

European Society of Minimally Invasive Neurological Therapy (ESMINT)

ARTICLES OF THE ASSOCIATION

1. NAME, PURPOSE, MEANS

ARTICLE 1 NAME

Under the name of **European Society of Minimally Invasive Neurological Therapy (ESMINT)** (hereinafter sometimes referred to as the “Society”) there exists an association with domicile in Opfikon, Switzerland. The duration of the Society shall be unlimited. The Society shall be a non-profit making, educational and scientific association, providing continuing education and training for physicians and scientists with an active personal involvement and interest in interventional neuroradiology, endovascular neurosurgery and minimally invasive techniques for the treatment of neurological diseases.

ARTICLE 2 PURPOSE, MEANS

The aims of the Society are:

- I. To provide continuing education and training for physicians and scientists practising or interested in developing interventional neuroradiological or endovascular neurosurgical, minimally invasive techniques for the treatment of neurological diseases.
- II. To promote the exchange of ideas and information for the further definition of the role, direction and goals of interventional neuroradiology and endovascular neurosurgery.
- III. The activities of the association will be funded by membership fees, participation fees and donations.

2. MEMBERSHIP

ARTICLE 3 MEMBERSHIP

Membership in the Society consists of the following categories:

A. Full Member

This category shall be limited to medical practitioners who practise interventional neuroradiology, endovascular neurosurgery or minimally invasive treatments of neurological diseases in a European country. New: applicants for Full Membership will have to prove that they have accomplished at least two years’ formal training. Full Members who cease to practise, or who work outside Europe, shall transfer to Associate Membership; they shall have the right to return to Full

Membership on showing that they again fulfill the requirements.

Full Members shall all enjoy all rights and privileges of membership of the Society, including the right to vote, to serve on committees and to hold an office in the Society. They shall pay an annual subscription, the amount of which shall be determined by the General Assembly.

B. Associate Membership

This category is open to any individual not eligible for Full Membership. Associate Members have all the rights and privileges of members of the Society, but are not entitled to vote, or to serve on committees, except as consultants, or to hold an office in the Society. They will pay an annual subscription fee, the amount of which will be determined by the General Assembly.

C. Junior Membership

Junior Membership is intended for those in training and who have yet to complete the two-year period of training necessary to apply for Full Membership. Candidates will be required to certify their status of being in full-time, formal training. They will enjoy the privileges of a Full Member but are not entitled to vote or to hold any office in the Society. They will pay a discount on the Full Member's subscription.

Membership in this category is only available for a maximum continuous period of three years, after which time application for Full or Associate Membership is expected. It will lapse if subscriptions are not paid and automatically after three years. In either circumstance, no reapplication for membership in this category will be permitted.

D. Corresponding Membership

Corresponding Members shall be individuals who work or reside outside Europe and would otherwise be eligible for full membership. Corresponding members shall have all the rights and privileges of membership of the Society, but are not entitled to vote, or to serve on committees, except as consultants, or to hold an office of the Society. They will pay an annual subscription fee, the amount of which will be determined by the General Assembly.

E. Corporate Membership

Corporate Members shall be corporations or other organisations, including commercial enterprises, irrespective of their place of incorporation or headquarters, interested in the activities and objectives of the Society. They shall have the rights and privileges of membership of the Society, but are not entitled to vote, or to serve on committees, except as consultants, or to hold any office in the Society. Corporate members shall pay an annual subscription, the amount of which will be determined by the General Assembly.

F. Honorary Membership

Honorary Membership shall be conferred by the Society upon individuals who are judged to have made an outstanding contribution to interventional neuroradiology, endovascular neurosurgery or minimally invasive treatment of neurological diseases. Conferment of membership will be proposed by the Executive Committee and must be confirmed by a simple majority of voting members. Honorary Members will have all the rights and privileges of Full Membership of the Society, with the exception that Honorary Members not otherwise eligible to be full members, shall not be entitled to vote, or to serve on

committees, except as consultants, or to hold any office in the Society. They are not required to pay membership fees.

G. Emeritus Membership

A full Associate or Honorary Member, may, at the time of retirement from professional activities, upon request to the Executive Committee, be exempt from membership fees. Emeritus Members have all the rights and privileges of membership of the Society, but are not entitled to vote, or to serve on committees, except as consultants, or to hold any office in the Society.

All members shall receive a certificate appropriate to their membership category.

ARTICLE 4 APPLICATION

Applications for Membership shall be made in writing and shall include information confirming that the requirements of Article 3 are met. Two Members shall sponsor the application for membership.

The Membership Committee will scrutinise applications. The names of applicants receiving preliminary approval by the Membership Committee will be published in the Society newsletter or journal or by a notice to members, and a period of at least six weeks, starting on the date of publication, shall be allowed for members to comment on the applicants' suitability. After this period the Membership Committee will make its final decision (within four weeks) on membership, subject to ratification by the Executive Committee. Once an application has been so ratified and dues paid, the new member has the immediate right to vote and hold office.

In case of rejection of the application by the Membership Committee, the applicant may request consideration of the application by the Executive Committee, which may reverse the decision of the Membership Committee; the decision of the Executive Committee shall be final.

Applications for Corporate Membership should be made in writing to the Membership Committee. Once scrutinised by that committee a recommendation shall be made to the Executive Committee who shall make the final decision.

The Executive Committee shall issue by-laws concerning the organisation and the procedures of the Membership Committee (including guidelines for the admission of new members).

ARTICLE 5 CONFIRMATION

Members must produce their curriculum vitae to verify their continued involvement in Interventional Neuroradiology, endovascular neurosurgery or minimally invasive treatments of neurological diseases, if requested to do so by the Membership Committee.

ARTICLE 6 RESIGNATION/REVOCAION

Any Member may cancel his/her membership by giving written notice of resignation to the Secretary General six months prior to the end of the fiscal year.

The rights and privileges of a member shall be automatically forfeited if membership fee are not paid, despite one reminder, within six months of the beginning of the calendar year. The member shall be eligible to apply for reinstatement on payment of the membership fee.

Resignation, revocation of membership, or expulsion of a Member pursuant to articles 6 and 7 does not entitle the Member in question to any refund of membership fees or any claim to part of the assets of the association.

ARTICLE 7 EXPULSION

The expulsion of a Member from the Society may be ordered by the Executive Committee on the grounds of gross breach of the duties of a member, dishonorable behaviour or activities that are incompatible with the standing of or are detrimental to the Society. Appeal to the General Assembly against expulsion shall be possible within 30 days after the notification of the decision of the Executive Committee and shall be dealt with at the next Ordinary General Assembly. The membership rights shall be suspended until the decision of the General Assembly.

3. ORGANISATION

ARTICLE 8 ORGANS

The organs of the Society are:

- A. the General Assembly;
- B. the Executive Committee;
- C. the Executive Board;
- D. the Auditors

ARTICLE 9 TIMING, VENUE, AUTHORITY

The General Assembly is the supreme authority of the Society; it consists of the Members holding voting rights. The Ordinary General Assembly of the Society shall be held annually at a time and place determined by the Executive Committee and ratified by the previous General Assembly.

An Extraordinary General Assembly may be convened by the Executive Committee at its discretion and must be convened by the Executive Committee as soon as practicable upon request in writing by not less than 25% of those Members holding voting rights.

Such a request must state the business to be transacted during the Extraordinary General Assembly to be convened and include a motion to be voted on.

The following lie within the authority of the General Assembly:

- (a) Amendments of the Articles of Association;
- (b) Dissolution of the Association;
- (c) Election and removal of the members of the Executive Committee, the President, the Treasurer, the General Secretary and the Auditors;
- (d) Approval of the annual financial statements and balance sheets. These include the financial report of the Treasurer following acknowledgment of the Auditor's Report;
- (e) Ratification of the membership fees;
- (f) Ratification of the venues chosen by the Executive Committee for future General Assemblies;
- (g) Other matters which are reserved to it by law, by these Articles of Association or by internal regulations as well as matters that are presented to it by the Executive Committee.

ARTICLE 10

CONVENING THE GENERAL ASSEMBLY

A notice inviting members to a General Assembly which describes the nature of its business and includes a list of positions to be elected shall be published not later than 60 days before the date of the General Assembly. Any member may request the inclusion of items on the Agenda by notifying the General Secretary at least 30 days before the date of the General Assembly. The General Secretary shall publish a final Agenda for the meeting 20 days before the meeting.

ARTICLE 11

CHAIR AND KEEPING OF THE MINUTES

The President shall preside over the General Assembly. If he/she is unavailable or incapacitated, this function shall be fulfilled by the General Secretary or, if the latter is also unavailable or incapacitated, by the Treasurer. If none of the above is available another member of the Executive Committee shall preside over the General Assembly.

The General Secretary shall be responsible for keeping the minutes, which must be signed by him/her and the individual chairing the General Assembly. The minutes must contain the proceeding of the General Assembly and include results of any resolutions and elections. Copies of signed minutes should be made available to all members and published in the Society's official organ as soon as possible after the meeting and no later than six months after the meeting.

ARTICLE 12

METHOD OF VOTING

In these Articles of Association "votes cast" shall mean the number of votes cast (including abstentions) by Members present at the General Assembly or participating via email or videoconferencing or holding voting rights at the time.

- "absolute majority" shall mean the next whole number exceeding 50% of the votes cast.
- "relative majority" shall mean the attainment of a greater number of votes than the number cast in favor of any alternative option or candidate for office.
- Voting will be effected by a show of hands, by the use of ballot forms or electronically as decided by the Executive Committee or the Chairperson of the General Assembly.

ARTICLE 13 RESOLUTIONS

Unless herein stated otherwise, resolutions put before the General Assembly shall be carried if they attain a relative majority. In the event of a tie in a ballot that is to be decided by relative majority, the chairperson of the meeting shall have the casting vote.

A resolution for the amendment of these Articles of Association shall require an affirmative vote of two thirds of the votes cast.

ARTICLE 14 ELECTIONS

(1) All Members entitled to hold office are free to apply for election to any position on the Executive Committee (except Chairmanship of the Continuity Committee whose election will be by members of that Committee), subject to the requirements laid down in these Articles. All candidacies must be notified to the General Secretary at least 30 days before the date of the General Assembly at which an election will be held.

The Executive Committee shall publish a list of eligible candidates who have expressed an interest in taking office as well as of candidates nominated by the Executive Committee in the agenda of the meeting.

(2) Unless herein stated otherwise, the election of a person to any of the positions mentioned above, except President, Treasurer or General Secretary shall require a relative majority.

(3) For the posts of President, Treasurer and General Secretary, electronic ballots will be held. The Executive Committee will organise these ballots. Members wishing to take part will be required to register or confirm a voting electronic (email) address not later than 30 days prior to the General Assembly and ballot information for the election will be sent with the agenda of the meeting. Voting will take place up to 12 hours prior to the scheduled local time of the meeting venue. The candidate attaining a majority at the ballot shall be elected.

(4) In order to ensure continuity, the outgoing President will automatically become a member of the Continuity Committee for life.

(5) Only current or former members of the Executive Committee are eligible to candidate for the positions of President, Treasurer and Secretary General. These offices may not be cumulated with other offices.

(6) If a position should remain unfilled because of a lack of candidates or for any other reason, the Executive Committee shall appoint a person who is a current member of the Executive Committee or of one of its Committees, to assume the duties of that post in an acting capacity until the next regular General Assembly. At the next regular General Assembly an election shall be held to fill the unoccupied post. The term of office shall then be until the next regular election.

(7) The dismissal of a member of the Executive Committee during his/her term shall require an affirmative vote of two thirds of the votes cast at a properly convened meeting.

ARTICLE 15

EXECUTIVE COMMITTEE: CONSTITUTION, TERM OF OFFICE

The Executive Committee shall be composed of President, the Secretary General, the Treasurer (these three positions with the Executive Director forming the Executive Board), the Chairperson of each Standing Committee (currently: Rules, Education, Examination, Research, Multidisciplinary, Professional Liaison, Publication). Committee members shall have voting rights with the exception of the Executive Director who will attend the meetings of the Executive Committee but shall not have voting rights. The total number of members of the Executive Committee shall vary with the number of Standing Committees established by the General Assembly.

The term of office of members of the Executive Board shall be two years. Re-election to the same position is not allowed either immediately or at a later date.

The term of office of Chairperson of the Standing Committees is three years. Re-election to the same position is allowed.

If any of the above posts should fall vacant for any reason the Executive Committee shall appoint a person to assume the relevant duties. The appointee should be a current member of the Executive Committee. The appointee shall complete the term of office of his/her predecessor.

ARTICLE 16

EXECUTIVE COMMITTEE: DUTIES AND FUNCTIONS

The Executive Committee shall

- conduct the business of the Society and decide on all matters that are not expressly the authority of the General Assembly according to these Articles;
- have the power to establish ad-hoc committees, to nominate their members and chairpersons and to issue regulations governing their duties, responsibilities and

- procedures; ad-hoc committees shall normally be presided over by a member of the Executive Committee which established it;
- approve the decisions of all standing and ad hoc committees.
 - select the Executive Director.

ARTICLE 17 EXECUTIVE COMMITTEE: MEETINGS

Meetings of the Executive Committee shall be called by the President or if he/she is unavailable or incapacitated, by another member of the Executive Board. The invitation shall state the venue and the agenda and shall be posted at least 30 days before the date of the meeting.

A meeting may be called at the request of at least four members of the Executive Committee. Such a request must state the business to be transacted and, where appropriate, include one or several motions to be voted on.

Conference calls or videoconferences can be held instead of physical meetings unless at least four members oppose. Articles 18 and 19 shall, mutatis mutandis, apply.

ARTICLE 18 EXECUTIVE COMMITTEE: PRESIDENCY/DIRECTION OF THE MEETING

Meetings of the Executive Committee shall be presided over by the President. If he/she is unavailable or incapacitated, his/her duties shall be assumed (in descending order) by the General Secretary or the Treasurer or by another member of the Executive Committee.

Minutes summarising the debates and listing the resolutions taken or rejected shall be kept by the General Secretary, shall be signed by the President and the General Secretary and be delivered to all members of the Executive Committee as soon as possible.

The minutes are subject to approval of the Executive Committee at its next meeting. Once approved, they will be made available to all Society members.

ARTICLE 19 EXECUTIVE COMMITTEE: QUORUM, RESOLUTIONS, VOTING

The Quorum required for the transaction of business of the Executive Committee shall be the presence or participation of at least half of the total number of its members holding voting rights. The Executive Committee shall pass resolutions by a relative majority of the members holding voting rights present or participating. In the case of a tie the Chairperson of the meeting shall have, subject to available options, the casting vote.

Items may be added to the Agenda of the Executive Committee by any of its members by notifying the President at least 10 days before the meeting. Items can be added at shorter notice at the discretion of the President.

ARTICLE 20
EXECUTIVE BOARD: COMPOSITION

The Executive Board is formed by the President, the General Secretary, the Treasurer, and the Executive Director.

ARTICLE 21
EXECUTIVE BOARD: DUTIES

The Executive Board shall prepare and facilitate the work of the Executive Committee and perform such other tasks and duties as are assigned to it by the Executive Committee. The Executive Board shall represent the Society in its dealings with third parties; the Society shall be bound by the joint signatures of three members of the Executive Committee, at least two of whom must be voting members of the Executive Board.

ARTICLE 22
EXECUTIVE DIRECTOR

The Executive Director shall serve for a term set by the Executive Board but no more than three years. This appointment must be approved by Members at the next General Assembly and may be renewed for additional terms. He/she will be responsible for supporting the Executive Board in the day-to-day administration of the Society and ensuring that the Society complies with relevant legal and financial regulations.

ARTICLE 23
AUDITORS

The Auditor(s) must be an independent professional. Their appointment will be approved by the General Assembly for a term of four years. They shall examine the books and accounting records of the Society, perform appropriate checks of supporting documents, examine the statement of profit and loss and the balance sheet of the Society and report thereon in writing to the General Assembly annually.

ARTICLE 24
FINANCES, RENDERING OF ACCOUNTS

The accounts of the Society shall be established according to the standards generally accepted in Switzerland. The audited accounts shall be kept at the disposal of the Members three months after the end of the fiscal year, together with a report of the Executive Committee. The fiscal year shall coincide with the calendar year.

ARTICLE 25
MEMBERSHIP FEES

Proposition: The annual membership fees for the different categories of members shall be determined by the General Assembly. They shall not, for any category, exceed EUR 150 and shall become due and payable on the first day of the calendar year.

ARTICLE 26 LIABILITY

The assets of the Society are exclusively liable for the obligation of the Society, to the exclusion of any personal liability of the Members.

ARTICLE 27 DISSOLUTION OF THE ASSOCIATION

The Society may be dissolved at any time by a respective resolution of a General Assembly by a majority of at least three quarters of the votes cast.

In the event of the dissolution, the liquidation of the Society shall be carried out by the Executive Committee and any surplus assets remaining after liquidation shall be transferred to a tax-exempt charitable institution selected by the Executive Committee.

ARTICLE 28 OFFICIAL ORGAN, COMMUNICATIONS

The official organ of the Society is the ESMINT website. Communications of the Society to all its members or to a specific category of members shall be validly done through this website; communications to individual members will be through email addressed to the last notified contact details.

ARTICLE 29 GOVERNING LAW

These Articles of Association shall be governed by, construed and interpreted in accordance with the laws of Switzerland.

Date: 21.08.2009
City: Opfikon