

Statutes

International Society for the Measurement of Physical Behaviour (ISMPB)

April 28 2015

Article 1. Name and registered office

1 The name of the Society is the **International Society for the Measurement of Physical Behaviour** (ISMPB), hereafter to be named as the "Society".

2 The Society has its registered office in **Rotterdam**, the Netherlands.

Article 2. Purpose

1 The purpose of the Society is to promote the multidisciplinary study of the objective measurement and quantification of physical behaviour, given its importance for human health, well-being and functioning.

2 The Society aims to achieve its goal by being an international society that encourages dialogue and facilitate collaboration amongst its members and related communities, as well as by encouraging and engendering the sharing and dissemination of research. Among other means, the Society will do this by organizing scientific conferences and meetings.

3 The property and income of the Society shall be applied solely towards its purpose, and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Society or any other individual, except in good faith in the promotion of the purpose of the Society.

Article 3. Duration

The Society has been entered into for an indefinite period of time.

Article 4. Membership

1 The Society has Members

2 Members are those who have applied to the Board of Directors for membership in writing or by electronic means, and who have been accepted by the Board of Directors. This will be shown in a declaration handed over by the Board. In case of non-acceptance by the Board of Directors, the General Membership Meeting, hereafter to be named "GMM", may still decide to accept the application.

3 The Society shall consist of membership types as set by the Board of Directors and described in the Bylaws.

4 Each member owes a membership fee to the Society. The amount of the membership fee and the membership period will be determined by the GMM.

5 Membership in any class shall cease upon

- a) death,
- b) termination of membership by the member;
- c) termination of membership by the Society (e.g. by failure to pay membership dues)
- d) expulsion

6 In case membership is terminated during the membership period, the Member has to pay the membership fee for the whole membership period, unless decided otherwise by the Board of Directors.

Article 5. Board of Directors and Executive

1 The Board of Directors will consist of a minimum of 6 and a maximum of 10 natural persons.

2 Board Members will be elected by majority votes from the Membership.

3 Board Members will serve a term of maximally four years. In this article one year is a period between two subsequent yearly GMM's. Board members resign according to a schedule to be set up by the Board of Directors. The Board of Directors strives for a system so that half of the Board members are formally resigning every two years. Board members can stand for immediate re-election to the Board of Directors for no more than one second four-year period.

4 Within the Board of Directors the Board Members will vote the Executive Officers: the President, Vice-President, Treasurer and Secretary. This will be done with majority votes.

5 The President will serve for a two-year term with the possibility of no more than one second two-year term. The other Executive Officers will also serve a two-year term, which can be renewed, with a maximum of two additional two-year terms.

6 If the number of Board Members is below the minimum number, as stated in Article 5.1, the Board of Directors remains authorized. The Board of Directors is committed to call a GMM at the earliest convenience, in which the vacant post(s) will be addressed.

7 If a Board Member resigns or cannot continue serving the Society, the Board of Directors may vote for their replacement immediately. The new Board Member will be put forward for election to the next GMM.

8 The Board represents the Society.

The authority of representation also belongs to two jointly acting Members of the Board of Directors. With respect to this authority of representation, the Board may represent themselves by a written mandate.

Article 6. General Membership meeting

1 The Board of Directors will announce a GMM. Announcement of the meeting must be made at least one month in advance. The GMM must be organized at least once a year, and one GMM must take place no more than 9 months after the end of the fiscal year, unless extension of this term by the GMM.

2 The GMM can be organized as a physical meeting, or by electronic or other means, decided upon by the Board of Directors.

3 The Membership shall meet physically at least once every two years, unless decided otherwise by the GMM.

4 The GMM will be chaired by the President, or in the absence of the President, a chairman appointed by the President from the members of the Executive.

5 The GMM is open for all members of the Society who are not suspended, and to others who are invited by the Board or whose attendance is approved by the Board.

6 Every member who is allowed to attend the GMM has one vote. Votes cast by electronic communication prior to the GMM – but not earlier than 30 days to the GMM – equate with votes cast during the GMM.

7 All decisions, for which by Law or these Statutes no large majority is prescribed, are taken by majority votes. In the event of a tie proposal is rejected.

Article 7. Fiscal Management

1 The fiscal year of the Society shall be the calendar year.

2 A year-end financial report of the Society shall be prepared by the Treasurer annually and presented to the Board of Directors for approval.

3 The financial report will be presented by the Board of Directors at the GMM for approval by the Membership. Additionally, the status, developments and applied policies of the Society will be presented for information.

4 The GMM yearly assigns at least two members of the Society as member of a financial audit team. These members cannot be members of the Board of Directors.

Article 8. Changes of statutes & bylaws

1 Changes of the Statutes can only be made by the GMM. This can only be done if this topic is announced at the moment when the GMM is announced.

2 Changes of the Statutes can only be decided with a majority vote of at least 2/3 of the number of votes.

3 The GMM can determine and change one or more bylaws, in which the topics addressed are not or not fully addressed in these Statutes.

4 The Bylaws may not include articles that are conflicting with the Statutes.

Article 9. Dissolution

1 The Society may be dissolved pursuant to a resolution of the GMM.

2 If, on dissolution, any property of the Society remains after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of the dissolution, that property shall be distributed:

- a. to another association the Society is formally linked to, or to associations having objectives similar to those of the Society; or,
- b. for charitable purposes.

The decision on which associations or purposes, shall be determined by resolution of the members when authorizing and directing the Board of Directors to prepare a plan for the distribution of the surplus property of the Society.

Article 10. Final clause

Within the Society the GMM has all authorities that are not assigned to other bodies by law or these statutes.