

Statutes

European Society of Head and Neck Radiology - ESHNR (Europäische Gesellschaft für Kopf-Hals-Radiologie)

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

- 1.1. The name of the Society shall be "European Society of Head and Neck Radiology (ESHNR) Europäische Gesellschaft für Kopf-Hals-Radiologie (ESHNR)".
- 1.2. Its registered office shall be in Vienna, Austria.
- 1.3. Its activities extend to the whole of Europe and beyond if appropriate.
- 1.4. The internal official language of the society is English.

2. OBJECTIVES OF THE SOCIETY

The European Society of Head and Neck Radiology (ESHNR) Europäische Gesellschaft für Kopf-Hals-Radiologie (ESHNR) shall be an apolitical society, in all its actions non-for-profit, consisting of physicians, scientists and other professionals involved in the field of head and neck radiology as well as related research.

The objects of the society are solely to advance the study of Head and Neck Radiology 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. MEANS OF REACHING THE OBJECTIVES OF THE SOCIETY AND WAYS FOR RAISING FUNDS

It is intended to reach the objects of the society by the following immaterial and material means:

3.1 Immaterial means

- a) to afford a forum for the exchange of knowledge pertaining to research, practice, and training in head and neck radiology
- b) to stimulate investigation and teaching in the methods of preventing, correcting and treating head and neck diseases
- c) to enhance the study and practice of head and neck radiology by establishing continuing education and training, lectureships and foundations
- d) to evaluate procedures in head and neck radiology where appropriate
- e) to promote the exchange of ideas and information for the further definition of the role, direction and goals of head and neck radiology as a sub-speciality
- f) to organise an Annual Meeting including a Postgraduate Course
- g) to publish a regular newsletter and to maintain a website for communication.

3.2 Material means

The income of the Society is derived from:

- a) membership fees (annually)
- b) surplus from Annual Meetings
- c) donations and sponsorship from industry
- d) other contributions (grants, revenues from asset management, bestowals, bequests, ...)

4. TYPES OF MEMBERSHIP

Membership is open to any individual

- a) who has made significant contributions to head and neck radiology and/or
- b) who donates a significant portion of his/her time to the study of diseases of the head and neck
or
- c) who is interested in head and neck and plans to sub-specialise in the field

The members of the society are divided as following:

4.1. Ordinary Members

i.e. those who participate fully in the activities of the society. Ordinary members are further divided into following sub-groups:

a) Active Members

Radiologists engaged in practice, teaching or research within Europe or with a European nationality, who have a special competence in head and neck radiology and related research areas.

b) Corresponding Members

Radiologists engaged in practice, teaching or research residing outside Europe or with a non-European nationality, who have a special competence in head and neck radiology and related research areas.

c) Fellows

Active members, who have made a significant contribution to head and neck radiology and related research areas and who have acquired the Fellowship Certificate of ESHNR by obtaining the European Board in Head and Neck Radiology Diploma. A Fellow should be involved in daily practice, teaching or research, predominantly in the field of head and neck radiology.

d) Corresponding Fellows

Corresponding members, who have made a significant contribution to head and neck radiology and related research areas and who have acquired the Fellowship Certificate of ESHNR by obtaining the European Board in Head and Neck Radiology Diploma. A Corresponding Fellow should be involved in daily practice, teaching or research, predominantly in the field of head and neck radiology.

e) Junior Members

Residents can become junior members while training for specialisation in general radiology and/or training for sub-specialisation in head and neck radiology within Europe or with a European nationality. The age limit for Junior Members is set at 35 years (incl. the age of 35).

f) Corresponding Junior Member

Residents can become junior members while training for specialisation in general radiology and/or training for sub-specialisation in head and neck radiology outside Europe or with a non-European nationality. The age limit for Junior Members is set at 35 years (incl. the age of 35).

4.2. Extraordinary Members

i.e. those who further the activities of the society.

a) Corporate Members

Corporations or other organisations, including commercial enterprises, interested in the activities and objectives of the society.

b) Associate Members

Intended as recognition of an exceptional and special interest in head and neck radiology and related non- medical professions, including radiographers, nurses and individual members of industry, etc.

4.3. Honorary Members

i.e. those who are appointed as such due to their special merits for the society.

a) Honorary Fellows

Distinguished physicians in Europe or from outside Europe, with exceptional contribution to the advancement of head and neck radiology and related research areas, may be proposed by the Executive Committee for election as an Honorary Fellow. Their total number will be limited to 1 per year from Europe and 1 from outside Europe.

b) Emeritus Fellows

Fellows no longer active in the practice of head and neck radiology and related research areas, who have in the past contributed to the progress of this field. At the written request of two active members and with the approval of the Executive Committee, he or she may be denoted an Emeritus Fellow.

5. ACQUISITION OF MEMBERSHIP

5.1. Active Membership of the society is open to physicians, scientists and other professionals working in Europe whereas Corresponding Membership is open to physicians, scientists and other professionals working outside Europe, having a prime interest in head and neck radiology. Associate Membership is open to non-radiologists with a special interest in head and neck radiology including radiographers, nurses and individual members of industry, etc. while Junior Membership is open to radiologists in training.

An applicant shall apply in writing via the online membership system. The membership is activated upon receipt of payment of the membership dues and upon receipt of requested proof(s). The new member has all rights, as defined by the society statutes, once he/she has been accepted as a new member of the society.

5.2. Corporations or other organisations, including commercial enterprises, interested in the activities and objectives of the Society may hold Corporate Membership.

5.3. An applicant for Corporate Membership shall apply in writing via the online membership system. The membership is activated upon receipt of payment of the membership dues and upon receipt of requested proof(s).

6. TERMINATION OF MEMBERSHIP

6.1. Ordinary and extraordinary membership comes to an end through voluntary withdrawal of membership, cancellation of membership, on expulsion or on the death of the member.

Corporate Membership ends at the time of loss or change of legal status. Junior Membership is valid for three years at maximum or will end once the residency in radiology is terminated. After its termination Junior Membership is transformed into active membership automatically.

6.2. Voluntary resignation is possible at the end of a calendar year. The voluntary withdrawal of membership should be announced in writing to the ESHNR Office and to the attention of the chairperson of the Membership Committee, at least one month prior to the end of the calendar year.

6.3. Membership shall be terminated automatically at the end of the calendar year without further notice, if dues and assessments are not paid. Benefits (reduced registration fees at Annual

Meetings etc.) will stop after non-payment of membership fees for one year. Renewal of membership can be obtained automatically on payment of the fees due.

- 6.4. The expulsion of a member from the Society can be proposed by the Executive Committee on the grounds of gross breach of the duties of a member and due to dishonourable behaviour. Against a decision of expulsion an appeal to the General Assembly may be launched; membership rights are suspended until a decision is taken by the General Assembly.

7. RIGHTS AND DUTIES OF MEMBERS

- 7.1. Members are entitled to attend the respective meetings of the Society. Only members in good standing are entitled to make use of its facilities. Only ordinary members and honorary members have the right to vote in the General Assembly. Only fellow members can be elected to hold office in the Executive Committee.
- 7.2. Members are obliged to further the interests of the Society to the best of their abilities and to refrain from any action, which could damage the reputation and the objects of the Society. They must pay attention to the By-Laws of the Society and to the resolutions of its executive organs. Ordinary and extraordinary members are obliged to punctual payment of membership fees in the amount decided by the General Assembly.
- 7.3. **Specific rights and duties:**
- a) Active Members
Active Members have the right to vote, but not to hold office. They shall be subject to membership dues and congress fees.
 - b) Corresponding Members
Corresponding Members shall have the right to vote, but not to hold office. They shall be subject to membership dues and congress fees.
 - c) Corporate Members
They shall not have the right to vote or not hold office. They shall be subject to membership dues and congress fees.
 - d) Associate Members
They shall not have the right to vote or not hold office. They shall be subject to membership dues and congress fees.
 - e) Fellows
They shall have the right to vote and hold office. They shall be subject to membership dues and congress fees.
 - f) Corresponding Fellows
They shall have the right to vote but not to hold office. They shall be subject to membership dues and congress fees.
 - g) Emeritus Fellows
They shall have the right to vote but not to hold office. They shall not be subject to membership dues but shall pay full congress fees.

h) Honorary Fellows

They shall have the right to vote but not to hold office. No dues or congress fees shall be required of an Honorary Fellow.

i) Junior Members

They have the right to vote but not to hold office. They shall be subject to reduced membership dues and congress fees.

j) Corresponding Junior Members

They have the right to vote but not to hold office. They shall be subject to reduced membership dues and congress fees.

7.4. Honours

The highest honour of the society is the gold medal, which is awarded by the Executive Committee to members of the ESHNR. No dues or congress fees shall be required of a gold medal holder.

The second highest honour is the medal for distinguished services to the society, which is equally awarded by the Executive Committee to members or non-members of the society. No congress fee shall be required of the holder, but the regular membership fee.

8. ORGANS OF THE SOCIETY

The organs of the society are:

8.1. the General Assembly

8.2. the Executive Committee

8.3. the Sub-Committees

8.4. the Controllers/Auditors

8.5. Central ESHNR Office

9. THE GENERAL ASSEMBLY

9.1. The General Assembly is the supreme authority of the society. It consists of all members in good standing present at an established time and place during the Annual Meeting of the society.

9.2. The General Assembly is to be held annually at a time and place nominated by the Executive Committee.

9.3. 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.

9.4. To ordinary and to extraordinary General Assemblies all members shall be invited in writing at least 6 weeks before the date of the meeting, accompanied by the General Assembly agenda. The meetings will be convened by the Executive Committee.

9.5. Items can be put on the agenda, if notified to the Executive Committee at least 4 weeks prior to the date of the General Assembly.

9.6. Resolutions - except motions to convene an extraordinary General Assembly - can only be adopted, when covered by the agenda.

9.7. All members in good standing are entitled to take part in the General Assembly. Only ordinary members and honorary members have the right to vote. Each member has one vote. The

transfer of the voting right is not permitted. The General Assembly shall reach a quorum irrespective of the number of members present.

- 9.8. Elections held, and resolutions passed in the General Assembly, require, as a rule, a simple majority of votes. But for resolutions to amend the By-Laws of the Society or to liquidate the society, a qualified majority of three quarters of the votes cast is required. In case of a tie the President has the casting vote.
- 9.9. Voting at the General Assembly shall be by open ballot, unless otherwise specified in these By-Laws. A secret ballot can be demanded by any member with voting rights or by the Executive Committee. No reasons for the demand need to be given.
- 9.10. 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. The schedule and the technical details of the electronic voting procedure are to be regulated in the Rules of Procedure.
- 9.11. The General Assembly shall be presided over by the President or in his/her absence by the Vice President or another member of the Executive Committee.
- 9.12. The Secretary is responsible for keeping the minutes of the General Assembly, which must be signed by him/her and by the President. The minutes must contain the proceedings of the General Assembly and include the results of any resolutions and elections.

10. DUTIES OF THE GENERAL ASSEMBLY

The following tasks are reserved for the General Assembly:

- a) to receive and to ratify the profit and loss of accounts, the balance sheet, the financial report of the Treasurer and the Auditor's report
- b) to ratify the proposed membership dues
- c) to consider and make amendments to the By-Laws
- d) to make all decisions concerning the status of members of the Society, proposed by the Executive Committee and its sub-committees
- e) the election of the officers and members of all committees of the Society
- f) the appointment of the controllers/auditors and the Central ESHNR Office
- g) to ratify the sites of Annual Meetings of the Society upon suggestion of the Executive Committee
- h) deliberation and decision on any other issues on the agenda
- i) the dissolution of the Society

11. THE EXECUTIVE COMMITTEE

- 11.1. The term of office for all Executive Committee Members shall last from the date of their election until the second ordinary annual General Assembly unless explicitly otherwise stated. The Executive Committee shall consist of up to 14 voting persons:
- a) **the President**
 - b) **the Vice-President**
 - c) **the Secretary**
 - d) **the Treasurer**
 - e) **up to seven Fellows**
 - f) **up to two Fellows at Large**
 - g) **the Past-President**
- And of two non-voting persons:
- h) **the Meeting President**
 - i) **the Future Meeting President**
- 11.2. Members a)-e) of the Executive Committee may also be at the same time in charge of a specific committee and therefore be the chairperson of the respective committee. They are nominated in their position as chairperson of a committee at the beginning of their term.
- 11.3. Positions in the Executive Committee:
- a) **Chairperson of the Education Committee**
 - b) **Chairperson of the Research Committee**
 - c) **Chairperson of the By Law Committee**
 - d) **Chairperson of the Membership Committee**
- 11.4. **The fellow at large** of the Executive Committee is a junior fellow.
- 11.5. The Executive Committee may invite other persons to attend the meetings of the Executive Committee, if the agenda requires their presence.
- 11.6. The President, Vice President, Secretary and Treasurer form the ESHNR Board. They deal with the day-to-day business of the Society. The President shall externally represent the Society, jointly with another member of the Board.
The Board (President, Vice President, Treasurer and Secretary) has an obligation towards the Society to sign written notifications and announcements of the Society and in particular legal instruments. They jointly have to do so with at least three of them listed. This power can only be delegated to one individual (either to the President, the Vice-President, the Secretary or the Treasurer by express resolution of the Executive Committee.)
- 11.7. The members of the Executive Committee are not expected to pay congress or course fees in the course of their duties.

12. DUTIES OF THE EXECUTIVE COMMITTEE

- 12.1. The Executive Committee is responsible for the management of the Society. It has to perform all functions not allocated to another organ of the Society by the By-Laws. Its sphere of activities covers in particular:
- a) the organisation of the Annual Meeting together with the ESHNR office and the Meeting President
 - b) drafting the budget and the report on activities; preparing the annual accounts
 - c) preparing the General Assembly
 - d) the convocation of ordinary and extraordinary General Assemblies
 - e) the administration of the assets of the Society
 - f) the employment of employees of the Society and termination of their employment

g) to appoint a nominating committee, composed of three active members of the Society, at least three months prior to the Annual Meeting for the purposes provided in the NOMINATION section of these statutes. The chairperson of this committee will usually be the immediate Past-President. In the case of incapacity of the immediate Past-President the Executive Committee is to appoint a chairperson.

12.2. Any Executive Committee member, absent from an executive meeting, maybe represented by any other committee member so designated by the absent member, the proxy vote being cast by the designated committee member according to the written instructions of the absent committee member.

12.3. The Executive Committee shall have the power to set up subcommittee(s), or to co-opt any member or other individual, as may be thought appropriate, to assist in its task of satisfactorily discharging the business of the Society. Such arrangements shall not extend beyond the term of office of that Executive Committee, except by agreement of the incoming Executive Committee.

13. MEETINGS OF THE EXECUTIVE COMMITTEE

13.1. A minimum of two meetings of the Executive Committee shall be held each year.

13.2. The Executive Committee has the authority to act in the best interest of the constituency. A quorum of the Executive Committee will be defined upon presence of at least four members of the Executive Committee, requiring either the Secretary or the Treasurer.

13.3. The meetings of the Executive Committee are convened in writing by the Secretary of the society on behalf of the President and Vice-President.

13.4. The Executive Committee passes its resolutions by a simple majority of votes; in case of a tie the President has the casting vote.

13.5. The President shall take the chair or in his/her absence the Vice-President.

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

13.7. The members of the Executive Committee may at any time submit their resignation in writing.

13.8. This declaration of resignation has to be addressed to the Executive Committee and in the case of the resignation of the Executive Committee in its entirety, to the General Assembly. In case of resignation of an individual member, the Executive Committee has to co-opt a successor immediately, to be in post until the next General Assembly.

14. SPECIFIC TASKS WITHIN THE EXECUTIVE COMMITTEE

14.1. The President

a) The President shall preside at meetings of the society and perform such other duties as pertain to the office.

b) The President shall serve for a term of two years. The term of office shall begin at the close of the General Assembly at which the President was elected and will continue until the election of a successor at another General Assembly. The President shall not be eligible for re-election.

14.2. The Vice-President

a) The Vice-President shall preside at such meetings as designated by the President. In the case of the President being unable to perform his duties, the Vice-President shall take over the duties of the President during such period of incapacity.

- b) The term of office of the Vice-President shall be two years and shall begin at the close of the General Assembly at which he was elected Vice-President.

14.3. The Secretary

- a) The Secretary shall assist the President with board meeting and general assembly preparations. He/She shall keep a record of all meeting minutes.
- b) The Secretary shall assist the Meeting President in arranging the scientific programme. He shall conduct the correspondence of the society and perform all duties pertaining to the office of Secretary.
- c) The term of office of the Secretary shall be two years from the close of the General Assembly at which he/she was elected. Re-election is permitted.

14.4. The Treasurer

- a) The Treasurer shall be custodian of the funds and securities belonging or accruing to this society from dues, bequests and/or other sources and shall keep full and accurate accounts of receipts and disbursements belonging to this society. He/She shall deposit all money and other valuable effects in the name and to the credit of the society in such deposits.
- b) The Treasurer shall provide a statement of the society's financial activities and plans to the General Assembly, having previously obtained the approval of at least two members of the Executive Committee for his planned statement.
- c) The term of office of the Treasurer shall be two years from the close of the General Assembly at which he/she was elected. Re-election is permitted.

14.5. The Fellows

- a) Each Fellow shall serve in the Executive Committee as chairperson of a subcommittee and/or participate in assignments designated by the President.
- b) The term of office will be two years for each Fellow, from the closing of the General Assembly at which they were elected. Re-election is permitted.
- c) The Fellow at Large of the Executive Committee is a junior fellow and should not have any specific "chairperson of a committee" task. Nevertheless, he may participate in a sub-committee as a member.

14.6. The Meeting President

- a) The Meeting President shall be responsible for the social programme of the Annual Meeting to be held in his/her region. He/She shall develop the scientific programme together with a possible local committee appointed by him/her.
- b) The term of office of the Meeting President shall be one year and shall begin with the closing of the General Assembly at which the Meeting President was elected.

14.7. Terms of office

- a) The term of office of the President and Vice-President shall be two years. Re-election of those who served as President and Vice-President to the position of Vice-President shall not be possible. After the end of his/her term of office, the President shall remain a member of the Executive Committee for two years as Past-President. Fellows, Fellow at large, the Secretary and the Treasurer are elected for two years. Treasurer and Secretary may be re-elected.
- b) The term of office of the chairperson of the education, research, membership, by-laws committees shall be two years, an immediate re-election for one further term possible.
- c) The Meeting Presidents will be elected on a yearly basis.
- d) The term of office of the Fellows and Fellows at Large is two years. Re-election is permitted.

- e) The members of the Executive Committee have the duty to attend at least two meetings of the Executive Committee each year. In case a member of the Executive Committee cannot attend three consecutive meetings of the society during a year, he shall resign from his position in the Executive Committee.

15. NOMINATION OF THE EXECUTIVE COMMITTEE

- 15.1. The Society shall elect at the General Assembly, the President, the Vice-President, the Secretary, the Treasurer and the Fellows of the Executive Committee. All negotiations are held in English.
- 15.2. Prior to the General Assembly the nominating committee shall draw up a list of nominations to fill places on the Executive Committee.
- 15.3. A list of names of all nominees will be emailed to all members by the Secretary together with the General Assembly agenda, at least 6 weeks prior the meeting date.
- 15.4. Alternative nominations can be addressed to the Executive Committee in attention to the Secretary no later than 4 weeks prior to the General Assembly. Nominations require written support by at least five active members in good standing, of which one of them is Executive Committee Member. To guarantee the continuity of the society only current or previous fellows, the current or a previous Treasurer or Secretary are eligible for nomination for the position of the Vice-President. If the current Treasurer or the Secretary is to be elected as Vice-President, they have to resign from their current position.
- 15.5. At the General Assembly, the outgoing Executive Committee will present a list of nominees for the new Executive Committee to the General Assembly for voting. In case of a previous electronic voting, the outgoing Executive Committee shall present the results of the already conducted electronic voting to the General Assembly.
- 15.6. In the event that any of those recommended for election by the nominating committee for election as an officer do not attract sufficient votes for election to the Executive Committee, the new Executive Committee shall as its first business fill the vacant position from among those elected to the committee.
- 15.7. The nomination of the Meeting President shall be made by the Executive Committee to each year's General Assembly. Election will be by simple majority.
- 15.8. To ensure continuity of activities of the society, the Vice-President shall automatically proceed to the position of President and the President to the position of Past-President, providing that these persons stand as candidates for these offices.

16. SUB-COMMITTEES

- 16.1. There shall be the following sub-committees:
- a) the Education Committee (comprising the chairperson and around five eligible fellows)
 - b) the Membership Committee (comprising the chairperson and around five eligible fellows)
 - c) the By Law Committee (comprising the chairperson and around four eligible fellows)
 - d) the Research Committee (comprising of the chairperson and a sufficient number of eligible fellows representing the various topics covered in the ESHNR research fields)
 - e) the Social Media Committee (comprising the chairperson and around five eligible fellows). The Social Media Committee can also include fellows who are not member of the Executive Committee)
- 16.2. Working groups may be established for special tasks by the Executive Committee, who will nominate their members and define their responsibilities and regulate their proceedings.
- 16.3. The members of the sub-committees shall be elected by the Executive Committee.
- 16.4. The term of office of the members of the sub-committees is two years whereas re-election for one term is possible.

- 16.5. The members of the committees are entitled to receive reimbursement for expenses incurred in the course of their duties.

17. THE AUDITORS

Two auditors shall be appointed to audit the accounts of the society. They report to the general assembly. Candidates may be proposed by the Executive Committee and will be elected by the general assembly for the period of two years. They may be re-elected indefinitely. They must be independent and unbiased and may not be members of the Executive Committee.

The financial year shall begin on the first of January and end on the thirty first of December.

18. DISSOLUTION OF THE SOCIETY OR VOLUNTARY END OF NON-FOR-PROFIT STATUS

- 18.1. The voluntary dissolution of the society or voluntary end of non-for-profit status can only be resolved with a qualified majority of three quarters of the votes in an extraordinary general assembly convened for this purpose.
- 18.2. This extraordinary general assembly also has to pass a resolution concerning the assets of the society, if such assets exist. The meeting has to appoint a liquidator and to pass a resolution to whom the assets of the society remaining after the payment of the debts shall be transferred. These assets, as far as it is possible and permitted, shall go to a non-profit organisation aiming at the same, or having similar, objects as this society.

19. ARBITRATION TRIBUNAL

- 19.1. All disputes arising within the society are decided by the arbitration tribunal.
- 19.2. The arbitration tribunal is composed of five ordinary members. It is formed in such a way that each contending party nominates to the Executive Committee, within seven days, two members as arbitrators. These members elect, by a simple majority of votes, a chairperson of the arbitration tribunal. If the votes are equal, a decision among the members nominated is reached by drawing lots.
- 19.3. The arbitration tribunal renders judgment in the presence of all its members by a simple majority of votes. It decides to the best of its knowledge and belief. Its judgments are final as far as the internal situation of the Society is concerned.