

FINAL DRAFT: Bylaws ESUR January 2006



European Society of Urogenital Radiology

Bylaws

Proposal for changes to the General Assembly 2005

§1. Name, registered office and field of activity of the Society

1.1 The name of the Society shall be European Society of Urogenital Radiology (ESUR).

1.2 The Society shall be registered in Vienna and shall extend its activities to the whole of Europe.

1.3 The establishment of branches is not intended.

1.4 The internal office language of the Society shall be English.

§ 2. Purpose

The purposes for which the European Society of Urogenital Radiology (ESUR) - in the following called the Society - has been established are as follows:

2.1 ESUR, as an, non-profit society is organized to promote interest in the advancement of urogenital imaging and intervention, and to stimulate the study of the normal and abnormal kidney, urinary tract and genital organs with emphasis upon the integration of roentgenology, ultrasonography, computed tomography, magnetic resonance, nuclear medicine, and any new imaging techniques as well as research on contrast media.

2.2 The Society **will** endeavour to improve European research and education within the field of urogenital radiology.

2.3 The Society **will** represent European interests in urogenital radiology towards federal public authorities as well as the Commission of the European Union.

2.4 The Society is established to bring together European urogenital radiologists and others interested in the exchange of knowledge and to organize scientific meetings and postgraduate courses within the field of urogenital radiology.

2.5 The Society **will** cooperate with other organizations within and outside Europe as regards aspects of urogenital radiology. The Society may assist and obtain assistance from other medical societies and organize joint-meetings with other medical societies within the field of urogenital radiology.

§ 3. Means of achieving the Purposes of the Society

The objectives of the association shall be achieved by the following non-material and material means:

3.1 Non-material means:

a.) Organisation of congresses, lectures and other educational activities

b.) The publication of scientific and professional information.

3.2 Material means:

a.) Admission and membership fees

b.) Proceeds of activities

c.) Donations

d.) Collections

e.) Bequests

f.) Other contributions.

§ 4.Types of Membership and § 5. Acquisition of Membership

4.1 Membership **will** be restricted to physicians and other scientists who are involved in practice, teaching or research in urogenital radiology.

4.2. Membership of the Society **will** consist of **Fellows**, **Members**, Emeritus Members and Honorary Members.

Fellows. An applicant for **fellowship should** have made a significant contribution to urogenital - radiology. The applicant **should** be engaged in practice, teaching or research **in** urogenital radiology. He or she should have a continued interest in urogenital radiology and should devote a significant portion of time and effort to study the field.

Fellows may include physicians, who practice diagnostic imaging and/or intervention in a clinical and/or experimental diagnostic imaging department, and whose qualifications are deemed acceptable to the membership committee.

The applicant **should** be sponsored by two Fellows of the Society. Supporting letters from these two members must describe in detail the sponsor's impression of the applicant's past, present and future contributions to urogenital radiology and how the applicant can contribute to the Society. The applicant **should** be senior author of at least 5 scientific (clinical or experimental) papers on topics in urogenital radiology, exclusive of case reports, that have been published within the last 5 years in peer reviewed journals listed in Current Contents.

Proposal for changes to the General Assembly 2005

By senior author is meant first, second or third author, or last author if the supporting members testify that the applicant has played a substantial part in the work. Books or chapters in books may be considered. Copies of five articles of the applicant's choice are to be circulated to the membership committee. At least 20% of the applicant's time is to be devoted to urogenital radiology. This time can include clinical and experimental work as well as teaching. A special application form for **fellowship** has to be filled out by the applicant; this form should be obtained from the chairman of the membership committee (the Secretary-Treasurer of the Society) or the President of the Society.

To maintain **fellowship**, **Fellows should a) attend 2 out of 4** scientific meetings and/ or postgraduate courses sponsored by the European Society of Urogenital Radiology and general assemblies of the Society, b) should give at least 2 presentations at meetings/courses organized by the European Society of Urogenital Radiology.

Fellows cannot be exempted from paying dues, but may be exempted from paying registration fees to meetings/courses organized by the Society if the finances of the Society allow it.

Members. **Members** are physicians who are unable to fulfil the criteria for Fellowship, or those, who **do not wish to be Fellows.** **Members will** have all the rights of Fellows except: 1) the right to be board member, and 2) the right to be reimbursed for attending courses organized by the Society. They **will** pay dues and may obtain a discount (at a percentage decided by the board) on the registration fee for meetings/ courses organised by the Society. **Members** are exempt from the requirement to attend at least 2 out of 4 consecutive general assemblies of the Society, but **should** attend at least 1 out of 3 meetings/ courses sponsored by the European Society of Urogenital Radiology.

Emeritus Member. An Emeritus Member **will** be designated from the Fellows or Members and **will** be an individual who, by reason of age or disability, has retired from active practice. Emeritus Members **will** have all the rights of their previous membership except right to vote and be board member (for previous **Fellows**) and shall be exempt from dues (for previous **Fellows and Members**). This status shall be attained upon written request by the member to the Secretary-Treasurer and subject to approval by the Board.

Honorary Members. Honorary Members **will** include those individuals, who have made outstanding contributions to urogenital radiology. Any **Fellow** may nominate, and two thirds of the attending **members** at the general assembly may elect,

as Honorary Members those persons extremely well qualified to be honoured by the European Society of Urogenital Radiology. Honorary Members **will** have all the rights of **Fellows** except the right to vote and be board member. They shall be exempt from all dues and from any rules as regards attending general assemblies and meetings/courses.

Membership Committee. The membership **or fellowship** will start either January 1st or July 1st. Membership **will** be by application, which must be in the hands of the membership committee 6 months ahead of start (i.e. January 1st or July 1st). The membership committee will examine the credentials of each individual applicant. The chairman of the membership committee **will** circulate the names of the proposed **fellows or members** and the submitted material to all members of the committee and invite the members to comment on the applications. The membership committee **will** send their recommendations to the Board. The Board **will** then give all **Fellows** the opportunity to oppose the recommendations of the membership committee. If no protest is received within 30 days, the Board may elect the persons recommended by the membership committee to become **fellows or members** of the Society. When there are objections, the applications concerned **will** be discussed by the general assembly. In these cases, participating membership in the Society **will** commence January 1st or July 1st after the application has been approved by the general assembly.

Contact persons. Every sixth year, the Board should appoint one contact person for each European country with a member in the Society. This contact person shall be a person interested in urogenital radiology, and will receive information about the Society from the Board. The contact person **will** transmit the information to interested people in their country. The contact person will be expected to publicize the Society and to recruit new members.

§ 6. Termination of Membership

6.1 Membership shall terminate through death – in the case of legal persons through loss of legal personality - , as well as through voluntary resignation, cancellation or expulsion.

6.2 Resignation of membership must be submitted in writing to the Board and becomes effective one month later.

6.3 Individuals whose membership dues are more than 90 days in arrears will be contacted by the Secretary – Treasurer accordingly. The membership of individuals whose membership dues are more

Proposal for changes to the General Assembly 2005

than 365 days in arrears shall be terminated automatically. Each member who has been expelled in such a way has the right to apply for membership again by paying the outstanding membership fees as well as a fine of 2 year's worth of membership fees.

6.4 The expulsion of a member from the Society may be ordered by the Board on the grounds of gross breach of the duties of a member and of dishonourable behaviour

6.5 Withdrawal of honorary membership may occur for the reasons specified under 6.4. The withdrawal will be decided on by the General Assembly following a motion from the Board.

§ 7. Rights and Duties of Members

7.1 Members shall be entitled to attend all meetings of the Society and to make appropriate use of its facilities. Only Fellows, Members and Emeritus Members shall have the right to vote in the General Assembly.

7.2 Members shall be entitled to request the bylaws from the Board.

7.3 At least one tenth of all Members shall be entitled to request that the Board convene a General Assembly.

7.4 Members shall have the right to be informed about the activities of the Society and of the financial affairs by the Board during every General Assembly. If at least one tenth of all members makes such a justified request, the Board is obliged to disclose the information within 4 weeks.

7.5 The Board is obligated to report on the balance of accounts to the members. If this occurs during a General Assembly the auditors must also be present.

7.6 Members shall be obliged to further the interests of the Society to the best of their abilities and to refrain from any action which could harm the reputation and the purpose of the Society. They are to observe the Statutes of the Society and the resolutions of its organs. Fellows and members are obligated to pay their membership fees in time and in the full amount determined by the General Assembly.

§ 8. Organs of the Society

The organs of the Society shall be the General Assembly (§§9 and 10), the Board (§§ 11 to 13), the auditors (§ 14) and the conciliation board (§ 15).

§ 9. The General Assembly

The General Assembly is a “members’ assembly” according to the Act on Associations of 2002. The general assembly takes place at least every two years, preferably in even years. The board will announce the date one year before and will mail the agenda at least 30 days before. All **Fellows and Members** can propose to the Board subjects for the agenda. The agenda will include the president’s report, elections, reports from the committees, report on the management of finances, plans for further activities and a section for miscellaneous matters, under which the active members can be heard.

Proposals for the General Assembly must be sent at least 3 weeks prior to the date of the General Assembly and must be sent via postal mail, fax or e – mail to the Board. Resolutions - except motions to convene an extraordinary General Assembly - may only be adopted when included in the agenda.

The General Assembly shall reach a quorum regardless of the number of members present. Elections held and resolutions passed by the General Assembly shall generally require a simple majority of valid votes. Resolutions to amend the bylaws of the Society or to liquidate the Society require a qualified majority of two thirds of the valid votes cast. Abstentions shall not be considered when counting the votes.

Extraordinary general assembly.

The Board can call for an extraordinary general assembly and determine its date and location. Furthermore, an extraordinary assembly must be arranged by the Board if requested in writing by one third of the **Fellows** (from at least 6 countries affiliated with ESUR). Notice will be sent by post to all members within 30 days from the date of receipt of the request. The extraordinary general assembly will be held within 3 months after receipt of the request. One half of the **membership** of the Society will be a sufficient quorum for conducting an extraordinary general assembly.

§ 10. Competence of the General Assembly

The competencies of the General Assembly are as follows:

10.1 Resolutions on preliminary estimates;

10.2 Receiving and approving the report of activities and the statement of accounts with the assistance of the auditors;

Proposal for changes to the General Assembly 2005

10.3 Appointing and dismissing the officers of the Board and its auditors;

10.4 Approval of legal transactions between the auditors and the Society;

10.5 Discharge of the Board;

10.6 Fixing the admission and membership fees for ordinary and extraordinary members;

10.7 Awarding and withdrawal of honorary membership;

10.8 Resolutions on amendments to the bylaws and voluntary liquidation of the Society;

10.9 Advisory function and passing of resolutions on other topics covered by the agenda.

§ 11. Board

The Society **will** be managed by a Board. Each member of the board must be a **Fellow** of the Society.

The board **will** consist of the President, President-Elect, Secretary-Treasurer, immediate Past-President, and one member-at-large nominated by the functioning board and elected by the membership at the general assembly. The five board members **will** be residents of different European countries; two or more residents from the same European country may not be members of the board at the same time. Four weeks prior to the general assembly a list of nominees **will** be circulated to the membership by post. Additional nominations can be made from the floor. Nominations **will** be made for the positions of President-Elect, the Secretary-Treasurer and member-at-large. The individual elected as President-Elect automatically succeeds to the position of President. At least three out of the 5 members **should** be residents of an EU-country. The President and/or Secretary/ Treasurer **should** be residents of an EU-country.

Each **Fellow or Member** may cast one vote for each position to be filled. If no nominee has a majority of votes greater than 50% of votes cast, balloting will be repeated until this is accomplished. The two and where appropriate three nominees holding the greatest number of votes **will** be eligible in subsequent balloting. Should no nominees obtain a majority upon three “re - ballots”, then additional nominations for such positions may be made before another vote is taken.

The term for each board-membership category **will** be two years, except for the Secretary-Treasurer for whom the term **will** be 4 years. The election takes place in even years. The members of the Board will begin their terms of office from one general

assembly and remain to the next. Vacancies in the board that may occur for any reason in the intervening period may be filled by a vote by a majority of the remaining members of the board. A board member elected to fill a vacancy caused by resignation, death or removal **will** be elected to be board member for the unexpired term of his or her predecessor. The president may not succeed himself or herself.

Any or all of the board members may be removed for a stated reason by action of the board. Members may be removed without stated reason only by vote of members confirmed by the next general assembly. A board member may resign at any time by giving written notice to the President or Secretary-Treasurer of the Society. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the President or Secretary-Treasurer and the acceptance of the resignation **will** not be necessary to make it effective.

Unless otherwise required by law, the vote of a majority of the board members at the time of the vote, if three out the five members are present at such time, **will** be an act of the board. Each member **will** have one vote.

The board may hold its meetings at such place as it may from time to time determine. Regular meetings of the board **may** be held without notice if date and place were decided at the last meeting. The Secretary-Treasurer **will** prepare for each meeting a list of topics to be discussed; the list **will** be mailed out to the members at least 14 days prior to the meeting. Under special circumstances a meeting may be called by the President upon 14 days notice to each member. Special meetings **may** be called by the President or by the Secretary-Treasurer in like manner on written request of two board members.

A majority of the board members present (quorum is three) may adjourn any meeting to another time and place. Notice of the adjournment **will** be given to all members who were absent at the time of the adjournment.

At all meetings of the board the President, or in his or her absence, a chairperson chosen by the board, **will** preside.

No board member **will** receive a salary for performing his or her duties, but board members should be reimbursed for expenses related to their duties as a board member.

Official representatives of the Society shall be the President, President-Elect and the Secretary-Treasurer. The Secretary-Treasurer may open a bank account on behalf of the Society in any EU country.

Proposal for changes to the General Assembly 2005

It **is** the duty of the President to call and preside over all meetings of the Society and to appoint committees and representatives. The President or his or her designee **will** be the spokesperson for the Society upon public issues within the area of interest of the Society.

In the absence of the President, the President-Elect **will** preside and carry out all duties of the President. In the event of the President- Elect' s absence, the Past President will preside.

It **is** the duty of the Secretary-Treasurer to keep a record of the proceedings of the meetings and to retain all books, papers and articles belonging to the Society starting from the time at which these Bylaws enter into force. The Secretary-Treasurer **will** keep an up-to-date membership list and send out notices of meetings. He or she **will** notify applicants for membership of the action taken on their application. He or she shall serve as chairman of the Membership Committee. The Secretary-Treasurer **will** report unfinished business from previous meetings as the Society may direct. He or she **will** supervise the fiscal affairs of the Society and present the annual fiscal report. The Secretary-Treasurer **will** prepare an agenda for the biannual general assembly together with the President and **will** distribute the minutes of the general assembly to all members.

The President **will** preside over all meetings of the members and the board, **will** conduct the general management of the affairs of the Society and **will** see that all orders and resolutions of the board and general assembly are carried out. During the absence or disability of the President, the President-Elect **will** have all the powers and functions of the President. During the absence or disability of both the President and the President-Elect, the Past President **will** have all the powers and functions of the President.

Revision of Bylaws

A rules committee appointed by the President **will** review all requests for changes of the bylaws **by Fellows or Members** and submit its recommendations to the members at the next general assembly, if the request is received at least 6 months prior to the general assembly. The Bylaws of the Society may be amended at any general assembly of the Society by a vote of two-thirds of the **fellows and** members present providing at least one-half of the **Fellowship** is in attendance. Otherwise, a postal ballot of all **fellows and** members may be conducted; in which case a two-thirds majority of the **fellowship and membership** **will** be required. Written notice of the proposed

amendment(s) **will** first be presented to the Board, and then given to the membership at least 30 days prior to the general assembly at which the vote is taken.

Committees and Delegates

The president **will** appoint all committees after consulting the members of the board. The standing committees are:

A) Membership, B) Rules, C) Program, and D) EU (Standard & Practice). The President and the Secretary-Treasurer **are** automatically members of these committees. The members of the first three committees **will** be citizens of different European countries, with the exception of the Program committee, which can include more than one member from the host country and one from a non-European country, and the EU-committee, which shall comprise only residents of the EU. The President may also appoint - after consultation with the Board - ad hoc committees and delegates where necessary for a period of up to 2 years.

A. The membership committee will consist of 5 members: the President, the Secretary-Treasurer, and three **Fellows** each appointed for 4 years from the date of their appointment. The Secretary-Treasurer is the chairperson of the membership committee.

B. The rules committee will consist of 5 members: the President, the Secretary-Treasurer, and three **Fellows or Members**, each appointed for four years by the President. The chairperson is appointed by the President from among the **Fellows**.

C. The Board **will** nominate and present for the General assembly a program chairman and a location for the meeting/course at least 4 years before the event takes place. The program committee chairman **will** be a resident of the area where the meeting/ course takes place. The Chairman and location must then be approved by the General assembly. The program committee chairman **will** appoint from 4 to 7 members of the committee **who will be fellows**; the majority of members should be residents of non-host countries for the meeting/ course and in principle come from different countries. The President and the Secretary-Treasurer **will** be members of the program committee. The program committee chairman **will** be responsible for ensuring the funding of the meeting/ course. The local organizers may keep 20% of any surplus income and shall be responsible for 20% of any deficit. The remaining 80% shall be paid to or by the society. Program and budget **will** be accepted by the board of this Society before more than date and

Proposal for changes to the General Assembly 2005

location are announced. The board has 30 days to evaluate the budget and the program, before it informs the program committee chairman about whether it accepts or rejects the program and budget. Should the board reject the proposals, the program committee chairman **will** within 30 days forward a revised program and budget to the board. The general assembly approves the final fiscal report at the first assembly after the meeting/course. The function of this committee ends once the report has been approved.

D. The President **will** biannually appoint an EU-committee (Standard & Practice), which shall consist of five Fellows. If the President or the Secretary-Treasurer are not EU citizens, four members shall be appointed, otherwise only 3 members. Members of this committee **will** be residents of five different EU countries. The purpose of the committee is to represent the Society in EU related matters within the field of urogenital radiology in relation to e.g. pre- and post-graduate educational requirements, standard & practice.

Meetings

The Society **will** meet at least once every 2 years, preferably in even years. This biannual meeting **will** consist of a general assembly, a scientific meeting, and a postgraduate course. Additionally scientific meetings for members may be organized at any time.

§ 12. Competence of the Board

The Board shall be responsible for the management of the Society. It is the “managing entity” according to the Act on Associations of 2002. It is to perform all functions not allocated to another organ of the Society by the bylaws.

12.1 Maintaining a dynamic accounting system of debits and credits applicable to a Society as well as maintaining an overview of all the Society’s assets as a minimum requirement;

12.2 preparation of the draft annual budget of the following year as well as of the report on the status of the Society and of the annual statement of accounts;

12.3 preparation and convocation of the General Assembly in the case of § 9.

12.4 informing the membership on the activities and management of the Society as well as on the audited statement of accounts;

12.5 management of the Society’s assets;

12.6 the admission and expulsion of Fellows and other members of the Society.

§ 13. Special duties of individual members of the Board

13.1 The President manages the daily business of the Society, supported by the Secretary – Treasurer.

13.2 The Society shall be represented by the President, the President-Elect and the Secretary-Treasurer. To be valid, contracts and official documents of the Society require the signature of the President and the Secretary-Treasurer, in financial matters solely the signature of the Secretary-Treasurer. Legal affairs between Board members and the Society require the consent of an additional Board member.

13.3 Authorization to make legally binding agreements in the name of the Society respective to sign documents in its stead can only be granted to the members listed in paragraph 13.2.

13.4 In case of extraordinary circumstances, the President shall be entitled to take measures independently, even in matters falling within the competence of the General Assembly or of the Board; these measures shall, however, require the subsequent approval of the competent organ of the Society.

13.5 The President shall preside over the General Assembly and the Board meetings.

13.6 The Secretary-Treasurer shall in particular be responsible for the minutes of the General Assembly and of the Board.

13.7 The Secretary-Treasurer shall likewise be responsible for the proper management of the financial affairs of the Society.

§ 14. Auditors

14.1 2 (two) auditors shall be elected by the General Assembly for the term of two years. Re-election shall be permissible. The auditors may not be a member of any Society organ which is under scrutiny with the exception of the General Assembly.

14.2 The auditors’ report has to confirm the proper character of the financial affairs and the appropriate use of the funds according to the purpose of the Society. The Board is to grant the auditors access to the documents as well as to provide the information

Proposal for changes to the General Assembly 2005

required. The auditors are to report to the Board on the outcome of their auditing.

14.3 Legal transactions between the auditors and the Society must be approved by the General Assembly. The provisions of § 11 sections 8 to 10 apply to the auditors accordingly.

§ 15. Conciliation

15.1 All disputes internal to the Society shall be settled by the conciliation board. It is an “organ of conciliation” as defined in the Acts on Associations from 2002 and not a “tribunal of arbitration” as defined in §§ 577 et sqq. ZPO.

15.2 The conciliation board shall be composed of three full members. In a case of dispute the contesting party shall notify the Board and nominate a conciliator in writing. The Board shall notify the other party about the instigation of the conciliation proceeding within seven days and request the appointment of a further conciliator within fourteen days. In case a contesting party is formed by more than one person also only one conciliator can be appointed. The Board shall request the two conciliators nominated by the contesting parties to nominate a chairman of the conciliation board within fourteen days. The members of the conciliation board shall have to be unbiased with regard to the dispute subject to conciliation and may not be a member of any organ of the Society under scrutiny with the exception of the General Assembly.

15.3 The conciliation board shall render its members by a simple majority of votes while observing the principles of a fair trial, in particular the opportunity of both parties being heard. The conciliation board shall decide in all conscience and in the case of disputes internal to the Society the decisions of the conciliation board shall be final.

§ 16. Liquidation of the Society

16.1 The voluntary liquidation of the Society may only be resolved in a General Assembly and with a quorum of two – thirds of the valid votes.

16.2 This General Assembly also decides on the use of any remaining assets of the Society. The General Assembly must appoint a liquidator and designate whom the liquidator transfers any remaining assets (after all liabilities have been met) to. If possible and allowed, the assets shall be transferred to an

organisation with similar goals, otherwise they shall be used for purposes of social welfare.