

***STATUTES OF THE
EUROPEAN SOCIETY FOR ARTIFICIAL ORGANS
(ESAO)***

as approved by the General Assembly in Bologna, Oct. 05

STATUTES

of the

European Society for Artificial Organs

Item 1: NAME, REGISTERED OFFICE, AND SCOPE OF ACTIVITIES

- 1.1 The society is named “**European Society for Artificial Organs**”, (abbreviated ESAO).
- 1.2 The society is registered in 3500 Krems, Austria.

Item 2: PURPOSE OF THE SOCIETY

The society is a non-profit organization and has the following objectives:

1. Promoting and publishing advances in the field of artificial organs and related areas.
2. Coordinating and developing research on artificial organs in Europe and representing this research in the field of artificial organs with the concerned scientific institutions.
3. Promoting the exchange of information and establishing contacts with organisations with similar objectives outside Europe.
4. Promoting and coordinating activities with similar Societies based in Europe, creating contacts, and organising the exchange of information between these Societies.

These objectives are to be achieved as follows by:

- Organising congresses
- Organising informal meetings
- Organising seminars
- Publishing of journals, reports and educational material, both in paper and electronically
- Organizing teacher, researcher and student mobility

Item 3: MEANS TO ACHIEVE THE PURPOSE OF THE SOCIETY AND THE WAY MEANS WILL BE RAISED

The intended purpose of the society shall be achieved by the following immaterial and material means:

3.1 Ideational means

To promote the work and to reach the aims of the society the following steps are intended amongst others:

- The organization and promotion of appropriate congresses and educational meetings.
- The editing and distribution of manuscripts of lectures, reports of conferences and seminars, and information about workshops and scientific meetings.
- Editing respectively support of a scientific journal.
- Implementation of an Internet platform with the said informations.

3.2 Material means

For achieving the ideational objectives, material means are to be raised in the form of annual membership fees, income from events, donations, and other grants.

Item 4: TYPES OF MEMBERSHIP

The members of the society are organised into

- 4.1 Ordinary members
- 4.2 Associate members
- 4.3 Senior members
- 4.4 Honorary members, i.e. persons appointed to this membership because of having acquired merit of their efforts for the society.

Item 5: ACQUISITION OF MEMBERSHIP

- 5.1 Any natural person conducting research, applied research, clinical research or development, or any other activity in the field of artificial organs and related areas may become a member of the society.
- 5.2 A member may become a senior member by staying on in the society after the end of that member's active professional career.
Senior members are exempt from paying membership fees, but are further on entitled to obtain information from the society and to attend congresses of the society by payment of the reduced congress fee.
Senior members will not continue to receive the society's journal. Senior members do have the right to vote at the General Assembly.
- 5.3 Any institution, corporation or society concerned with artificial organs, or any other national body with objectives similar to those of this society may apply for membership as an associate member.
- 5.4 Applications for membership are to be submitted to the Society's treasurer, the Secretary General or the Society office at the latest one month prior to a General Assembly.
- 5.5 Persons with special merits in the field of artificial organ research and related areas, or persons with special merits in developing the society may be admitted as honorary members by proposal by the board and subsequent acceptance by the General Assembly. Honorary members are exempted from membership fees.
- 5.6 For all membership applications the Board of Governors can decide on acceptance, with subsequent confirmation by the General Assembly, each by simple majority.

Item 6: TERMINATION OF MEMBERSHIP

Membership ends with the death of the member – for corporate bodies by loss of incorporation – by voluntary leaving, by cancellation, or by exclusion.

- 6.1 Voluntary leaving of the society is possible at any time, but is to be communicated in writing to the secretary and does not absolve from the fulfillment of commitments made up to the date of leaving.
- 6.2 A membership may be cancelled by the board of Governors if membership fees have been in arrear for more than two years, despite three reminders by the treasurer. The obligation to pay due membership fees shall remain unaffected.
- 6.3 The exclusion of a member from the society may be decreed because of repeated violation of society duties or of provisions of these articles of society.
The General Assembly is entitled to decide on this matter by simple majority.

Item 7: RIGHTS AND DUTIES OF MEMBERS

- 7.1 General

Every member having paid paid due fees has these rights:

- a) To be informed of the activities of the society.
- b) To participate in the annual congress of the society at a reduced congress fee.
- c) To receive the journal possessed or endorsed by the society.

7.2 Rights of ordinary members

Ordinary members and senior members are entitled to take part in the General Assembly and to execute their voting rights. They have the right to stand for election to the Board of Governors board as well.

7.3 Rights of associate members

For Associate members an authorized representative may take part in the General Assembly and has the right to vote. Associate members do not have the right to stand for election to the Board of Governors.

7.4 Rights of honorary members

Honorary members have the same rights as ordinary members. They are, however, exempt from paying membership fees.

Item 8: GENERAL ASSEMBLY

8.1 The regular assembly is held annually. It should be held preferably at the annual congress of the society.

8.2 An extraordinary General Assembly must take place if so decided by the executive committee or the regular General Assembly, if so proposed in writing by at least 10% of the members, or if so demanded by the auditors. In the aforementioned cases the extraordinary General Assembly must convene within one month after the arrival of the proposal at the executive committee.

8.3 All members are to be invited to regular and extraordinary General Assemblies in writing or electronic mail at least two weeks prior to the event. The General Assembly is to be set with an issued agenda. The setting is executed by the executive committee.

8.4 Proposals to the agenda are to be submitted to the executive committee in writing at least 24 hours before the date of the General Assembly. Due to urgent circumstances the agenda may be amended by the simple majority of the members present

8.5 Valid decisions – except those concerning a proposal to convene an extraordinary General Assembly – may only be made concerning items of the agenda.

8.6 All members are entitled to take part in a General Assembly. The eligibility to vote and to stand for election is detailed in item 7 of the articles of society. Every eligible member has one vote. Transfer of voting rights to another member is permitted by way of written authorisation, which has to arrive at the General Secretariate latest 48 hours before the General Assembly. A delegate must be a member with voting right, and not more than three votes can be accumulated per person. If the Assembly has been convened according to the articles of society it constitutes a quorum, regardless of the number of members eligible to vote and to stand for election present.

8.7 Elections and resolutions in the General Assembly, as a rule, require a simple majority. Resolutions concerning changes of the society's articles of society or its dissolution, however, require a qualified majority of two thirds of the cast and valid votes.

8.8 The President chairs the General Assembly, in case of the President being prevented from attending, the General Assembly shall be chaired by the deputy. Should the deputy be prevented from attending as well, the most senior member of the executive committee shall be President.

8.9 For the election of members of the Board of Governors and the Executive Committee, voting is possible either online or on-site during the Annual Conference. The results are announced at the General Assembly.

Item 9: SCOPE OF FUNCTIONS OF THE GENERAL ASSEMBLY

The following activities are reserved to the General Assembly:

- a) receiving and approving the statement of accounts and the closing of accounts,
- b) deciding on the preliminary estimate,
- c) appointing and displacing members of the executive committee, the board of governors and of the auditors,
- d) stipulating membership fees,
- e) awarding and depriving of honorary memberships,
- f) deciding on exclusions from membership, except those exclusions decreed by the executive committee, due to arrears in membership fees,
- g) deciding on changes to the articles of society and the voluntary dissolution of the society, resolutions concerning these items require a majority of 66% of the cast votes with at least half of all members eligible to vote present,
- h) deliberating and deciding on miscellaneous questions of the agenda,

- i) admitting members to the society, with the exception of associate members.

Item 10: BOARD OF GOVERNORS

- 10.1 The Board of Governors is formed by the members of the executive committee and eight to twelve other members.
- 10.2 The Board of Governors has to represent the various areas of interest and activities of the society.
- 10.3 The members of the Board of Governors are elected by the General Assembly.
- 10.4 The Board of Governors decides with simple majority. At a parity of votes the President shall have a casting vote.
- 10.5 Those Governors, which are not members of the Executive Committee, are elected for a period of three years. They are only re-eligible once consecutively and cannot reapply before three years.
- 10.6 The Board of Governors may propose one former President and few former Board Members, which have rendered exceptional services to the Society, to become Honorary President respectively Honorary Board Members. An Honorary President and Honorary Board Members have the right to participate in the Board meetings, but without the right to vote.
- 10.7 Coopted Members of the Board of Governors: The board may nominate up to three persons specially qualified by their professional experience, as coopted members for a period of up to three years. They have the right to participate in the Board meetings, but without the right to vote. The nominations have to be confirmed by the General Assembly.
- 10.8 The elected Governors of the Board and the Coopted Board Members cannot miss more than two Board Meetings in a row without proper justification and timely communication. The failure to comply with this obligation will enable the dismissal of these Board Members by the ESAO Board and/or Executive Committee.

Item 11: DUTIES AND RESPONSIBILITIES OF THE BOARD OF GOVERNORS :

With the exception of those tasks specifically assigned to individual members of the executive committee by the articles of society and the legislation concerning Societies, the duties and responsibilities of the Board of Governors:

- a) General management of the society
- b) Selection of venue and organisation of the society's congresses
- c) To pursue the scientific direction and quality of the society.
- d) Maintenance of relationships to associated Societies
- e) Preparing recommendations for the General Assembly.

Item 12: EXECUTIVE COMMITTEE

- 12.1 The executive committee consists of the President, the Past President (President of the last term of office), the President Elect (President of the next term of office), a Secretary General, and a Treasurer. As the need may be, deputies for the Secretary General and the treasurer may be appointed as well.
- 12.2 The President's term of office is two years. The president may not be re-elected. The General Assembly has to elect a President for the following period of office as well. The Secretary General shall be elected for a time of **three years**. The treasurer shall be elected for a term of office of four years. They may be re-elected only once. They will have to wait for four years after completion of their second term of office, before being eligible again.
- 12.3 The executive committee is entitled to co-opt another eligible member, should an elected member of the executive committee retire from office. In this case the approval of the subsequent General Assembly is to be obtained.
- 12.4 The executive committee is convened by the President, or the President's deputy, in writing, or orally.
- 12.5 The executive committee constitutes a quorum if all members have been invited and at least half of them are present.
- 12.6 The executive committee decides by simple majority. At a parity of votes the President shall have the casting vote.
- 12.7 The President chairs the executive committee, in case of the President being prevented from attending, the deputy shall chair. Should the deputy be prevented from attending as well, the most senior member of the executive committee shall be President.

- 12.8 Except due to death or completion of term of office (item 10.2), the function of a member of the executive committee shall be forfeited by supersession (item 10.9) and resignation (item 10.10.)
- 12.9 The General Assembly is entitled to superseding the entire executive committee or individual members at any time.
- 12.10 Members of the executive committee may hand in their resignation in written form at any time. The resignation is to be addressed to the executive committee, in the case of resignation of the entire executive committee to the General Assembly.

Item 13: DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE:

The executive committee is in charge of directing the society. It is in charge of all duties and responsibilities not assigned by the articles of society to other organ of the society.

Its sphere of action in particular includes the following concerns:

- a) Preparing the annual preliminary estimate and the statement of accounts and the closing of accounts.
- b) Preparing and convening the regular and extraordinary General Assemblies.
- c) Administering the society's assets,
- d) Recommendations of admitting, excluding and canceling memberships, with decision by the Board with subsequent confirmation by the General Assembly.
- e) Concluding and terminating contracts of employment with employees of the administration.

Item 14: SPECIAL OBLIGATIONS OF INDIVIDUAL MEMBERS OF THE EXECUTIVE COMMITTEE

- 14.1 The President manages the general affairs of the society and represents it with regard to external affairs.
- 14.2 The following applies with regard to internal affairs:
- a) The President chairs the General Assembly and the meetings of the executive committee and the Board of Governors. In case of imminent danger, the President is entitled to issue independent directives in sole responsibility, also in concerns otherwise falling into the sphere of action of the General Assembly or the executive committee. These directives, however, require the ex-post approval of the organ of the society otherwise in charge.
 - b) The Secretary General has to support the President directing the affairs of the society. The Secretary General shall draft the Agenda of Board Meetings and General Assemblies. He is in charge of keeping the records of the General Assembly, the Board of Governors and the executive committee. He should coordinate the activities of the Society, acting in compliance with the wishes and directives of the Board and in accordance with the Society Statute, and submit a report on his/her activities.
 - c) The treasurer is responsible for the proper managing of the financial affairs of the society. He shall keep and regularly update lists of the Members of the Society, Collect the annual membership fees; make payments on behalf of the society; He/she shall manage the society account, draw up balance sheets and circulate same to Members annually. He/she shall act in compliance with the wishes and directives of the Board and in accordance with the Society Statute.
 - d) The President or the President's deputy is obligated to the society to issue written executions and announcements of the society, in particular deeds obligating the society, in collaboration with the recording clerk, and in case of aforesaid documents concerning financial matters, to issue these in collaboration with the treasurer.
 - e) The deputies of the President, the Secretary General, or the Treasurer may only act when the President, the Secretary General, or the Treasurer are prevented from doing so. The effectiveness of their actions as deputies is not affected.

Item 15: THE ESAO-EDITOR:

The ESAO Editor takes care of the publication of the Society's Journal. He/she acts in strict cooperation with the Board of Governors and the Journal Publisher. He/she is invited to attend the board of Governors Meeting but has no voting right. He/she is nominated by the Board of Governors for a period of three years and may be renominated.

Item 16: WORKING GROUPS:

- 16.1 To enhance the activities of the society in certain fields, the Board of Governors may install Working Groups and elect Chairmen of these Groups, and to close such groups, if their necessity vanishes. These decisions require subsequent confirmation by the General Assembly.
- 16.2 Chairmen of Working Groups are requested to submit reports of their activities to the Board meetings. They may be invited to attend the meetings of the Board of Governors, but without the right to vote. They must manage a budget for their working groups in supervision by the treasurer.

Item 17: AUDITORS

- 17.1 Two auditors are elected by the General Assembly for terms of office of two years. Re-election, even repeated re-election is permitted. The auditors must not be part of any organ of the society – with the exception of the General Assembly – whose activities are the object of revision.
- 17.2 The auditors are in charge of monitoring current affairs and of revising the closing of accounts. They have to report to the General Assembly on the results of the revision.
- 17.3 For the rest, the provisions of items 12.2, 12.8, 12.9, and 12.10 apply to the auditors correspondingly.

Item 18: BOARD OF ARBITRATION

- 18.1 The board of arbitration decides on all matters of dispute resulting from the associative relationship.
- 18.2 The board of arbitration consists of five ordinary members. It is constituted by each contending party submitting the names of two ordinary members to the executive committee within four weeks. The arbitrators thus selected elect a fifth ordinary member by simple majority as the President of the board of arbitration. At a parity of votes the decision is made by lot.
- 18.3 The board of arbitration decides with all members present and by simple majority. It decides in all conscience. Its decisions are, within the society, final.

Item 19: DISSOLUTION OF THE SOCIETY

- 19.1 The voluntary dissolution of the society can only be decided by an extraordinary General Assembly convened solely to this purpose and only with the majority of votes specified in item 8.7 of these articles of society. This General Assembly has to decide on the winding-up as well. In particular it has to appoint one or more liquidators, and to decide to whom the society's assets, after covering any liabilities, are to be transferred to.
- 19.2 The last meeting of the board of Governors has to announce the voluntary dissolution of the society to the society's regulating body.
- 19.3 In the case of voluntary dissolution, any contingent assets of the society must on no account benefit any member of the society. The General Assembly deciding on the voluntary dissolution must name a non-profit, a charitable, or a religious- organisation that as such is recognised in accordance with §34 and the following paragraphs of the federal fiscal code of Austria. The assets are to be handed over to this organisation by the retired executive committee, or by a liquidator appointed to this task by the General Assembly.