

By-laws
Sociedad Ibérica de Biomecánica y Biomateriales S.I.B.B.
Approved at the extraordinary general meeting of 16 November 2019

CHAPTER I. NAME, CENTRE, LANGUAGE, EMBLEM AND PURPOSE.

ARTICLE 1. The Iberian Biomechanical Society (*Sociedad Ibérica de Biomecánica*) was established in Barcelona on 10 November 1989, as a non-profit entity, which will be governed by the following by-laws, and in matters not provided for therein, by Organic Law no. 1/2002 of 22 March, regulating the Right of Association.

ARTICLE 2. Its name, for all its purposes and representation, is «SOCIEDAD IBÉRICA DE BIOMECÁNICA Y BIOMATERIALES», and its centre is established in the Department of Polymeric Nanomaterials and Biomaterials of the Institute of Polymer Science and Technology. C/ Juan de la Cierva 3, 28006-Madrid. Permanent delegations may be established in other venues in Spain or abroad, subject to compliance with the legal requirements.

ARTICLE 3. The Association extends its scope of application to the whole of Spain, without prejudice to those activities that the Board of Directors agrees to carry out abroad.

ARTICLE 4. Spanish and Portuguese are recognised as the official languages of the Association.

ARTICLE 5. The Association adopts an emblem consisting of a reproduction of the proximal part of a human femur for its graphic representation. In the centre of the femoral head there is a screw and a twelve-toothed gear wheel in the background.

ARTICLE 6. The Association's assets are independent of those of its associates.

ARTICLE 7. The aim of the Association is to bring together all professionals and people interested in the fields of biomechanical and biomaterial sciences for the following purposes:

- A. To promote, foster knowledge among its associates and disseminate the study and development of biomechanics and biomaterials.
- B. To promote the exchange of experiences and knowledge among associates on these issues.
- C. To disseminate and report on the progress and scientific advances of biomechanics and biomaterials.
- D. To collaborate and coordinate activities with national and international organisers who have similar objectives.
- E. To promote health education movements and generally all actions aimed at improving the quality of life of people.
- F. To advise and support the official Health and Social Bodies and any legally recognised institutions, both nationally, regionally and locally, that deal with Biomechanics and Biomaterials.
- G. To design and promote systems of basic, specialised and ongoing training for all disciplines in relation to the sciences of biomechanics and biomaterials.

- H. To use the possibilities offered by the new information and communication technologies to achieve maximum relevance in the fulfilment of the above purposes.
- I. To sponsor Scientific Meetings to be held on dates other than those of the annual congress, as long as these meetings are held with the participation of associates and are approved by the Board of Directors of the S.I.B.B.

CHAPTER II. ON THE ASSOCIATES.

ARTICLE 8. The *Sociedad Ibérica de Biomecánica y Biomateriales* will be made up of the founding, honorary, full, emeritus, corporate, and correspondent associates.

ARTICLE 9. Founding Associates are those who have participated in the constitution of the Association and are Full Associates.

ARTICLE 10. Honorary Associates may be those persons of whatever nationality, whose merits and achievements, in the opinion of the board of directors, are credited with such title and are accepted and appointed by the General Meeting. Honorary associates are exempted from paying the annual fee and any other outlay or contribution that is requested.

ARTICLE 11. Full Associates will be those graduates with special dedication to biomechanics and/or biomaterials and, exceptionally, those non-graduates who demonstrate special dedication in such matters, who request to the chairman of the Association to be admitted to the next General Meeting to be held.

Any duly registered person who attends the annual congress of the SIBB, automatically acquires the status of **Full Associate** up to two months after the following General Meeting.

Emeritus Associates will be those full associates who, having been attached to the Association for a minimum of five years, retire from their main professional activity and expressly request such a condition on the standard form to the Chairman of the Board of Directors for approval and appointment at the next General Meeting to be held. Appointment as an emeritus associate entails exoneration from the payment of fees, outlays and other contributions that the other associates of the Association have to pay.

ARTICLE 12. Corporate Associates will be those legal figures of public or private law that wish to collaborate in achieving the purposes of the *Sociedad Ibérica de Biomecánica y Biomateriales*, and ask the chairman of the Association for admission to the next General Meeting to be held.

ARTICLE 13. Correspondent Associates may be those persons who are associates of the Association residing abroad whose merits or circumstances in the field of biomechanics or biomaterials mean that they can be accepted at the next General Meeting on the proposal of the Board of Directors.

ARTICLE 14. The condition of **Full or Corporate Associate** is acquired by request on the standard form to the Chairman of the Association, said admission being decided at the General Meeting on the proposal of the Board of Directors. The new associate will pay the corresponding annual fee and will undertake to comply with the By-laws of the Association.

ARTICLE 15. All associates will have the following rights:

- A. To participate in the activities of the Association and in the bodies of government and representation, to vote and to attend the General Meeting, in accordance with these by-laws.
- B. To be informed about the composition of the bodies of government and representation of the Association, its state of accounts and the development of its activity.
- C. To be heard prior to the adoption of disciplinary measures against them and to be informed of the facts that give rise to such measures; any agreement that imposes the sanction having to be motivated or justified.
- D. To challenge the agreements of the bodies of the Association that they deem contrary to the Law or to the current By-laws.
- E. To receive scientific advice on the tasks or jobs they may undertake as part of the activities of the Association.

ARTICLE 16. The duties of the associates are:

- A. To share the purposes of the Association and to work together to achieve them.
- B. To pay the fees, outlays and other contributions that may correspond to each partner, in accordance with the By-laws.
- C. To meet the rest of their obligations resulting from the statutory provisions.
- D. To abide by and fulfil the agreements validly reached by the bodies of government and representation of the Association.

ARTICLE 17.- Associates shall lose their condition as such in the event of:

- A. Death
- B. Voluntary resignation
- C. Failure to pay the fee established on the date of the General Meeting.
- D. By resolution adopted by the General Meeting or at the proposal of the Board of Directors following a disciplinary file processed thereby, in which the affected associate must be heard.

It will be up to the Board of Directors whether to expel an associate for the cause established in section C.) above.

The loss of associate status will not give the right to receive any equity participation for the economic contributions made.

CHAPTER III. ON THE GOVERNING BODIES.

ARTICLE 18.- The Association will be governed by the **General Meeting of all the associates as the supreme body, by the Board of Directors as the executive body and by the Senate.** All executive positions will be elected by free and secret suffrage among **Full Associates** holding such status for at least one year. The Senate is the highest advisory body of the Association. It will be composed of all former Chairpersons thereof (except for the outgoing Chairman, who will become part of the Senate when his outgoing position on the Board of Directors ends), and will be chaired by a senator chosen from among the associates of the Senate itself. Senators cannot serve on the Board of Directors.

The internal organisation and operation of the Association will be inspired by the principles of democracy and respect for pluralism.

ARTICLE 19.- The General Meeting is the supreme body of the Association and is made up of all its associates. It will meet at least once a year, coinciding with the scientific congress of the Association. It may be convened at any time by agreement of the Secretary, the Board of Directors, or when requested by a number of not less than ten percent of the associates.

The call to the General Meeting will be made by publication on the Association's website and/or by sending an email at least fifteen days in advance, in which the date and time of the meeting in first and second call will be indicated, and, if necessary, the agenda to be discussed.

ARTICLE 20.- All associates will have the right to be heard at the General Meeting but the right to vote is reserved only to founder, honorary, full and correspondent associates abreast of payment of the current annuities. A proxy vote cast in favour of another associate of the Association is considered valid, provided such proxy has been granted in writing, duly signed and contains identification with a photocopy of the National Identity Document of the person granting it.

Those who hold the position of Chairman and Secretary of the Board of Directors will act in the same stance at the General Meeting. The discussions and voting will be directed by the Chairman of the Meeting, and the Secretary must draw up the Minutes thereof which, without prejudice to their enforceability, will be approved at the next general meeting.

ARTICLE 21.- The General Meeting will be validly constituted when a third of the associates attend or are duly represented in the first call. In the second call, any number of attendees is considered valid. **At least one hour shall elapse between the first and the second call.**

The agreements of the General Meeting will be adopted by a simple majority of those present or represented. By exception to the above principle, the affirmative vote of the absolute majority of those present or represented will be required to agree on:

- A. The dissolution of the Association.
- B. Any change to the by-laws.
- C. The use or sale of real estate.
- D. The remuneration of the associates of the Board of Directors or of any designated representative.

ARTICLE 22. The General Meeting is the highest decision-making body of the Association. Its powers include:

- A. Examining, discussing and approving, if appropriate, the balance sheet, accounts and reports presented by the Board of Directors, and approving the budget for the following year.
- B. Electing and appointing the members of the Board of Directors, administrators and representatives.
- C. Setting the fees.
- D. Contributing, discussing and approving general plans, holding congresses and scientific meetings.
- E. Contemplating the need for the creation of the committees deemed pertinent for the most suitable development of its activities and purposes.
- F. Changing the by-laws.
- G. Dissolving the Company.
- H. Creating, regulating and awarding prizes for the performance of scientific work or services on topics related to the objectives of the Association.

ARTICLE 23. The Board of Directors is made up of the Chairman, the Chairman-Elect, the Secretary, the Treasurer, the Librarian, a number of members that may range from four to ten, as well as the Director of the Magazine published by the Association.

ARTICLE 24. The Effective Chairman is appointed for a period of two years. At the end of which time, the Chairman-Elect will take office. The **Outgoing Chairman** will continue as a member for two years.

ARTICLE 25. The **Chairman Elect** is elected for a period of two years, at the end of which time he will hold the **Effective Chairmanship** and a **substitute for the Chairman-Elect** will be elected.

ARTICLE 26. Members will be elected for a period of two years, and may be re-elected indefinitely.

ARTICLE 27. The Secretary, the Treasurer, the Librarian and the Director of the Magazine will be appointed for a period of three years, and may be re-elected indefinitely.

ARTICLE 28. The Effective Chairman and the Chairman-Elect may not be elected to the position in successive periods of time.

ARTICLE 29. The members of the Board of Directors will be elected from among the candidates presented in the Secretariat for the different positions by voting of the General Meeting with a two-thirds majority among those present in the first vote and by a simple majority in the second. Said presentation will be made from the date of the Call to Meeting and the eve of the holding of the General Meeting

ARTICLE 30. The missions of the Board of Directors are:

- A. To direct, promote and monitor the fulfilment of the aims of the Association subject to what was agreed in the General Meeting.
- B. To represent the Association.
- C. To prepare the annual reports, financial statements and budgets.
- D. To propose the rules for contracting technical and administrative personnel for the necessary services to the General Meeting.
- E. To ensure compliance with current legislation and especially in relation to the Data Protection of the associates of the Association.
- F. It may appoint Proxy or Representatives, to whom it may confer a body of powers.

ARTICLE 31. The Board of Directors will meet at least once a year, coinciding with the Congress of the Association and at the request of its Secretary, when they deem it appropriate, or when requested by the Chairman or a number of associates of the Board equal to half of its members.

The Board of Directors will be validly constituted when it has been duly called, regardless of the number of attendees.

The decisions of the Board of Directors will be adopted by majority vote of those attending and those represented. Any member of the Board may be represented by another member.

The corresponding minutes will be drawn up of all meetings and signed by the Secretary with the approval of the Chairman.

ARTICLE 32. The powers of the Effective Chairman of the Association will be:

- A. To preside over the meetings of the General Meeting and the Board of Directors.
- B. To ensure compliance with all agreements reached.
- C. To visibly represent the Association where necessary.

ARTICLE 33. The functions of the Chairman-Elect of the Association will be:

- A. To attend the Boards of Directors.
- B. To substitute the Chairman in their powers during their absences.
- C. Those granted by the Board of Directors or the General Meeting.

ARTICLE 34. The Secretary's functions will be:

To be the depositary of the registered office.

- B. To keep the register of associates and minute books.
- C. To keep documentary evidence of all meetings held in the Association, certifying all kinds of agreements that are reached at the General Meeting or the Board of Directors with the approval of the Chairman.
- D. To authorise payments and economic provisions, always endorsed by the signature of the Chairman and the Treasurer.
- E. To send the notices to the associates of the Association so that they can pay the corresponding annual fee.
- F. To convene the meetings of the Association and the Board of Directors as indicated in the by-laws.
- G. They will always be on all committees formed within the Association, in their own name or by delegating their participation.
- H. To generally inform the associates.
- I. The administrative operation, data collection and its systematisation as well as the custody of administrative documentation.
- J. The writing of the annual report.

ARTICLE 35. The Treasurer's functions will be:

- A. To direct the accounting.
- B. To take charge of the amounts delivered to them.
- C. To keep all data regarding the accounting at the disposal of the Secretary, Chairman or General Meeting as required.
- D. They may authorise ordinary payments of an amount, the limits of which will be determined by the general meeting without requiring authorisation from the same, but always giving the reasons for said payments and reporting to the Secretary.

ARTICLE 36. The functions of the Members will be:

- A. To participate in the deliberations of the Board of Directors.
- B. All those entrusted to them by the Board of Directors or the General Meeting.

ARTICLE 37. The Librarian's functions will be:

- A. To encourage and promote the flow of information among all associates.
- B. To allow associates access to bibliographic consultations.
- C. The organisation and maintenance of a bibliographic consultation service.
- D. The organisation and maintenance of the library of the Association, **its website, as well as the compilation of the scientific works of the associates.**

CHAPTER IV. SCIENTIFIC MEETINGS OF THE ASSOCIATION.

ARTICLE 38. The *Sociedad Ibérica de Biomecánica y Biomateriales* will hold a Congress each year.

ARTICLE 39. The date and venue will be chosen by a simple majority of votes among the proposals made in the General Meeting.

ARTICLE 40. It is the responsibility of the Secretary of the Association to call the meeting.

ARTICLE 41. The Chairman and the Secretary of the Congress shall be full associates of the venue where the congress is held.

ARTICLE 42. The Organising Committee of the SIBB Congress will inform the SIBB Secretary of the list of participants the day before the General Meeting.

ARTICLE 43. The Board of Directors and the General Meeting will hold their corresponding meetings coinciding with the Congress.

CHAPTER V. ECONOMIC SYSTEM OF THE ASSOCIATION.

ARTICLE 43. The Association may have its own assets independent of those of its associates and which will be made up of the assets from the following sources of income:

- A. Associates' fees and contributions.
- B. Subsidies of an official or unofficial nature that are granted to the Association.
- C. Income obtained from congresses, symposia, courses, seminars, etc., organised by the Association or by its associates acting on its behalf.
- D. The income obtained from the sale of scientific and technical publications of the Association.
- E. Any other income from aid or contributions of any kind, donations, credits, scholarships, grants, etc., of which the Association may be the depository.

The Wealth or Working Capital of the Association is set in adapting these by-laws at the sum of THREE THOUSAND EUROS.

The associative and economic year will be annual and will close on 31 December of each year.

CHAPTER VI. DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION.

ARTICLE 44. The dissolution or liquidation of the Association will be agreed in the General Meeting with the majority established by these By-laws. Once agreed, the procedure will be the following:

- A. At the proposal of the General Meeting, a Liquidation Committee will be constituted endowed with the necessary powers to fulfil the pending obligations. It will be appointed permanently until all liquidation work has been completed. The Liquidation Committee will be made up of an odd number of members.
- B. The economic fund, if any, from monetary stocks and from the sale of

movables and real estate that the Association may possess will be liquidated and donated to national charities.

- C. The scientific facilities granted by the associates of the Association will be returned to the research centres or entities that the liquidation committee deems appropriate.

Representatives of the Association:

Dr. Enrique Navarro Cabello
Effective Chairman

A handwritten signature in black ink, appearing to read 'Luis María Rodríguez Lorenzo', written in a cursive style with a long horizontal flourish at the bottom.

Dr. Luis María Rodríguez Lorenzo
Secretary

DECLARATION

The by-laws have been drafted in accordance with the modifications agreed to at the General Meeting held on 16 November 2019.

Association Representatives.:

Dr. Enrique Navarro Cabello
Effective Chairman

Dr. Luis María Rodríguez Lorenzo
Secretary