 Publications**

The Federation may publish or enter into agreement with others to publish such journals and major publications as may be authorized by the General Assembly. Minor publications may be authorized by the Administrative Council.

## **4 Languages**

The working language of the Federation is English. However the Federation will accept a wide selection of official languages in addition to English for international scientific meetings wherever this is economically feasible.

## **5 Working Groups**

The Federation may establish Working Groups to deal with specific and well defined fields of particular interest to the Federation. Administratively, these Groups will be sub-groups of the Administrative Council who will define the missive and financial conditions under which they will operate.

## **6 Special Divisions**

The Federation may establish Special Divisions within the field of its interests to facilitate the growth and development of a branch of the subject and the holding of meetings and seminars on special topics. Administratively, divisions

will be responsible to the Administrative Council who will define the terms of reference and the financial conditions under which they shall operate.

## **7 Special Projects**

The Federation may from time to time wish to carry out special projects under Article 3 of the Constitution. Such projects shall be directed by the Administrative Council but they must be reported on, together with the financial costs and implications, at each ordinary Session of the General Assembly.

## **8 Membership**

### **a) Members**

Members of the Federation under Article 4 of the Constitution must present evidence that they are carrying on one or more of the following activities in an area relevant to Medical and Biological Engineering: holding regular meetings, publishing a journal meeting professional standards, and maintaining study groups. Such an organisation must be formed on a non-profit basis, must maintain high ethical standards, must have a President, Secretary and Treasurer, or equivalent officers and a constitution and Bylaws or other official certification of its organisation and operation; Constitution and Bylaws shall be written in the spirit of the UN Declaration of Human Rights and membership and the position of Officer shall be open to all suitably qualified applicants without restriction or reservation based on distinctions such as race, colour, sex, language, religion political or other opinion, national or social origin, property, birth or other status. The organization must present a census of membership. The list of unacceptable restrictions quotes the UN Declaration of Human Rights.

The Secretary-General shall assemble a dossier on each application, and shall submit it to the Administrative Council for comment and review. The completed application shall be submitted to the General Assembly by postal or electronic mail and shall require for approval a majority vote of those delegates of the General Assembly responding to the postal ballot within sixty days or to the electronic ballot within thirty days.

When, because of the size of the country or for other good reasons, there are several organisations in the field of Medical and Biological Engineering in a single country wishing to become Members of the Federation, the Federation may accept as a Member an affiliation of these societies or the Federation may accept as Members more than one organisation from that country. The additional applicant must provide good reasons why they should be admitted in addition to the National Society. The National Society shall be asked to comment on the application of the additional Member and shall do so within 60 days. The applicant must satisfy the conditions for Membership contained in Paragraph 1 of this Article, above. In those countries in which there are more than one organisation, which are Members of the Federation, the subscription dues of each organisation shall be based on the number of members of that organisation; the number of Delegates at the General Assembly shall be based on the number of the total membership of all organisations in that country that are Members of the Federation, as specified in Bylaw #12.

A Transnational organization shall not be considered for membership if its election would bring the number of delegates for Transnational organizations above the limit of 25% of the total number of delegates to the General Assembly.

b) Observers

The Administrative Council may grant the status of Observer to professional societies or organisations pending the determination of their definitive application for membership. This is, however, a temporary status and in any event must be reviewed annually.

c) Individual members

There are two situations when it might be well founded to accept an individual membership of the Federation;

- 1) There is no affiliated National Society of the country.
- 2) When the individual's interest is outside of the scope of the National Society.

In the case when a person applying for affiliated individual membership of IFMBE comes from a country, which is affiliated with IFMBE, the person must give an explanation why he/she is not a member of the National Society. The individual membership will be terminated when a National Society, whose scope covers the interests of the individual member, is founded.

Individual members cannot become members of the Administrative Council or Officers, but they can become members of the Academy, Divisions, Committees and Working Groups. Each case of the individual membership will be re-evaluated periodically.

d) Honorary Life Members

shall be elected as laid down in Bylaw 23.

## **9 Privileges and Rights of Members**

The following privileges and rights are granted to Member Organisations:

- a) copies of any Federation newsletter for distribution to their members,
- b) access to the register of other Member Organisations,
- c) permission to indicate their Membership on their stationary and elsewhere,
- d) reduced rates of subscription to the Journal of the Federation and its publications, and reduced registration fees at conferences when such reductions are provided, for their members,
- e) participation in all the activities of the Federation,
- f) representation on the General Assembly of the Federation, as provided by the Constitution and Bylaws.

## **10 Responsibilities of Members**

Members shall:

- a) disseminate to all their members any Federation calls for papers, news releases, conference notices, or other material for general circulation,
- b) supply the Federation with information on their own meetings and activities,
- c) notify changes of their executive officers, Constitution, Bylaws, or delegates to the Secretary-General,
- d) appoint a member of their executive committee, usually the secretary, to be a member of the Committee of Secretaries of Member Organisations, and to act as liaison officer to the Federation,
- e) pay their subscription dues when requested to do so under Bylaw 28.

### **11 Presiding Officer**

The President of the International Federation for Medical and Biological Engineering shall, if available, preside over the General Assembly. In the absence of the President, the meeting shall be presided over by the Vice-President, or in his absence, by the immediate Past-President.

### **12 Delegates to the General Assembly**

The number of delegates, which may represent each Member Organisation at the General Assembly shall, to the nearest integer, be equal to the common logarithm of the number of individual members in that organisation, as follows:

Number of Members	Number of Delegates
31 or less	1
32 to 316	2
317 to 3162	3
3163 and above	4

In those countries in which there are more than one organisation, which are Members of the Federation, the total number of Delegates at the General Assembly would be based on the number of the total membership of all the organisations that are members of the Federation. The distribution of the number of Delegates within this total number shall, to the nearest integer, be in direct proportion to the number of members of the individual organisations.

If an actual membership number cannot easily be determined, as for instance when the Member is a national liaison body of several societies, the Administrative Council may negotiate with the Member Organisation an agreed effective number of members for the purpose of arriving at dues and the number of Delegates to be appointed.

Delegates shall be selected as each Member Organisation shall decide. The names of the selected Delegates shall be communicated in writing to the Secretary-General. Similarly all changes of Delegates must be notified in writing.

If for any reason a Delegate cannot attend a meeting of the General Assembly a named alternate may attend in his or her place provided they are accompanied

by a letter from an officer of the Member Organisation authorizing them to represent that Member at the meeting.

### **13 Convening of the General Assembly**

The General Assembly shall have its normal Ordinary Session at the time of the International Conference of the Federation, normally triennially. All meetings of the General Assembly held in connection with a given International Conference shall be considered to be a single General Assembly Session. An Extraordinary Session may be convened under Article 6 of the Constitution.

### **14 Agenda of the General Assembly**

The agenda for a Session of the General Assembly shall be prepared by the Secretary-General on behalf of the Administrative Council and shall include, at least,

- a) reports from the President, Secretary-General, Treasurer, and Editor,
- b) reports from the Nominating Committee,
- c) reports from other committees of the General Assembly, business presented by the Administrative Council, and
- d) any new business presented in writing in advance of the meeting by any Delegate or member of the Administrative Council. The requirement for written presentation may be waived by the presiding officer of the General Assembly.

The Agenda shall be sent to all members of the General Assembly at least 30 days before the first meeting of an ordinary Session of the General Assembly.

### **15 Attendance and voting at the General Assembly**

All individual members of the Member Organisations of the Federation may attend General Assembly and participate in its discussions.

Under Article 6 of the Constitution voting is restricted to:

- a) Voting members of the Administrative Council,
- b) Delegates, or named alternates, under the conditions laid down by Bylaw 12.

Voting shall normally be by a show of hands unless a secret ballot is requested. In the case of the election of officers and members of the Administrative Council, a secret ballot shall be conducted. A tie shall be decided by the presiding officer.

Between Sessions of the General Assembly business may be conducted by postal or electronic mail. The secretary of each Member Organisation and each Delegate and voting member of Administrative Council must be notified by the Secretary-General of the business being conducted and a majority vote of all voting members shall be required for the passage of a motion for all proposals other than those relating to changes to the Constitution or the Bylaws, Article 9, or membership applications, Bylaw 8(a).

## **16 Quorum of the General Assembly**

A quorum of the General Assembly shall consist of at least one Delegate from at least half the number of Member Organisations.

Business may be conducted without a quorum being reached, but decisions must subsequently be ratified by a majority vote of the voting members of the Assembly, conducted by postal or electronic mail, except in the case of changes in the Constitution, or in the Bylaws, Article 9, or membership applications, Bylaw 8(a).

## **17 Minutes of the General Assembly**

The Secretary-General or his designate shall keep the minutes of each meeting of the General Assembly. These minutes shall be sent to all voting members of the General Assembly within three months of the conclusion of the meeting. They shall then be approved or amended by a postal or electronic mail ballot and signed by the President. Copies of the approved minutes shall be sent to all Delegates, Member Organisations and Observer Groups.

## **18 Election of Officers and Members of the Administrative Council**

The Vice-President shall be the President-Elect of the Federation.

- a) The Vice-President, Secretary-General, Treasurer, and elected members of the Administrative Council shall be elected by the General Assembly from a list of nominated members of the Member Organisations put forward by the Nominating Committee of the General Assembly.
- b) At least 120 days before each Ordinary General Assembly Session, the Secretary-General shall notify the secretary of each Member Organisation of listed Delegates and shall request notification of any amendments. He shall also request from them the names of any of their individual members, which they would wish to have considered for nomination for Office or Council membership.
- c) The Secretary-General shall forward to the Chairman and each member of the Nominating Committee a list of the Delegates and of the suggested names.
- d) In preparing a list of nominated candidates for presentation to the General Assembly, the Nominating Committee shall first consider the list transmitted by the Secretary-General. It is then open to the Nominating Committee to add further names to the list from the individual membership of the Member Organisations if the Committee considers that it would be in the interest of the Federation to do so.
- e) From that list the Nominating Committee shall prepare a final list of individuals for presentation to the General Assembly as nominated candidates. If it is feasible, this final list should provide, if possible, at least two candidates for election to each Office, together with at least two more nominations than the number of Council vacancies, and should have as wide a national representation as is consistent with the requirements of the

positions. The consent of each candidate to be nominated shall be obtained in writing by the Chairman of the Nominating Committee before the list is presented to the General Assembly.

- f) The final list shall be presented to the General Assembly at its Ordinary Session, and voting shall proceed in the following sequence: Vice-President, Secretary-General, Treasurer, and Council members. Unsuccessful candidates for the Offices of Vice-President, Secretary-General, and Treasurer, may if they so desire and are eligible, be added to the list of candidates for membership of the Council, but not for other Office. Voting shall be by a simple majority, any tied vote being determined on the vote of the presiding officer.
- g) The voting for elected members of the Administrative Council shall be done simultaneously. Each member of the General Assembly may vote for the same number of candidates as the number of vacancies, normally four.
- h) On occasion, due to a resignation, death or other circumstances, it may be necessary to hold an election between two sessions of the General Assembly. This shall be carried out by postal or electronic mail and the procedure shall be the same as for a normal election; however the timing of the stages of the nominating programme shall relate to the date on which it is proposed to send out the ballot papers and not to an Ordinary Session of the General Assembly.
- i) To ensure continuity the Administrative Council may decide to hold the election for the post of Secretary-General or Treasurer of the Federation in advance of the next Ordinary Session of the General Assembly. An officer so elected will be known as the Secretary-General Elect or Treasurer Elect, and will not formally take the office until the next Ordinary Session; the term of office will therefore commence at that Session. The procedure of election shall be the same as for a normal election; the timing of the stages of the nominating programme shall relate to the dates on which it is proposed to send out the ballot papers and not to an Ordinary Session of the General Assembly.

## **19 Term of Office of Officers and Members of the Administrative Council**

- a) Each elected officer of the Federation shall hold office from the end of the Ordinary Session of the General Assembly at which he was elected, or took up office, until his successor takes office.
- b) An elected Council member shall normally hold office from the end of the Ordinary General Assembly, which elected him/her until the end of the second succeeding Ordinary Session of the Ordinary General Assembly. Normally four members shall be elected at each session of the Ordinary General Assembly and no member may be re-elected as a Council member immediately upon the completion of a full term.
- c) The President and the Vice-President shall be eligible for election for a single term of office, after which one full term must elapse before they are again eligible for that office.
- d) The Secretary-General, Treasurer, and Editor shall normally be eligible to hold office for two successive terms only but exceptionally may hold office for a maximum of three successive terms. After demitting office, one term must elapse before they are again eligible for the same office.

- e) If no General Assembly has been held within a period of three and one half years, the President shall proceed with an election by postal or electronic mail if necessary, using the existing list of delegates and names, if any, and following the procedure in Bylaw 18(h).
- f) If a council member is elected to fill a position left open by another council member leaving office in midterm, he/she is eligible for election for the next 6-year term if his/her first term is less than 3,5 years.

## **20 Secretary-General**

The Secretary-General shall be the executive officer of the Federation. He or she shall be responsible for the general conduct of the affairs of the Federation, and the maintenance of liaison between Member Organisations at all times. The Secretary-General shall maintain the following books and registers, and shall make them available to the Council and the General Assembly as required.

- a) a minute book of the meetings of the General Assembly,
- b) a minute book of the meetings of the Administrative Council,
- c) a register of Member Organisations, including for each, the names and addresses of their current executive officers and Delegates to the General Assembly, and their current number of members,
- d) a register containing the current Constitution and Bylaws of each Member Organisation,
- e) a register of Observer Groups and the relevant officers,
- f) a register of Honorary Life Members with their current addresses,
- g) a register of the Chairmen and members of each Committee, Working Group, Division, and Board within the Federation,
- h) a register of past officers, with their current addresses if these can be ascertained.

## **21 Treasurer**

The Treasurer shall be responsible to the Administrative Council for the financial management of the Federation. He or she shall maintain the monies of the Federation in such bank accounts and other deposits as shall be directed by the Administrative Council, shall be responsible for the collection of dues and other monies as directed in the Constitution and Bylaws, and shall maintain such books and accounts as the Council shall require. The working currency of the Federation shall be decided by the Administrative Council on the recommendation of the Treasurer. The Auditors of the accounts shall be appointed by the Administrative Council.

## **22 Vacancies**

In the event of the resignation or death of an officer or member of the Council during their term of office, the Council shall make such appointment or other provision as may seem expedient for the discharge of the duties of the office concerned until an election can be held either at the next Ordinary Session of the General Assembly or conducted by postal or electronic mail, Bylaw 18.

Appointments made in this fashion shall not be taken into account in determining eligibility for election under Bylaw 19.

### **23 Nominating Committee**

Immediately after Each Ordinary Session of the General Assembly a Nominating Committee shall be established, consisting of a Chairman appointed by the President and three members appointed by the Administrative Council, and four other members, co-opted by the Chairman and the three members appointed as above. The members of the committee shall be members of the Member Organisations of the Federation.

The Nominating Committee shall be responsible for preparing and presenting to the next Ordinary Session of the General Assembly a list of candidates eligible for election as Officers and Elected Members of the Administrative Council. Such a list shall be prepared at such times and in such a manner as prescribed in Bylaw 18.

The Nominating Committee shall also be responsible for soliciting nominations for Honorary Life Membership from the Member Organisations, for the preparation of a list of candidates under Article 4 of the Constitution, and for the presentation of this list to the General Assembly. The list shall be accompanied by a citation of the qualifications of each candidate. The Nominating Committee can itself originate nominations for Honorary Life Membership. The Nominating Committee is considered to be dissolved following an election of new officers and members of the Administrative Council and the new President shall immediately proceed to appoint a new Chairman of the Committee, and the Council to appoint the new members.

Membership of the Nominating Committee shall be as widely representative as is feasible.

### **24 Constitution and Bylaws Committee**

The General Assembly shall appoint a committee to be responsible for the review of the Constitution and Bylaws.

### **25 Credentials Committee**

The President shall appoint a Credentials Committee to examine and approve the credentials of the Delegates to the General Assembly.

### **26 The Editor of the Federation Journal and the Federation Journal Committee**

The Administrative Council shall appoint:

- a) The Editor of the Journal of the Federation, by a vote on a recommendation of a Special Committee set up for the purpose by the Chairman of the Federation Journal Committee.

b) From time to time it will be necessary to appoint a Deputy Editor; the same procedure of appointment will be followed in his or her case as in that of the Editor.

c) The Federation Journal Committee (FJC) that will be responsible for all aspects, except editorial, of the journal of the Federation and of related publications, published by the Federation. The membership of the committee shall consist of a Chairman and three other members, the Editor and Deputy-Editor; the Chairman of the Publications & Publicity Committee and the Treasurer of the Federation

## **27 Other Committees**

The Administrative Council shall appoint the following committees

a) a Finance Committee with responsibility for the Federation budget and for advising on financial policy,

b) a Publication & Publicity Committee (PPC) responsible for all aspects of all other publications of the Federation. The Chairman of the FJC is a member of this committee,

c) a Committee of Secretaries of the Member Organisations whose purpose is to serve as an important link between the Federation and its members for exchange of information on policies and activities, etc. (The Committee shall allow and stimulate free discussions on all Federation matters and shall report comments and proposals to the administrative Council for further action).

d) The Administrative Council may establish or dissolve other committees from time to time to meet the needs of the Federation.

All committees established under this Bylaw shall have the status of sub-committees of the Administrative Council and shall be considered to be dissolved following an election of new officers and members of the Administrative Council except after elections held under Bylaw 18(h) or 18(i). Chairmen and members of committees are immediately eligible for reappointment if committees are reconstituted.

Committees of the Administrative Council have only such powers as shall be specifically delegated to them. No such delegation of powers shall contravene the provisions of the Constitution or the Bylaws.

## **28 Administrative Council**

a) The Administrative Council shall be convened at intervals not greater than three and one-half years. The Secretary-General shall draw up the agenda for meetings of the Council and shall circulate it to all members not less than 30 days before each meeting.

b) A majority of members of the Administrative Council shall constitute a Quorum of the Council.

- c) Voting shall be by a show of hands unless a secret ballot is requested, and a simple majority shall be sufficient to carry a decision. In the case of a tied vote the Chairman shall have a casting vote.
- d) The Secretary-General, or his designate, shall keep minutes of the proceedings of each meeting of the Council. Copies of the minutes shall be sent for comment to all members of the Council not later than three months after each meeting. They shall then be approved or amended by a postal or electronic mail ballot, and then signed by the President. Copies of the approved minutes shall be sent to all Delegates, the Editors, and others in attendance at meetings of the Council, and the secretaries of the Member Organisations.
- e) Between meetings, business may be conducted by postal or electronic mail. A majority vote of the voting members of the Council shall be required for the passage of a proposal.
- f) The Council may co-opt one or two persons to serve as members without voting rights for a term which shall be fixed by the Council but which shall not exceed that of an elected member.
- g) The President and the Council may both invite any person or persons to attend its meetings and to speak to matters of business, without the right to vote.
- h) If an elected Council member fails to attend 2 consecutive meetings of the Administrative Council without reasonable excuse, his/her position is to be declared vacant.

## **29 Membership Subscriptions**

Annual subscriptions from Members are based on the number of individual members in their organisation. Before 1st September each year each Member Organisation shall inform the Treasurer of their membership numbers. The amount payable shall be in accordance with the current table appended to the Bylaws and available from the Treasurer on request. Before January 1st of each year the Treasurer shall send to the secretary of each Member Organisation a request for payment of the appropriate dues based on the most recent information, and a request for information about changes in the number of individual members. In case of difficulty because of special circumstances, the Administrative Council is empowered to determine a subscription for that Member.

If for any reason the annual subscription of a Member in any year has not been paid by 1st June, the Member shall be notified by the Treasurer that the subscription is in arrears. If the subscription in arrears has not been paid by 1st December of that year, the matter shall be reported to the Administrative Council by the Treasurer. Unless there are exceptional circumstances, the Delegates of the Member Organisation shall forfeit the right to vote in ballots while the Member Organisation remains in arrears; such Delegates shall be allowed to attend the General Assembly and take part in discussions.

## **30 Expenses**

The expenses of individuals undertaking commissions or attending meetings at the request and on behalf of the Administrative Council for purposes within Article 3 of the Constitution may be reimbursed either in part or in whole at rates determined from time to time by the Council. Such reimbursement may only be paid for additional expenses after due allowance has been made for any other funding which the individual may have received for attendance at a meeting or conference, and only if authority has been received in writing from the President, or from the Treasurer acting on his behalf.

The expenses of Delegates attending Sessions of the General Assembly shall not be a charge on the funds of the Federation.

### **31 Termination of Membership**

- a) Should a Member Organisation wish to resign it must give six months notice to the Secretary-General in writing and shall be responsible for the annual subscription until the effective date of the resignation.
- b) If for any reason the annual subscription of a Member in any year has not been paid by 1st June of the year following the first request for payment and unless there are exceptional circumstances, the Administrative Council shall recommend to the General Assembly the termination of the Membership.

### **32 U.S. Tax-Exempt status**

IFMBE is organized exclusively for scientific purposes under 501 (c) (3) of the Internal Revenue Code.

No part of the net earnings of IFMBE shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that IFMBE shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Constitution. No substantial part of the activities of IFMBE shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and IFMBE shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, IFMBE shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal taxes.

Upon the dissolution of IFMBE, assets held in the United States shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

AMENDMENTS TO CONSTITUTION AND BYLAWS - ratified by General Assembly vote, mail ballot completed April 15, 1990, February 21, 2003, April 12, 2007.