

STATUTES OF ESER EUROPEAN SOCIETY OF EMERGENCY RADIOLOGY

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

- 1.1. The name of the Society shall be European Society of Emergency Radiology – Europäische Gesellschaft für Notfallradiologie (ESER).
- 1.2. The Society shall have its registered office in Vienna.
- 1.3. The Society extends its activities to the whole of Europe and beyond as it seems appropriate.
- 1.4. The internal office language of the Society shall be English.

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 Emergency 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 Emergency Radiology.

The following purposes are hereby in focus of the Society:

- To establish Emergency Radiology (ER) as an area of special interest and expertise in the field of diagnostic and interventional radiology with the European Society of Radiology (ESR) and particularly with all established committees of ESR in order to provide both a scientific forum and to promote research as well as technical developments in Emergency Radiology in Europe.
- To establish the subspecialty ER for dissemination of emergency radiological knowledge, clinical, educational, and research information.
- To foster education and training in Emergency Radiology in association with strategic educational developments as elaborated in the ESR Education Committee with
 - A curriculum in Emergency Radiology for inclusion in the European Training Charter and Curriculum.
 - Promotion and selection of ER cases for the European Diploma in Radiology.
- To establish an annual scientific session at the ECR and, with the already established refresher courses, a mechanism for presentation of scientific information on various aspects of Emergency Radiology as well as continuing education.
- To advance and improve the radiologic aspects of emergent patient care and to advance the quality of diagnosis and treatment of acutely ill or injured patients by means of medical imaging and to enhance teaching and research in Emergency Radiology.
- Collaboration with the ESR, the national European radiological societies and international radiological societies, hereunder the American Society of Emergency Radiology (ASER) as well as the Radiological Society of North America (RSNA), to enhance the development of standards of care in Emergency Radiology.
- To foster the development of Emergency Radiology in general and particularly in European countries.
- To promote an Emergency Radiology section within the journal European Radiology and to support the publication of corresponding scientific and review papers particularly within the journals 'European Radiology' as well as in 'Insights into Imaging'.

In the Statutes of the Society, the term 'radiology' shall mean 'diagnostic and interventional radiology,' A radiologist is a qualified medical practitioner who has undergone appropriate postgraduate training in diagnostic and interventional radiology.

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3. ACTIVITIES AND FUNDS

3.1. Activities

The intended purpose of the Society shall be achieved by organising courses, congresses, meetings, lectures and other educational activities, by supporting research and teaching activities and by publication of scientific and professional information in the field of Emergency Radiology. The Society shall pursue its purpose by co-operating with all other national and international scientific organisations active in its field of interest and in particular with national and international bodies promoting the interests of Emergency Radiology.

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, donations, grants, properties, bestowals and bequests for the promotion of the objectives and the support of the activities of the Society and by the administration of the Society's assets. The Society shall acquire or dispose of property of any kind in accordance with its non-profit status including but not limited to the acquisition and disposal of real estate as well as the acquisition of and participation in companies and the disposal thereof.

4. TYPES OF MEMBERSHIP

4.1. Full members

shall be radiologists with special interest in Emergency Radiology, predominately active in Europe.

4.2. Corresponding members

shall be radiologists with special interest in Emergency Radiology, predominately active outside of Europe.

4.3. Associate members

shall be physicians, scientists, radiographers, technologists or nurses with special interest in Emergency Radiology.

4.4. Junior members

are residents or students with special interest in Emergency Radiology. Junior Members will automatically become either Full Members, Corresponding Members or Associate Members, after the earlier of

- (a) completion of the training, or
- (b) the expiry of 3 years of Junior Membership.

Junior Members may apply for extension of Junior Membership status beyond three years if this applies.

4.5. Honorary Members

shall be persons who have made an outstanding contribution to the advancement of emergency radiology and/or to the promotion of the society. Honorary membership shall be appointed by the General Assembly upon recommendation of the Executive Committee.

4.6. Group members

are the European National Emergency Radiology Societies. These national societies shall submit the list of their individual members willing to join the Society upon request by the ESER membership committee. The individual members of the national societies shall have equal rights and duties such as other full, corresponding, associate or junior members of the ESER. Each Full Group Member shall collectively pay the member fees for their individual members. The amount shall be determined upon individual consideration by the Executive Committee.

4.7. Corporate members

Are corporations or other organisations, including commercial enterprises, irrespective of their place of incorporation or headquarters, Corporate Members shall nominate one representative who will act as contact person for all membership related correspondence and who may participate in the General Assembly.

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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 emergency 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 loss of legal personality or bankruptcy - as well as through voluntary resignation, cancellation or expulsion.

6.1. Voluntary resignation

shall only be possible effective with the end of a calendar year. Voluntary resignation has to be notified to the Secretary 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 a member is in arrears with the payment of membership fees for more than six months despite two reminders. Cancellation of membership does not remove the obligation to pay the outstanding membership fees.

6.3. The expulsion of a member

The expulsion of a member from the Society may be decided by the Executive Committee on the grounds of serious breach of the duties of a member or on the grounds of dishonorable behavior. 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 the respective meetings of the society and to make appropriate use of its facilities. Only members in good standing, having paid their membership fees, as well as honorary members shall have admission to attend the General Assembly.

7.2. All members in good standing having paid their membership fees and honorary members shall have the right to vote in the General Assembly.

Only full members in good standing having paid their membership fees and all arrears shall be entitled to stand for office.

7.3. Full members, corresponding members, associate members and junior members shall be subject to membership fees as determined by the General Assembly upon proposal of the Executive Committee.

7.4. All members shall be obliged to further the interests of the Society to the best of their abilities and to refrain from any action, which might harm the reputation or the purpose of the Society. Members shall 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 Controllers

8.4. The Committees and Subcommittees

8.5. The Conciliation Board

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9. THE GENERAL ASSEMBLY

- 9.1. The General Assembly shall be the 'Members' Assembly' according to the Austrian Act on Associations of 2002 ('Österreichisches Vereinsgesetz'). 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 6 weeks prior to the General Assembly and can not be changed during the four week 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 upon a written request by at least 10 % of the members of the Society. An extraordinary General Assembly shall be held no later than two months after delivery of the request to the Executive Committee.
In case an extraordinary General Assembly is not convened by the Executive Committee in due time, the controllers shall have to convene the extraordinary General Assembly.
- 9.3. Written invitations to ordinary and extraordinary General Assemblies shall be sent to all members at least six weeks prior to the date of the General Assembly by e-mail. 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 four 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 office shall be applicable as stipulated in Section 7.2 of the Statutes. Every member entitled to vote shall have one vote. The General Assembly shall reach a quorum irrespective of the number of members present. Elections and decisions in the General Assembly shall be made by a simple majority of votes. Decisions regarding an amendment of the Society statutes shall require a three quarter majority of votes. Abstention will not be counted.
- 9.7. Elections held and resolutions passed by the General Assembly, shall generally require a simple majority of votes. For resolutions on
- the expulsion of members
 - amendment of the Statutes of the Society
 - the liquidation of the Society,
 - the relief of the Executive Committee or single members thereof from office
- 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.
- 9.8. The General Assembly shall be presided over by the President. In his absence the General Assembly shall be chaired by the President-Elect. Should the latter also be absent, the General Assembly shall be presided by the Vice President.
- 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 on Associations of 2002 (Österreichisches Vereinsgesetz), General Assemblies as well as elections and voting can be held electronically, e.g. by video conference.

An electronic voting system has to be in compliance with the principles of free and equal elections in particular by providing for 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. The schedule and the technical details of the electronic voting procedure are to be regulated in the Rules of Procedure.

In case voting will not be effected electronically, all voting will be by show of hands; however, on demand of a full member to be notified to the Executive Committee until four weeks prior to the date of the General Assembly resolutions shall be passed in a secret ballot using voting sheets. The result of the voting shall be announced by the President prior to the end of the General Assembly.

10. COMPETENCE OF THE GENERAL ASSEMBLY

The following issues shall fall within the competence of the General Assembly

- 10.1. Receiving and approving the report of activities and the statement of accounts;
- 10.2. Appointing and dismissing the officers of the Executive Committee and the controllers;
- 10.3. Fixing the membership fees;
- 10.4. Resolutions on amendments to the Statutes and voluntary liquidation of the Society;
- 10.5. Advisory function and passing of resolutions on other topics put before the General Assembly and covered by the agenda;
- 10.6. Decision in the case of appeals against expulsion of members.

11. THE EXECUTIVE COMMITTEE / BOARD OF DIRECTORS

11.1. The Executive Committee shall consist of

- the Past-President
- the President
- the President-Elect
- the Vice President
- the Treasurer
- the Secretary
- up to 6 Members at Large

11.2. Elections of members of the Executive Committee

11.2.1. The Vice President, the Treasurer and the Secretary as well as up to six Members at large 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 the President-Elect, the President-Elect shall automatically proceed to the position of the President while the President shall automatically proceed to the position as Past-President, providing these persons stand as candidate for this office.

The members shall be informed in writing at least six weeks prior to the General Assembly of the nominations of the Executive Committee. Alternative nominations may be addressed to the Executive Committee, to the attention of the Secretary no later than four weeks prior to the General Assembly. Alternative nominations require written support by at least five full members in good standing. All nominations are subject to the written consent of the nominated candidate.

11.2.2. In case of two or more candidates for one post, the candidate with a simple majority of votes in the General Assembly shall be elected.

11.2.3. The term of office for all offices shall be two years. Re-election shall be permissible.

11.3. Members of the Executive Committee shall be mainly active in Europe.

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- 11.4. The Executive Committee shall be convened by the President or his/her representative.
- 11.5. The Executive Committee shall form a quorum if all its members have been invited and at least two are present.
- 11.6. 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.
- 11.7. The President shall be the chair. In his/her absence, the meeting shall be chaired by the President-Elect. Should the latter also be absent, the meeting shall be presided by the Vice President.
- 11.8. 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.
- 11.9. The General Assembly may at any time relieve the entire Executive Committee or any of its members from office with a majority of two thirds of the valid votes. Abstentions will not be counted.
- 11.10. 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 not become effective prior to the election of a new Executive Committee.
- 11.11. In case the position of the President of the Executive Committee falls vacant for what reason ever, the President-Elect shall take the position of President for the remaining term of office. In case the position of the President-Elect falls vacant for what reasons ever, the Vice President shall take the positions of the President-Elect for the remaining term of office. In case the position of any other member of the Executive Committee falls vacant for what reason ever, the Executive Committee shall either elect one of its members to fill this position or co-opt a full member in good standing for that position. In case a member of the Executive Committee is elected to fill the position having become vacant, the Executive Committee may co-opt a full member in good standing to fill the former position of the member of the Executive Committee having been elected to fill the vacant position. The term of office will be the remaining time in office of the person who held the position before it fell vacant.

12. 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 on Associations of 2002 ('Österreichisches Vereinsgesetz'). 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:
 - 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 extraordinary 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
 - 12.2.6. Issuing Rules of Procedure, in particular, but not limited to, on the administration of the Society and the procedure of General Assemblies, votings and elections held electronically
 - 12.2.7. Organisation of educational and professional activities

13. SPECIAL DUTIES OF INDIVIDUAL MEMBERS OF THE EXECUTIVE COMMITTEE

- 13.1. The Society shall be represented by the President or two other members of the Executive Committee.

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 President-Elect shall become active if the President is absent.
- 13.2.3. The Treasurer shall be responsible to the Executive Committee for the proper management of the financial affairs of the Society. The Treasurer shall 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 CONTROLLERS

- 14.1. 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 of by the General Assembly. The Controllers do not have to be individual persons. The Controllers must be independent and unbiased.
- 14.2. The provisions with regard to appointment, relief and resignation of the Executive Committee shall be applicable mutatis mutandis for the Controllers.
- 14.3. 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 months 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. 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.
- 14.4. Should the Controllers establish that the Executive Committee persistently and seriously infringes its duties with regard to its liability 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.
- 14.5. The Controllers shall furthermore be subject to the rights and duties provided for by the Act on Associations of 2002 ('Österreichisches Vereinsgesetz').
- 14.6. Should the appointment of an Auditor ('Abschlussprüfer') become necessary according to the Act on Associations 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 for by the Act on Associations of 2002 ('Österreichisches Vereinsgesetz').

15. THE COMMITTEES AND SUBCOMMITTEES

- 15.1. **Committees** are created as required within the Society to support 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 2 years and may be re-appointed.

15.2. **Subcommittees** are appointed by the Executive Committee to promote defined topics of special importance and interest in the field of Emergency Radiology. Subcommittees are created as required within the Society to support the work of the Executive Committee. They are created by and report to the Executive Committee. The members of the Subcommittees are appointed by the Executive Committee for 2 years and may be re-appointed.

Their goal is to support and to enhance the efforts of the Society in their special fields and especially to link to other societies or working groups with similar fields of interest.

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 members by a simple majority of votes. In the case of disputes internal to the Association the decisions of the conciliation board shall be final.

LIQUIDATION OF THE SOCIETY

16.4. 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.

16.5. 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 which 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 it is possible and permitted, shall be transferred to a non-profit organization for the promotion of non-profit purposes in accordance 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.

16.6. The last Executive Committee of the Society is to inform the competent authorities of the voluntary liquidation in writing.