

## BYLAWS OF

# THE GOOD PRACTICE IN TRADITIONAL CHINESE MEDICINE RESEARCH ASSOCIATION

## (THE GP-TCM RESEARCH ASSOCIATION)

approved by the BoD on April 15<sup>th</sup>, 2012 in Leiden

### 1. Title

The Association is entitled The Good Practice In Traditional Chinese Medicine Research Association (The GP-TCM Research Association), hereafter referred to as “the Association”.

In Chinese, the Association is known as 中医药规范研究学会.

### 2. Registered office

The registered office of the Association will be situated in the United Kingdom.

### 3. Value statement and objectives

The Association is a non-for-profit organisation dedicated to promoting high-quality evidence-based research of traditional Chinese medicine (TCM) through developing, disseminating and implementing good practice.

The objectives for which the Association is established are:

1. Perpetuate the interactive network established by the FP7 GP-TCM consortium;
2. Promote discussion and implementation of good practice in TCM research and development, including the use of sustainably sourced materials;
3. Advocate high-quality evidence-based research and development on TCM as well as on its integration with conventional medicine;
4. Organise and co-organise scientific meetings and specialist courses;
5. Nurture young TCM researchers at different levels in an interdisciplinary approach, including BSc, MSc, PhD and post-doctoral programmes;
6. Facilitate collaborations and sharing of resources, expertise and good practice among members, industry and regulatory agencies;
7. Encourage collaborations with existing relevant societies, consortia and organisations;
8. Strengthen interdisciplinary, interregional, and intersectoral collaborations in TCM

research and development;

9. Perpetuate good practice in publishing TCM research outcomes;

10. Disseminate scientific research outcomes and latest developments in regulatory sciences to stakeholders, industry, professional groups and the public.

### 3. Membership

- a) Membership of the Association is open to scientists and practitioners who support the objectives and abide by the rules of the Association. The Association reserves the right to refuse membership to any person deemed unfit to participate in the activities of the Association.
- b) The membership categories are defined as: Life Member, Ordinary Full Member, Student Member and Corporate Member (company or institution). Corporate Members are represented by a delegate, which must be announced to the Secretary-General in written form. The Treasurer reserves the right to demand proof of status for the Student category. Honorary Members can be appointed.
- c) No person shall be admitted a member of the Association unless his/her application for membership is approved by the body authorised by the management team of the Association. There shall be no fewer than three members of the Association at any one time. There shall be no maximum.
- d) Termination of membership

Any member is entitled to give notice of the termination of his/her membership in the Association via a written declaration addressed to the President. Such termination of membership becomes effective immediately. There is no refund of membership fees.

The exclusion of a member may be ordered by the Association if

- the member still owes his/her annual membership fee six weeks after the sending of a second reminder, or
- the member has acted in a manner causing appreciable harm to the Association's public reputation.

If a member owes his/her annual membership fee for 2 or more years he/she is excluded automatically.

The excluded member is entitled, following a request to the Association, to present an appeal at the next regular Annual General Meeting

. This matter shall be included as a regular item of business on the agenda of the Meeting. The exclusion is regarded as invalid if the Meeting does not confirm it by majority vote conducted by secret ballot.

#### 4. Management

- a) THE BOARD OF DIRECTORS (BoD). The management of the Association shall be vested in a BoD. The BoD consists of five EXECUTIVE COUNCIL (ExC) members (see article 4e) and up to eight additional members. Nine BoD members, including President-Elect, Secretary General, Treasurer, are elected by the members of the Association. The President shall convene the BoD at least twice annually. Notification of BoD members shall take place at least two weeks prior to the scheduled meeting. A quorum shall consist of >50 % of BoD members at least three of whom must be ExC members, and decisions are made by a simple majority. In the event of a tie, the President shall cast the deciding ballot. In special cases, the President may conduct business of the BoD by telephone conferences and/or mail ballot. Such a ballot will be considered valid if participated in by all members of the ExC and at least half of the rest BoD.

The following items of business are reserved for decision by the BoD:

- determination of location, date and duration of scientific meetings;
- resolutions concerning the granting of financial support > 500 Euro;
- debates and decisions upon agenda items put forward by the ExC, including refusing or excluding membership.

- b) The BoD may co-opt additional members and appoint Committees for special purposes.
- c) With the exception of the President and President-Elect, Officers of the BoD shall retire from the BoD every two years, but shall be eligible for re-election. The President may not serve for more than two consecutive years. After two years the President will become Past President and the President-Elect will act as the new President. The Treasurer and the Secretary-General may not serve for more than six consecutive years.
- d) The Office of Past President shall be filled by the retiring President and held until the retirement of the President who succeeds him. -.
- e) THE EXECUTIVE COUNCIL (ExC). The President, President-Elect, Past President, Secretary-General, and Treasurer shall act as the ExC of the Association. President-Elect and Past President are acting as Vice Presidents. The President appoints the Secretary-General and the Treasurer and asks for approval by the BoD. Deputies of Secretary-General and Treasurer may be appointed if appropriate. The ExC exercises executive power of the Association and performs the daily business. The President, or, if he is incapacitated, one of his representatives, serves as chairman. Three members of the ExC shall constitute a quorum, and decisions shall be made by a simple majority of those voting. In the event of a tie, the President casts the deciding ballot. If all members of the ExC agree to such a procedure, decisions may also be made by e-mail or mail ballot.
- f) THE ELECTION. The President-Elect and the other members of the BoD, with the exception of the Past President, are elected every two years by online voting. The elections shall be chaired and organised by a member of the Association who is nominated by the BoD.

- Each member will be contacted via his/her main email address registered in the Association and can only vote once. Once the online voting form is submitted, it cannot be changed.
  - Members will receive an email asking them to follow a web link to vote. Voters will be asked to enter a password to access the online voting form, which will be provided in the invitation email. Three reminder emails will be circulated until the deadline.
  - All candidates whose applications are received for the advertised positions by a deadline are allowed to run for elections. Details of candidates will be presented at the Association website and the web link will be provided in the online voting form.
  - Each voter will be able to select one President-Elect, and a maximum of 10 members for the BoD as their preferred choice of candidates.
  - Voters are allowed to vote blank for any of the competing positions (i.e. President-Elect, and/or members of BoD).
  - Votes cast by each voter will be completely anonymous and cannot be traced back (the online voting system is tuned to achieve this).
- g) **CANDIDATES.** The BoD nominates candidates for the elections. All members of the Association are entitled to nominate additional candidates. Nominations must be supported at least by two members, and must be submitted in writing to the Secretary-General at least 28 days before the election. The names of the candidates shall be sent to every member of the Association at least 14 days before the election.
- h) **OFFICE.** The newly elected BoD of the Association shall assume office on the first day of the calendar year following the election.
- i) **AUDITORS.** The BoD at its discretion will appoint two Auditors. These appointments are to be approved annually by the members at the Annual General Meeting..

## 5. Procedure

- a) **ANNUAL GENERAL MEETING.** A General Meeting shall be convened annually by the President. It shall be combined with a scientific meeting of the Association. The Agenda of the Annual General Meeting shall be sent to every member of the Association at least 28 days before the date of the Annual General Meeting. The Agenda will include: the presentation for approval of the minutes of the previous Annual General Meeting; the President's and Vice-Presidents' reports; the Treasurer's report, including the presentation of the preliminary accounts for the previous year's business, the presentation for approval of the audited accounts for the year preceding that, and the proposed annual subscription for the following year; and the Secretary-General's report, including the membership statistics and other business.

At the General Meeting, each member has one vote. Corporate Members are represented by a delegate, which must be nominated in writing with 28 days notice to the Secretary-General. The General Meeting makes a decision by simple majority of the votes cast, with the exception of changes to the Bylaws, for which a majority of two-thirds is required. Absent members may be represented by proxy. Proxy votes must be notified to the Secretary-General at least at the start of the meeting.

b) NOTIFICATION. Members wishing to bring any other matters to the General Meeting shall give 14 days notice in writing to the Secretary-General. All other matters shall be conveyed to the Secretary-General in writing for consideration at the next BoD Meeting.

c) MINUTES shall be kept on all meetings and decisions of the ExC, BoD and Members, and shall be signed by the person recording them and by the President or his representative.

d) COMMUNICATION. A Newsletter will be made available electronically to all members of the Association who have provided the Secretary-General with their current e-mail addresses. The BoD may appoint a Newsletter Editor, who is responsible for editing and distributing the Newsletter on behalf of the BoD.

Members are accountable to keep the Secretary-General informed of changes to their addresses.

The Association will maintain a web site which will be used to inform members and non-members on the activities of the Association and any other information considered pertinent by the ExC or BoD. The BoD will appoint a Web Manager to operate the web site, who may or may not be a member of the BoD, but will be responsible directly to the BoD. The BoD reserves the right to make part of this web site accessible only to members of the Association.

## 6. Finance

a) SUBSCRIPTION. The annual subscription of the Association shall be proposed by the BoD. The annual subscription for the following year shall be put to the members by the Treasurer for approval at the Annual General Meeting.

b) ELIGIBILITY. Only those members who have paid their subscription to the Association for the current year shall be entitled to be eligible for election to the BoD, or to serve as Officers of the Association.

c) YEAR. The Financial Year of the Association shall terminate on 31st December of each year.

d) CONTROL. All funds and properties of the Association shall be under the control of the BoD.

e) AUDITING. The accounts of the Association shall be audited by two independent auditors within 2 years of the end of the Association's financial year (see rule 6c). These auditors will be appointed by the BoD and approved at the Annual General Meeting.

f) DISSOLUTION. In the event of the Association being wound up or being dissolved for any cause, all monies standing to the credit of the Association shall be handed to some charitable Association or association for the advancement of Scientific Knowledge.

## 7. Alteration and Interpretation of the Bylaws

- a) No alteration of these bylaws shall be made except at a General Meeting and then only when two thirds of those members voting are in favour.
- b) Any ambiguities of their interpretation shall be arbitrated by the BoD.
- c) Legal arbitration will be subject to the laws of the United Kingdom of Great Britain and Northern Ireland and disputed within the courts of this realm.
- d) Should any of the conditions stipulated in these Bylaws give rise to objections by the Court of Registrations, the ExC shall be authorised to make any necessary change(s), provided such change(s) are of a technical and not of a substantive nature. Substantive changes require subsequent confirmation by the General Meeting.