

Statutes

European Society of Cardiovascular Radiology - ESCR (Europäische Gesellschaft für Radiologie des Herz-Kreislauf-Systems)

1. NAME, REGISTERED OFFICE AND FIELD OF ACTIVITY OF THE SOCIETY

- 1.1. The name of the society shall be “European Society of Cardiovascular Radiology – ESCR”.
- 1.2. The society shall be registered in Vienna.
- 1.3. The society extends its activities mainly to the whole of Europe.
- 1.4. To unify European and worldwide teaching and training programmes in the field of cardiovascular radiology, the European Society of Cardiovascular Radiology shall closely work together with the European Society of Radiology (ESR), as well as other radiological societies.

2. PURPOSE OF THE SOCIETY

The Society shall be an apolitical, non-profit organisation, exclusively and directly dedicated to promoting and coordinating the scientific, philanthropic, intellectual and professional activities of cardiovascular radiology. The Society’s mission at all times is to serve the health care needs of the general public through the support of science, teaching and research and the quality of service in the field of cardiovascular radiology. In the Statutes of the Society, the term ‘radiology’ shall mean ‘diagnostic and interventional radiology, biomedical and molecular imaging’. A radiologist is a qualified medical practitioner who has undergone appropriate postgraduate training in diagnostic and interventional radiology.

3. ACTIVITIES AND FUNDS

The purpose of the Society shall be achieved by the activities and funds listed below:

3.1. Activities

- a) Organisation of scientific and educational conferences, colloquia, symposia, workshops, national and international scientific congresses and meetings on topics related to cardiovascular radiology.
- b) Promotion of education and further training as well as research and development in the field of cardiovascular radiology.
- c) Organisation of committees and definition of scientific and technical standards.
- d) Promotion of the exchange of scientific and technical information in the field of cardiovascular radiology.
- e) Dissemination of information pertaining to the field of cardiovascular radiology by scientific publications.
- f) Support of the organisation of uniform education and promotion of training programmes in the field of cardiovascular radiology.
- g) Promotion of the recognition of cardiovascular radiology as radiological subspecialty.

3.2. Funds

The Society shall raise funds by admission fees, membership fees, other contributions and income from activities other than by taxable trading, in particular by accepting subscriptions, donation, grants, sponsoring, properties, bestowals and bequests for the promotion of the objectives and the support of the activities of the Society as well as by the administration of the Society’s assets.

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4. TYPES OF MEMBERSHIP

The society shall have the following types of member:

4.1. Full Members

Board certified radiologists engaged in practice, teaching and/or research in the field of cardiovascular radiology in Europe or with a European passport.

4.2. Full Members - Nuclear Medicine

Professionals of Nuclear Medicine engaged in practice, teaching and/or research in fields related to cardiovascular radiology in Europe or with a European passport.

4.3. Corresponding Members

Radiologists engaged in practice, teaching and/or research in the field of cardiovascular radiology outside of Europe or with a non-European passport.

4.4. Associate Members

Physicians other than Radiologists, such as Radiographers, Physicists, members of other scientific disciplines and individual members of commercial companies with a special interest in cardiovascular Radiology.

4.5. Resident members

Medical or PhD students, residents or young radiologists in training with an interest in cardiovascular radiology.

4.6. Corporate Members

Members who further the Society's activities mainly by the payment of higher membership dues.

4.7. Honorary Members

Persons nominated due to their special contributions to the field of cardiovascular radiology or to the society.

5. ACQUISITION OF MEMBERSHIP

Membership shall be open to all natural and legal persons playing an active role in research, education, development or patient care in the field of cardiovascular radiology and other fields related to cardiovascular radiology.

Membership shall be granted by the Executive Committee and may be refused without giving reason.

6. TERMINATION OF MEMBERSHIP

Membership shall terminate through death (in the case of legal persons through the loss of their legal personality or bankruptcy), voluntary written withdrawal, cancellation or exclusion.

6.1. Voluntary withdrawal/resignation shall be possible at any time. It is to be notified to the Executive

Committee in writing at least one month prior to the end of the active/applicable calendar year. If the notification occurs late, the withdrawal shall become effective at the end of the relevant following calendar year.

6.2. Cancellation of membership shall be effected by the Executive Committee, if the member is, despite two written reminders, in arrears with the payment of his/her membership dues. Cancellation shall not affect the member's obligation to pay the outstanding membership dues.

6.3. Expulsion from the society may be decreed by the Executive Committee on grounds of a serious violation of membership obligations or of dishonourable conduct. 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.

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- 6.4. Withdrawal of honorary membership may be decided by the General Assembly upon request by the Executive Committee for reasons listed under item 6.3.

7. RIGHTS AND DUTIES OF MEMBERS

- 7.1. Active members shall be entitled to attend the respective meetings of the society and to make appropriate use of its facilities.
- 7.2. Access to the General Assembly will be granted to all members in good standing having paid their annual dues prior to the relevant General Assembly and honorary members.
- 7.3. Only full members, full members – nuclear medicine and resident members shall have a voting right. Every member entitled to vote shall have one vote. A transfer of the voting right shall not be possible.
- 7.4. Only full members shall have the right to stand for elections to hold an Office.
- 7.5. All members shall be obliged to further the interests of the Society as far as their resources permit and to refrain from activities, which could harm the image and purpose of the Society. All members are to observe the statutes of the Society as well as the decisions taken by the organs of the Society.
- 7.6. All members are obliged to timely payment of membership dues in the amount determined by the General Assembly except for Honorary Members who shall be exempted.

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 various Committees
- 8.4. The Controllers/Auditors
- 8.5. The Conciliation Board

9. GENERAL ASSEMBLY

- 9.1. The General Assembly shall be the “Member’s Assembly” according to the Austrian Act of Associations 2002 (“Österreichisches Vereinsgesetz 2002”). An ordinary General Assembly shall be held once a year. The General Assembly may also take place outside the registered office of the Society. The date of an ordinary General Assembly is to be determined by the Executive Committee at least 4 month prior to the General Assembly and may not be changed during the three month preceding the ordinary General Assembly.
- 9.2. The President or at least 10% of the members have the right to convoke an Extraordinary General Assembly.
- 9.3. As regards both extraordinary and ordinary General Assemblies, the members are to be invited in writing or by email at least 4 weeks prior to the date of the meeting. The invitation is to include the agenda of the meeting and shall be extended by the Executive Committee. Items can be added to the agenda if notified to the Executive Committee in writing at least three weeks prior to the date of the General Assembly.
- 9.4. The General Assembly shall be chaired by the President and in the case of his/her absence by the Vice President. Should the latter also be absent, the General Assembly shall be presided by the eldest Executive Committee member present.

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- 9.5 Resolutions, except motions to convene an extraordinary General Assembly, may only be adopted when included in the agenda.
- 9.6. The General Assembly shall reach a quorum irrespective of the number of members present.
- 9.7. The General Assembly shall in principle vote and decide by a simple majority of votes. Decisions involving an amendment of the statutes, the expulsion of members and its dissolution shall require a two third majority of the valid votes cast. The President, or in case of his/her absence the Vice-President, shall have the casting vote in the event of a tie.
- 9.8. All voting will be by voting cards.
- 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. DUTIES/COMPETENCE OF THE GENERAL ASSEMBLY

The following competences shall fall within the competence of the General Assembly:

- 10.1. Receive and approve the report of activities and the statement of accounts.
- 10.2. Appointing and dismissing the officers of the Executive Committee and the controllers/auditors.
- 10.3. Approve the amount of the membership fees for the coming year.
- 10.4. Award and withdraw of honorary memberships. Honorary members shall be appointed by the General Assembly on proposal of the Executive Committee.
- 10.5. Accept and amend the statutes and decide on the dissolution of the society.
- 10.6. Decision in the case of appeals against expulsion of members.
- 10.7. The result of the elections is to be announced within the minutes of the General Assembly. If the voting was held electronically, the result has to be announced during the General Assembly.

11. EXECUTIVE COMMITTEE

11.1. The Executive Committee shall consist of:

- the Past President
 - the President
 - the Vice President
 - the Treasurer
 - the Secretary
 - the Chairman of each Committee
 - up to 2 Advisory Members (no voting right in Executive Committee)
- The members should preferably be from different European countries.

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- 11.2. The regular term of office of the Executive Committee Members shall be three years. The position of the Past President will be taken over by the retiring President, whilst the position of the President of the Society is automatically filled by the retiring Vice President. Re-election to the same position shall be possible.
- 11.3. The Executive Committee shall elect among its members by simple majority, in the event of a tie, the President shall have the casting vote.
If the position of any of the officers of the Executive Committee falls vacant for whatever reason the Executive Committee shall elect one of its 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.
- 11.4. The Executive Committee may fill casual vacancies.
- 11.5. The Executive Committee shall be convened in writing or orally by the President or the Vice President.
- 11.6. The Executive Committee shall decide by simple majority; in the event of a tie, the President shall have the casting vote.
- 11.7. Apart from death and expiry of the term of office, the function of an Executive Committee Member shall terminate if he/she is removed from office or resigns.
- 11.8. The Members of the Executive Committee may resign in writing at any time. Resignations shall be notified to the Executive Committee, in the case of the resignation of the entire Executive Committee, to the General Assembly. The resignation of the entire Executive Committee shall not become effective prior to the election of a new Executive Committee.
- 11.9. All members of the Executive Committee shall be professionally active in the field of cardiovascular radiology on a regular basis.
- 11.10. The President shall lead the society. In the case of his/her absence, the Vice President takes over his/her duties.
- 11.11. The Meeting President is to be appointed by the Executive Committee and shall closely cooperate with the Executive Committee and the Society in regard to the organisation of the Annual Meeting and raise of (national) funds and sponsoring for the congress.

12. DUTIES/COMPETENCE OF THE EXECUTIVE COMMITTEE

- 12.1. The Executive Committee shall be responsible for the management of the Society. It shall be the “managing organ” according to the Austrian Act of Associations of 2002 (“Österreichisches Vereinsgesetz”). It is to perform all functions not allocated to another organ of the Society by the Statutes.

Its responsibilities shall in particular include:

- 12.2. Drafting the budget and the report on activities as well as preparing the annual accounts
- 12.3. Preparing the General Assembly and convocation of ordinary and extra ordinary General Assemblies
- 12.4. Administration of the assets of the Society
- 12.5. Contracting with professional organisations to administer the business of the Society
- 12.6. Organization of educational and professional activities

13. SPECIAL DUTIES OF INDIVIDUAL EXECUTIVE COMMITTEE MEMBERS

- 13.1. The President and, in case of his/her absence, the Vice President shall represent the Society externally.
- 13.2. 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.
- 13.3. The President or his/her deputy shall be responsible to the Society to sign written documents, in particular documents containing obligations of the Society, in conjunction with another member of the Executive Committee.
- 13.4. The Vice President may become active only if the President is incapacitated, which does, however, not affect the effectiveness of his/her action as deputy. The Vice President shall support the President in his/her activities.
- 13.5. The Secretary shall be responsible for the minutes of the various meetings. He shall supervise the orderly storage of the Society documents and the membership lists and shall, together with the President, prepare the agendas of the meetings.
- 13.6. The Treasurer shall be responsible for the proper management of the financial affairs of the society. He/She shall act as financial advisor to the Executive Committee. He shall prepare a written financial statement for the respective meetings. The statement shall provide detailed information on receipts and expenditure as well as on the financial status of the society. Under all circumstances, the Executive Committee can submit the report together with the relevant documents to independent controllers/auditors, so as to allow that the annual statement of accounts can be revised by them and be presented to the ordinary General Assembly.

14. VARIOUS COMMITTEES

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 are appointed by the Executive Committee for three years and may be re-appointed.

15. THE CONTROLLERS (“RECHNUNGSPRÜFER”)/AUDITORS (“ABSCHLUSSPRÜFER”)

- 15.1. The Society shall have two Controllers (“Rechnungsprüfer”) elected by the General Assembly for a period of one year. Re-election is permissible. Should the appointment of Controllers become necessary prior to the next General Assembly, the Controllers shall be appointed by the Executive Committee. Such appointment is to be approved by the General Assembly. The Controllers/Auditors must not be individual persons, but have to be independent and prejudiced.
- 15.2. The provision with regard to appointment, relief and resignation of the Executive Committee shall be applicable *mutatis mutandis* for Controllers.
- 15.3. The Controllers shall audit the financial management of the Society with regard to the regularity of the accounting and the use of the Society’s assets and means in compliance with its Statutes and establish an audit report within four month after the Executive Committee having established the annual financial statement. The Executive Committee has to provide the Controllers with all necessary documents and information. The Controllers shall report to the Executive Committee. The Executive Committee shall remedy all deficiencies with regard to the financial management of the Society found by the Controllers and take all measures to avoid any danger to the Society notified of by the Controllers.

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The Executive Committee shall inform the members of the Society about the audit. Information of the members in the course of a General Assembly has to be given in the presence of the Controllers.

- 15.4. Should the Controllers establish that the Executive Committee persistently and seriously infringes its duties with regard to its liabilities to account and no immediate efficient remedy can be expected within the Society before long, the Controllers have to demand the convocation of a General Assembly from the Executive Committee. The Controllers themselves also are entitled to convoke a General Assembly.
- 15.5. The Controllers shall furthermore be subject to the rights and duties provided by the Act of Associations of 2002 ("Österreichisches Vereinsgesetz").
- 15.6. Should the appointment of an Auditor ("Abschlussprüfer") become necessary, according to the Act of Associations of 2002, an Auditor shall be elected by the General Assembly for a period of one year. The Auditor shall be subject to the rights and duties of the Controllers under this section and provided by the Act of Associations of 2002 ("Österreichisches Vereinsgesetz").

16. 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 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 case the contesting party is formed by more than one person also only one conciliator can be appointed. The Executive Committee shall request from the two conciliators nominated by the contesting parties to nominate a chairperson 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 month 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 section 9.7. of these Statutes in an extraordinary General Assembly convened for this purpose.
- 17.2. This General Assembly also is to pass a resolution concerning the assets of the Society, if such assets exist. The General Assembly is to appoint a liquidator and to pass a resolution to whom it is to transfer the assets of the Society remaining after the payment of the debts. In the case of liquidation of the Society, these assets, as far as possible and permitted, shall be transferred to a non-profit organization for the promotion of non-profit purposes with Section 34 ff of the Austrian Tax Order ("Bundesabgabenordnung") preferably promoting research, education and science in the field of radiology. The same shall be valid should the Society cease to promote its non-profit purpose.
- 17.3. 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 same.