



**PROPOSED
RULES OF PROCEDURE
FOR THE EURO-BIOIMAGING INDUSTRY BOARD**

Purpose of the paper

To request the Euro-BioImaging (EuBI) Industry Board to agree on their Rules of Procedure

Voting requirements

2/3 majority of all members present and voting

Action required

The Euro-BioImaging Industry Board is requested to approve the rules.

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Purpose

These Rules of Procedure apply to the Euro-Biolmaging Industry Board (hereinafter EBIB) which is composed of the signatories of the Industry Board Membership scheme. The companies signing the Membership scheme will be called "Members" hereinafter.

Rule 1 –Composition

Members

1. The EBIB consists of one representative of each company (Delegate) and one substitute, appointed by the Member for one year with automatic extension unless the Member decides differently in which case rules of the Membership agreement should be observed.
2. The EBIB is established when at least 10 companies sign the membership agreement. The Membership Agreement will be open for signature to all interested companies.

Observers

3. Non-signatory companies that have a clear intention to sign the Membership agreement may be invited to send one representative with official endorsement to attend one session of the Board as Observers without voting rights and get access to the protocol of the last EBIB meeting in order to evaluate membership.

Chair and Vice-Chair

4. The Chair, or the Vice-Chair who is acting as chair, shall participate in the proceedings as such, and not as a Delegate. This provision shall not apply if the Chair or the Vice-Chair is the only Delegate representing a Member.

External advisers

5. The Chair may decide to call in advisers who are not part of the EBIB to give advice on certain matters.

Associated members

6. The EBIB can accept an expression of interest by non-signatory companies to keep them informed about the actions of the EBIB on a regular basis through EBIB newsletters and other communication channels. These companies may join one session of EBIB meetings as observers and get access to the protocol of the previous meeting.

Rule 2 – Election of the Chair and Vice-Chair

1. The EBIB shall elect a Chair and a Vice Chair among the Delegates in written procedure or at a physical meeting. These appointments are effective immediately and incumbents shall normally hold office for one year and can be re-elected for the maximum duration of 2 years total.
2. The Chair and a vice-Chair must not represent the same Member. When electing the Chair, the Board will consider equal representation of various kinds of companies in the Board.
3. Nominations for Chair and Vice-Chair shall be submitted in writing by at least one member of the Euro-Biolmaging Industry Board to the Euro-Biolmaging secretariat or to Industry Board Manager (once the position is filled) no later than the start of the EBIB meeting at which the election is to take place or other deadline set by the Industry Board Manager/secretariat required to prepare the written voting outside of the physical meeting.

4. For the election of the Chair and Vice-Chair a two-thirds majority of all voting Members is required. If none of the candidates reaches two-thirds of the votes, the secret ballot shall be repeated by eliminating the candidate with the least votes until one of the candidates reaches two-thirds of the votes.

Rule 3 – Chair

1. The Chair shall conduct the proceedings in the EBIB and shall ensure that these Rules are observed.
2. If the Chair is unable to attend, the EBIB shall invite the Vice-Chair to take the chair.
3. If the Vice-Chair is unable to take the chair, the EuBI Industry Board shall appoint a chair ad hoc among those Delegates present.

Rule 4 – Industry Board Manager

1. The EBIB will be supported by the Industry Board Manager, working together with the Euro-Bioluming Interim Phase Secretariat (IPS) during the Interim Phase, or the Euro-Bioluming Hub once it is established.
2. The Industry Board Manager shall provide assistance to the Chair, ensuring the organization of the EBIB meetings (including also the preparation of documents) as well as carrying out the activities as defined by the EBIB and the Industry Board Manager job description.
3. The job description of the Industry Board Manager will be agreed upon by the Members. Proposed description of the Industry Board Manager position is presented in the EBIB Membership agreement.
4. The Industry Board Manager position will be financed through the membership fees as set by the Membership scheme.

Rule 5 – Meetings and Decisions

General

1. The EBIB shall organize 6-monthly meetings and additional conference calls as needed. Meetings can be physical or by conference call. Online participation on physical meeting (video or audio) will be accepted and provided whenever possible. The Chair shall call for these meetings and conference calls and decide on the type of the meeting.
2. If required by at least one third of the members, the Chair shall convene an extraordinary meeting of the EBIB. The Chair may call an extraordinary meeting if justified by unforeseen developments.

Preparation of agenda

3. A draft agenda shall be prepared by the Chair with the support of the Industry Board Manager.
4. Each EBIB delegate shall be entitled to demand that items specified by him be placed on the agenda of a meeting of the EBIB. These requests should be sent to the Industry Board Manager no less than 14 calendar days before the date agreed for the meeting.
5. The draft agenda can be sent 14 days before the meeting. The final agenda shall be sent to

the Delegates no less than 7 calendar days before the date agreed for the meeting. Papers or documents to be considered by the EBIB must be circulated in time for them to reach Delegates, if possible, at least 7 calendar days before the date of the meeting.

6. The draft agenda for a meeting shall be considered for adoption at the opening of the meeting. Supplementary items for discussion may be added to the agenda during the meeting.

Minutes of meetings and conference calls

7. Draft minutes of each meeting and conference call of the EBIB, giving the substance of the discussion and recording the decisions reached, shall be prepared by the Industry Board Manager under the responsibility of the Chair. They shall be circulated to all Delegates at latest 21 calendar days after the meeting
8. Minutes will be approved as first agenda item of the next meeting.

Quorum

9. The presence of Delegates of 1/2 of all Members shall be necessary to constitute a Quorum at any meeting of the EBIB.
10. If the Quorum is not reached, the Chair may either adjourn the session to a later date to be fixed in consultation with the IPS, or declare the session an informal assembly.

Rule 6 – Voting

1. Each Member shall have one single indivisible vote. A Delegate will be authorised to vote on behalf of the Member.
2. The Industry Board Manager shall have no voting rights.
3. The Chair or the Vice-Chair who is acting as chair shall have no voting rights. This provision shall not apply if the Chair or the Vice-Chair is the only Delegate representing a Member.
4. Decisions by the EBIB shall normally be taken by a simple majority of the members present and voting. The adoption of financial issues and changes of Rules of Procedure require that the decision is taken by a 2/3 majority of the members present and voting. In view of the joint responsibility of the EBIB members, 2/3 majority should be aimed for. The EBIB may wish to define other cases which require a 2/3 majority.
5. Votes shall normally be taken by show of hands during physical meetings, or one by one during conference calls or in writing to the whole EBIB.
6. Voting shall be by secret ballot if the item relates to questions of personnel (e.g. voting of Chair and Vice Chair). In the case of votes by secret ballot, the number of abstentions shall be recorded. In voting by secret ballot, the Industry Board Manager shall collect the votes and provide them to the Chair for counting.
7. Members who abstain from voting are to be considered as not voting and such abstentions shall not prevent a decision from being considered as unanimous or as taken with the specified majority. However, abstentions are in all cases to be recorded. A blank ballot is counted as an abstention.

Rule 7 – Language

The English language shall govern all documents, notices, meetings and processes related to EBIB.

Rule 8 – Entry into Force and Amendments

1. These Rules of Procedure shall come into effect on the date of their adoption by the EBIB.
2. These Rules of Procedure may be amended by the EBIB.