

BYLAWS OF THE OSTEOGENESIS IMPERFECTA FEDERATION EUROPE

Revision 7 - 09/10/2016

1. *PREAMBLE*

These are the by-laws of the Osteogenesis Imperfecta Federation Europe, belonging to its Statutes.

5 2. *DEFINITIONS*

2.1 Osteogenesis Imperfecta

The name of the disorder will be shortened to OI in this text.

2.2 Definition of OI Society

10 Under these by-laws an organisation of people with OI, including the parents of those considered under age and other members admitted for reasons of their interest in OI, that has been registered as such, will be considered an OI Society.

15 2.3 Definition of European

If the seat of an organisation is in the European Economic Community, that organisation will be automatically considered as European. In all other cases the Board will decide, on nomination by the EC, whether the organisation will be considered as European under these by-laws.

20 2.4 Terms

The terms AGM, EGM, Board, and EC were defined in the statutes and will here be used in the same sense.

25 3. *MEMBERSHIP*

3.1 Application

Organisations can apply for membership of the Federation with the EC. The EC will verify whether the candidate complies with the rules for membership and will recommend membership accordingly at the next
30 AGM. The board decides on membership.

3.2 Categories

There will be five categories of members:

35 I Ordinary members

European OI-Societies, which comply with the following conditions

- a. *they will pay the unit fee (see paragraph 8.1), unless they prove to the EC that they are unable to do so. In the latter case a lower fee may be agreed.*
- 40 b. they have been functioning for at least two years prior to the date of application for membership of the Federation;
- c. the statutes of the Society in question must be compatible with those of the Federation.

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If an ordinary member do not pay the annual fee within the AGM or do not document that they are unable to do so with financial report from the year before, they will have no vote at the AGM. If the organisation do not pay the agreed fee for 2 years or more, the Board will have the possibility to terminate the membership at the AGM.

II Observing members

A. Non-European associate members

Non-European OI-Societies, which comply with the following conditions:

- a. they pay a fee to be agreed with the EC;
- b. they have been functioning for at least two years prior to the date of application for membership of the Federation.
- c. the statutes of the Society in question must be compatible with those of the Federation.

B. Supporting members

Every organisation or group that, to the judgement of the EC, supports the objectives of the Federation in such a way that membership will be of mutual benefit. A supporting member pays a fee to be agreed with the EC.

III Sponsoring members

Every organisation that, to the judgement of the EC, supports the objectives of the Federation and that will pay a yearly fee, to be agreed with the EC, that is larger than the unit fee (see paragraph 8.1). A member belonging to category I or II, do not change category even if they pay more than the fee agreed with EC.

IV Advisory members

Persons who, on nomination by the EC, are appointed by the Board, because of their expert knowledge on- or their particular involvement with OI. They pay no fee.

V Honorary members

Every member has the right to propose a person for nomination for honorary membership of the Federation. Such a nomination has to be filed with the EC giving a full record of the reasons for the nomination. The EC will prepare a decision by the Board at the next AGM/EGM. There will be no fee for an honorary membership. Sitting members of the board can not be proposed for honorary membership.

3.3 Rights

All members have the right to attend the AGM/EGM, and will receive the yearly report and the yearly financial report. Members will receive a copy of the statutes and the by-laws of the Federation.

Only the delegate of a member can execute the voting right, see section 4.

5 4. *DELEGATES*

4.1

Every member from categories I and II appoints one delegate, with full power of representation for two years. This period can be prolonged according to paragraph 4.6. Re-election will be possible. The name of the delegate must be known to the EC at least one month before the AGM/EGM.

4.2. Replacements

Every member from categories I and II appoints two substitutes for its delegate. They will fully replace the delegate if necessary, except on EC duties. Names of replacements must be known to the EC at least one month before the AGM/EGM, but any actual replacement can be announced at the meeting itself.

4.3

The delegate of a full member (category I) has one vote on the Board and is eligible for the EC.

4.4

The delegate of a Non-European associate member (category IIA) has no vote on the Board and is not eligible for the EC.

The delegate of a supporting member (Category IIB) has no vote on the board and is not eligible for the EC.

4.5

Delegates of members of categories III to V have no vote on the board. They are not eligible for the EC.

4.6

If a delegate is appointed in the EC his/her time of duty on the Board is automatically prolonged for the time he/she needs to serve on the EC.

4.7

The expenses for attending an AGM/EGM for European delegates will be carried by the Federation if funds are available. This includes the costs of an assistant if a delegate needs a personal assistant to travel, subject to prior approval by the EC.

4.8

All official mail from the Federation will be sent to the delegates. It is the duty of the delegates to transfer this information to the member they represent.

5. *EXECUTIVE COMMITTEE*

5.1

5 The members of the EC are chosen in their respective functions, from the members of the Board, for a period of four years. If no Board member is available for some desired function on the EC, the Board may decide to choose a person from outside the Board, being a member of one of the member-societies, to fulfill this function.
Re-election is possible.

5.2 Duties of the president, the vice-president(s) and the treasurer.

10 5.2.1
The president represents the Federation whenever necessary and chairs the AGM/EGM. The president is responsible for a proper distribution of tasks and responsibilities within the EC.

15 5.2.2
The president calls the meetings of the EC.

5.2.3
The president can delegate his rights and duties to a vice-president, including the casting vote.

20 5.2.4
The treasurer is responsible for proper bookkeeping of the finances of the Federation. Moreover the treasurer will prepare the yearly financial report.

25 5.3
If a delegate of an associate member (category IIA) is chosen on the EC, according to paragraph 4.4, that delegate will have one vote on the Board, overruling paragraph 4.4.

30 5.4
The first EC that is formed after the inauguration of the Federation will decide which of its members are due to resign after one year, after two years, after three years, and after four years. Thereafter each year that member of the EC that has served the longest time will resign. Re-election is possible.

35 5.5 Failure
Any EC member who subsequently fails to attend to his duties shall, ipso facto, cease to be a member of the EC. If all the other members of the EC agree unanimously the failing member will be expelled from the EC and consequently also from the Board.

40 5.6 Vacancies
The EC shall have the power to fill casual vacancies that may occur among its members for whatever reason by nominating other persons to fill such posts until the next AGM of the Federation.

45 5.7 Sub-committees
The EC shall have the power to create Sub-Committees and appoint their Chairpersons and members for any specific purpose in the attainment of the Federation's objectives. The Sub-Committee shall have their business recorded in minutes and submit these minutes to the EC within one month of each meeting.
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5.8 Decisions

Decisions of the EC are made by a simple majority of votes (see 6.4.1), in case of a tie the president has an extra casting vote.

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6. MEETINGS

6.1

Organisation of the AGM shall rest with the host country under the supervision of the EC. For this financial assistance from the Federation's general funds, when available, may be sought .

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6.2 Quorum

The quorum at any meeting is formed by all those present eligible to vote and by the votes cast by mail according to paragraphs 6.5 and 6.6.

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6.3 Decisions

Decisions of the Board are made by a simple majority of votes of the quorum (see 6.4.1), unless the statutes or these by-laws state explicitly otherwise.

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6.4 Counting of votes

6.4.1 Definition of simple majority

A simple majority means that more than 50% of the quorum is in favor of the issue at vote. In case of a tie the president has an extra casting vote.

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If the number of abstentions is larger than 30% of the quorum a new vote is required in which abstentions are not allowed.

6.4.2 Definition of 2/3 majority

A 2/3 majority means that at least 66% of the quorum is in favor of the issue at vote. In this case abstentions are not allowed, and the president has no casting vote.

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6.5

As a rule an AGM or EGM will be a meeting in persona, but if need arises, be it either for emergency or for lack of funds, the EC has the right to decide to have AGM/EGM decisions made by a mail vote. In such a case the EC will allow at least two weeks to answer.

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In case of a written vote, the quorum, defined as the number of votes received before the deadline, will be at least half the number of members eligible to vote.

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6.6

If a delegate and both its replacements are not able to attend an AGM/EGM the EC may allow a vote by mail, but only on the issues on the agenda. It is the responsibility of the member that this vote is received by the EC before the start of the meeting in question.

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6.7

Any votes cast by mail must be produced by the EC to AGM/EGM at the first possible occasion. The mail voters must be notified by the EC of the outcome of the decisions on which they voted.

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7. *LANGUAGE*

The official language of the Federation will be English.

5 In cases where all the partners involved understand and agree another language may be used for communications, provided that the final results will be translated into English.

8. *FINANCE*

10 8.1 Unit fee

The Board determines the amount of the unit fee at an AGM for two consequent years. Intermediate changes of the unit fee require an EGM. If the unit fee is to be changed more than 10% of its previous value a 2/3 majority is required. The recommended subscription fee shall be paid up by each member organisation for the new year by April 1st.

8.2

20 The delegates will advance their expenses. The treasurer will reimburse them within two months after their declaration on a Federation declaration form has been received and approved.

8.3

25 The treasurer may ask any member to make payments for the Federation in the local currency. These payments may be cleared with the annual fee.

8.4 Signing authority

30 The treasurer is allowed to sign financial transactions up to an amount to be set by the Board. For transactions involving larger sums of money the co-signature of the president is required.

8.5

The Board may install a financial control sub-committee to check the accounts and bookkeeping of the Federation.

35 9. *PUBLICATIONS*

9.1

The yearly report by the EC will also contain contributions by the members expanding their efforts to attain the goals of the Federation.

40 9.2.

The members of the member societies (categories I and II) have the right to obtain all publications and other issue's from all the member societies, at the same nominal costs plus a mailing charge as the appropriate society charges its own members.

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9.3

50 The member societies (categories I and II) have the right to copy and/or translate partially or totally each other's publications without specific written consent a priori, provided that the original source is clearly stated and that copying or translation is done for its own use on a non-profit basis.

10. *USE OF THE OIFE LOGO*

The members may use the logo of the Federation only:

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- a. in direct connection with Federation publications,
 - b. on their letterhead to indicate their membership of the Federation,
 - c. after written consent of the EC.

11. *COMMITTEE OF RECOMMENDATION*

10 Each member has the right to propose a person for the EC of recommendation. The Board decides on the membership.

The EC keeps a list of honour of the members of the EC of recommendation.

15 Members of the EC of recommendation have the right to attend the AGM/EGM at their own expense, but have no voting rights on the Board.

12. *ADVISORY BOARD*

The Board decides on the formation of an advisory board and its membership. The EC will provide instructions in writing for this advisory board according to the decision taken by the Board. These instructions will at least contain the following items:

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- the topic(s) on which advice is asked,
 - the way in which the advisory board will report on its activities,
 - regulations for reimbursements and budget limits.
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- a starting date and a time limit for the existence of the advisory board.
- Members of an advisory board can be invited to an AGM/EGM according to section 6.3 of the statutes.

13. *COORDINATION*

30 Whenever the Federation needs to address a national institution it will carefully coordinate its actions with the national OI society involved.

14. *CHANGES*

35 These by-laws can be changed at any AGM/EGM. Changes will be in effect immediately following such an AGM/EGM.

15. *UNFORESEEN*

In any cases unforeseen by these by-laws and/or the statutes the EC will decide.

These By-Laws were approved at the inaugural meeting of the Federation in Northampton, England on 30th September 1993 by the following delegates representing their respective OI Societies:

Pierre Verhaeghe,	France
Ute Wallentin,	Germany
Rob van Welzenis,	The Netherlands
Morna Wilson,	Great Britain
Kati Wink,	Finland
Marcella Zingales,	Italy

Revisions

1.
15 February 2000, AGM7.
Articles 3.2.I.a; 3.2.II; 4.4; and 5.3
Observing replaced by associate
2.
Revised 4 November 2000, AGM8
Article 6.5
Quorum for vote by mail
3.
Revised 17 September 2004, AGM 12
Art. 3.2-III (see paragraph 8.1)
4.
Revised 16 September 2005, AGM 13
Art. 3.2 and 4.5
5.
Revised 27 October 2007, AGM 15
Art. 3.2 and 4.4
6.
Revised 19th September 2015, AGM 23
Expression “Committee” changed to “EC”
Art. 3.2
7.
Revised 9th October 2016, AGM 24
Art. 3.2.II A., Art. 3.2.III and Art. 4.4