



## **Bylaws**

### **Nordisk Odontologisk Förening**

### **Scandinavian Division of IADR**

(Revised January, 2023)

#### **1. GENERAL**

- 1.1** The name of the Association is: Scandinavian Association for Dental Research (Nordisk Odontologisk Förening).
- 1.2** The constituting member countries are: Denmark, Estonia, Finland, Iceland, Latvia, Lithuania, Norway and Sweden.
- 1.3** The Association is a Division of the International Association for Dental, Oral, Craniofacial Research (IADR).
- 1.4** The Association is the owner of the European Journal of Oral Sciences.

#### **2. REGISTERED OFFICE**

- 2.1** The registered office of the Association is placed in Sweden, with the corporate ID no. 8022443-6928.

#### **3. AIM**

- 3.1** The aim of the Association is to promote dental research and researcher education in the member countries.

#### **4. MEMBERSHIP**

- 4.1** Any individual who resides in a member country, and who is interested in dental research and/or researcher education can be accepted as a member of the Association.
- 4.2** Personal membership is obtained by application to the IADR.
- 4.3** Personal membership entails the right to be a member of one or more of the IADR Scientific Groups and Networks formed by IADR, at the cost specified by IADR.

#### **5. MEMBERSHIP FEES**

- 5.1** Membership fees for the coming year are determined at the ordinary annual General Assembly of the Association.

- 5.2** Members are not personally liable for any financial provisions of the Association, over and beyond the obligation to pay membership fees.
- 5.3** Resignation of membership follows automatically from omission of the annual membership renewal.

## **6. GENERAL ASSEMBLY**

- 6.1** The General Assembly is the highest authority and the governing body of the Association. The annual General Assembly will be held in the second half-year at a time and place decided by the Board of the Association.
- 6.2** The date and place for the General Assembly will be announced at the Association webpage <http://www.iadr-nof.com/> no later than 8 weeks before the event is due to take place. A notice including the agenda for the General Assembly should be sent by email to all members of the Association no later than 4 weeks before the event takes place. This electronic summon will be sent to the email address registered with IADR by the member.
- 6.3** In case of an extraordinary General Assembly, the date and place of must be announced on the Association webpage <http://www.iadr-nof.com/> no later than 4 weeks before the event. A notice including the agenda for the extraordinary General Assembly should be sent by email to all members of the Association no later than 3 weeks before the event is due to take place.
- 6.4** If a member wishes to promote a proposal for the General Assembly outside of the agenda, a motivated proposal should be sent by email to the Secretary-General no later than 2 weeks before the Assembly. The Secretary-General will then inform all members of the proposal and its motivation no later than 1 week before the General Assembly.
- 6.5** The General Assembly agenda must comprise the following:
  - 6.5.1** Election of Chairperson, Secretary and Tellers (President)
  - 6.5.2** Approval of the General Assembly being duly notified and of the agenda (Chairperson)
  - 6.5.3** Annual report of the Board of the Association (President)
  - 6.5.4** Report of the IADR Councilors (Secretary-General)
  - 6.5.5** Accounts
    - 6.5.5.1** Accounts of the Association (Treasurer)
    - 6.5.5.2** Accounts of the Journal (Editor-in-Chief)
  - 6.5.6** Budget for the coming year (Treasurer)
  - 6.5.7** Dues from ordinary members
  - 6.5.8** Time and place of future Annual Meetings
  - 6.5.9** Elections
    - 6.5.9.1** Members of the Board
    - 6.5.9.2** President
    - 6.5.9.3** Secretary-General

**6.5.9.4 Treasurer**

**6.5.9.5 Auditors (2 persons)**

**6.5.10 Any Other Business**

- 6.6** The chairperson cannot be a member of the Board.
- 6.7** The two Auditors should review the Associations' accounts and budget. The Auditors shall see to it that the Associations book keeping is correct and that all expenditures are in accordance with the Budget or decisions made by the General Assembly.
- 6.8** Each member has one vote at the General Assembly. All elections and votes are conducted by open voting and the outcome is determined by simple majority unless otherwise stated in these bylaws. If a vote is even, a new vote is taken. If voting is still even, the Chairperson has the decisive vote, except in elections, where the decision is made by lot.
- 6.9** The term of office for each newly-elected officer begins immediately after the General Assembly at which the election has taken place.
- 6.10** The general Assembly may decide that the Annual Meeting should be arranged jointly with another division of the IADR or be incorporated in the Annual Meeting of the IADR. The General Assembly may decide to cancel the Annual Meeting one year, if special reasons so indicate.
- 6.11** The time and the place of the next Annual Meeting is announced by the Board at the General Assembly.
- 6.12** The minutes from the General Assembly will be published in NOF's webpage.

**7. ORGANISATION of the ASSOCIATION**

- 7.1** All officers of the Association must be active members of the IADR.
- 7.2** The Association is led by a Board, which is elected by the General Assembly. Each member country (Denmark, Estonia, Finland, Iceland, Latvia, Lithuania, Norway and Sweden) contributes with one board member. Each member has equal voting power and simple majority is used for board decisions. In case of 50-50 tie, president has the decisive power.
- 7.3** The overarching function of the Board is to promote oral and cranio-facial research and researcher education, and serve as platform for exchange of information among oral and cranio-facial health researchers in the member counties. This comprises responsibility for
  - 7.3.1** The economy of the Association
  - 7.3.2** Maintaining contacts with IADR, divisions of the Pan European Region (PER), and other Regions and Divisions of IADR
  - 7.3.3** Arranging an Annual Meeting at which research reports can be presented in collaboration with divisions of the PER
  - 7.3.4** Arranging an annual General Assembly

- 7.4** Members of the Board are elected for a period of 5 years. Reelection can take place for one additional consecutive 5-year term. Board members serve staggered terms so that continuity in the work of the Board can be maintained.
- 7.5** No later than at the end of the calendar year before the expiry of a term, all members from the country(ies) whose representative(s) are finishing term(s) should receive an email announcing the representative election and calling for proposals for candidates to be elected at the upcoming general assembly. Such proposals should be sent to the Secretary-General no later than 2 weeks prior to the General Assembly.
- 7.6** The Board is chaired by a President. The Board proposes a presidential candidate to be approved by the General assembly as a President for two years term. Presidency rotates between member countries.
- 7.7** The Board also includes a Secretary-General and a Treasurer, as well as the Editor-in-Chief for the European Journal of Oral Sciences. However, these Board members have no voting rights and their function is advisory.
- 7.8** The Secretary-General and the Treasurer are elected by the General Assembly for a period of 5 years.
- 7.9** The Secretary-General and the Treasurer receive an honorarium, the size of which is determined by the General Assembly.
- 7.10** The Board may set a search committee for the identification of candidates for the Secretary-General and Treasurer positions.
- 7.11** The President and one other board member, who is nominated annually by the board, act as Councilors representing the Association in the IADR Council.
- 7.12** The President and one other board member, who is nominated annually by the board, represent NOF at the annual PER-IADR General Assembly, and represent NOF in NOF's joint congresses with other IADR divisions and regions.

## **8. THE EUROPEAN JOURNAL OF ORAL SCIENCES**

- 8.1** The Board is responsible for appointing the Editor-in-Chief in collaboration with the Publishers.
- 8.2** The term of appointment and the honorarium to the Editor-in-Chief are determined in a contract between three parties: The Editor-in-Chief, the Board, and the Publishers. This contract details the responsibilities of each of the contract parties.
- 8.3** The Editor-in-Chief provides an annual report to the Board on matters related to the Journal and on the Journal accounts.
- 8.4** No later than one year before the end of his/her term will the Editor-in-Chief impart to the Secretary General if he/she would be interested in yet another term.
- 8.5** No later than one year before the end of the current term for the Editor-in-Chief will the board decide on the renewal of the contract with the current Editor-in-Chief, or the need to identify a new Editor-in-Chief.
- 8.6** The identification of a new Editor-in-Chief is carried out by a search committee comprising the departing Editor-in-Chief, one of the Associate Editors (selected by the

departing Editor-in-Chief), the Secretary-General and a member of the Board. This committee will oversee the procurement of applications for the Editor-in-Chief position, and forward a prioritized list of applicants to the Board.

## **9. ACCOUNTS & ECONOMY**

- 9.1** The financial year is the calendar year.
- 9.2** The accounting conventions must follow recognized practices.
- 9.3** The Treasurer receives the Association revenues and pays invoices according to instructions from the Board. The Treasurer maintains an oversight over revenues and expenses and prepares a draft for the accounts to be approved at the General Assembly.
- 9.4** The draft for the accounts should be audited by an independent, professional accountant, who will oversee the correctness of the information and the adherence to recognized accounting practices.

## **10. POWERS TO BIND**

- 10.1** The Association is externally committed by the signatures of the President and the Treasurer.

## **11. ANNUAL MEETING**

- 11.1** The Board is responsible for an invitation being sent to the members to submit scientific reports to be presented at the coming meeting.
- 11.2** Attendance at the Annual Meeting is open to all members of the Association.
- 11.3** Members of other IADR Divisions may also submit reports and attend the Annual Meeting upon payment of the same registration fee as applicable to the members of the Association.
- 11.4** Non-IADR members may also attend the Annual Meeting, though at a price set by the organizers of the Annual Meeting.

## **12. AMENDMENTS TO THE BYLAWS/DISSOLUTION or MERGING OF THE ASSOCIATION**

- 12.1** Motivated, written proposals for amendments to the Association Bylaws must be submitted in writing to the Secretary-General at least 6 weeks before the General Assembly. The proposal and its motivation must appear on the General Assembly agenda sent to all members 4 weeks before the General Assembly.
- 12.2** Proposals for amendments to the Bylaws may be adopted if at least one half of the membership is present at the General Assembly and two-thirds of the votes cast are in favor of the proposal. If the attendance requirement is not met, but the proposal has obtained at least two-thirds of the votes cast, the proposal will be moved forward to the next General Assembly, where it may be adopted if at least two-thirds of the votes are in favor, irrespective of the membership attendance.
- 12.3** Motivated, written proposals for the dissolution of the Association or for the merger of the Association with another Division of the IADR must be submitted in writing to the

Secretary-General at least 6 weeks before the General Assembly. The proposal and its motivation must appear on the General Assembly agenda sent to all members 4 weeks before the General Assembly.

**12.4** Proposals for the dissolution of the Association or for the merger of the Association with another IADR division can be adopted, when they have been approved by two consecutive General Assemblies following the rules stated in 12.2, i.e., following two formal enactments carried out as specified in 12.2.

**12.5** In case a proposal for dissolution or merger of the Association is adopted, any financial assets – including the European Journal of Oral Sciences - will be transferred to a foundation (to be created), the purpose of which is to promote oral and cranio-facial research and researcher education in the 8 countries that form the Association.

### **13. DISPUTES**

**13.1** Disputes over the interpretation of these bylaws are settled by arbitration.

**13.2** Unless otherwise agreed, the arbitration is carried out by two arbiters, one selected by each side in the dispute, plus an umpire who is selected by the two arbiters. In case these cannot agree on an umpire, the umpire will be appointed by the presiding judge in the jurisdiction of the Association's registered office.