



ESUR BYLAWS

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European Society of Urogenital Radiology ESUR

ESUR is a not-for-profit organization, registered in Vienna, Austria ZVR: 200652531
(Austrian Register of Associations)

Bylaws

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

- 1.1. The name of the Society is “European Society of Urogenital Radiology”, abbreviated “ESUR”.
- 1.2. ESUR is an apolitical, non-profit organization dedicated to promoting and coordinating the scientific, educational, philanthropic, intellectual and professional activities of Urogenital Radiology in all European countries and beyond.
- 1.3. ESUR will endeavour to improve European research and education within the field of Urogenital Radiology and of the safety of contrast media.
- 1.4. ESUR will represent European interests in Urogenital Radiology towards the European authorities.
- 1.5. ESUR is registered in Vienna, Austria and extends its activities throughout Europe and beyond as it deems appropriate. However, the purposes of the Society shall be pursued predominantly within the European Countries.
- 1.6. For society purposes the status of “European Country” follows the list of European Society of Radiology (ESR) National Institutional Members, which could include also Nations outside the geographical boundaries of Europe.
- 1.7. The internal office language of the Society shall be English.
- 1.8. The association does not intend to make profit.

2. Purpose

The purposes for which ESUR has been established are as follows:

- 2.1. Promoting the advancement of urogenital imaging and intervention in all its fields, including research and education.
- 2.2. Promoting research and education in the field of the safety of contrast media
- 2.3. Bringing together physicians and other scientists in Europe and beyond who are interested in the exchange of knowledge within the field of urogenital imaging and intervention, and safety of contrast media.



3. Means of achieving the Purposes of the Society

3.1. *The objectives of the Society shall be achieved by the following activities:*

- 3.1.1. Organization and promotion of the European Symposium of Urogenital Radiology;
- 3.1.2. Organization of courses, workshops, lectures, webinars and other educational activities;
- 3.1.3. Publication of recommendations, guidelines, and other scientific and professional information;
- 3.1.4. Promotion and support of research activities, also by publication of scientific studies in the field of Urogenital Radiology.

3.2. *Society income is derived from:*

- 3.2.1. Membership fees;
- 3.2.2. Income from the Symposia and other educational events organized by the Society;
- 3.2.3. Sponsorship from industry and other institutions, copyright;
- 3.2.4. Donations, bequests, of scientific and professional information.

4. Types of Membership

- 4.1. Membership will be restricted to physicians and other scientists who are involved in practice, teaching or research in Urogenital imaging.
- 4.2. Membership of the Society will consist of Ordinary Members, Fellows, Junior members, Emeritus Members, Honorary Fellows, Corporate Members, Industry Partners, Residents and Students.
 - 4.2.1. **Ordinary Members** are physicians, scientists and other professionals with a special interest in Urogenital Imaging, Urogenital Intervention and/or in the safety of contrast media.
 - 4.2.2. **Fellows** are Members who have made a significant contribution to Urogenital Radiology. A fellow should be engaged in practice, teaching and/or research in Urogenital Radiology, should have a continued interest in Urogenital Radiology, and should devote a significant portion of time and effort in this field.
 - 4.2.3. **Junior Members and junior fellows** are ESUR Ordinary members and fellows <40 years. They have the same rights and duties of the Ordinary members and fellows.
 - 4.2.4. **Emeritus Members** are Fellows or Members who have retired from active practice. Emeritus Members will have all the rights of their previous membership status except right to vote and to be Board members (for previous Fellows). Emeritus members shall be exempt from membership dues.
 - 4.2.5. **Honorary Fellows** are appointed by the Board in recognition of outstanding, continuous contribution in promotion, expansion, and protection of the Society. Their total number will be limited to 1 per year. They shall be exempt from all dues.
 - 4.2.6. **Corporate Members** are consultants from the scientific departments of contrast media vendors supporting the activities and objectives of the Society in the field of the safety of contrast media. Corporate members are consultants of the Contrast Media Safety Committee (CMSC). They participate to the activities of the ESUR CMSC as Industry consultants,



according with the working rules of the ESUR CMSC. Corporate members can attend the General Assembly, but they do not have the right to vote nor to hold offices.

4.2.7. **Industry partners** are consultants from the scientific departments of vendors supporting activities and objectives of the Society in other fields. Industry partners can attend the General Assembly, but they do not have the right to vote nor to hold offices.

4.2.8. **Residents and Students** with special interest in Urogenital Radiology can become ESUR members in training. They can attend the General Assembly, but they do not have the right to vote nor to hold offices. They shall be subject to reduced congress fees and shall pay a reduced membership fee.

5. Acquisition of Membership

- 5.1. Membership application is endorsed by the Membership Committee and ratified by the ESUR Board.
- 5.2. Fellowship application is endorsed by the Membership Committee, and approved by the ESUR board. The applicant should be sponsored by two Fellows of the Society. Supporting letters from these two fellows 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. To maintain fellowship, Fellows should contribute substantially and continuously to the activities of the Society.
- 5.3. Membership and fellowship application shall be done in written to the membership Committee which can accept or refuse application without explanation.
- 5.4. Status of ***Emeritus Member*** shall be attained upon written request by the member/fellow to the Membership Committee.
- 5.5. Call for ***Honorary fellowship*** is presented by a fellow or by a group of fellows of the Society, appointed by the Board after the approval of the Membership Committee, and ratified by the General Assembly.
- 5.6. ***Corporate Members and Industry Partners*** shall apply in writing via a letter of interest to the ESUR President and to the Membership Committee, in which the will of providing an active support to ESUR is declared. Application is approved by the ESUR Board and, for Corporate Members, by the Executive Board of the ESUR Contrast Media Safety Committee.

6. Termination of Membership

Membership shall terminate through death, voluntary resignation, cancellation or expulsion.

- 6.1. Resignation of membership must be submitted in writing to the Board and becomes effective one month later.
- 6.2. Individuals whose membership dues are more than three months in arrear will receive two requests for payment. After one year in arrear membership shall be terminated automatically. Each member who has been cancelled in such a way has the right to reapply for membership on payment of the full extent of fees due.



- 6.3. After a gross breach of the membership duties or dishonourable behaviour the Board can submit a request of expulsion from the Society of a member to the Rules Committee. If the Rules Committee votes in favour for expulsion, the case is referred to the General Assembly for a final decision.

7. Rights and Duties of Members

- 7.1. Only members in good standing are entitled to member benefits. Ordinary Members, Fellows, and Honorary fellows have the right to vote in the General Assembly and can take part in Society elections. Only Fellows are eligible for ESUR Board offices.
- 7.2. At least 20% of all Members shall be entitled to request that the Board convene a General Assembly.
- 7.3. Members shall have the right to be informed by the Board during every General Assembly about the activities, the financial affairs of the Society, and the report of the Auditors. If at least 20% of all members makes such a justified request, the Board is obliged to disclose the information within 4 weeks.
- 7.4. The Board is obliged to report on the balance of accounts to the members and to disclose the reports of the Auditors.
- 7.5. 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 obliged 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, the Board, the Executive committees, the Statutory committees, the Working Groups, the Auditors, the Arbitration board.

8.1. The General Assembly

The General Assembly is the supreme authority of the Society. It takes place annually, preferably at the same time and place as the European Symposium of Urogenital Radiology. If the Symposium cannot be held in presence, by decision of the Board the General Assembly can take place online.

The Board will announce the date three months in advance, and will mail/email the agenda at least 30 days before. The agenda will include the President's report, elections, reports from the committees, report on the management of finances, report of the Auditors, plans for further activities and a section for miscellaneous matters, under which the active members can be heard.

Subjects for the agenda of the General Assembly can be proposed by at least one tenth of members. Proposals for the General Assembly must be sent at



least 6 weeks prior to the date of the General Assembly and must be sent via 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 be presided over by the President or, in his/her absence, by the President-Elect. If the latter is also absent, the General Assembly shall be presided over by the oldest Board member present.

The Secretary-Treasurer is responsible for keeping the minutes of the General Assembly which must be signed by him/her and by the President. The minutes must contain the proceedings of the General Assembly and include the results of any resolutions and elections.

8.2. The Board

The Board shall be responsible for the management of the Society. It is to perform all functions not allocated to another organ of the Society by the bylaws. To be valid, contracts and official documents of the Society shall be approved by the Board, and require the signature of the President and the Secretary-Treasurer.

The Board will consist of the President, President- Elect, Secretary-Treasurer, immediate Past-President, and one Member-at-Large.

The Board can invite one or more third parties to its meetings regarding one or more points on the agenda. These invited members have not right to vote.

The five Board members shall be Fellows of the Society and residents in European countries. Two or more residents from the same European country may not be members of the Board at the same time. If a Board member changes affiliation during his/her office, he/she will be allowed to terminate the mandate at its natural end.

A Board member may resign at any time by giving written notice to the President and Secretary-Treasurer of the Society. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the President and Secretary-Treasurer. Acceptance of the resignation will not be necessary to make it effective.

The term of office for the Secretary-Treasurer and for the Member-at-Large shall be two years, for the President, President-elect and Past-President shall be two years. The members of the Board will begin their terms of office upon expiry of the previous office.

If the position of any of the Board members falls vacant for whatever reason the Board shall elect one fellow to fill this position. The term of office will be the remaining time in office of the person who held the position before it felt vacant.

No Board member shall receive a salary for performing his or her duties, but Board members shall be reimbursed for expenses related to their duties.

Board members have the duty of participating to the Board meetings and to contribute to the decision of the Board and to the management of the Society. Online



participation of a Board member shall be admitted in face-to-face meetings if participation in presence is impossible. Not participating is admitted only for exceptional reasons. Power of attorney is not allowed. Any of the Board members ceases to hold office if he/she does not fulfill the duties of his/her office. Breach of the duties shall be notified to the Rules Committee by the remaining members of the Board and ratified by the Rules Committee. Loss of office is effective after the vote of the General Assembly.

8.3. The Executive Committees

The Following are ESUR Executive committees: Membership Committee, Rules Committee, Program Committee, EU (Standard & Practice) Committee. With the exception of the Program Committee, the members are appointed by the ESUR President following approval of the Board among persons residents from different countries. The term of office shall be four years. Reappointment is permitted. The chairpersons are elected by the members of the committees. The Board may also appoint ad hoc Committees and Delegates for a period of two years where necessary to hold a specific task.

8.3.1. The Membership Committee

The Membership Committee consists of 5 members. It has the role of managing and endorsing membership and fellowship applications, to control the prerequisites for fellowship application, and to approve Honorary Fellowship.

8.3.2. The Rules Committee

The Rules Committee consists of 5 fellows. It has the role of managing the rules of the Society, to ratify changes of the bylaws, to ratify gross breach of the duties of a member, according with the bylaws.

8.3.3. The Program Committee

The Program Committee is responsible for the organization of the annual ESUR Symposium. The ESUR President and the Secretary-Treasurer will be members ex Officio. The Board will nominate and present for the General assembly a program Chairperson and a location for the Symposium at least two years before the event takes place. The Program Committee Chairperson shall be a resident of the area where the Symposium takes place. He/she will appoint from 4 to 7 members of the committee who will be members/fellows of the Society. The Program Committee can include more than one member from the host country. The majority of members should be residents of non-host countries and come from different countries.

8.3.4. The EU Committee

Represents 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. It shall consist of five members who will be resident in different EU countries.



8.4 The Statutory Committees

The Following are ESUR Executive committees: The Contrast Media Safety Committee and the ESUR Junior Network Committee.

8.4.1 Contrast Media Safety Committee (CMSC)

The CMSC is composed of radiology clinicians and scientists who share a common interest in the safety of contrast media. The main aim is to advise on the safe clinical use of contrast agents, to highlight potential adverse effects of contrast agents, to produce guidelines on the safe use of contrast media in different clinical conditions. The Committee is financially supported by the Society based on the membership fees of the corporate members. The activities of the CMSC are independent, in the limit of the available budget, and are regulated by ad hoc working rules approved by the members of the Committee, and endorsed by the ESUR Board.

8.4.2 ESUR Junior Network Committee

The ESUR Junior Network Committee is composed of ESUR Junior members and junior fellows in good standing. The Committee should include members from at least five different countries. Candidature should be submitted to the ESUR Junior Network Committee chairperson and approved by the ESUR Board. The Committee takes care of the relationship with the young radiologists from other ESR Subspecialties. It is involved in the activities of ESUR including release of the newsletters, preparation of annual symposium, workshops and courses, contribution to the scientific sessions, and participation in translational and clinical research projects. The activities of the Junior Network Committee are regulated by ad hoc working rules approved by the members of the Committee, and endorsed by the ESUR Board.

8.5. The Working Groups

The working groups are created and dissolved by the Board as required within the Society to support and strengthen the research and educational work in specific fields of urogenital radiology. The term of office of the Chairpersons is two years. After this term the vice-chair automatically succeeds to the position of Chair. Vice-chairs are proposed by the members of the group and appointed by the Board. Re-election as vice-chair is permitted only once.

The activities of the working groups are regulated by ad hoc working rules approved by the members of the Working Groups and endorsed by the ESUR Board.

8.6 The Auditors

Two Auditors shall be elected by the General Assembly for the term of two years. Re-election shall be permissible. The Auditors should be citizens of the country in which the Society is registered. They may not be a member of any Society organ which is under scrutiny with the exception of the General Assembly.



- 8.6.1 The Auditors are to check the financial activities of the Society on an annual basis and provide a written report to the Board and to the General Assembly.
- 8.6.2 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, or reveal shortcomings in the financial activities or imminent dangers. The Auditors' report shall in particular pay attention to unusual income or expenditure, especially to transactions carried out within the Society.
- 8.6.3 The Board is to grant the Auditors access to the documents as well as to provide the information required. The Auditors shall report to the Board on the outcome of their auditing.

8.7 The Arbitration board

In case of disputes internal to the Society an arbitration board is nominated, composed by three ESUR members. The decisions shall be final. Each of the parties shall nominate a conciliator, the third is nominated by the ESUR Board. In case a contesting party is formed by more than one person only one conciliator shall be appointed. The three conciliators shall not be members of any organ of the Society with the exception of the General Assembly, and shall be unbiased with regard to the dispute subject to conciliation. The arbitration is either terminated by settlement or by a decision of the arbitration committee. Decisions shall be rendered by a simple majority of votes.

9. Duties of the General Assembly

The competences of the General Assembly are as follows:

- 9.1.1. Approval of accounts
- 9.1.2 Approval of budget and policy
- 9.1.3 Award of Honorary Fellowship and other honours
- 9.1.4 Expulsion of society members
- 9.1.5 Ratification of proposed membership fee
- 9.1.6 Appointment/deposition of members of the Board
- 9.1.7 Appointment/deposition of the Auditors
- 9.1.8 Deposition of the Board
- 9.1.9 Change of statutes
- 9.1.10 Dissolution of the Society
- 9.1.11 Approval of the location and date of the Annual symposium
- 9.1.12 Other responsibilities specifically granted by the bylaws

10. Duties of the Board

Responsibilities of the Board shall in particular include organization of educational and professional activities:



- 10.1 Ratification of membership application and approval of fellowship application;
- 10.2 Drafting the budget and the report on activities; preparing the annual accounts;
- 10.3 Preparing the General Assembly and convocation of ordinary and extraordinary General Assemblies;
- 10.4 Administration of the assets of the Society;
- 10.5 Employment of staff of the Society and termination of their employment;
- 10.6 Making contracts with professional organizations to administer the business of the Society.

11. Duties of the individual members of the Board

11.1. The President:

- Represents the Society
- Will be the spokesperson for the Society upon public issues
- Is responsible for the application of the society bylaws
- Is responsible for sensitive information of the Society, such as those stored in the membership list. He/she delegates the management of the membership list to an ESUR secretary. He/she will keep an up-to-date membership list and send out notices of meetings and other information
- Manages the daily business of the Society, supported by the Secretary – Treasurer, and sees that all resolutions of the Board and of the general assembly are carried out.
- Shall preside over the General Assembly and the Board meetings.
- Supervises the financial and the fiscal affairs of the Society, together with the Secretary-Treasurer and to the Past-President.
- Designates the Chairperson and the vice-chair of the Working Groups, after approval of the Board.
- In case of extraordinary circumstances, 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.

11.2. The Secretary-Treasurer:

- Is responsible for the proper management of the financial affairs of the Society.
- Supervises the fiscal affairs of the Society, together with the President and the Past-President, and presents the annual fiscal report.
- Is responsible for the minutes of the General Assembly and of the Board meetings, which must be signed by him/her and by the President.
- Is responsible for keeping all the documentation of the activities of the Society, and delegates the ESUR Secretary to store this documentation.
- Prepares the agenda for the General Assembly and for the Board meetings, together with the President.

11.3. The President-Elect:

- Will preside and carry out all duties of the President in his/her absence or in case of disability of the President



11.4. The Past-President

- Will have all the powers and functions of the President during the absence or disability of both the President and the President-Elect.
- Supervises the financial and the fiscal affairs of the Society, together with the President and the Secretary-Treasurer.

11.5. The Member-at-Large

- Acts as a representative for the general membership and conducts projects and accepts duties as assigned by the Board.
- Shares ideas, guidance and expertise from the ESUR membership's perspectives on issues of interest or concern with the Board
- Is responsible of the production of the newsletters of the Society.

12. Voting within the Board

- Every Board member has one vote.
- Voting is only possible when at least three members are attending the meeting. Online voting is permitted.
- Powers of attorney are not allowed.
- All decisions are taken by simple majority within the Board. Abstentions are not counted. If votes are tied, then the vote of the President decides.

13. Voting within the Rules Committee

- Voting shall be by open ballot. Online voting is permitted. Abstentions are not counted.
- Powers of attorney are not allowed.
- Every member of the Committee has one vote.
- All decisions are taken by simple majority of the members. Abstentions are not counted.
- If votes are tied, then the vote of the President of the Committee decides.

14. Voting within the General Assembly

- Every active member has one vote.
- Voting shall be by open ballot, unless otherwise specified in these bylaws.
- Powers of attorney are allowed for members who cannot attend the meeting, but with a maximum of 2 powers of attorney per attending member.
- Voting is only possible for items that have been put on the agenda.
- Decisions that do not require a quorum are taken by simple majority among the members present at the General Assembly.
- Decisions that require a quorum are change of statutes, the expulsion of Society members, relieve of office of a Board member or of the entire Board, and dissolution of the Society.
 1. For changes of statutes, the General Assembly is quorate if 20% of the total membership holding voting rights are present, including the powers of attorney. If the quorum is not reached, a second General



Assembly convenes with the same item on the agenda after at least 3 days, which is quorate irrespective of the number of members present. Decisions are taken by simple majority in favour. Abstentions are not counted.

2. For exclusion of Society members and relieve of office of a Board member or of the entire Board, the General Assembly is quorate if 20% of the total membership holding voting rights are present, including the powers of attorney. If the quorum is not reached, a second General Assembly convenes with the same item on the agenda after at least 2 months, which is quorate irrespective of the number of members present. Decisions are taken after a secret ballot and a qualified majority of 2/3. Abstentions are not counted.
3. For dissolution of the Society, the General Assembly is quorate if 20% of the total membership holding voting rights are present, including the powers of attorney. If the quorum is not reached, a second General Assembly convenes with the same item on the agenda after at least 2 months, which is quorate irrespective of the number of members present. Decisions are taken after a secret ballot and a qualified majority of 3/4. Abstention counts as a vote against.

15. Extraordinary General Assembly

The Board can call for an extraordinary General Assembly and determine its date. Furthermore, an extraordinary General Assembly must be arranged by the Board if requested in writing by 10% of members from at least 6 countries affiliated with ESUR. Notice will be sent by email to all members within 30 days from the date of receipt of the request. The extraordinary General Assembly shall take place within 3 months after receipt of the request. It can be held online for all decisions except for exclusion of Society members, change of statutes, and voluntary dissolution of the Society. Extraordinary General Assembly is quorate with the same rules of the ordinary General Assembly. In Online General Assemblies the electronic voting system shall be in compliance with the principles of free and equal elections in particular by providing proper identification of the voters, for anonymity, for prevention of the voters to vote more than once and for notification of the voter that his vote has been cast.

16. Renewal of the Board

The new Board members shall be elected by the General Assembly before the term of each Board-membership. The Board shall nominate a candidate for the different offices which are falling vacant four weeks prior to the General Assembly. 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. Renewal in the same office shall not be allowed.

17. Honours

Honours of the Society are the Honorary Fellowship and the Special Award "Innovation in Urogenital Radiology". The latter is granted by the General Assembly under proposal of the Board in recognition of exceptional scientific contribution in the field of Urogenital Radiology.



A person honoured with these awards is not subject to any membership dues or congress fees. Other Honours without these privileges can be established by the Board.

18. Revision of the Bylaws

- Requests for changes of the bylaws can be presented to the Rules Committee at least three months prior to the General Assembly by the Board and by at least 10% of members. Requests are filtered by the Rules Committee, which can approve them, reject, or ask for changes.
- Written notice of the proposed amendment(s) will first be presented to the Board for approval, and then given to the membership at least 30 days prior to the General Assembly at which the vote is taken.

19. Dissolution of the Society

The voluntary dissolution of the Society may only be resolved in a General Assembly, which shall appoint a liquidator, and to pass a resolution to whom he/she has to transfer the assets of the Society. In case of dissolution or in case that ESUR cannot meet the requirements for a NPO-organisation within the meaning of the Austrian General tax Act ("BAO") the remaining assets of ESUR after repayment of all liabilities shall be distributed to a non-profit association according to §§34 BAO. The last Board of the Society is to inform the authorities of the voluntary liquidation in writing.