

## RIMS BYLAWS

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## ***I. Designation, Administrative location, Objectives***

### *Article 1 Designation*

An international, non-profit Organisation with a scientific aim designated *Rehabilitation in Multiple Sclerosis / Réadaptation en Sclérose en Plaques*, in short RIMS/ASBL.I. Hereafter, 'the Organisation'.

The Organisation is ruled by the Belgian Law of October 25, 1919, modified by law December 6, 1954.

### *Article 2 Administrative headquarters*

The Organisation is based at the National Multiple Sclerosis Centrum, Vanheylenstraat 16, 1820 Melsbroek, Belgium.

The Organisation may be based in any other location in Belgium, as designated by the Executive Board and published in the 'Annexes du Moniteur Belge' during the month in which the change is made.

### *Article 3 Objectives*

The Organisation has the following objectives:

- to encourage the participation of all professionals and organisations interested in Multiple Sclerosis, particularly within the area of rehabilitation and management;
- to encourage the exchange of knowledge and expertise in all areas of multiple sclerosis;
- to provide the means for professional development and scientific collaboration among persons involved in the field of multiple sclerosis, particularly in research, education and patient care;

The Organisation may have additional aims that are secondary but linked to its main objectives.

## **II. Membership**

### *Article 4 Category description*

Membership is composed of founding members, member-centres, individual members and supporting bodies and MS Societies.

The founding members are the following individuals:

1. Alan J. Thompson, The National Hospital for Neurology and Neurosurgery, Queen Square, UK - WC1N 3BG London, United Kingdom. Chairman
2. Pierre Ketelaer , Centre National de la Sclérose en Plaques, Réadaptation, Vanheylenstraat 16, B - 1820 Melsbroek, Belgium. Secretary
3. Juhani Ruutiainen, Masku Neurological Rehabilitation Centre, P.O. Box 15, SF - 21251 Masku, Finland. Treasurer
4. Marie-Françoise Millet, Quai Tilsitt 16, F - 69002 Lyon, France
5. Mario Prosiegel, Neurologisches Krankenhaus, Tristanstrasse 20, D - 80804 München, Germany
6. Mario Battaglia, AISM, Vico Chiuso Paggi 3, I - 16128 Genova, Italy
7. Michel Dauphin, Psychiatrische Klinik im Klinikum Krumenauerstrasse 49, D - 85049 Inglostadt, Germany
8. Bruno Landstedt, Humlegården, Box 36, S - 19232 Sigtuna, Sweden

A member-centre is a specialised research and/or treatment and/or rehabilitation centre where persons with multiple sclerosis receive care by professionals specialised in the disease or where research activities are carried out specifically related to the disease.

An individual member is a professional active in multiple sclerosis research, healthcare, treatment, education or rehabilitation.

A supporting body is an entity (organisation, corporation, institution, etc.) that supports and/or encourages [rehabilitation](#), research, treatment, healthcare, education or rehabilitation in multiple sclerosis.

#### *Article 5 Requirements for and termination of membership*

Request for membership must be made in writing and submitted to the Secretary, who presents the request to the Executive Board. The Executive Board determines the membership category and reaches a decision by a majority vote. The decision is made known to the requestor in writing by the Secretary, on behalf of the Executive Board.

Approval by the Executive Board of the request for membership and payment of the membership fee certifies membership.

A member can resign at anytime and is considered to no longer be a member of the Organisation upon written notification of resignation submitted to the Secretary or due to failure of payment of the membership fee for two (consecutive or non-consecutive) years.

Exclusion of a member of the Organisation can be proposed by the Executive Board. Exclusion, in order to be valid, must be approved by the General Assembly, demonstrated by a two-thirds vote.

An individual who ceases to be a member of the Organisation, for whatever reason, has no claim nor right to assets or monies belonging to the Organisation.

#### *Article 6 Fees*

Founding and individual members and MS Societies have one vote in the General Assembly.

Member-centres pay a single membership fee which allows membership in the Organisation for all individuals working within that centre.

A member-centre has six votes in the General Assembly.

Members pay a fee according to the membership category, approved annually by the General Assembly following a proposal by the Executive Board.

Founding members are exempt from paying a membership fee.

### **III. General Assembly**

#### *Article 7 Powers*

The General Assembly has the sovereign power to carry out the objectives of the Organization. It is composed of founding members, member-centres and individual members and MS Societies.

Any request of the General Assembly is made official by a written proposal to the Executive Board by at least one member of the General Assembly. A proposal must be submitted to the Executive Board at least sixty (60) days prior to the meeting of the General Assembly. The Executive Board presents the proposal to the General Assembly who votes on the proposal. The proposal is accepted or rejected only when voted upon by two-thirds of the membership.

Supporting bodies are not entitled to vote during the General Assembly.

The General Assembly has the power to:

- a) approve the annual budget and financial accounting;
- b) nominate, elect and dismiss members of the Executive Board;
- c) modify the bylaws;
- d) dissolve the Organization;
- e) expel members;

f) make any decision that exceeds the legal or statutory power given to the Executive Board.

#### *Article 8 Requirements for validation*

The Organisation accepts voting by proxy, in which one member is authorized to represent or act for another member not present during voting. The designated proxy must present an authorisation letter signed by the authorising member prior to voting.

The General Assembly is held annually. The date, time, venue and agenda of the meeting of the General Assembly are communicated, by the Secretary on behalf of the Executive Board, in writing at least 30 days prior to the meeting. In this same communication, the Secretary provides an alternative date and time of the General Assembly, should the number of members present or represented by proxy not reach the two-thirds requirement, invalidating the first General Assembly.

The General Assembly is valid when two-thirds of the members of the Organisation are present or represented by proxy. The two-thirds requirement will be based on the total membership that is 6 votes from each member-centre plus each individual member and each MS Society.

The General Assembly will be cancelled if the two-thirds requirement is not reached.

In the case that a General Assembly must be cancelled due to an inadequate number of members present or represented by proxy, a new General Assembly will be convened on the alternative date and time, as communicated by the Secretary when the agenda was distributed to the membership. The General Assembly, meeting on the second date, will be valid regardless of the number of members present or represented by proxy.

The regular meeting of the General Assembly will take place during the annual conference of the Organisation.

An extraordinary meeting of the General Assembly may be called by the Executive Board when deemed necessary, but must be communicated to members at least 30 days in advance of the date of the meeting.

The General Assembly will determine the dissolution and liquidation procedure of the Organisation which will be proposed by the Executive Board and validated by majority vote during the General Assembly.

#### *Article 9 Proceedings*

Issues to be decided by the General Assembly will be determined based on a majority vote.

Decisions made during the General Assembly will be communicated by the Secretary, in the form of written minutes, and will be distributed to all members, both those present and not present during the General Assembly.

No decision can be made by majority vote regarding an issue that was not communicated in writing to members on the meeting agenda. The President can insert an item for discussion, which is not on the original agenda. Although, a vote on a decision not listed on the agenda will be carried over until the next meeting of the General Assembly.

#### *Article 10 Voting by proxy*

Member-centres and individual members may be represented at the General Assembly by proxy, given to another member-centre or to an individual member. Each member's proxy is valid for the number of votes to which that member has a right.

The Secretary will distribute proxy forms not later than 30 days prior to a meeting of the General Assembly. In order for a member to vote by proxy the signed form must be in the possession of the proxy, to be validated upon entry to the General Assembly.

#### *Article 11 Modification of bylaws*

Without prejudice to article 5 of the law of October 25, 1919, any proposition concerning a modification of the bylaws or the dissolution of the Organisation must come from the Executive Board or from the majority of voting members of the Organisation. Proposed modifications to the bylaws must be communicated to all members at least 30 days prior to the meeting of the General Assembly.

During the General Assembly proposed changes to the bylaws are reviewed by a member of the Executive Board. Members may discuss the proposal. The bylaws are approved by majority vote. If not approved, a new proposal can be formulated by the proposer(s) and submitted to members prior to the subsequent meeting of the general Assembly.

The modifications of the bylaws will come into effect after the approbation by the Royal Order and upon publication of the conditions required by article 3 of the law of October 25, 1919.

### **V. Administration**

#### *Article 12 Executive Board*

The Organisation is managed by an Executive Board of eight members, one of which is of Belgian nationality.

The Executive Board is nominated by the General Assembly for a period of three years and may be re-nominated and re-elected for a maximum period of an additional three-year term. After a period of absence from the Executive Board of one full term (three years), a member of the Organisation can be re-nominated and re-elected to the Executive Board.

The Executive Board can decide to extend, by full term (three years), the appointment of up to two Board members if the three officials (President, Secretary and Treasurer) are due to end their term in the same year.

Members of the Executive Board have no personal financial responsibilities relating to the objectives and commitments of the Organisation. Responsibility of members of the Executive Board is limited to the execution of mandates determined by the bylaws and by the General Assembly.

The Executive Board elects a president, secretary and treasurer from among its eight members. The Executive Board determines the roles and responsibilities of its members.

### *Article 13 Meetings*

The Executive Board is convened to meetings by the President through written notice from the Secretary, which includes the meeting agenda, at least 10 days prior to the meeting.

A meeting of the Executive Board is valid when at least six members are present.

Decisions of the Executive Board will be determined by majority vote of those present. In case of parity the President's vote is decisive.

Decisions will be recorded in a register, signed by all members of the Executive Board and maintained by the Secretary. The register will be at the disposal of any member of the Organisation.

### *Article 14 Powers*

The Executive Board maintains management and administration powers on behalf of the membership. It may delegate daily management to the President, Secretary or to another member. The Executive Board can give, under its responsibility and direction, special and defined powers to one or several individuals.

## **VI. Accounting**

### *Article 15 Accounting*

The financial year ends on December 31.

The Treasurer submits the accounting of the previous fiscal year and the budget projection for the next fiscal year, for review at the meeting of the Executive Board and for approval at the meeting of the General Assembly.

## **VII. General points**

### *Article 16 General points*

All other points not provided by the present bylaws and particularly the publishing in the 'Annexes du Moniteur belge', will be settled according to the law.

INTERNATIONAL ORGANISATION WITH A SCIENTIFIC AIM  
REHABILITATION IN MULTIPLE SCLEROSIS / READAPTATION EN SCLEROSE EN  
PLAQUES  
(RIMS / ASBL.I)

RIMS General Assembly, Tallinn, Estonia May 21, 2005