



## **STATUTES OF THE "EUROPEAN SOCIETY OF MUSCULOSKELETAL RADIOLOGY - ESSR"**

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

- 1.1 The name of the Society shall be European Society of Musculoskeletal Radiology (ESSR).
- 1.2 The Society shall be registered in Vienna.
- 1.3 The Society extends its activities to the whole of Europe.
- 1.4 The internal office language of the Society shall be English.

### **2. Objectives of the Society**

The Society shall be an apolitical society, in all its actions not-for-profit, consisting of physicians, scientists and other professionals involved in the field of musculoskeletal radiology as well as related research. The objectives of the society are solely to advance the study of musculoskeletal imaging and its associated diseases for the public good by encouraging teaching, research and further education in the subspecialty and to encourage the harmonious interchange and integration of all professionals with an interest in this field.

### **3. Activities and funds**

3.1 The intended purpose of the Society shall be achieved by organising congresses, meetings, lectures and other educational activities, by supporting research activities, clinical and non-clinical studies and by publication of scientific and professional information in the field of musculoskeletal Radiology.

The annual meeting of the Society will be held in Europe. The place must be determined at least one year before the meeting and the date cannot be changed less than three months before the meeting. The organisation of the Annual Meeting is regulated by internal guidelines.

3.2 The financial means required to pursue the purpose of the Society shall be obtained through admission fees, membership fees, proceeds of events, donations, collections, gifts, bequests, grants, revenues from asset management and other contributions.

### **4. Types of membership**

The following types of members of the Society shall exist: active members, senior members, honorary members, associate members, corresponding members and corporate members.

4.1 Active members shall be radiologists with special interest and special experience in musculoskeletal radiology. Active membership shall only be open to radiologists active in Europe or with a European nationality.

4.2 Senior members shall be former active members, who wish to maintain their membership after retiring.

4.3 Honorary members shall be persons who have made an outstanding contribution to the advancement of musculoskeletal radiology and/or to the promotion of the Society. Honorary membership shall be awarded by the General Assembly upon recommendation of the Executive Committee.

4.4 Associate members shall be scientists or physicians active in fields related to radiology or persons nominated by or on behalf of non-medical organisations.

4.5 Corresponding members shall be radiologists not active in Europe or with a non European nationality who want to support the Society.

4.6 Corporate members shall be enterprises and other organisations interested in the activities and aims of the Society and providing financial support to the Society.

4.7 Candidate members shall be residents in radiology with a special interest in musculoskeletal radiology, or junior MD researchers in the field of musculoskeletal radiology.



## **5. Acquisition of membership**

Applications for active, associate or corresponding membership require nomination by one active member. Membership is approved by the Executive Committee of the Society and will be activated after receipt of payment of the membership dues.

## **6. Termination of membership**

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

6.1 Voluntary resignation shall only be possible at the end of a calendar year. It has to be notified to the Secretary General in writing at least one month prior to the end of the calendar year. In case of late notification, it shall become effective only at the next withdrawal date.

6.2 Cancellation of membership will be effected by the Executive Committee, if the membership fees are two years in arrears despite two reminders. Cancellation of membership does not remove the obligation to pay the outstanding membership fees.

6.3 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 and of dishonourable behaviour. Appeal to the General Assembly against exclusion shall be possible within two weeks after receipt of the written notification of expulsion. The membership rights and duties shall be suspended until a decision is taken by the General Assembly.

## **7. Rights and duties of members**

7.1 Members shall be entitled to attend all meetings of the Society and to make appropriate use of its facilities. Only active and honorary members shall have a vote in the General Assembly as well as the right to vote and to stand for elections. Active, associate, candidate, and corresponding members shall be subject to membership dues as determined by the General Assembly.

7.2 Members shall have the right to be informed about the activities of the Society and of the financial affairs by the Executive Committee during every General Assembly.

7.3 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.

## **8. Organs of the Society**

The organs of the Society shall be

- 8.1 the General Assembly
- 8.2 the Executive Committee
- 8.3 the Auditors
- 8.4. the Committees
- 8.5. the Sub-committees

## **9. The General Assembly**



9.1 The ordinary General Assembly shall be held once a year. The General Assembly can also take place outside the registered office of the Society. The venue of the upcoming General Assembly is to be determined by the General Assembly at its previous meeting. The date of an ordinary General Assembly is to be determined by the Executive Committee at least 4 months prior to the General Assembly and must not be changed during the three months preceding the ordinary General Assembly.

9.2 An extraordinary General Assembly shall be convened if this is decided by the Executive Committee or the General Assembly or following delivery of a written reasoned request by at least 10 % of the members of the Society. An extraordinary General Assembly shall be held no later than two months after the delivery of the request to the Executive Committee.

9.3 Written invitations to ordinary and extraordinary general assemblies shall be sent to all members at least six weeks before the date of the meeting. The invitation to the General Assembly shall be accompanied by the agenda. General assemblies shall be convened by the Executive Committee.

9.4 Items can be added to the Agenda if notified to the Executive Committee in writing at least eight weeks prior to the date of the General Assembly.

9.5 Resolutions - except motions to convene an extraordinary General Assembly - may only be adopted when included in the agenda.

9.6 All members in good standing shall be allowed to participate in the General Assembly. The right to vote and to stand for elections shall be applicable as laid down under item 7.1 of the Statutes. Every member entitled to vote shall have one vote. The General Assembly shall reach a quorum if half of the members entitled to vote are present. If the General Assembly does not reach a quorum at the scheduled starting time, it shall begin fifteen minutes later and shall reach a quorum regardless of the number of members present.

9.7 Elections held and resolutions passed by the General Assembly, shall generally require a simple majority of votes. But for

- the expulsion of members
- Resolutions to amend the Statutes of the Society
- Or to liquidate the Society,

a qualified majority of two thirds of the valid votes cast shall be required. Abstentions shall not be considered when counting the votes. In case of a tie, the President shall have the casting vote.

All voting will be by show of hands with the exception of the elections to the counsellors, where a postal or electronical ballot will be conducted.

9.8 The General Assembly shall be presided over by the President. In his absence the General Assembly will be chaired by the President-Elect. If the latter is also absent, the General Assembly shall be presided over by the oldest Executive Committee member present.

9.9 Subject to appropriate technical environment and infrastructure suitable to safeguard the rights of the members in the General Assembly and the character and purpose of a General Assembly as being the assembly of the members of the Society according to the Austrian Act of Associations of 2002 (Österreichisches Vereinsgesetz), General Assemblies as well as elections and voting can be held electronically upon decision of the Executive Committee.



An electronic voting system has to 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. The time of and period for elections by electronic voting are to be decided by the Executive Committee. The results of elections are to be announced to the members of the Society by the President in the course of the General Assembly and by publication on the Society's website.

## **10. Competence of the General Assembly**

The following competences lie within the authority of the General Assembly

- 10.1 Receiving and approving the report of activities and the statement of accounts;
- 10.2 Ratification of the budget;
- 10.3 Appointing and dismissing the officers of the Executive Committee and the auditors;
- 10.4 Fixing the admission and membership fees;
- 10.5 Admission of members of the Society;
- 10.6 Awarding and withdrawal of honorary membership;
- 10.7 Resolutions on amendments to the Statutes and voluntary liquidation of the Society;
- 10.8 Advisory function and passing of resolutions on other topics covered by the agenda;
- 10.9 Judgment in the case of appeals against expulsion of members.

## **11. The Executive Committee**

11.1 The Executive Committee shall consist of

- the President
- the Past President
- the President-Elect
- the Vice President
- the Treasurer
- the Secretary General, and of
- three Counsellors
- Ex-officio members: the Congress President of the Annual Meeting for the year prior to the meeting, the chairpersons of the Committees and the European Editor of the main official journal of the society.

11.2 To provide geographical diversity of representation in the Executive Committee no more than two members of the Executive Committee (Counsellors, Secretary, Treasurer, Vice President, President and Past President) may have their principal radiology practice in the same country. This rule does not refer to a member's nationality or the location of any subsidiary practice.

11.3 Elections of members of the Executive Committee

The Vice President, the Secretary General and the Treasurer are nominated for election in the General Assembly by the Executive Committee by a single majority of votes. For the sake of continuity of the activities of the Society, the Vice President shall automatically proceed to the position of President - Elect, the President - Elect to the position of President and the President to the Position of Past - President, providing that these persons stand as candidates for these offices. The Secretary General will inform the membership in writing, at least six weeks before the AGM of the nomination of the Executive Committee. Alternative nominations can be addressed to the Executive Committee, to the attention of the Secretary General no later than two weeks prior to the General Assembly. Nominations require written support by at least five active, fully paid members.



Nominations have to include the written consent of the nominated candidate. The nomination of the Executive Committee for Vice President, Secretary General and the Treasurer have to be ratified by the General Assembly. In case of two or more candidates for one of these posts, voting will be by secret ballot. The candidate with a simple majority of votes in the GA will be elected.

For the sake of continuity of the Society only acting or previous Counsellors, acting or previous Treasurers or Secretary Generals, and/or members that have organized an ESSR meeting and/or have been chairs of the subcommittees are eligible for nomination for Vice Presidency. If the existing Treasurer or the Secretary General are elected to the Vice Presidency they have to resign from their current post.

The Executive Committee has three seats for Counsellors. The Secretary General will inform the membership in writing, at least eight weeks before the General Assembly, of the number of vacancies and the nominations of the Executive Committee and will solicit from the membership suggestions for additional nominations. These additional nominations can be submitted to the Secretary General within three weeks after the invitation of the Secretary General has been sent out, in writing and accompanied by a statement of approval by the nominee, and supporting signatures of at least three active members in good standing.

The Executive committee will approve the final list of all nominees, and a ballot will be put forward to all active members in good standing and honorary members of the Society, to be returned to the Secretary General at least two weeks before the General Assembly. Elections will, however, only be held if the number of candidates standing for election exceeds the number of counsellors to be elected. In case of elections, the two candidates with the highest number of votes shall be considered elected by the General Assembly. The Executive Committee will select the third counsellor. The results of the election will be announced at the General Assembly.

11.4 The term of office of the Vice President, President-Elect, President shall be one year. Re-election of those who served as President, President-Elect and Vice President to the position of Vice President shall not be possible. After the expiry of his/her term of office, the President shall remain a member of the Executive Committee for one year as Past President. Counsellors will be for two years, the Secretary General and the Treasurer are elected for three years. Treasurer and Secretary General may be re-elected once.

11.5 The Executive Committee shall be convened in writing or orally by the President or his/her representative.

11.6 The Executive Committee shall form a quorum if all its members have been invited and at least half of them are present.

11.7 The Executive Committee shall pass its resolutions by a simple majority of votes; in case of a tie, the President shall have the casting vote.

11.8 The President shall be in the chair. In his/her absence, the meeting shall be chaired by the President-Elect. If the latter is also absent, the meeting shall be presided over by the oldest Executive Committee member present.

11.9 Apart from death and the expiration of the term of office, the office of a member of the Executive Committee shall come to an end if the member is relieved of his office and in the case of resignation.

11.10 The General Assembly may at any time relieve the entire Executive Committee or any of its members from office.



11.11 The members of the Executive Committee may at any time submit their resignation in writing. The resignation shall be submitted to the Executive Committee, or in the case of the resignation of the entire Executive Committee, to the General Assembly. The resignation of the entire Executive Committee shall become effective only upon election of a new Executive Committee.

11.12 If the position of any of the officers of the Executive Committee falls vacant for what ever reason the Executive Committee shall elect one of it is members to fill this position. The term of office will be the remaining time in office of the person who held the position before it fell vacant.

11.13 The local Congress President of the annual meeting will be an ex-officio member of the Executive Committee for the year prior to the meeting to ensure the Committee is kept informed on the meeting planning and budgeting. Proposed income/expenditure accounts will need to be agreed by the Executive Committee before the annual meeting.

11.14 Ex-officio members have no voting rights at the Executive Committee meetings.

## **12. Competence of the Executive Committee**

12.1 The Executive Committee 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 Statutes.

12.2 Its responsibilities shall in particular include:

- Organisation of educational and professional activities

12.2.1 Drafting the budget and the report on activities; preparing the annual accounts.

12.2.2 Preparing the General Assembly and convocation of ordinary and extra ordinary General Assemblies.

12.2.3 Administration of the assets of the Society;

12.2.4 Employment of staff of the Society and termination of their employment.

12.2.5 Making contracts with professional organisations to administer the business of the Society.

## **13. Special duties of individual members of the Executive Committee**

13.1 The Society shall be represented by the President. In case of absence of the President, the duties of the President will be assumed by the President-Elect.

13.2 Internal matters:

13.2.1 The President shall preside over the General Assembly and the Executive Committee meetings. In case of extraordinary circumstances, the President shall be entitled to take measures independently, even in matters falling within the competence of the General Assembly or of the Executive Committee; these measures shall, however, require the subsequent approval of the competent organ of the Society.

13.2.2 The Secretary General shall support the President in managing the business of the Society. He/She shall in particular be responsible for the minutes of the General Assembly and of the Executive Committee, the publication of the report on the activities of the Society as well as for the correspondence and the members' directory. In case of absence of the Secretary, the Vice-President or another nominated officer shall keep the minutes of the meetings.

13.2.3 The Treasurer shall be responsible for the proper management of the financial affairs of the Society. The Treasurer submit statements of the Society's account at each Annual General Assembly.

13.2.4 The Executive Committee may decide to appoint committees and subcommittees as appropriate and to assign their duties.

## **14. The auditors**



14.1 The auditors shall be elected by the General Assembly for the term of office of the Executive Committee. Re-election shall be possible (three times). The Executive Committee shall have the right to nominate candidates for the election of auditors.

14.2 The auditors are to check the financial activities of the Society on an annual basis and to report to the Executive Committee and to the General Assembly.

14.3 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.

14.4 The Executive Committee has to grant the auditors access to the documents required and to provide the information required.

14.5 In addition, the provisions of items 11.9, 11.10 and 11.11 shall apply for the auditors by analogy.

### **15. The committees and Subcommittees**

Committees are created as required within the Society to support and strengthen the work of the Executive Committee. They are created by and report to the Executive Committee. The members of the Committees including one chairperson are appointed by the Executive Committee for three years and may be re-appointed once. The chairpersons are ex-officio members of the Executive Committee. Details are laid down in "Regulations for the Committees", published by the Executive Committees.

Subcommittees are appointed by the Executive Committee to promote defined topics of special importance and interest for the diagnosis and treatment of musculoskeletal diseases. Their goal is to support and to enhance the efforts of the ESSR in their special fields and especially to link to other radiological or non-radiological societies or working groups with similar fields of interest. All details are laid down in "Regulations for the Subcommittee" published by the Executive Committee.

### **16. The Conciliation Board**

16.1 All disputes internal to the Society shall be settled by the conciliation board.

16.2 The conciliation board shall be composed of three full members. In a case of dispute the contesting party shall notify the Executive Committee accordingly and nominate a conciliator in writing. The Executive Committee shall notify the other party about the instigation of the conciliation proceeding within fourteen days and request the appointment of a further conciliator within fourteen days. In the case a contesting party is formed by more than one person also only one conciliator can be appointed. The Executive Committee shall request the two conciliators nominated by the contesting parties to nominate a chairman of the conciliation board within fourteen days. The members of the conciliation board shall have to be unbiased with regard to the dispute subject to conciliation.

16.3 It is the purpose of the conciliation board to achieve a quick and fair settlement of disputes under observation of the principles of a fair trial in particular the principle of the opportunity of being heard. Unless the prior termination of the conciliation proceeding the parties can resort legal disputes to the courts of law six months after instigation of the conciliation proceeding. The conciliation proceeding is either terminated by settlement or a decision of the conciliation board. The conciliation board shall render its decisions by a simple majority of votes. In the case of disputes internal to the Association the decisions of the conciliation board shall be final.

### **17. Liquidation of the Society**

17.1 The voluntary liquidation of the Society may only be resolved with the majority of votes laid down under item 9.7 of these Statutes in an extraordinary General Assembly convened for this purpose.



17.2 The last Executive Committee of the Society is to inform the competent authorities of the voluntary liquidation in writing and it is obliged to announce the voluntary liquidation in an official gazette.

17.3 In the case of a voluntary liquidation or if the purpose of the Society does no longer apply, the members of the Society must in no way benefit from the assets of the Society, if such exist. The resigning Executive Committee (the liquidator) has to transfer the assets to a legal person, recognised as a non-profit organisation according to §§ 34 ff of the Austrian Tax Order (Bundesabgabenordnung) and determined by the General Assembly. The same applies in case of voluntary end of the non-for-profit status of the society.