

BY-LAWS

THE EUROPEAN SOCIETY OF
GASTROINTESTINAL AND ABDOMINAL RADIOLOGY

ESGAR

Updated, June 2019

ESGAR is a not-for-profit organisation, registered in Vienna, Austria
ZVR: 209922020 (Austrian Register of Associations)



CONSTITUTION AND STRUCTURE

The Society is regulated by by-laws. The supreme authority of the Society is the General Assembly, which is convened at the Annual Meeting and which consists of all attending members holding voting rights. The Executive Committee and its standing sub-committees are elected via majority by the General Assembly. The Executive Committee meets three times a year. Day-to-day management of the Society is carried out by the Executive Board, consisting of the President, the President-Elect, the Vice-President and the Secretary-Treasurer. Day-to-day administration is implemented by the Central ESGAR Office, established in July 1999.

The following are the BY-LAWS of the registered Society „The European Society of Gastrointestinal and Abdominal Radiology“ (ESGAR):

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

- 1.1 The name of the Society is, “The European Society of Gastrointestinal and Abdominal Radiology”, abbreviated to “ESGAR”.
- 1.2 Its registered office is in Vienna, Austria.
- 1.3 Its activities extend throughout Europe and beyond, as deemed appropriate. However, overall Society activity will focus predominantly within European territory.
- 1.4 For Society purposes, the definition of “Europe” will be geographic rather than political.

The establishment of branches as provided for in article 11 of the Society Act (Vereinsgesetz) 1951, Federal Law Gazette No 233 in its present wording is not intended.

2. OBJECTIVES OF THE SOCIETY

The Society shall be an apolitical, non-profit organisation, exclusively and directly dedicated to the promotion of science, research and education in the field of Abdominal and Gastrointestinal 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 radiology.

The objective of the Society is to advance the study and knowledge of Gastrointestinal and Abdominal Radiology and associated pathology by encouraging teaching, research and further education in the subspecialty, and to encourage harmonious interchange and integration of all professionals with an interest in this field

3. MEANS OF REACHING THE OBJECTIVES OF THE SOCIETY AND WAYS TO RAISE FUNDS

Society objectives are reached via the following immaterial and material means:

3.1. Immaterial means:

- a) to provide a forum for the exchange of knowledge pertaining to research, practice, and training in Abdominal and Gastrointestinal Radiology.
- b) to stimulate investigation and teaching in methods to diagnose, prevent, and treat abdominal and gastrointestinal diseases.
- c) to enhance the study and practice of Abdominal and Gastrointestinal Radiology via continuing education and training, and by establishing lectureships and fellowships.
- d) to critically evaluate procedures in Abdominal and Gastrointestinal Radiology where appropriate
- e) to promote the exchange of ideas and information for the further definition and advancement of the role, direction and goals of Gastrointestinal and Abdominal Radiology as a sub-speciality
- f) the organisation of an annual meeting in Europe.
- g) the organisation of other educational events (workshops) in Europe and beyond.
- h) to publish a regular newsletter and to maintain a website and other electronic media as a means for communication with and between members.

3.2. Material means:

Society income is derived from:

- a) Annual membership fees
- b) Surplus from annual meetings and other educational events organised by the Society
- c) Donations and sponsorship from industry and other institutions
- d) acquisition, administration and disposal of assets 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

The members of the Society are divided as follows:

4.1. Ordinary Members, i.e. those eligible to participate fully in the activities of the Society. Ordinary members are divided further into following sub-groups:

- a) **Active Members:** Physicians, Scientists and other Professionals engaged in European practice (i.e. clinical practice and/or education and/or research) with a special interest in Abdominal and Gastrointestinal Radiology and related research areas.
- b) **Corresponding Members:** Physicians, Scientists and other Professionals engaged in clinical practice (i.e. clinical practice and/or education and/or research) **outside** Europe and with a special interest in Abdominal and Gastrointestinal Radiology and related research areas residing outside Europe.
- c) **Junior Members:** Residents (in Europe or residing outside Europe) can become junior members while training for specialisation in General Radiology and/or training for subspecialisation in Gastrointestinal and Abdominal Radiology and/or Interventional Radiology and/or while training for other medical specialties
- d) **Fellows:** Active members, for at least 3 years, who have made a significant contribution to Abdominal and Gastrointestinal Radiology and related research and education. A Fellow should be engaged in daily practice and/or teaching and/or research, predominantly in this field. Accordingly, Fellows must hold the Certificate of Excellence (Level II) of the ESGAR Subspecialty recognition programme.
- e) **Corresponding Fellows:** Corresponding Members for at least 3 years, (residing outside geographic Europe) who have made a significant contribution to Abdominal and Gastrointestinal Radiology and related research and education. A Corresponding Fellow should be engaged in clinical practice and/or education and/or research) predominantly in this field. Corresponding Fellows must hold the Certificate of Excellence (Level II) of the ESGAR Subspecialty recognition programme.

4.2 Extraordinary members, i.e. those who further the activities of the Society.

- a) **Corporate Members:** Corporations or other organisations, including commercial enterprises, supporting the activities and objectives of the Society.

4.3 Honorary Members, i.e. those who are appointed by the Society as such due to special merit.

- a) **Honorary Fellows:** Distinguished physicians, in Europe or further afield, who have made an exceptional contribution to the advancement of Abdominal and Gastrointestinal Radiology and related research areas. Honorary Fellows are proposed by the Executive Committee for election. Their total number will be limited to 3 per year from either Europe or further afield.
- b) **Emeritus Fellows:** Fellows no longer in active practice who have made an exceptional contribution to the advancement of Abdominal and Gastrointestinal Radiology and related research areas. Emeritus Fellows are proposed via the written request of two active members and approved subsequently by the Executive Committee

The Chairperson of the Membership Committee will arbitrate where there is uncertainty regarding the appropriate category for an applicant

5. ACQUISITION OF MEMBERSHIP

- 5.1. A candidate for a) Active Membership, b) Corresponding Membership, c) Junior Membership shall apply in writing (via internet, e-mail, fax, or letter) to the Membership Committee, which then reviews the application. Candidates for Junior membership (c) must provide a proof of training status together with application. Between General Assemblies, candidates for membership are provisionally accepted by the Membership Committee, and these candidates shall enjoy the same benefits as confirmed members, excepting the right to vote. Such provisional members are then ratified (or rejected in exceptional circumstances) at the next subsequent General Assembly.
- 5.2. To qualify as a Fellow or Corresponding Fellow, active members and corresponding members must hold the Certificate of Excellence (Level II) of the ESGAR Subspecialty recognition programme before applying in writing to the membership committee. The Certificate of Excellence has to be included with the application.
- 5.3. Applicants for Corporate Membership shall apply in writing via a letter of interest to the Society Secretary Treasurer, confirming their active support of Abdominal and Gastrointestinal Radiology. The Executive Committee will subsequently discuss and approve (or reject) the application.

6. RIGHTS AND DUTIES OF MEMBERS

- 6.1. Only members in good standing are entitled to member benefits. Only ordinary members have the right to vote in the General Assembly and can take part in Society elections. Only Fellows are eligible for Executive Committee office.
- 6.2. 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/or the objectives of the Society. Members must attend to Society By-Laws and to resolutions passed by its executive organs. Ordinary and extraordinary members are obliged to punctual payment of membership fees of the amount approved by the General Assembly.
- 6.3. Specific Rights and Duties
 - a) **Active Members:** Active members have the right to vote but not to hold office. They shall be subject to normal 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 normal membership dues and congress fees.
 - c) **Junior Members:** They have the right to vote but not to hold office. They shall be subject to congress fees and shall pay a reduced membership fee. (50 % of the full membership fee)
 - d) **Fellows:** Fellows have the right to vote and to hold office. They shall be subject to normal membership dues and congress fees.
 - e) **Corresponding Fellows:** Corresponding Fellows have the right to vote but not to hold office. They shall be subject to normal membership dues and congress fees.
 - f) **Corporate Members:** Corporate members do not have the right to vote nor are they eligible to hold office. Corporate membership fee is determined by the Executive Committee
 - g) **Honorary Fellows:** Honorary Fellows do not have the right to vote nor are they eligible to hold office. Honorary Fellows are not required to pay congress fees or membership
 - h) **Emeritus Fellows:** Emeritus Fellows do not have the right to vote nor to hold office. They are not be subject to membership dues but must pay normal congress fees.
- 6.4. Gold Medallist

The highest honour of the Society is the Gold Medal, which is awarded by the Executive Committee. A Gold Medallist is not subject to any membership dues or congress fees.

7. TERMINATION OF MEMBERSHIP

- 7.1. Ordinary and extraordinary membership can terminate via voluntary withdrawal, cancellation, on expulsion, or via death. Corporate Membership ends at the time of loss or change of legal status. Junior Membership extends to three years maximum or sooner if residency is terminated. At termination, Junior Membership converts automatically to active or corresponding membership depending on the country of residence.
- 7.2. Voluntary withdrawal should be declared in writing to the Central ESGAR Office, for attention of the Membership Committee Chairperson, at least six months prior to the end of the financial year.
- 7.3. Membership shall terminate automatically at the end of the current financial year, if dues and assessments have not been paid for three consecutive years. Some membership benefits (reduced registration fees etc.) will cease immediately following non-payment for one year. Membership shall normally reinstate automatically on payment of the full extent of fees due.
- 7.4. Expulsion of a member from the Society is proposed by the Executive Committee on the grounds of gross breach of duty and/or dishonourable conduct. An appeal to revert expulsion may be brought by the member to the General Assembly, via the Executive Committee. Membership rights will remain suspended until a decision regarding the appeal is taken by the General Assembly.
- 7.5. Any Fellow not attending three consecutive annual meetings will lose his/her position as a Fellow.

8. ORGANS OF THE SOCIETY

The organs of the Society are

- 8.1. the General Assembly (sections 9 and 10)
- 8.2. the Executive Committee (sections 11 to 13)
- 8.3. Sub Committees (section 14)
- 8.4. the Auditors (section 15)

9. THE GENERAL ASSEMBLY

- 9.1. The General Assembly is the supreme authority of the Society; it consists of all members holding voting rights present at an established time and place during the Society Annual Meeting.
- 9.2. The General Assembly is held annually during the Annual Meeting at a time and place nominated by the Executive Committee.
- 9.3. An Extraordinary General Assembly may be convened if deemed necessary by the Executive Committee or by the Ordinary General Assembly, or if proposed in writing with support from at least 10 % of the voting membership. The application must state the rationale for convening an Extraordinary General Assembly and the nature of any anticipated debate and/or vote. An Extraordinary General Assembly shall be held not later than two calendar months following the delivery of the proposal to the Executive Committee.
- 9.4. All members shall be invited in writing to Ordinary and Extraordinary General Assemblies at least 6 weeks prior to the date of the meeting. The invitation must include an agenda. Meetings are convened by the Executive Committee.
- 9.5. Items for the agenda are added via notification to the Executive Committee and must be tabled at least eight weeks prior to the proposed date of the General Assembly. Potential agenda items may be proposed by any Member who has the right to vote. The Executive Committee has the right to dismiss those items it deems unnecessary to discuss at the General Assembly, with the exception of any item attracting support from at least 10 % of the voting membership. Any application to add an agenda item from a Member outside the Executive Committee must state the rationale for adding the item and the nature of any anticipated debate and/or vote.

- 9.6. Resolutions – excepting 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 attend the General Assembly. Only ordinary members have the right to vote. Each member has one vote, which is non transferrable. The General Assembly is quorate if 50% of the total membership holding voting rights are present. If insufficient members are present at the allotted time, the General Assembly may convene with the same agenda fifteen minutes later, and is quorate irrespective of the number of members present.
- 9.8. As a rule, a simple majority of votes is required to pass any election or resolution tabled at the General Assembly. For resolutions to amend the By-Laws of the Society or to liquidate it, a majority of at least 75% is required. In case of a tie, the President has the deciding 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 requested by any member with voting rights or by the Executive Committee. No reasons for the demand need be given.
- 9.10. The decision to hold an email ballot of the entire voting membership can only be made by the Executive Committee, and only under exceptional circumstances. Such votes and the outcome have the same validity as those taken at the General Assembly.
- 9.11. The General Assembly shall be presided over by the President or in his/her absence, by the President-Elect, Vice President or another member of the Executive Committee.
- 9.12. The Secretary-treasurer 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 General Assembly fulfils the following duties:

- a) to receive and to ratify the profit and loss account, the balance sheet, the financial report of the Treasurer, and the Auditor's report
- b) to ratify proposed membership dues
- c) to consider, update, and amend the By-Laws where deemed necessary by the Executive Committee.
- d) to consider new members and consider decisions concerning the status of existing members of the Society, proposed by the Executive Committee and its sub-committees
- e) to elect the officers of the Executive Committee
- f) to appoint the Auditors
- g) to consider the location of the annual meeting where suggested by the Executive Committee
- h) To deliberate any other agenda issues.
- i) To consider the dissolution of the Society when called upon to do so by the Executive Committee.

11. THE EXECUTIVE COMMITTEE

11.1. The EXECUTIVE COMMITTEE consists of a maximum of 15 voting individuals:

- the President
- the President-Elect
- the Vice President and Chairperson of the Programme Committee
- the Secretary-Treasurer

(these four individuals comprise the Executive Board)

further members comprise:

- the Chairperson of the Education/e-learning Committee
- the Chairperson of the Membership Committee
- the Chairperson of the Workshop Committee
- the Chairperson of the Research Committee
- the Meeting President of the next Annual Meeting
- the Pre-Meeting President; the Meeting President for the Annual Meeting following the above.
- up to 5 members at large (who may not have a defined portfolio beyond providing advice to the Executive Committee).

Broadly speaking, the composition of the Executive Committee shall reflect the geographic composition of the general membership as far as is possible, so as to be representative of the membership. The Society will pay due regard to gender equality regarding the composition of the Executive Committee.

The Executive Director of the Society is a non-voting member of the Executive Board and of the Executive Committee.

11.2. The officers of the Executive Committee, with the exception of the Executive Director, who is appointed directly by the Executive Committee, shall be elected by the General Assembly.

A call for nominations shall be sent to ESGAR Fellows asking to forward nominations of eligible fellows for election to upcoming vacant positions on the Executive Committee approximately 6 months before the respective General Assembly, announcing a deadline for submitting nominations.

All nominees should provide a 2-page CV and a motivation letter to undertake the post they are applying for. Such nominations must be accompanied by support letters of two other fellows. Fellows may nominate themselves under the same conditions.

Nominations of eligible candidates for the Executive Committee shall be made to the Society Office by the announced deadline. The CV's and list of nominees will be circulated prior to the General Assembly. The Executive Committee has the nomination right and at that time, the Executive Committee will propose the candidates it considers most suited to the individual role being considered. Election of candidates will be via simple majority at the General Assembly, as described elsewhere.

Current members of the Executive Committee eligible for re-election shall provide an expression of interest and motivation letter if they wish to be considered for re-elections

11.3. The "Presidential line" of the Society comprises the Vice-President, President-Elect, and President, as described immediately below.

11.4. The term of office of members of the Executive Committee is 2 years with immediate re-election for one term possible (except for the positions of President, President-elect, Vice President and the meeting presidents). The "year" runs from one General Assembly to the following.

11.5. The position of President of the Society is filled automatically by the retiring President-Elect. The term of office is 2 years. No re-election to this position is possible.

11.6. The position of the President-Elect of the Society is filled automatically by the retiring Vice President. The term of office is two years. No re-election to this position is possible.

- 11.7. The Vice President of the Society is elected for two years. The Vice-President must have been a member of the Executive Committee previously. Normally, the Vice-President will be an active serving member of the Executive Committee at the time of his/her nomination (excluding the President and President-Elect). Eligible members of the Executive Committee may nominate themselves for the position of Vice-President via a written letter that describes their motivation and qualifications for the post, accompanied by a CV. This letter should be addressed to the Secretary-General and applications will be convened by the Executive Director of the Society. Applications will be considered subsequently by the Executive Committee and a vote taken in the event that there is more than one eligible candidate. Each member of the executive committee is entitled to a single vote (excepting the member(s) who is(are) nominated). In the event of a tie, the President will cast the additional deciding vote. Eligible Executive Committee members eligible to vote may abstain if they wish. The ballot will be closed (i.e. secret) to avoid undue influence, and will be conducted by the Executive Director.
- 11.8. The Vice president normally Chairs the Programme Committee during his/her term of office but this duty may be delegated to another member of the Executive Board/Committee where deemed appropriate/necessary by the Executive Committee.
- 11.9. The term of office for the Meeting President is one year, commencing at the General Assembly one-year immediately preceding the date of their respective annual meeting. The post of meeting President is filled automatically by the Pre-Meeting President, who has been elected at the General Assembly two years before their respective annual meeting.
- 11.10. The Executive Committee meets face-to-face at least once annually, normally at a meeting dedicated specifically to this purpose. Meetings are convened in writing by the President. Additional Executive Committee meetings can be convened where necessary at any time, normally in the vicinity of the Annual Meeting. Such meetings may be face-to-face or via virtual communication.
- 11.11. The Executive Committee is quorate when all members have been invited and at least 50% are present.
- 11.12. Where necessary, the Executive Committee passes its resolutions by a simple majority of votes. In case of a tie the President has the casting vote.
- 11.13. The President shall take the Chair, or in his/her absence the President-Elect. If neither can attend, the Vice President will take the Chair.
- 11.14. The term of office may terminate due to normal expiration of the term, death, or being relieved from office (section 11.15), or resignation (section 11.16).
- 11.15. The General Assembly can at any time relieve the entire Executive Committee or any of its members from their office, normally by following the procedure for an extraordinary General Assembly or Agenda item described in Section 9.3.
- 11.16. Members of the Executive Committee can at any time submit their resignation in writing, addressed to the Secretary-Treasurer. In the case of resignation of the entire Executive Committee, resignation should be addressed to the General Assembly. Where an individual member has resigned, the Executive Committee must co-opt a successor immediately to fill the post until the occasion of the next General Assembly. This will normally be a member at large, without specific portfolio previously.

12. COMPETENCE OF THE EXECUTIVE COMMITTEE

The Executive Committee is responsible for Society management. It performs all functions not allocated to another organ of the Society by these By-Laws. Its sphere of activities covers, in particular:

- a) organisation of the Annual Meeting,
- b) drafting the budget and activity report, and preparing the annual accounts
- c) preparing the General Assembly agenda,
- d) convocation of Ordinary and Extraordinary General Assemblies,
- e) administration of Society assets
- f) The management of the Central ESGAR Office, which is delegated to the Executive Director of the Society.

13. SPECIAL OBLIGATIONS OF INDIVIDUAL MEMBERS OF THE EXECUTIVE COMMITTEE

13.1. The President, the President-Elect, the Vice President, the Secretary-Treasurer form the Board (Section 11.1). They deal with day-to-day business of the Society. The Society shall normally be represented externally by the President, and/or by other members of the Board. The President, aided by the Executive Committee will ensure that these By-Laws are kept current and relevant to the activities of the Society.

13.2. Internal matters:

The President Chairs the General Assembly and Executive Committee meetings. In situations where he/she judges there to be impending danger he/she is entitled to take measures independently, even in matters falling within the competence of the General Assembly or of the Executive Committee; these measures require, however, subsequent debate and approval (or not) of the competent organ of the Society. Situations of "impending danger" would normally require urgent discussion by the President with available members of the Board and Executive Director.

The Board has an obligation to the Society to sign written notifications and announcements of the Society, legal instruments in particular. They jointly must do so with at least two Board members listed or must delegate this duty by power of attorney to the Executive Director of the Society.

The members of the Executive Committee will not pay congress or course fees, and are entitled to receive reimbursement for expenses incurred in the course of Society duties.

14. SUB-COMMITTEES

14.1. The following are Sub-Committees of ESGAR:

- a) the **Programme Committee** comprises all members of the Executive Committee. Additional members may be co-opted to aid programme planning for specific annual meetings. The position of the Chairperson of this committee will be filled, ex-officio, by the Vice President.
- b) the **Education Committee**; comprising the Chairperson and a sufficient number of eligible Fellows and/or Corresponding Fellows.
- c) the **Membership Committee**; comprising the Chairperson and a sufficient number of eligible Fellows and/or Corresponding Fellows.
- d) **the Workshop Committee**; comprising the Chairperson and a sufficient number of eligible Fellows and/or Corresponding Fellows representing the various topics covered in the ESGAR workshops.
- e) **the Research Committee**; comprising of the Chairperson and a sufficient number of eligible Fellows and/or Corresponding Fellows representing relevant research areas.

The President, President-Elect, Vice President, and Secretary-Treasurer are ex-officio members of all committees.

14.2. Each of the above subcommittees will incorporate at least **one junior member**. This group as a whole will constitute the working group, "Young ESGAR", normally Chaired by a senior member of the Society.

14.3. Working groups may be established for special tasks by the Executive Committee, who will nominate their members, define their specific responsibilities, and regulate their proceedings.

14.4. The duties of all Society committees shall be listed in internal regulations.

14.5. Sub-committees members shall be proposed by the respective Committee Chairperson and approved and appointed subsequently by the Executive Committee.

14.6. With the exception of members of the Programme Committee, the term of office for members of the Sub-committees corresponds to the term of office of the respective chairperson.

14.7. Committee members are entitled to reimbursement for expenses incurred in the course of Society duties, excepting those meetings that they would attend normally as a matter of course (i.e. ESGAR, ECR, RSNA).

15. THE AUDITORS

Two auditors shall be appointed to audit Society accounts. They will report to the General Assembly. Candidates will be proposed by the Executive Committee and elected subsequently by the General Assembly, for a period of two years. The auditors may be re-elected indefinitely. The auditors must be independent and unbiased and therefore may not be current members of the Executive Committee.

The financial year shall begin 1st January and end 31st December.

16. THE CENTRAL ESGAR OFFICE

The central ESGAR Office is the Society's headquarter. It is headed by the Executive Director who is responsible for the management of the headquarter office including conclusion and termination of lease contracts and contracts with other suppliers, the conclusion and termination of contracts with sub-contractors, service providers and consultants, the management of its employees including conclusion and termination of employment contracts, the management of the Annual Meetings and all other events of the Society, negotiations with the congress venue and for all current business matters, further for the collection of membership fees, registration fees and for maintaining the bank accounts of the Society. The Executive Director is entitled to represent the Society based on a proxy issued by the Executive Committee.

17. DISSOLUTION OF THE SOCIETY

- 17.1. The voluntary dissolution of the Society can only be resolved with a qualified majority of three quarters of the votes in an Extraordinary General Assembly convened for this purpose.
- 17.2. This 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 he has to transfer the assets of the Society remaining after the payment of the debts. These assets, as far as it is possible and permitted, shall go to a non-profit making organisation aiming at the same, or having similar, objects as this Society.
- 17.3. The last Executive Committee of the Society has to inform the competent authorities in writing of the voluntary dissolution and it is obliged to announce, in accordance with article 26 of the "Vereinsgesetz" (law on societies), the voluntary dissolution in an official gazette. The same shall be the case should the Society abandon its non-profit purpose.

18. ARBITRATION TRIBUNAL

- 18.1. All disputes arising within the Society will be resolved by an Arbitration Tribunal.
- 18.2. The Arbitration Tribunal is composed of five ordinary members. It will be constituted such that each contending party nominates to the Executive Committee, within seven days, two members to act as arbitrators. These members elect, by a simple majority of votes, a Chairperson for the Arbitration Tribunal. If the votes are equal, a decision among the members nominated is reached by drawing lots.
- 18.3. The Arbitration Tribunal will render judgement in the presence of all its members by a simple majority of votes. It will declare to the best of its knowledge and belief. Its judgements will be final as far as the Society is concerned.