



By-laws for the Society for Evidence-based Neonatology

approved at the constitutional meeting 2015-01-05

§ 1 Name and location

The name of the society is the “International Society for Evidence-based Neonatology”, hereafter referred to as “the Society”.

The Society is registered as a non-profit association (in Swedish “ideell förening”) in Stockholm, Sweden. The legal domicile of the Society is Stockholm, Sweden.

§ 2 Vision

The members of the Society share a vision that all neonatal care should be firmly built on best available evidence. The vision includes as short a passage from research-based knowledge to implementation in neonatal care (translation), thereby improving survival, decreasing morbidities and promoting long-lasting health for newborn infants.

The overall goals are:

- to provide an international forum to communicate and support evidence-based medicine for neonatal care in a global context
- to provide an interactive forum for the critical evaluation of the literature
- to provide neonatal care-givers with best available knowledge by increasing the dissemination of evidence-based neonatology
- to facilitate research projects on diagnostic procedures and interventions for important clinical outcomes

§ 3 Membership

Membership is open to any individual or institution with an interest in neonatal medicine, in research and/or clinical care. The membership is valid one year.

The online application form for individual or institutional membership is available on the Society website (www.ebneo.org).

An individual membership is personal. An institutional membership is signed by a representative of the institution, and includes individuals specified by the representative. Each specified individual receive a full individual membership through the institutional membership.

The board of the Society consider all applications and decide on membership. If an applicant is not suitable for membership the board of the Society are not obliged to make their reasons public.

Individual and institutional membership fees are set by the annual business meeting, and paid on admission to the Society and thereafter annually.

Membership will cease if a member gives written notice of his/her intention to leave the Society, or if the annual membership fee is due.

The board of the Society carries the right to expel a member, given extra-ordinary circumstances, for example scientific or fiscal fraud, or unethical behaviour.

§ 4 Executive organs

The executive organs of the Society are:

- the annual business meeting
- the board
- the working groups, including the editorial board
- the auditors
- the election committee

§ 5 Year of operation and fiscal year

The year of operation (business year) is 1 January -- 31 December, followed by an annual report of activities. The annual reports shall include reports from the working groups in separate appendices.

The fiscal year is 1 January -- 31 December, followed by an annual fiscal report. The fiscal report must be approved by the auditors before the annual business meeting as stated in their annual audit report.

The Society shall follow Swedish laws on accounting and bookkeeping.

The annual report of activities, fiscal report and audit report shall be made publically available on the Society website (www.ebneo.org)

The board chairman and the treasurer have the independent right to make authorized signatures, and consequently these two positions must be held by Swedish citizens.

§ 6 The annual meeting

The annual business meeting is the highest executive organ of the Society. The annual business meeting, announced by the board at least 60 days in advance, will be held during a Society meeting or during another international meeting. In addition to the agenda, the announcement includes the annual report of activities, fiscal report and auditor report.

Extra business meetings will be organised by the board at the request of the board or more than one third of the members.

All members of the Society shall have the right to participate and vote at the annual business meeting. Representation at the annual meeting is not allowed but web based tools for voting may be used to facilitate representative decision-making.

The board shall decide the agenda for the annual business meeting and shall distribute the agenda together with the announcement of the meeting.

The agenda of the annual business meeting shall contain the following items:

1. Opening of the meeting
2. Roll-call of members and defining the electoral register
3. Affirming that the meeting was announced according to the by-laws
4. Election of chairman of the meeting
5. Election of secretary of the meeting
6. Election of two members to approve the meeting minutes
7. Settling the meeting agenda
8. Annual report on activities and its approval
9. Annual fiscal report and its approval
10. Annual auditor report and its approval
11. Discharging the board from responsibilities for the previous year of operation
12. Approving annual honorariums (if any) for the board, working groups or other officials for the Society
13. Fees for individual and institutional memberships
14. Number of board members
15. Election of the board chairman for a maximum period of three years
16. Election of other board members for a maximum period of three years
17. Election of auditors for a maximum period of three years
18. Election of members of the election committee for a maximum period of three years
19. Working groups - presentations, reports and elections
20. Business matters from the board of the Society
21. Business matters from the members
22. Closure of the meeting

Written proposals for business matters shall be submitted by the board or by members at least 60 days before the annual business meeting and shall be included in the agenda and/or appendices. The board can also decide to include proposals received after this deadline in the agenda.

The business meeting can only vote and decide upon matters included in the agenda. The majority is defined as more than half of the votes.

Decisions are based on open votes. If a present member demands, a decision is based on closed votes.

If open votes are distributed equally, the decision is based on the vote of the meeting chairman. If closed votes are distributed equally, the decision is based on picking a random vote.

§ 7 Extra annual business meeting

An extra annual business meeting is scheduled if the Society board decides such a meeting is needed, or if at least 10% of members or the auditors requires that a specified business matters needs to be discussed and decided upon.

During an extra annual business meeting, only announced business matters can be discussed and decided upon. The formalities in § 6 apply.

§ 8 The board

The board of the Society shall consist of at least 3 and at the most 8 members, and shall include chairman, treasurer and secretary.

Members of the board are elected at annual business meetings for a maximum period of three years and can be re-elected for the same or another function. Membership of the board cannot exceed six consecutive years. A member of the Council cannot hold more than one board position at the same time.

The board members shall be members of the Society and represent at least two different nationalities.

The board is competent to make decisions if there are at least three board members present at a board meeting. If the votes are evenly distributed, the chairman will have an additional casting vote.

The treasurer and one board member (or their empowered delegate) controls the right of signature of the Society (in Swedish "firmatecknare"), thereby handling fiscal transactions on behalf of the Society. As the Society is registered in Sweden, the treasurer and board member with right of signature – or their delegates - must be Swedish citizens.

§ 9 Accounting and auditors

The treasurer is responsible for handling and bookkeeping financial transactions, and for writing the annual fiscal report for annual business meeting.

Two members of the Society shall be appointed the role as auditors and scrutinize the accounts and financial transactions, and write the annual auditor report for the annual business meeting. The annual auditor report shall state whether the Society board is suggested to be discharged from responsibilities for the previous year of operation.

The Society could appoint a registered firm of accountants to handle financial transactions, overseen by the treasurer of the Society board.

The Society could appoint a firm of registered auditors to audit the accounts and financial transactions, and write the annual auditor report for the annual business meeting.

§ 10 Election committee

If needed, an election committee is constituted by at least two members of the Society, appointed by the annual business meeting. The election committee proposes Society members as board member or auditors, before the annual business meeting.

§ 11 Working groups

The board have the right to set up working groups to accomplish the vision and missions of the Society.

Working groups are executive organs of the Society (§ 4), and report to the board and to the annual business meeting.

§ 12 Membership liability and property of the Society

Members, including resigned or expelled members, have no personal rights to the property or capital of the Society.

In the case of the death of a member, including a resigned or expelled member, his/her heirs have no right to the property or capital of the Society.

Neither membership fees once paid nor other services performed for the Society can be reimbursed.

Financial obligations of the Society are covered exclusively by the property of the Society. Members or the administrative organs of the Society shall assume no personal liability in relation to the finances of the Society.

§ 13 Change of by-laws and dissolution of the Society

Changes in this by-laws requires that at least three quarters of the members present at the annual business meeting vote in favour of suggested changes, put forward as a business matter as described in § 6.

Changes in the by-laws needs to approved by two consecutive business meetings, of which one must the annual business meeting while the other meeting can be an extra annual business meeting (§ 7).

Dissolution of the Society requires that at least three quarters of the members present at the annual business meeting vote in favour of dissolution. A proposal to dissolve the Society shall be put forward as a business matter as described in § 6.

Dissolution needs to approved by two consecutive business meetings, of which one must the annual business meeting while the other meeting can be an extra annual business meeting (§ 7).

In case of dissolution, all remaining assets shall be attributed to a non-profit organization with a vision and missions aimed at interests of the general public, in keeping with the objectives of the Society. The assets may in no manner be returned to the founders or members, or be used partially or totally, for their benefit in one way or another.