



## **CONSTITUTION – BYLAWS\***

\*The use of gender specific expressions in the wording of these constitutions - bylaws shall be understood as applying to both female and male genders.

Version 5 - confirmed by the General Assembly – Amsterdam, May 25, 2018

### **Article 1 – Name registered office and activity**

1. The Society bears the name **European Society of Endocrine Surgeons (ESES)**
2. The Society is registered in Vienna and its activities reach all over the world

### **Article 2 – Objectives**

The objectives of the Society, as a non-profit organization with activities for public benefit, aim at

1. The promotion of science through research and the advancement of knowledge and techniques in endocrine surgery.
2. The promotion and maintenance of high standards in the clinical practice of endocrine surgery and the promotion of education and research in this field.

### **Article 3 – Means to implement the Society's objectives**

1. The objectives of the Society shall be reached by the ideal and material means mentioned in subsection 2 and 3.
2. Ideal means shall be
  - a. The organization of meetings, symposia, conferences and courses under the auspices of the Society and held by local members.
  - b. The implementation of fellowships under the auspices of the Society in accredited centres of endocrine (head and neck endocrine) surgery according to the Division of Endocrine Surgery/DES within the UEMS Section of Surgery & European Board of Surgery
  - c. Facilitating the publication of peer-reviewed articles on clinical and experimental endocrine surgery in an international surgical journal acting as the official organ of the Society.
  - d. Maintaining contact between the individual members of the Society by appropriate means.

- e. The participation in and administration of EU projects in the field of endocrine surgery
3. The necessary material means shall be raised through
- a. Membership fees
  - b. Income from events and undertakings of the Society
  - c. Donations and other contributions
  - d. EU subsidies
  - e. Interests on deposits

#### ***Article 4 – Types of Membership***

Membership of the Society shall be open to clinicians who have high professional standards and whose activities are orientated towards clinical practice and research in endocrine surgery. Contribution to the pertinent scientific literature will represent a major criterion in determining membership.

The types of membership are: Active, Junior, Corresponding and Honorary

1. **Active members** are the original charter members and other members subsequently elected, whose centre of life is in a European country or who at least spend most of her/his surgical activity in a European country, provided that their membership fee has been paid.
2. **Corresponding members** are clinicians working outside Europe who have equivalent qualifications to active members. They have no voting rights nor are eligible for election as officers. They pay a reduced membership fee.
3. **Junior members** are surgeons in training under the age of 35 years who are elected. They have no voting rights nor are eligible for election as officers. They pay a reduced membership fee.
4. **Honorary members** are individuals who have made outstanding contributions to the discipline of endocrine surgery. They shall have no voting privileges, are not eligible for election as officers, and do not pay membership fees.

#### ***Article 5 – Qualification for Membership***

1. Applications forms for active or corresponding membership are available on the official homepage of the Society website.
2. Completed application forms are sent electronically to the Secretary. Candidature shall be reviewed by the Membership Committee which decides the acceptance or rejection of candidates after individual discussion. Accepted candidates will be notified electronically and confirmed by the Executive Council.
3. Prior to the legal foundation of the Society, active and corresponding members are elected by the founding members of the Society or by the Executive Council if such an organ has already been installed. This membership will only be valid upon foundation of the Society. In case an Executive Council is

installed after foundation of the Society, the founding members also decide upon the (final) election of active and of corresponding members.

4. Prospective honorary members shall be proposed to the Executive Council through the president by written or oral statement and will be confirmed by the Executive Council.

#### ***Article 6 – Termination of Membership***

1. Membership expires upon death of the member, through voluntary resignation and through exclusion.
2. Members may resign any time by written notification to the Executive Council. The Executive Council will expel a member if the latter defaults on payment of membership dues by more than one year despite receiving two written reminders setting an appropriate grace period for payment. The obligation to pay outstanding membership fees remains unaffected thereby.
3. The Executive Council may expel a member also due to the gross violation of other member duties or behaviour that brings the ESES into disrepute.
4. Honorary membership can be revoked by the General Assembly upon the request of the Executive Council for the reasons cited under Paragraph 3

#### ***Article 7 – Rights and Obligations of the Members***

1. Members are entitled to attend all events of the Society.
2. The right to vote in the General Assembly as well as the active and passive right to vote is only available to active members.
3. Each member is entitled to request the Executive Council to hand over the bylaws of the Society.
4. At minimum of a tenth of the members may request the Executive Council to convene a General Assembly.
5. Members shall be informed by the Executive Council about its activities and financial situation of the Society at each General Assembly. If at least a tenth of the members request it under specification of reasons, the Executive Council has to give all the requested information within four weeks.
6. The Executive Council shall inform the members of the balance of accounts (rendering of accounts). The auditors shall be present if such information is given during the General Assembly.
7. The members shall be obliged to support the interests of the Society and to omit anything possibly impairing its reputation and the purpose. They shall observe the by-laws and resolutions of the Society. Active, corresponding and junior members shall be obliged to pay the membership fees punctually pursuant to the amount decided by the General Assembly.

## **Article 8 – Organs of the Society**

Organs of the Society are the **General Assembly** (Article 9 and 10), the **Executive Council** (Article 11 to 13), the **Auditors** (Article 17) and the **Arbitration Court** (Article 18)

## **Article 9 – General Assembly**

1. The General Assembly is the "General Meeting of the Members" according to the Austrian Association Act of 2002. The ordinary General Assembly shall be held every two years during the biennial congress.
2. An extraordinary General Assembly shall be held within four weeks if decided by the Executive Council or the regular General Assembly, upon a written motivated request of at least one tenth of the members, or requested by the Auditors.
3. Invitations to both the regular as well as the extraordinary General Assemblies shall be distributed to all members in writing, by fax, or via e-mail (to the fax number or e-mail address indicated to the Society by the member) at least two weeks prior to the date of the Assembly. The invitation to the General Assembly shall include the agenda. The General Assembly shall be convened by the Executive Council, by the Auditors or by a court appointed trustee.
4. Requests to the General Assembly must be submitted to the Executive Council in writing at least three days before the date of the General Assembly.
5. Valid resolutions, with the exception of those regarding a request to convene an extraordinary General Assembly, can only be passed on items that are part of the agenda.
6. All members are entitled to participate in the General Assembly. Only active members are eligible to vote. Each member has one vote. The transfer of a member's right to vote to another member can be permitted by a written proxy. Each member can only represent one other member by proxy.
7. The General Assembly shall constitute a quorum regardless of the number of members appearing.
8. All votes and resolutions passed by the General Assembly shall generally require a simple majority of the valid votes cast, except for amendments to the constitution - bylaws or in the case of liquidation of the Society, which shall require a qualified two-third majority of the valid votes cast.
9. The General Assembly shall be presided over by the President. In his/her absence, the General Assembly shall be chaired by the President Elect (1<sup>st</sup> Vice President). If this person is also prevented, the General Assembly shall be chaired by the Secretary.

## **Article 10 – Duties of the General Assembly**

The General Assembly reserves the right to undertake the following duties:

1. Passing resolutions on the submitted motions;
2. Receiving and approving the report for the last two years and accounting of the two past financial years upon the recommendation of the Auditors;

3. Electing and releasing the members of the Executive Council, the Committees and the Auditors;
4. Approving legal transactions between the Auditors and the Society;
5. Approval of the activities of the Executive Council
6. Determining the amount of the membership fee for active, corresponding and junior members;
7. Awarding and terminating honorary membership;
8. Voting on the proposal made by the Executive Council concerning the time and location of the next biennial congress and conference.
9. Accepting the activity reports of all committees and subcommittees (see article 15)
10. Accepting the Congress or Conference report by the Organising Committee of the various activities;
11. Passing resolutions on amendments to the constitution - bylaws and the voluntary liquidation of the Society;
12. Advising and deciding on other items of the agenda.

#### **Article 11 – Executive Council**

1. The Executive Council shall consist of ten permanent and two temporary members
  - a. 6 officers
    - President,
    - President Elect (1<sup>st</sup> Vice President)
    - Past President (2<sup>nd</sup> Vice President)
    - Secretary
    - Recorder
    - Treasurer
  - b. 6 other active (executive) members appointed by election or co-option –
    - Four “permanent” members
      - One should be the chairman of the Division of Endocrine Surgery/DES within the UEMS Section of Surgery & European Board of Surgery
      - One should be the chairman if the National Delegate Council (NDC).
    - Two “temporary” members who are co-opted as members to the Executive Council.
      - One should be the Chairman of the Local Organizing Committee of the forthcoming Biennial Congress
      - One should be the Chairman of the Local Organizing Committee of the forthcoming Workshop
2. The members of the Executive Council shall be elected by the General Assembly based on the proposal by the Nominating Committee. If an elected

member resigns, the Executive Council has the right to appoint another eligible member, which requires the subsequent approval by the next General Assembly. If the Executive Council is not available at all or for an undetermined period of time without appointing another member, each Auditor is obliged to immediately call an extraordinary General Assembly to elect a new Executive Council. If the Auditors are also unable to fulfil their duties, any regular member who recognizes the severity of the situation can immediately file a petition with the competent court for the appointment of a trustee, who shall then immediately call an extraordinary General Assembly.

### 3. Officers

- a. **President** - The term of office shall be two years; re-election is not possible. Afterwards, the person will become
  - b. Past President (2<sup>nd</sup> Vice President) and remains for two more years in the Executive Council.
  - c. **President Elect** (1<sup>st</sup> Vice President) shall be proposed by the Nominating Committee and shall be confirmed by the General Assembly at the Biennial Congress two years ahead of being due to take office . The President-elect shall replace the President in case of absence.
  - d. **Secretary** - will be elected for a term of four years and shall be eligible for re-election for one additional four-year term
  - e. **Treasurer** - will be elected for a term of four years and shall be eligible for re-election for one additional four-year term.
  - f. **Recorder** - will be elected for two years and can be re-elected for a further two-year term.
4. The term of office for “permanent” members of the Executive Council who are not officers shall be four years; they can be re-elected for a further four year term.
  5. The term of office for “temporary” members of the Executive Council who are not officers shall be two years. The term of office starts the year before the congress or the conference and ends the year after.
  6. The duties of each officer in the Executive Council must be performed by the person elected to the office.
  7. The Executive Council shall be convened in writing or orally by the President, or, if he/she is unable to do so, by the President Elect. If the latter is also unable to fulfil his/her duties for an unforeseeable period of time, the Secretary shall take over the duties.
  8. The Executive Council shall reach a quorum if all its members have been invited and if at least half of the members are present at a meeting.
  9. All decisions of the Executive Council shall be made by a simple majority of votes of the members present. In case of a tie, the chairman of the Executive Council shall have the deciding vote.
  10. The Executive Council meetings shall be chaired by the President and, in case he/she is unable, by the President Elect. If the President Elect is also unable, the meeting shall be chaired by the Secretary or another Executive Council

member who shall be elected by a simple majority of the other council members.

11. Apart from death and the expiration of the term of office, the office of a member of the Executive Council shall come to an end if the member is relieved of his office or if he/she resigns.
12. The General Assembly may remove the entire Executive Council or any of its members from office at any time. The removal shall become effective as from appointment of a new Executive Council member or a completely new Executive Council.
13. The Executive Council members may submit their resignation in writing at any time. The resignation shall be submitted to the Executive Council or, in the case of the resignation of the entire Executive Board, to the General Assembly. The resignation shall become effective only upon the election or appointment of a successor.

#### ***Article 12 – Duties of the Executive Council***

1. The Executive Council shall be responsible for the management of the Society. It shall be the management body according to the Austrian Association Act of 2002. It shall perform all functions not allocated to another organ of the Society by the Statutes. Its responsibilities shall include:
  - a. Preparation of an accounting system that complies with the accounting requirements of the Society with a continuous record of the income/expenses and the administration of a list of assets as a minimum requirement;
  - b. Preparation of the estimated annual budget, the annual report, and the balance of the accounts
  - c. Preparation and calling of the ordinary and extraordinary General Assemblies in the event of Article 9, Paragraphs 2 and 3 Item of these bylaws;
  - d. Providing information of the members concerning the activities and the financial conduct of the Society as well as audited closing of accounts;
  - e. Administration of the Society's assets;
  - f. Admission and expulsion of members of the Society;
  - g. Employment and dismissal of employees of the Society.

#### ***Article 13 - Special Duties of Individual Members of the Executive Council***

1. The **President** shall be responsible for the ongoing business of the Society.
2. The President shall represent the Society both legally and contractually. To become effective, written documents of the Society shall require the signatures of the President and the Secretary, in financial matters (disposition of assets) of the President and the Treasurer. Legal transactions between members of the Executive Council and the Society require the approval of another member of the Executive Council.

3. The only persons entitled to grant legal powers of attorney to others to represent the Society or sign legal documents in his/her name are those mentioned in lit. 2
4. In case of “imminent danger“, the President shall be entitled to take measures independently, even in matters falling within the competence of the General Assembly or of the entire Executive Council. Such measures shall, however, require the subsequent approval of the competent organ of the Society.
5. The President shall preside at meetings of the Executive Council and the Society. The President has a casting vote in every meeting in which positive and negative votes are equal.
6. The **Secretary** shall support the President in managing the Society.
7. The Secretary shall communicate to all members’ matters concerning new candidates for membership and proposes changes to the constitution - bylaws of the Society. The Secretary shall also keep minutes of the meetings of the Society and the Executive Council, is responsible for all communication between the Society, its members and other associations and the data management of all members of the Society.
8. The **Recorder** is responsible for the collection of the papers to be submitted to the official journal for possible publication.
9. The **Treasurer** shall keep the financial accounts of the Society and shall submit a written report on the financial conduct of the Society to the General Assembly.

#### ***Article 14 – National Delegate Council***

1. The **National Delegate Council** shall consist of one member from each country selected by the members from that country.
2. This person is called National Delegate and has to be member of ESES.
3. Where a country has a national organization or a working group representing endocrine surgeons, it is preferable that the national organization or working group approve the national delegate.
4. The National Delegate Council will elect a chairman who will be a member of the Executive Council
5. The term of office of the chairman of the national delegate Council shall be four years. He can be re-elected for a further four year term. The National Delegate Council will meet concurrently with the Biennial Congress.
6. The views and decisions of the National Delegate Council should be communicated to the Executive Council through its chairman.
7. The objectives of the National Delegate Council are:
  - a. to diffuse information about the Society and its activities to the endocrine surgical communities of the respective countries
  - b. to report specific problems of the respective countries to the Executive Council

## **Article 15 – Sub Committees**

The Society shall have at least the following sub-committees:

1. **Membership Committee** - examines incoming membership applications beforehand regarding their formal correctness, and has the right to reject them or recommend them to the Executive Council

The Membership Committee shall consist of a chairman and two members, preferably of the Secretary and the Treasurer or one member of the Executive Council designated by the Executive Council.

The chairman of the Membership Committee is the President Elect (1st Vice President).

The term of office of the members of the Membership Committee shall be the term of the member's office. Re-election for a further term thereafter is permitted according to a re-election of the member.

2. **Nomination Committee** – shall collect and discuss written proposals sent to the Nomination Committee for the election of new members of the Executive Council. The chairman shall report the decision to the Executive Council, recommending the best candidates for various positions.

The Nomination Committee shall consist of a chairman and three members.

The chairman of the Nomination Committee is the Past-President (2<sup>nd</sup> Vice President).

The other members are elected by the General Assembly.

Besides the chairman a member of the Nominating Committee cannot concurrently be a member of the Executive Council.

The term of office for the chairman and of the members of the Nominating Committee shall be two years and re-election for a further term thereafter shall not be permitted.

3. **Research and Educational Committee** – shall design and coordinate studies within ESES members and shall promote the development of guidelines/consensus statements/positional statements/recommendations within ESES and in cooperation with other international surgical and clinical endocrine societies.

The Research and Educational Committee shall consist of a chairman and three members. The chairman is member of the Executive Council and is designated by the members of the Executive Council.

The chairman cannot concurrently be the chairman of the National Delegate Council or the representative of Division of Endocrine Surgeons.

The other members are elected by the General Assembly.

The term of office for the chairman shall be four years and of the members of the Research and Educational Committee shall be four years.

4. **Publication and Programme Committee** - shall coordinate the publication of conference and congress abstracts, summaries and manuscripts in general and of ESES consensus statements in particular

The Publication and Programme Committee shall consist of two members of the Executive Council designated by the Executive Council

The Publication and Programme Committee is chaired by the Recorder

5. The President can establish other ad hoc sub-committees subject to the approval of the Executive Council.

All decisions of the National Delegates Council (§15'4) and the above mentioned committees (§15) shall be made by a simple majority of votes of the members present. In case of a tie, the chairman of the committee shall have the deciding vote.

### ***Article 16 – Biennial Congress/Conferences***

The Executive Council shall determine the time and place of the biennial congress and conference every second year announcing details preferably four years in advance. National delegates or individual members can offer to host the next congress or conference. The President is entitled to propose the place of the congress and conference. However, the determined place and time must be approved by the General Assembly.

### **Article 17 – Auditors**

1. The General Assembly shall elect two auditors for a period of two years. They may be re-elected. The auditors may not be members of an Executive Council. The auditors' duties are to check the current business and the financial management of the Society for the proper character of accounting and to examine whether the funds are used as given by the bylaws. The Executive Council shall provide the auditors with all necessary documents and information. The auditors shall report the results of the audit to the Executive Council.
2. Legal transactions between the Auditors and the Society are subject to approval by the General Assembly. Incidentally the Auditors are subject to the regulations set down in Article 9, Paragraph 2 to 3 and Article 11, Paragraph 2.

### ***Article 18 – Arbitration Board***

1. All disputes arising from the associative relationship shall be settled by the internal arbitration board of the Society. The Arbitration Board is an arbitration tribunal according to the Austrian Association Act 2002 and not an arbitration tribunal according to Articles 577 et. seq. of the Austrian Code of Civil Procedure.
2. The Arbitration Board shall be composed of three regular members of the Society. One party to the dispute shall nominate one member as an arbitrator. The nomination shall be submitted to the Executive Council in written form. Within seven days, the Executive Council shall request the other party to also nominate an arbitrator within 14 days. After informing the Executive Council within seven days, the two appointed arbitrators shall elect a third ordinary member from the above-mentioned delegation members to act as Chairman of the Arbitration Board. If the vote is tied among those elected, a decision shall

be reached by drawing lots. With the exception of the General Assembly, the members of the Arbitration Board may not belong to any body whose activities are subject of the dispute.

3. The Arbitration Board shall render judgment after hearing both parties in the presence of all its members by a simple majority of votes. It shall decide to the best of its knowledge and belief. Its decision shall be final within the Society.

### ***Article 19 – Voluntary Dissolution***

1. The voluntary liquidation of the Society can only be decided by the General Assembly and requires a qualified two-thirds majority of the valid votes.
2. The General Assembly shall also pass a resolution concerning the assets of the Society, if such assets exist. In particular, the General Assembly shall appoint a liquidator and pass a resolution regarding to whom the assets of the Society remaining and shall be transferred after the payment of the debts. Provided it is possible and legally viable, the remaining assets shall be transferred to an organization pursuing similar aims as this Society, otherwise to social welfare or charitable or churchly objectives.

### **Appendix of the constitution bylaws**

Please find the appendix of the constitution bylaws in the password protected area