

ISPE Nordic Affiliate Bylaws

Revised 20 November 2018

RULES OF THE INTERNATIONAL SOCIETY FOR PHARMACEUTICAL ENGINEERING - NORDIC AFFILIATE

1. Name

The Association shall be called the International Society for Pharmaceutical Engineering Nordic Affiliate ("the Nordic Affiliate").

2. Background and Objects

2.1 The Nordic Affiliate is an affiliate of the International Society for Pharmaceutical Engineering, registered in Tampa, Florida, USA ("ISPE") and its Rules must be in accordance with all rules and regulations of ISPE and approved by ISPE.

2.1.1 The affiliate shall perform its activities in the region of Denmark, Norway, Sweden, Finland and Iceland, hereinafter named "the region".

2.1.2 The registered office/domicile of the affiliate is established in Copenhagen, Denmark and may be transferred to another address by decision of the Annual General Meeting.

2.1.3 ISPE Nordic Affiliate is an incorporated organization operating on a not-for-profit basis.

2.2 The objects of the Nordic Affiliate shall be:

2.2.1 To provide access to continuing education for professionals engaged in producing quality medicines and pharmaceutical devices throughout the lifecycle, especially in the area of regulatory compliance. To act as a forum for the exchange of ideas and up to date information as to government requirements and developments in this industry.

2.2.2 To further and promote the interests of professionals involved in a technical discipline related to the industry. To enhance the image of pharmaceutical science, engineering, and technology as a profession and promote its importance within the industry.

2.2.3 To foster relationships and provide opportunities for interaction among individual members, industry constituencies including suppliers, government and academia.

2.3 The Nordic Affiliate's status as an affiliate of ISPE may be terminated at any time by ISPE. If terminated, the Nordic Affiliate will forthwith:

2.3.1 Deliver to ISPE all materials of whatever nature used by it in connection with its activities including, without limitation, its membership list.

2.3.2 Make no further use of the ISPE name or logo;

2.3.3 Cease to hold itself out as being in any way whatsoever connected with ISPE

2.3.4 Will take all necessary action to dissolve the Nordic Affiliate.

3 Membership

All applications for membership are subject to review by ISPE International for qualification based on job functions.

3.1 Active Members of good standing in ISPE are entitled to membership in the Nordic Affiliate.

3.2 Active Members are entitled to vote on matters pending before the Nordic Affiliate, hold office and serve on committees of the Nordic Affiliate.

4 Executive Committee (Officers) and Directors of the Board

- 4.1 Only Active Members may serve on the Board.
- 4.2 The primary responsibility of each Board member shall be to manage the affairs, funds and property of the Nordic Affiliate with a high standard of professional conduct and discipline.
- 4.3 The Executive Committee of the Board shall consist of the following Officers:
Chair
Vice Chair
Secretary
Treasurer
- 4.4 The Executive Committee shall control and manage the affairs and business of the Nordic Affiliate and may make such rules and regulations covering the conduct of the meetings of the Board as it may think fit.
- 4.5 The Executive Committee will present The Chair's Report and the Annual Final Accounting to the Nordic Annual Meeting each year.
- 4.6 The Board shall consist of the four officers and no more than 10 Directors.
- 4.7 No more than two people from the same company may serve as Board Members at the same time.
- 4.8 Directors of the board will have at least 1 active role as specified in the ISPE Nordic Roles and Responsibilities charter.
- 4.9 Signage of checks and committing to cost shall be done by members of the Executive Committee (Chair, Vice Chair, Treasurer). Cost over 25000 DKK should be approved by 2 persons.
- 4.10 The Nordic Affiliate cover documented expenses approved by the Treasurer for hotel and meals in conjunction with Board meetings.

5. Meeting of the Board

- 5.1 The Board (Officers and Directors) will meet at least four times in each calendar year. The quorum for a Board Meeting shall be at least 2 members of the Executive Committee and at least 4 Directors.
- 5.2 Notice of each meeting of the Board shall be issued not less than 21 days prior to the time appointed for the meeting.
- 5.3 An Officer or Director may be removed from office if a majority of the Executive committee, excluding the person to be removed, are of the reasonable opinion that the interests of the Nordic Affiliate require it.
- 5.4 The Executive Committee shall have power to appoint a Member to fill any vacancy on the Board until the next Annual General Meeting. Any member so appointed shall retire at the next Annual General Meeting but shall be eligible for re-election at that meeting.
- 5.5 Each Board Member shall have one vote and voting shall not be done by proxy. If the Chair deems it necessary, that a matter be voted upon outside the normal time of a meeting of the Board such a vote can be cast by e-mail.
- 5.6 Minutes shall be taken of all proceedings of the Board and submitted to all active Board Members.
- 5.7 The Board of Directors of the Affiliate shall schedule the Affiliate program year of events and Board Meetings.
- 5.8 No Officer shall by reason of his office be entitled to receive any salary or compensation. All reasonable expenses properly incurred by an Officer or Director during the conduct of business for the Nordic Affiliate shall be reimbursed by the Nordic Affiliate upon receipt of relevant

invoices but subject to approval by the Executive Officers.

6. Appointment of Officers and Directors to the Board

- 6.1 Any two Members of the Nordic Affiliate may, by notice in writing to the Secretary at least 14 days before the Annual General Meeting, propose any Member of the Nordic Affiliate as a candidate for membership on the Board.
- 6.2 Once elected, each Member of the Executive Committee shall serve for a term of 2 years.
- 6.3 Once elected Directors shall serve for a term of 2 years and have the possibility to be re-elected.

7. Annual General Meeting

An Annual General Meeting of the Nordic Affiliate shall be held for the following purposes:

- 7.1 To receive from the Executive Committee the Chair's Report and Budget Accounts.
- 7.2 To vote on the Executive Committees proposal to fill the vacancies in the Board to hold office until the next Annual General Meeting.
- 7.3 To decide on any resolution which may be submitted to the Meeting pursuant to rule 8.

8. Nature of Business

Any Active Member desirous of proposing any resolution at the Annual General Meeting, other than the nomination of members to the Board, shall give notice in writing to the Secretary not later than 30 days prior to the Annual General Meeting at which the resolution is proposed.

9. Convening Annual General Meetings

At least 30 days before the Annual General Meeting a notice of such Meeting shall be posted on the Nordic Affiliate web page.

10. Proceedings at General Meetings

At all Annual General Meetings every Active Member present shall be entitled to one vote upon every motion and in case of equality of votes the Chair shall have a second or casting vote.

10.1 The Quorum at all general Meetings shall be as follows:

For motions proposing any repeals, additions to or amendments of these Rules, and all other business, not less than two-thirds of Active Members present.

10.2 Issues requiring a vote for resolution shall be referred to the eligible voting Members there present for a voice vote determination of the majority position.

10.2.1 The bylaws may be made, altered, or rescinded by a two-thirds vote by the Affiliate Board of Directors present at any special or annual meeting duly called for said purpose. In addition, the bylaws may be amended pursuant to any proposal by any member in good standing, also upon approval by two-thirds vote of the membership in attendance at any meetings duly called for such purpose.

10.2.2 Unless specified otherwise in these bylaws, results of voting will be determined by a simple majority.

10.2.3 At any Annual General Meeting, by request of a majority of the Active Members present in person a vote may be by secret ballot.

11 Membership Fee

The annual Active Membership fee shall be a sum determined by ISPE on an annual basis. Annual Membership fees shall be paid directly to the ISPE.

12 Members' Addresses

Each Member shall update the Membership account on ISPE.org with address, telephone number, title and company affiliation whenever they change this.

13 Resignation of Members

Any Member may resign their Membership by giving the Secretary notice in writing to that effect and shall be deemed to cease to be a Member from the receipt of the notice. The Affiliate will then forward this information to ISPE HQ so the member can be removed from the roster.

14 Financial Year

The accounting date shall be December 31st of each year and the accounts of the Nordic Affiliate shall be prepared to that date.

15 Representation on the International Society for Pharmaceutical Engineering Committees

The Executive Committee may appoint a qualified representative, subject to approval by ISPE, to serve on the International Advisory Board and each of the following ISPE European committees:

- Government relations
- membership services
- affiliate services
- training
- editorial
- vendor
- liaison
- special events
- any other committee or committees specified by ISPE

16 Variation of the Rules of the Affiliate

16.1 These rules may not be amended or repealed, or new rules made without the consent of ISPE.

16.2 Subject to rule 16.1 the Executive Committee may from time to time repeal or amend these rules or add new rules if seen as beneficial for the management and wellbeing of the Nordic Affiliate. Any such repeal, amendment or new rules shall bind the Members until further amended or repealed by the Executive Committee or by resolution passed the Active Members at the first Annual General Meeting after such amendment or repeal.

17 Committees

With a view to promoting the object of the Nordic Affiliate stated in Rule 2 special committees with specified responsibilities may be appointed from time to time as deemed necessary by the Management Committee.

17.1 The Chair of each Committee shall be appointed by the Board Chair, with consultation of the Executive Committee, and the term of office shall be for a period of no less than 1 calendar year or until a successor is appointed.

17.2 Rules for Committees
Only Active Members may be appointed to committees.

18 Bank and Accountants

When it becomes necessary for the Affiliate to open a Bank account and choose Accountants, the choice of Bank and Accountants shall be made by the Executive Officers.

19 Expense Reimbursement

All pre-approved expenses of the Nordic Affiliate shall be reimbursed.

20 Interpretation

20.1 The headings to these Rules are for ease of reference only and shall not be considered in their interpretation.

20.2 Unless the context otherwise requires, references to any gender shall be a reference to the other gender and the singular shall include the plural and vice versa.