



Alliance for Biomedical Research in Europe

Internal Rules

Internal Rules (Statutes: article 22)

Subject to the approval of the General Assembly, the Board of Directors may decide by a simple majority vote to establish, amend or abolish all or part of the Internal Rules of the Association. The Internal Rules shall not be in violation of the Statutes and of its Articles of Association.

Internal Rules

- *The Board of Directors (BoD) will amend and/or add internal rules on an ad hoc basis*
- *When modifications or additions are proposed, the internal rules will be circulated to all members together with the agenda of the General Assembly (GA) meeting and other supporting papers*
- *The new internal rules will be then proposed to the GA for approval*

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Board of Directors: Composition and Elections

Composition (Statutes: Article 11.1)

The Association shall be governed by a Board of Directors composed of:

- one representative from each Founding Member wishing to be represented
- a number of additional individuals elected by the General Assembly
- at least a majority of the members of the Board of Directors must be individuals elected by the General Assembly
- Founding Members may not have more than 1 Board member
- Board members are acting in the best interest of the Alliance

Internal Rules

- *The Board members representing the Founding Members are not elected by the GA, these seats are designated seats. The BoD of each Founding Member will assign to this position the person of their choice.*
- *The elected Board members always need to be members of non-Founding member societies*
- *Once elected Board members do no longer represent their society as they act in the best interest of the Alliance*

Meetings of the BoD (Statutes: Article 14.1)

- The Board of Directors shall meet at least once a year, either at the Association's registered office, or at any other place indicated in the notice of the meeting

Internal Rules

- *The BoD may meet by phone or video conference, however the BoD should meet face-to-face at least twice per year, preferably before the Spring meeting and before the November GA*

Voting power of the BoD members (Statutes: Article 14.6)

- In case of a tie vote, the President of the meeting shall have the deciding vote

Internal Rules

- *Each BoD decision will be made based on a formal vote*
- *Each Board member will have 1 vote*
- *The vote may happen by show of hands*
- *In case of tight vote, the president has a casting vote*
- *Voting at General Assembly: Board members will not have voting rights as they do not represent their own society.*

Application to the BoD (Statutes: Articles 11.2)

- Before each election the General Assembly shall determine the size of the Board of Directors before holding an election.



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Internal Rules

- *The BoD is composed of minimum 9 members (i.e. 4 from Founding members + 5 elected) and of maximum 11 members (i.e. 4 from Founding members + 7 elected)*
- *2 months before elections:*
 - *the BoD will inform the GA about the possible vacancies*
 - *the BoD will propose, to the GA, a number of Directors*
 - *this number should always be uneven (9 or 11)*
- *at the GA meeting the members will approve or amend the proposal*
- To be eligible to serve on the Board of Directors, an individual must be a member of and have the support of a Voting Member organisation at the time of his/her appointment or election. (Article 11.1)

Internal Rules

- *Applications must be received at least 1 month before elections*
- *Applications will be composed of:*
 - ⊖ *1 supporting letter signed by the member society President*
 - *1 letter signed by the candidate including:*
 - *a photo of the candidate*
 - *a maximum two-pages CV*
 - *a short paragraph describing his/her motivation*

Elections (Statutes: Articles 7.3 & 9.1)

- The General Assembly shall have the broadest powers enabling the Association to achieve its purpose. In particular, the General Assembly shall have exclusive authority to appoint and remove members of the Board of Directors. (Article 7.3)
- The General Assembly may validly deliberate only if at least 1/2 of the Members are present at the meeting of the General Assembly. (Article 9.1)

Internal Rules

- *Election process:*
 - *The BoD elections will take place every year at the November GA*
 - *The election will take place early enough during the GA meeting to allow a maximum of voters' presence*
 - *The application and supporting letters will be circulated to all members at least 5 weeks before the GA meeting*
 - *During the GA meeting, the president will ask the candidates to introduce themselves during +/-3 minutes*
 - *The elections will be by secret ballot, one vote by member society present at the meeting*
 - *The ballot paper will list candidate(s) name, first name, member society,*
 - *The vote counting will be assumed by 1 Board member + one GA representative (the President will ask the GA to nominate a volunteer among the non-candidate member society representatives)*



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- *The President will verbally announce the result of the elections before the end of the GA meeting*
- *The staff will carefully archive the ballot papers*

Term of office (Statutes: Article 13)

- Directors shall be elected or appointed for a term of 3 years
- Renewable for only one term of 3 years.
- A member of the Board of Directors having served 2 terms, or a total of 6 years, must therefore leave the Board of Directors for at least 1 year before being eligible again for election as a member of the Board of Directors.

Internal Rules

- *The term of new Board members will start on January 1 of the year following the elections*
- *If a Board member fails to participate in 3 consecutive Board meetings, the Board member will be dismissed with immediate effect at the third consecutive absence.*
- *If a Board member wishes to renew his commitment for a second term of 3 years, it will be subject GA elections, but will need first to be co-opted by simple majority of the Board members (Statutes: article 11.6).*
- If the number of Board members falls below the prescribed minimum, the Board shall continue to be competent to act. However, the General Assembly will be under the obligation to fill the vacant place(s) as soon as possible.
(Article 11.1)
- If the seat of a member of the Board of Directors elected by the General Assembly becomes vacant before the expiration of its term, the remaining members of the Board of Directors may, in accordance with the rules specified in the Internal Rules of the Association, temporarily fill such vacancy until a new member of the Board of Directors is appointed by the General Assembly.
(Article 11.4)

Internal Rules

- *If a seat on the BoD becomes vacant before the expiration of his or her term, the candidates having the next highest number of votes at the last election will immediately fill this vacancy. Otherwise new elections will be organised at the next GA meeting.*

Remuneration (Statutes: Article 7.3)

- The GA will determine the amount of remuneration, if any, to be paid to members of the BoD.

Internal Rules

- *Members of the GA, BoD, committees or task forces are volunteer unpaid positions (see also Article 11.7 and 21.4)*



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Officers and President-Elect: Elections

Officers (Statutes: Article 12.1 & 12.2)

The Board of Directors shall have the following Officers:

- a President
- a Treasurer
- two Vice-Presidents:
 - the Past President
 - the President-Elect.
- The Board of Director may also appoint an Executive Director

The Board of Directors may create such other positions, as it deems necessary and appropriate, and fill such positions from among its members or otherwise.

(Article 12.1)

Internal Rules

- *The BoD may delegate to an Executive Committee the authority to take decisions concerning urgent matters*
 - *This Executive Committee will be composed of the President, the President-Elect, the Past-President, and the Treasurer. And the staff (ex-officio)*
 - The General Assembly shall elect the President-Elect among the Board members.
 - The President-Elect and the Past-President will serve in such capacity at least 1 year and no more than 2 years.
 - The other officers of the Board of Directors shall be elected by and among the members of the Board of Directors for a term of two 2 years.
 - The Executive Director may be selected by the Board of Directors among persons who need not be members of the Board of Director
- (Article 12.2)

Internal Rules

- *The Past President and the President-Elect may serve in that capacity 1 year or 2 years, depending on their availability and their wish, and in accordance with the BoD*
- *President-Elect: election process*
 - *To be eligible candidates must have served at least 2 years as a Biomed Alliance Board member*
 - *Past Board members are eligible after having left the Board for at least 1 year (see Internal Rule related to Article 13)*
 - *At least 3 months before elections, the President will call the BoD for candidature*
 - *The Board will nominate 1 or more candidates to be proposed to the GA*
 - *The President-Elect election will take place every even year at the November GA*



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- *The election will take place early enough during the GA meeting to allow a maximum of voters' presence*
- *During the GA meeting, the president will ask the candidate(s) to introduce him/her/themselves during +/-3 minutes*
- *Voting at General Assembly: Board members will not have voting rights as they do not represent their own society. The member society will thus need to have another representative*
- *The election will be by secret ballot, one vote by member society present at the meeting*
- *The ballot paper will list candidate(s) name, first name, and member society*
- *The vote counting will be assumed by 1 Board member + one GA representative (the President will ask the GA to nominate a volunteer among the non-candidate member societies representatives)*
- *The President will verbally announce the result of the elections before the end of GA meeting*
- *The term of new President-Elect will start on January 1 of the year following the elections*

- *Treasurer: election process*
 - *The members of the BoD will appoint the Treasurer among themselves at their first meeting following the resignation of the Past Treasurer*
 - *The treasurer will serve during the same 2 years' term than the President*
 - *He/she could be re-elected for a second term of 2 years*



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Officers and Board members: role, duties and remits

Officers duties (Statutes: Article 12.2)

The Officers shall have such duties as those assigned to them in the Internal Rules.

Internal Rules

- *Remits of the BoD*
 - *To serve the best interests of the Biomed Alliance membership*
 - *To set out goals and aims within the vision and mission of the Biomed Alliance and to design a 3-year strategy to be presented to the GA*
 - *To participate in the strategic planning and priority setting of the Biomed Alliance*
 - *To delegate Board members for specific representation tasks*
 - *To delegate certain powers to Task Forces or Committees*
 - *To consult with the membership for external interactions and position statements, however the BoD can take leadership decisions within the Biomed Alliance's vision and mission when needed; in such cases, information to the membership is mandatory*
 - *To collaborate with other Board members to direct the development of position papers*
 - *To act as a role model for the Biomed Alliance by upholding the shared vision, mission and values and beliefs of the Alliance*
 - *To serve as a liaison person with own or other organisations or individuals when appropriate*
 - *To attend regularly scheduled Board and other meetings as appropriate*
 - *To prepare reports and perform other duties as assigned by the President, the GA or the BoD*
 - *To keep abreast of the Biomed Alliance activities*
 - *To appoint the Executive Director and the staff*

- *Role and Duties of the President*
 - *To act as the principal representative of the Biomed Alliance to the external world and develop strategic collaborative relationships with key external organisations. This includes representing the Biomed Alliance in other organisations and on their key committees at the European level as appropriate*
 - *To lead the strategic planning process and priority setting for the Biomed Alliance*
 - *To manage a strong collaboration relationship with and between members*
 - *To preside at meetings of the BoD and of the GA*
 - *To authenticate, by his/her signature, when necessary, all acts, orders and proceedings*
 - *To authorise, together with the Treasurer, payment for transactions outside the scope of daily management*
 - *In case of equal votes, the President will have a casting vote*



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- *Role and Duties of the President-Elect*
 - *To work closely with the President to co-ordinate the work of the organisation in order to assume leadership and provide continuity*
 - *To perform the duties of the President in his/her absence*
- *Role and Duties of the Past-President*
 - *To ensure continuity, during a period of 1 year as from the start of the mandate of the new President*
- *Role and Duties of the Treasurer*
 - *To supervise the finance, and to advise the staff in the development of an annual budget for the activities of the Biomed Alliance*
 - *To present an annual financial report to members of the organisation at the GA*
 - *To monitor the financial state of the organisation and to advise the Board accordingly*
 - *To authorise, together with the President, payment for transactions outside the scope of daily management*
- *Executive Committee*

The Board may decide to appoint an Executive Committee:

 - *The BoD shall delegate to the Executive Committee the authority to take decisions concerning urgent matters, such as:*
 - *the non-strategic decisions*
 - *the preparation of the overall plan, budget, objectives, results and other information necessary for the BoD*
 - *the execution of decisions taken by the BoD*
 - *The Executive Committee will be composed of the President, the President-Elect or Past-President, the Treasurer, and the staff (ex-officio)*
 - *The Executive Committee will meet by phone on ad hoc basis, but will also meet face-to-face at least once a year to prepare the GA meeting*
 - *The Executive Committee will report towards the BoD at each Board meeting.*



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Admission of new members

Criteria and Admission Process (Statutes: Article 5.5 & 6.2)

Full Membership may be open to any legal not-for-profit entity, Belgian or foreign, that fulfils the conditions stated here below:

- has its registered office in a country in Europe
- represents healthcare professionals and researchers in the biomedical field on the European level
- supports the goals and objectives of the Association
- has been approved by the Board of Directors

(Article 5.5)

The admission of new Members shall be approved by the Board of Directors

(Article 6.1)

Members shall pay annual membership dues to the Association, the amount of which shall be determined by the Board of Directors

(Article 6.2)

Internal Rule

- *additional criteria for member admission:*
 - *“Europe” includes non EU member countries*
 - *Candidate societies will need to have a significant interest in basic, clinical or translational research*
 - *Candidate societies will agree to comply with the Biomed Alliance code of conduct (<https://www.biomedeuropa.org/code-of-conduct.html>)*
- *The annual membership fee is 5.000€ per member*
- *Currently, and since the creation of the Biomed Alliance, the membership fee of the 4 Founding Members is 10.000€*
- *The eligibility of any new member will first be reviewed by the staff before being proposed to the BoD*
- *The BoD will review on ad hoc basis any new member candidate before approving or rejecting the candidate society*
- *The principle of calendar proportionality for the membership fee will be applied to new members*

Members Benefits:

- *Access to a large multi-professional platform where members can share perspectives and achieve consensus on common positions*
- *Ability to combine and capitalise on members' complementary strengths and capabilities to achieve common goals and reduce resource intensive duplications of effort*
- *Enhanced ability to influence EU policy by having the combined perspective of a large number of diverse members represented in policy debates*
- *Ability to contribute to the development of policy positions on issues of common interest*
- *Ability to have one representative attend the GA with full voting rights*



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- *Ability to nominate a representative and his/her delegate for election to the BoD*
- *Ability to nominate representatives to take part in Biomed Alliance committees, task forces and working groups*

Members Duties

Members are expected to contribute to the success of the Biomed Alliance:

- *by helping to promote the position papers, the Code of Conduct, and other publications among their own members and through their own communications channels*
- *by being open and transparent about own future plans in policy*
- *by paying the annual membership dues, the amount of which being 5.000€*

Rules to be developed:

- *Members representation – Article 5.3 & 8.5*
- *GA resolutions – Article 9.3*
- *Signatures – Article 17*
- *Executive Director – Article 19.5*
- *Reimbursement policy*

Not currently needed

- *Members categories – Article 5.7*