

BYLAWS
OF
THE EUROPEAN MYELOMA NETWORK
Revised 2009

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CHAPTER I
NAME AND PURPOSE

- 1 Name and scope of the association**
- 1.1 The association adopts the name "European Myeloma Network", hereinafter referred to as EMN.
- 1.2 EMN is ruled by these bylaws, by its internal regulations and by the laws of Denmark.
- 1.3 The association is hereby established for an unlimited period of time.
- 2 Seat**
- 2.1 The association has seat in The Research Secretariat, The Department of Haematology, Aalborg Hospital, Aarhus University Aarhus, Denmark.
- 2.2 The seat can be transferred to any other place in Europe by a decision of the General Assembly in accordance with the provisions specified in section 11.9.
- 3 Purpose**
- 3.1 The EMN is a non-profit organization. Its aims are to promote all aspects associated with Multiple Myeloma including basic and clinical research, standardization, quality control, education and dissemination of knowledge.
- 4 Activities**
- 4.1 To achieve the purpose established in article 3, the association will undertake, among others, the following activities:
- 4.1.1 Allow scientists and physicians with interest in Multiple Myeloma and related disorders to share their experience and develop co-operative studies.
- 4.1.2 Prepare joint programs to be used for collection of statistical information concerning Multiple Myeloma and related disorders among EMN members.

CHAPTER II

MEMBERS

5 Members

- 5.1 All singular persons, who can contribute to the accomplishment of the association's purpose, may apply for membership of the association.
- 5.2 The Board may decide at its own discretion whether an application should be accepted. The decision made by the Board shall be final and does not need to be approved by the General Assembly.

6 Members' rights

- 6.1 Members have the right to:
 - 6.1.1 Propose, collaborate, participate and be informed of the activities of the association;
 - 6.1.2 Participate, and give one vote in the General Assembly;
 - 6.1.3 Elect and be elected to the Board;
 - 6.1.4 Receive a copy of the bylaws.

7 Members' duties

- 7.1 All members have equal duties to the association, namely:
 - 7.1.1 To abide by the bylaws and any internal regulations;
 - 7.1.2 To pay the membership fee;
 - 7.1.3 To accept the decisions of the Board;

8 Penalties

- 8.1 Members can be penalized by suspension and withdrawal from the association.
- 8.2 Member rights will be suspended to those members who:
 - 8.2.1 Do not fulfil their duties set forth in Article 7;

- 8.2.2 Cause any damage, physical or moral, to the association, failing to repair such damage within the period indicated by the Board.
- 8.3 Members may be withdrawn from the association if they:
- 8.3.1 Knowingly provide false information in their membership application;
- 8.3.2 Have failed to pay their membership fees within the period established by the Internal Regulations.
- 8.4 Suspensions and withdrawals will be decided by the Board following an approval of the following General Assembly.
- 8.5 Members who are suspended or withdrawn will not receive a refund of their membership fees.
- 8.6 Withdrawn members can be re-admitted after a secret vote at a General Assembly for that particular matter, and with a minimum of two thirds of the votes.
- 9 Membership fee**
- 9.1 The fee is presently EUR 0.00 per annum (fiscal year) per member. The fee may be altered after a decision by the General Assembly. The fee is collected by the Treasurer.

CHAPTER III PROCEDURES

- 10 General Assembly**
- 10.1 The General Assembly is the sovereign board of the association and is constituted by all the members.
- 10.2 Members are entitled to meet and make a statement at the General Assembly.
- 10.3 During the General Assembly, the right to vote is fulfilled in person, either by the member or by his delegate properly entitled to do so.
- 10.4 Each participant at a General Assembly may as a maximum represent three members by proxy.

11 Ordinary General Assemblies

- 11.1 Ordinary General Assemblies are held each year at a location in Europe, which has been decided upon at an earlier General Assembly. In immediate continuation of a General Assembly, a scientific meeting shall be held.
- 11.2 General Assemblies are convened by the Board by a letter or e-mail including an agenda to all members, giving no more than 4 weeks' and not less than 14 days' notice. If amendments of the bylaws are proposed, the most significant contents of the said amendments must be specified.
- 11.3 Members and/or Board members having proposals to be included in the agenda must forward such proposals to the Board no later than 14 days before the General Assembly.
- 11.4 Prior to a General Assembly, the Board shall elect a Chairman of the General Assembly. The Chairman of the Board cannot be elected Chairman of the General Assembly.
- 11.5 The agenda of the General Assembly shall be as follows:
 - 11.5.1 The Board's annual report shall be presented by the Chairman and must include contributions from the Working Party and a status of past and future activities of the association. The annual report must be adopted by the General Assembly.
 - 11.5.2 Presentation and adoption of the audited accounts and balance sheet, which have been signed by the Board.
 - 11.5.3 Fixing of next year's membership fee.
 - 11.5.4 Election of board members.
 - 11.5.5 Election of an accountant.
 - 11.5.6 Proposals from the Board and members.
 - 11.5.7 Appointment of the time and place of the next year's General Assembly.
 - 11.5.8 Any other business.
- 11.6 The General Assembly shall form a quorum when half the members are present or represented in accordance with an instrument of proxy.
- 11.7 The Ordinary General Assembly shall, however, always form a quorum as regards the adoption of amendments to the bylaws and adoption of the audited accounts.
- 11.8 Resolutions are passed at a General Assembly by a simple majority of votes. In case of equality of votes, the Chairman of the Board shall hold the casting vote.
- 11.9 A decision to amend the bylaws, change the seat or re-admit members require that 2/3 of the votes cast are in favour of the proposal and that half of all delegated votes are cast in favour of the proposal.

12 Extraordinary General Assemblies

- 12.1 Extraordinary General Assemblies are held,
 - 12.1.1 When requested by a majority of the Board or;
 - 12.1.2 When 20% of the members, however, as a minimum 10 members, request the Board to convene an Extraordinary General Assembly.
- 12.2 An Extraordinary General Assembly must be convened in accordance with the rules specified for the Ordinary General Assembly.

13 Board

- 13.1 The Board consists of 9 members elected at a General Assembly.
- 13.2 The Board is elected for 3 years and may be re-elected.
- 13.3 Starting 2009 the first Board of the Association is up for election as follows: After the first year, three Board members shall be up for election. After the second year, three other Board members shall be up for election and after three years, the final three Board members shall be up for election.
- 13.4 The Board shall elect its own Chairman, Vice Chairman, Secretary and Treasurer after the General Assembly.
 - 13.4.1 Chairman. The function of the Chairman is to promote and co-ordinate all activities of the EMN. These include fund raising, co-ordination of Working Party activities, giving guidelines to the organizers of the Annual General Assembly, and negotiations with other organizations on behalf of the EMN.
 - 13.4.2 Vice Chairman. The function of the Vice Chairman is to act as deputy for the Chairman.
 - 13.4.3 Secretary. The function of the Secretary is to support the Chairman in all aspects of the EMN activities. In particular, he/she must ensure communication within the EMN by keeping an up-to-date mailing list of EMN members and circulate information to the Group via EMN News or otherwise.
 - 13.4.4 Treasurer. The function of the Treasurer is to collect the annual membership fee from the EMN members and to account for the use of the funds for EMN purposes. EMN officers submit bids for funding in writing to the Board minimum four weeks prior to the Board meeting scheduled to decide on financial support. The Board discusses and decides on the budgets for the Chairman, the Secretary, the Treasurer, and the Working Parties. Other individuals or organizations may be eligible for funding upon decision of the Board.

- 13.5 4 members of the Board act as Chairpersons for Working Parties (WP). EMN currently has 4 Working Parties: 1) Clinical Trials; 2) Allogeneic Stem Cell Transplantation and Immunotherapy; 3) New Drugs; 4) Pathogenesis and Standardization. The substructure of the Working Party is defined by the Chairperson. Members are encouraged to participate in one or more Working Parties according to their particular interests.
- 13.6 If requested by the Board that more than 4 Working Parties are set up, the Board may at its own discretion elect a third party who is not a member of the Board to act as Chairperson for the additional Working Party. The Board may – without prior approval - appoint Board members ad hoc to the Working Parties. These Board members shall have no voting rights,
- 13.7 No alternates are elected. If one or more Board members are absent during a term of office, the Board appoints a successor who shall be up for election at the next General Assembly.
- 13.8 The association is bound by the joint signatures of two Board members or all Board members jointly.
- 13.9 Board meetings shall be held every 6 months or when requested by the Chairman, two Board members jointly or the auditor. The Board shall fix its own agenda and the further directions for the performance of its task.
- 13.10 The association's funds shall be distributed by the Board at its sole discretion.
- 13.11 Decisions shall be passed by the Board by a simple majority of votes. However, more than half of the Board must be present in order for the Board to form a quorum. In case of equality of votes, the Chairman of the Board shall hold the casting vote.

14 Dissolution

- 14.1 A decision to dissolve the association is made at an Ordinary or an Extraordinary General Assembly with the same majority as required for amendment of the bylaws.
- 14.2 With the purpose of dissolving the association, one or more liquidators are elected by the General Assembly to replace the Board of the association.

15 Liability

- 15.1 The members of the association shall not be personally liable for any of the liabilities resting upon the association.

As adopted on 1 January 2009

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