

## STATUTES OF THE EUROPEAN SOCIETY OF PATHOLOGY

### Article 1 – FOUNDATION – NAME – LEGAL FRAMEWORK

The association was founded on November 7th 1964 as an "international society with humanitarian, religious, scientific, artistic and educational aim" under the name "Société Européenne de Pathologie", in accordance with the Belgian law of October 25th 1919 regarding the attribution of legal entity to international societies with humanitarian, religious, scientific, artistic and educational aim.

The legal entity of the association was attributed by Royal decree of February 9th 1970.

The current name of the association is "European Society of Pathology" or, abbreviated, "ESP". The working language of the association is English.

The Act of 23 March 2019 introducing the Code of Companies and Associations (CCA) and containing various provisions (published in the Belgian Official Gazette of 4 April 2019) repeals the Act of 27 June 1921, as amended by the Act of 2 May 2002, concerning non-profit associations, international non-profit associations, and foundations. The Society is subject to the CCA as per the 1st of May 2019.

### Article 2 – SEAT

The seat of the Society is at Square de Meeûs 18, 1000 Brussels, Belgium.

The seat can be moved to any place in Belgium following the decision of the Council of the Society.

### Article 3 – AIMS

The Society is a non-profit Society. The aims of the Society are to advance pathology in Europe and internationally and to promote communication between pathologists worldwide. The term pathology includes all aspects of anatomic pathology. In order to achieve these aims, the Society will exert a broad spectrum of activities and educational events and scientific congresses on a regular basis.

### Article 4 – MEMBERS

The Society will accept persons of all nationalities.

The number of members is unrestricted but is at least 30.

The Society will consist of ordinary, trainee, retired and honorary members.

Ordinary members are pathologists and any other person, usually a medical, dental, veterinary or science graduate, who is or has been engaged in diagnostics, research and/or in teaching in connection with pathology.

Trainee members are physicians in post-graduate training in pathology and post-graduate students with a special interest in pathology.

Honorary members are elected by the Society based upon meritorious achievement in medicine, biology, or any field directly related to pathology or the Society.

Retired members are ordinary members who have obtained retired member status upon a request by letter, e-mail or any other means of communication to the Society.

## **Article 5 – MEMBERSHIP**

### **5.1. - Membership**

Ordinary and trainee members are accepted by the Executive Committee upon submission of an application form to the office of the Society. Applications by a trainee shall be accompanied by a document stating the trainee status including the expected date of completion of training. Membership is dependent on payment of the annual membership fee.

All members may vote at the General Assembly and serve on committees, commissions and working groups.

Honorary members are elected by the General Assembly following nomination by the Council.

### **5.2. - Termination of membership**

Membership can be terminated by letter, e-mail or any other means of communication to the office of the Society.

### **5.3. - Exclusion**

Exclusion of a member can only be decided by the General Assembly on the basis of serious events or activities incompatible with the fundamentals of the Society, after a proposal by the Council and provided the General Assembly is regularly convened and the item is on its agenda.

A decision to expel a member must be taken by a majority of two thirds of the voting members present and represented at the General Assembly.

In case of proven urgency excluding delay until a General Assembly exclusion of a member can be decided by the Executive Committee. This decision must be presented to and validated by the next General Assembly.

The member in question has the right to be heard by the Council or the Executive Committee.

## **Article 6 – MEMBERSHIP FEE**

Members pay the established annual membership fee. The annual membership fees are determined by the Council on the advice of the Treasurer.

Honorary members shall be exempted from paying a membership fee.

## **Article 7 – GENERAL ASSEMBLY**

The General Assembly is the supreme body of the Society. It supervises the activities of the Council and the Executive Committee.

### **7.1. - Powers**

The General Assembly has the sole authority to change the statutes.

The General Assembly has the sole authority to appoint and to dismiss officers of the Executive Committee, members of the Council and the Chair of the Advisory Board.

The General Assembly must approve the financial report presented by the Treasurer, including the audited accounts, and the budget of the following year.

The General Assembly may appoint committees or task forces.

The General Assembly has the sole authority to dissolve the Society voluntarily, and to decide on the way the Society will be liquidated and its assets disbursed.

### **7.2. - Composition**

All members in good standing have the right to participate in the General Assembly. Guests can be invited by the Executive Committee on the occasion of specific topics but will have no vote.

### **7.3. - Meeting and convocation**

The General Assembly meets at each European Congress of Pathology and is chaired by the President of the Society. An extraordinary General Assembly may be called by request of the Council or one third of the members of the Society.

The invitation to the General Assembly together with its agenda has to be sent out by the Secretary in the ESP Newsletter, by e-mail or any other means of communication at least two months prior to the meeting.

### **7.4. - Decisions**

Valid decisions can only be made on items mentioned in the agenda.

The General Assembly can only make valid decisions if at least 5% of the voting members of the Society or at least 200 members, are present. All issues not specified in these statutes shall be decided by a simple majority of the voting members present and represented at the General Assembly, the President having the casting vote in the event of a tie.

If less than 5% of the voting members of the Society are present or represented, a new meeting of the General Assembly must be scheduled under the same conditions as the above-mentioned, and this General Assembly can take a final and valid decision on the proposal after approval by a simple majority of the members present, the President having the casting vote in the event of a tie.

An electronic voting procedure may be used. This procedure must be determined by the Council and must enable the identity and capacity of every voting member to be verified.

The decisions of the General Assembly are minuted, signed by both the President and the Secretary, and made available to the membership through the members' area of the website of the Society.

## **Article 8 – CHANGES IN THE STATUTES AND DISSOLUTION OF THE ASSOCIATION**

Any proposal to change the statutes or to dissolve the Society must be initiated by the Council, the Executive Committee, or by 25% of the members of the Society.

Initiatives by members shall be submitted in writing to the Executive Committee to be included in the agenda of the General Assembly.

Any modification of the statutes proposed by the Executive Committee and/or Council shall be assessed for legal correctness and relevance by a notary or competent lawyer before presented to the membership of the Society.

A decision to change the statutes or to dissolve the Society must be taken by a majority of two thirds of the members present and represented at the General Assembly, the President having the casting vote in the event of a tie.

If less than the required members of the Society are present or represented, a new meeting of the General Assembly will be scheduled under the same conditions as the above-mentioned, and this General Assembly can take a final and valid decision on the proposal after approval by a two thirds majority of the members present and represented, the President having the casting vote in the event of a tie.

An electronic voting procedure may be used. This procedure must be determined by the Council and must enable the identity and capacity of every voting member to be verified. The electronic voting form should indicate the identity of the voting member and his domicile, the

agenda of the General Assembly, the proposed decisions (yes, no, abstention) and the ultimate date and hour by which the Society must have received the vote to be valid. To calculate the rules of quorum and majority prescribed by this article, only valid electronic votes will be considered.

In the event of dissolution and liquidation of the Society, the General Assembly will decide upon the allocation of the assets remaining after the liabilities of the Society have been settled. The remaining assets must be dedicated to a non-profit purpose as similar as possible to the purpose of the dissolved Society.

The General Assembly will appoint at least three liquidators, who are preferably but not necessarily members of the Council or the Executive Committee.

## **Article 9 – MANAGEMENT**

### **9.1. - Powers**

The Executive Committee is responsible for the daily management of the Society.

The Executive Committee possesses full powers of management and administration, except for the functions assigned solely to the Council or to the General Assembly.

The Executive Committee may delegate the management of day-to-day affairs and particular specified functions to its President or another member of the Executive Committee.

The Council assists the Executive Committee.

Besides, the Council has the following specific powers:

- Approval of the annual accounts before presentation to the General Assembly.
- Preparation and supervision of election procedures, acceptance or remittance of nominations for officers, the President or of any other representatives of the Society.
- Long term decisions or decisions of strategic impact, in so far as no change in the Statutes is required.
- Preparation of any changes in the Statutes or and decision on changes in the Bylaws as well as supervision of the procedures to these changes.
- Assistance of the actions of the Executive Committee, particularly in decisions of strategic impact for the organization of the annual congresses, or any other large events organized by the Society.

### **9.2. – Composition**

#### **The Executive Committee**

The Executive Committee is composed of at least five elected officers, i.e. the President, the President-elect, the immediate Past President, the Secretary and the Treasurer. The Chief Executive Officer (CEO) of the Society is, an ex officio, non-elected member of the Executive Committee without the right to vote (see Article 13).

#### **The Council**

The Council is composed of at least thirteen members, namely the Executive Committee and at least eight other Society members. Members with specific functions of the Society may be co-opted to the Council but have no vote.

### **9.3. - Nomination**

Nominations for both the Council and the Executive Committee will be sought from the membership by an announcement in "The ESP Newsletter". The Council will make nominations for members of the Council and the Executive Committee.

Members of the Council are elected by the General Assembly for one period of four years, but only the Secretary and the Treasurer can be elected for a second consecutive four-year term. The President is elected for a term of 2 years as a President-elect, followed by a 2-year Presidency, and a 2-year term as immediate Past President.

The officers and the members of the Council can be dismissed by the General Assembly.

The General Assembly can only decide to dismiss an officer or a member of the Council if the quorum and procedure required by article 7.4 are fulfilled.

If an officer or a member of the Council prematurely terminates his/her function, the Council shall elect a replacement for the remained term.

The Chair of the Advisory Board is appointed by the Council of the Society for a term of four years, subject to the approval of the General Assembly.

An officer or a member of the Council can act as a proxy for only one other member of the Council.

#### **9.4. – Meeting and convocation**

The Council meets as necessary and at least twice a year. Notice of the meeting will be circulated by the Secretary by letter, e-mail, or any other means of communication, at least one month prior to the meeting.

The Executive Committee meets as necessary, either in person or by using any communication method deemed necessary.

#### **9.5. – Decisions**

The Council can only make valid decisions on items mentioned in the agenda and if at least two thirds of the members are present or represented at the meeting.

All issues shall be decided by a simple majority of the members of the Council present or represented at the meeting, the President having the casting vote in the event of a tie.

If not at least two thirds of the members of the Council are present or represented, a new meeting of Council will be scheduled under the same conditions as the above-mentioned, and at this meeting the Council can take final and valid decisions on the proposal after approval by a simple majority of the members of the Council present or represented, the President having the casting vote in the event of a tie.

The decisions of the Council are minuted, signed by both the President and the Secretary, and archived by the latter. The archives reside at the office of the Society.

Valid decisions of the Executive Committee can be taken if at least half of the officers are present or represented. Decisions shall be taken by a simple majority, the President having the casting vote in the event of a tie.

Officers can be present by phone (conference call), or any other means of virtual communication approved by the Executive Committee.

Meetings and decisions of the Executive Committee shall be protocolled by the Secretary and the protocols have to be archived.

### **Article 10 – ADVISORY BOARD**

Besides the Executive Committee and the Council, the Society has an Advisory Board. The Advisory Board will act as an advisory body to the Council and the President, and will be composed of one representative from every national society of pathology affiliated with the Society. These national societies are invited to nominate one member each to the Advisory Board.

The Chair of the Advisory Board, preferably a Past President, will be nominated by the Council, upon proposal of the President. Nomination of the Chair is subject to approval of the General Assembly.

The Chair of the Advisory Board will serve for a non-renewable term of four years.

## **Article 11 – REPRESENTATION OF THE ASSOCIATION TOWARDS THIRD PARTIES AND THE LAW**

In all external affairs the ESP is represented by the President or any other member of the Executive Committee including the Chief Executive Officer, as designated.

Without prejudice to the possibility for the Executive Committee as a body to represent the Society and without prejudice to the possibility for the Executive Committee to give special powers of attorney, all acts binding on the Society are signed by the Secretary and the President together, who do not need to provide proof of their authority to a third party.

All legal proceedings, including the entering into and the prosecution of a lawsuit, are conducted, both as a plaintiff and as a defendant, by the Executive Committee represented by the President or a member of the Executive Committee designated by it for the purpose.

For all legal and financial activities in the name of the ESP the officers of the ESP have to be adequately insured by the ESP.

## **Article 12 – BUDGETS AND ACCOUNTS**

The financial year begins January 1st and ends December 31st.

The budget and accounts of the Society shall be submitted annually for provisional approval of the Council and have to be approved by the General Assembly.

The yearly accounts of the Society will be validated by an external auditor / statutory auditor.

The accounts of the past business year and the vindication of the officers of the ESP from financial matters upon adequate validation are to be approved by the General Assembly.

## **Article 13 – OFFICE OF THE SOCIETY**

The ESP employs adequate administrative personnel to support its tasks, members, boards and officers. The administration of the ESP is headed by a CEO. The CEO is ex officio member of the Executive Committee and Council without a vote. The CEO may act in the name of the Society upon decision of the Executive Committee as executed by the President.

## **Article 14 – GENERAL CONSIDERATIONS**

The Dutch version of the statutes is the only official version.

All cases not provided for by the present regulations and particularly announcements to be made in Annexes to the Belgian Official Gazette ("Bijlagen bij het Belgisch Staatsblad") shall conform to provisions of Belgian law.

The statutes may be further detailed by respective Standard Operating Procedures.

In case of any charges against the ESP, Belgian and EU laws and regulations apply and the site of lawsuit is Belgium.

All matters not or incompletely specified in the statutes should be decided and executed in the presumed intention and meaning of the Statutes or established standard operating procedures, the interest of the ESP, the interest of the respective group of affected members and interest of the discipline of pathology in this order.