

European Glaucoma Society (EGS)
Zug, Switzerland

Statutes

Revision of June 10, 2014

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I

Name, Seat, Purpose, Activities and Financing

Article 1 - Name and Seat

There is hereby formed under the name of

European Glaucoma Society (EGS)

an association as defined by Articles 60 et seq. of the Swiss Civil Code.

The seat of the European Glaucoma Society (EGS) ("the Society") is in Zug, Switzerland.

Article 2 - Purpose

The Society is a public interest, non-profit, scientific organization active in Europe and whose purpose is in particular:

- a) To promote personal relationships and the exchange of scientific knowledge and practical experiences between ophthalmologists and glaucoma specialists in Europe;
- b) To encourage, support and register medical research, particularly in the field of glaucoma, in Europe;
- c) To promote the diffusion of specific knowledge in the field of ophthalmology and specifically in glaucoma among ophthalmologists and the public; and
- d) To promote cooperation with similar organisations worldwide.

Article 3 - Activities

In order to attain the purpose as stated in Article 2 of these Statutes, the Society may in particular carry out the following activities:

- a) The organisation of an open scientific congress at least every four years;
- b) The organisation of the meetings of its Members;
- c) The organisation and the promotion of special and regional meetings;
- d) Keeping its Members informed about medical research in the field of glaucoma;
and
- e) The issuance of ethical standards and a Code of Ethics.

Article 4 - Financing

Sources for the financing of the Society's activities shall be obtained in particular through:

- a) Yearly fees from the Members (if applicable);
- b) Additional voluntary contributions from the Members;
- c) Revenues from the organisation of congresses, conferences, meetings, educational activities, etc;
- d) Contribution from companies, private persons, non-profit organisations such as foundations, public donors etc;
- e) Revenues from other sources.

II Membership

Article 5 - Categories of Members

The Society may have four categories of members:

a) Ordinary Members

Ophthalmologists with a specific interest in glaucoma practising within the geographical boundaries of Europe.

b) Extraordinary Members

aa) Ophthalmologists practising outside of Europe and with a specific interest in glaucoma and having a close relationship with the Society's activities;

bb) Scientists in the field of vision research;

cc) Former Ordinary Members who have retired from practice; and

dd) Legal entities active in relation to Glaucoma.

c) Honorary Members

The title of Honorary Member may be bestowed upon any person for meritorious services within the scope of the Society.

d) Associate Members

Associate Members are ophthalmologists or researchers committed to the field of glaucoma, not residing within the geographical boundaries of Europe.

Article 6 - Admission of New Members

Any person who applies for admission as a new Member of the Society must send a written application before December 31 of each year to the Society's Permanent Executive Secretariat (Article 27 of the Statutes) in order to be considered for the following year. Each application must be supported by two written recommendations: one by a member of the Executive Committee and one by an Ordinary Member of the Society. The Executive Committee decides on the application at its first meeting in the following calendar year.

To change membership status from Ordinary Member to Extraordinary Member and vice-versa (Article 5 lit. a and b), a written notice by the applicant to the Society's Permanent Executive Secretariat is sufficient. The Executive Committee decides on the application at its next meeting.

The Executive Committee shall nominate Honorary Members based on a proposal for admission of at least five of its members. Associate Members shall be nominated by way of the same procedure applied to Ordinary Members.

All persons registered as members of the existing "European Glaucoma Society", founded in Ghent, Belgium, in 1978, have the right to be admitted as new Members of the Society if they comply with the criteria for membership according to Article 5 of the Statutes. A written declaration to the Society's Permanent Secretariat within one year of the establishment of the Society shall be sufficient for acceptance as a new Member of the Society.

Article 7 - Termination of Membership

Membership of the Society will be terminated:

- a) By the death of the Member or, in case of a legal entity, through its dissolution;
- b) By written resignation sent to the Society's Permanent Secretariat no later than six months before the end of the calendar year (Article 70 par. 2 Swiss Civil Code). Membership will be terminated with effect from the end of the calendar year.
- c) By a decision of the Executive Committee:
 - aa) If the Member by his acts or declarations violates the Statutes, regulations, decisions of the Society's bodies, the ethical standards or the Code of Ethics of the Society or in general damages the reputation of the Society;

- bb) If the Member's activities change such that it no longer meets the criteria for admission as a Member; and
- cc) If the Member fails to fulfil any financial obligations it has (Article 4 lit. a) towards the Society for two consecutive years. Upon such failure, the Member shall be requested to pay and be notified, that in case of non-payment, his membership with the Society will be terminated with effect from the end of the calendar year.

Any Member subject to a termination decision shall have the right to be heard at the next meeting of the Executive Committee. The Executive Committee shall then confirm or nullify its termination decision, both with retroactive effect, unless otherwise decided by the Executive Committee, in its sole discretion.

The Member whose membership terminates has no right whatsoever to any assets of the Society.

Article 8 - Members' Rights

Ordinary Members have in particular the following rights:

- a) Participation in the General Assembly, with in particular the right to vote;
- b) Drawing up of proposals for inclusion in the agenda of the General Assembly;
- c) Participation in the conferences, meetings, etc. organised by the Society.

Extraordinary Members and Honorary Members may take part in the General Assembly and participate in its debates, but they have no right to vote. Associate Members have neither the right to vote nor the right to attend the *Society's* General Assembly.

Article 9 - Members' Obligations

Members of the Society have the following obligations:

- a) Compliance with the Statutes, regulations and decisions of the Society's bodies;
- b) Payment of their yearly membership fee, the amount of which shall be decided by the Executive Committee. The membership fee will not surpass a maximum of

Euro 200 per year. Honorary Members, but not Associate Members, are exempt from paying a membership fee.

Article 10 - Members' Liabilities

Only the assets of the Society shall be drawn from in satisfaction of any obligations of the Society. The Members of the Society will not be liable for any obligation of the Society. Their only financial obligation shall be the payment of the yearly membership fee, if any (Article 4 lit. a).

III Organisation

Article 11 - Bodies of the Society

The Bodies of the Society are:

- A. General Assembly
- B. Executive Committee

A. General Assembly

Article 12 - Powers

The General Assembly is the supreme authority of the Society. The General Assembly has the following exhaustive powers:

- a) Modification of the Society's Statutes;
- b) Election of the members of the Executive Committee;
- c) Removal of members of the Society's bodies upon just cause (Article 65 par. 3 Swiss Civil Code);

- d) Election of an auditor, if applicable;
- e) Approval of the Executive Committee's reports on the activities of the Society and the financial statements;
- f) Discharge of the Executive Committee from liability;
- g) Dissolution of the Society;
- h) Adoption of the ethical standards and a Code of Ethics; and
- i) Other powers, which by law, Statutes or decisions by the General Assembly are reserved to the General Assembly.

Article 13 - Ordinary General Assembly

An Ordinary General Assembly to which all Members shall be invited shall be held at least every two years.

Article 14 - Extraordinary General Assembly

An Extraordinary General Assembly may be convened:

- a) By a decision of the Executive Committee; or
- b) If at least one-fifth of the Society's Members with the right to vote make such a request in writing (Article 64 par. 3 Swiss Civil Code). The request shall specify the items for the agenda and set out the reasons why the agenda items cannot wait until the next Ordinary General Assembly to be considered. An Extraordinary General Assembly shall be held within three months of receipt of the request.

Article 15 - Convocation

The convocation to an Ordinary or an Extraordinary General Assembly shall be sent at least 60 days in advance to the Member's addresses known to the Permanent Executive Secretariat at the moment of the sending out of the convocation. The convocation shall

contain, at a minimum, the agenda and may refer to the website of the Society for any other document.

Article 16 - Decision-making

Each Member shall have one vote in the General Assembly. Only the Members present shall be entitled to vote. Voting by proxy or by correspondence is not permitted.

The General Assembly shall decide by simple majority of the Members voting unless provided otherwise by law or under the Statutes.

Article 17 - Presidency and Minutes

The President of the Executive Committee shall conduct the General Assembly.

The secretary of the Executive Committee shall draw up the minutes of the General Assembly. They shall be signed by the President and the Vice-President.

B. Executive Committee

Article 18 - Powers

The Executive Committee is responsible for the management of the Society and shall represent it towards third parties. The Executive Committee shall pass decisions on all cases that do not come within the sphere of responsibility of the General Assembly or are not reserved to other bodies by law or under these Statutes. The Executive Committee has in particular the following powers:

- a) Carrying out of tasks and passing of resolutions on all items that do not come within the sphere of responsibility of the General Assembly or which are not reserved to another body of the Society by law or under the Statutes;
- b) Convocation of the General Assembly (including the determination of the place where it will be held) and the organisation of the General Assembly. The Executive Committee may adopt special regulations for the organisation of the General Assembly;

- c) Execution of the General Assembly's resolutions;
- d) Admission of new Members of the Society and termination of membership;
- e) Proposing to the General Assembly new members of the Executive Committee;
- f) Organisation of the Permanent Secretariat (Article 27);
- g) Organisation of the Society's events and activities (congresses, conferences, meetings, etc.). The Executive Committee may delegate the organisation of these events to local committees or third parties;
- h) Setting up of ad-hoc committees composed of its members and/or third parties;
- i) Representation of the Society towards third parties; it decides on the right to sign for and to represent the Society; and
- k) Determination of the amount of the yearly membership fee. The Executive Committee may decide to levy no membership fee.

The Executive Committee may delegate individual powers and responsibilities to committees or third parties.

Article 19 - Duties of the Members of the Executive Committee

The Executive Committee's members are responsible for following the Society's projects.

Article 20 - Election

The members of the Executive Committee shall be elected by the General Assembly among the candidates proposed by the Executive Committee for a term of two years. Election shall take place every two years in globo for the whole Executive Committee and re-election shall be possible for a maximum of two additional two-year terms for the President, the Past President, the Vice-President and the Treasurer and for a maximum of one additional two-year term for the other members of the Executive Committee. The founding members of the Executive Committee may remain members of the Executive Committee for a first 4-year term (starting from the founding of the Society) and may be re-elected afterwards for another four years.

Article 21 - Termination of Membership

Membership of the Executive Committee shall be terminated:

- a) By resignation of the member; or
- b) By decision of a two-thirds majority of the members of the Executive Committee upon just cause.

Article 22 - Composition, Constitution and Distribution of Tasks

The Executive Committee shall be composed of a maximum of nine members:

- a) **The President:**
The President shall chair the Executive Committee and the General Assembly, and shall represent the Society towards third parties.
- b) **The Past-President**
- c) **The Vice-President:**
The Vice-President shall deputise for the President as necessary.
- d) **The Treasurer**
The Treasurer shall be responsible for the financial management and the annual accounts of the Society. The Treasurer shall have overall responsibility for the collection of the Members' yearly fees (if applicable).
- e) **The Ex-Officio Member** from the Glaucoma Research Society (GRS) and / or the World Glaucoma Association (WGA).
- f) Four additional members, who shall have a more limited role in the management of the Society but whose responsibilities shall, in particular, be the management and the coordination of the activities of the Society's various committees.

The Executive Committee shall constitute itself.

Article 23 - Meetings and Decision-making

Meetings of the Executive Committee shall be convened by the President. A third of the members of the Executive Committee may also request the convening of a meeting.

Meetings shall take place at the seat of the Society or at any other place designated by the President.

Notice of a session of the Executive Committee shall be sent to its members at least 20 days prior to the scheduled time for the session.

The Executive Committee may adopt resolutions if half of its members are present (attendance quorum). Subject to any contrary provisions in these Statutes, the Executive Committee shall adopt resolutions by simple majority of those members of the Executive Committee present. Each member has one vote. In the event of an equality of votes, the President has a casting vote.

A member of the Executive Committee not present at the meeting shall not be represented by another member or a third person.

Resolutions may be adopted and votes taken by correspondence if no member requests oral discussions.

Minutes of the sessions and resolutions must be taken by the secretary of the Executive Committee. The minutes must be signed by the President and the Vice President. The minutes must be submitted at the next meeting of the Executive Committee for approval.

Article 24 - Signatory Power

The Executive Committee designates the members that have the right to sign for the Society. All those members have joint signatory power with any other member.

IV Auditor

Article 25 - Appointment

The General Assembly may appoint an independent external auditor for a maximum term of two years. There shall be no limit on the number of times an auditor may be re-appointed.

Article 26 - Tasks

The auditor shall conduct an annual audit of the Society's accounts and present a written report to the General Assembly. The Executive Committee may confer other tasks upon the auditor.

V Permanent Secretariat, Dissolution and Liquidation

Article 27 - Permanent Secretariat

A Permanent Secretariat shall be established by the Executive Committee. It shall be run by a secretary who may not be a Member of the Society. It shall be responsible for all administrative matters which are not handled by the Executive Committee or by individual members. The Permanent Secretariat may be entrusted, in particular, with the following tasks:

- a) Keeping the list of Members updated (membership database);
- b) Dealing with new membership applications;
- c) Keeping the Society's records;
- d) Notifications to the Society's Members (General Assemblies, etc.);

- e) The correspondence of the Society;
- f) Assistance in communication and acting as a liaison between the Society's Members, the national societies, etc; and
- g) General support for the Executive Committee, especially the President.

The Executive Committee may entrust the Permanent Secretariat with additional tasks.

Article 28 - Dissolution

The Society may be dissolved by a three-quarters majority of voting Members present at a General Assembly. Such vote may only take place if at least a third of its voting Members are present (attendance quorum).

Article 29 - Liquidation

Any liquidation of the Society shall be carried out by the Executive Committee, unless it transfers this task to a third party. If the Society is being dissolved, the Executive Committee transfers, after payment of all debts, the remaining assets to a tax-exempted charity having its registered office in Switzerland. Restitution of the assets to Members of the Society or to members of the Executive Committee or their legal successors is excluded.

VI Miscellaneous

Article 30 - No Special Advantages for the Founders

The founders of the Society shall not enjoy any specific rights or advantages in addition to those enjoyed as Members of the Society or members of the Executive Committee as determined by these Statutes.

Article 31 - Communications

All communications, notifications, notices, etc. in relation to the Society may be made by post, fax, or e-mail, or by any other usual and reliable means of communication.

Article 32 - Registration in the Commercial Register

The Executive Committee may decide to register the Society at the Commercial Register of its seat.

Article 33 - Enforcement

These Statutes were adopted unanimously at the General Assembly of the Society held on June 10, 2014 in Nice, France, and come into force immediately upon their adoption.

Prof. Carlo E. Traverso,
Chairman of the Executive Committee

Prof. Anja Toolonen
Vice-chair of the Executive
Committee