

STATUTES OF THE
**“EUROPEAN ALLIANCE FOR MEDICAL RADIATION PROTECTION RESEARCH
(EURAMED)”**

„Europäische Allianz für Strahlenschutz-Forschung in der Medizin“

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

- 1.1 The name of the Society shall be "European Alliance for Medical Radiation Protection Research" (EURAMED); Europäische Allianz für Forschung im Medizinischen Strahlenschutz."
- 1.2 The Society shall have its registered office in Vienna.
- 1.3 The Society extends its activities to the whole of Europe and beyond as it seems appropriate.
- 1.4 The official language of the Society shall be English.

2. PURPOSE OF THE SOCIETY

The Society shall be an apolitical, non-profit organisation, exclusively and directly dedicated to promoting and coordinating the scientific, philanthropic, intellectual and professional activities in the field of medical radiation protection research. The Society's mission at all times is to serve the health care needs of the general public through the support of science and research and the quality of service in medical imaging and therapy involving ionising radiation.

3. ACTIVITIES AND FUNDS

The purpose of the Society shall be achieved by the following activities and funds:

3.1 Activities

The purpose of the Society shall be achieved by promoting research and teaching and by publication of scientific and professional information, especially a strategic research agenda in the field of medical radiation protection research, thereby increasing the science base in medical radiation protection. The Society shall pursue its purpose by co-operating with relevant national, European and international scientific organisations active in its field of interest and in particular with national and international bodies promoting the interests related to radiation protection and radiation protection research as well as with patient organisations and the public at large.

3.2 Funds

The Society shall raise funds by membership fees, admission fees, other contributions and income from activities other than by taxable trading, in particular by accepting subscriptions, donations, grants, properties, bestowals and bequests for the promotion of the objectives and the support of the activities of the Society and by the administration of the Society's assets. The Society shall acquire or dispose of property of any kind in accordance with its non-profit status including but not limited to the acquisition and disposal of real estate as well as the acquisition of and participation in companies and the disposal thereof.

4. TYPES OF MEMBERSHIP

The Society shall have the following types of members:

- Founding members
- Full members
- Associate members
- Corporate members
- Individual members

4.1 **Founding members** shall be the European Association of Nuclear Medicine (EANM), the European Federation of Organizations for Medical Physics (EFOMP), the European Federation of Radiographer Societies (EFRS), the European Society of Radiology (ESR), and the European Society for Radiotherapy and Oncology (ESTRO)."

4.2 **Full members** shall be institutions or organisations active in the field of medical radiation protection research.

4.3 **Associate members** shall be institutions or organisations that do not actively practice medical radiation protection research, but that have a considerable interest in the area of radiation protection.

4.4 **Corporate members** shall be enterprises interested in the activities and aims of the Society.

4.5 **Individual members** shall be individuals interested in the activities and aims of Society.

In addition, the Executive Board (see article 12) may appoint **Observers** according to the process defined in the Rules of Procedure (see 12.2.6). Observers shall be international or European organisations such as IAEA, WHO, ICRP, UNSCEAR, patient organisations etc. Observers shall not be considered members of the Society, but may be invited to attend Society meetings and to participate in the activities of the Society.

5. ACQUISITION OF MEMBERSHIP

Applications for full, associate, corporate, and individual membership shall be evaluated and awarded by the Executive Board and may be refused without giving reason.

6. TERMINATION OF MEMBERSHIP

Membership shall terminate through loss of legal personality or bankruptcy as well as through voluntary resignation, cancellation or expulsion.

6.1 **Voluntary resignation** shall only be possible effective with the end of a calendar year. Voluntary resignation has to be notified to the Executive Board in writing at least three months prior to the end of the calendar year. In case of late notification, voluntary resignation shall become effective only at the next withdrawal date.

6.2 **Cancellation of membership** will be effected by the Executive Board if a member is in arrears with the payment of membership fees for more than six months despite two reminders. Cancellation of membership does not suspend the obligation to pay the outstanding membership fees.

6.3 **The expulsion of a member** from the Society may be decided by the Executive Board on the grounds of serious breach of the duties of a member or on the grounds of dishonourable behaviour. Appeal to the General Assembly (see Article 9) against exclusion shall be possible within two weeks after receipt of the written notification of expulsion. The membership rights and duties shall be suspended until a decision is taken by the General Assembly.

7. RIGHTS AND DUTIES OF MEMBERS

7.1 All members of the Society shall be entitled to attend all meetings of the Society and to make appropriate use of its facilities.

7.1.1. Founding members in good standing (having paid their membership fees and all arrears) shall have a vote in the General Assembly and shall be entitled to nominate representatives to stand for office.

7.1.2. Full members in good standing (having paid their membership fees and all arrears) shall have a vote in the General Assembly and shall be entitled to nominate representatives to stand for office.

7.1.3. Associate members in good standing (having paid their membership fees and all arrears) shall be entitled to attend all meetings of the Society, but shall have no voting right and shall not be entitled to nominate representatives to stand for office.

7.1.4. Corporate members in good standing (having paid their membership fees and all arrears) shall be entitled to attend all meetings of the Society, but shall have no voting right and shall not be entitled to nominate representatives to stand for office.

7.1.5 Individual members in good standing (having paid their membership fees and all arrears) shall be entitled to attend all meetings of the Society, but shall have no voting right and shall not be entitled to stand for office unless they are nominated as representative by one of the Founding Members or Full Members.

7.2 Members shall be subject to membership fees as determined by the General Assembly upon proposal of the Executive Board.

7.3 Each founding member, full member, associate member and corporate member shall designate one person as its representative and may designate an alternate representative, who will act in the representative's absence, to act on its behalf in connection with the Society's matters, including but not limited to participating at meetings of the General Assembly. For founding and full members, this also includes the right to vote at meetings of the General Assembly. Representatives designated for the General Assembly shall be different from the representatives holding an Executive Board position.

Both the representative and the alternate representative must meet the criteria specified in the Rules of Procedure to ensure that each member is represented by a person who has the authority to be the voice of the member and to act on its behalf for matters concerning the Society.

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

8. ORGANS OF THE SOCIETY

The organs of the Society shall be:

- the General Assembly
- the Executive Board
- the Controllors
- the Committees
- the Conciliation Board

9. THE GENERAL ASSEMBLY

9.1 The General Assembly shall be the 'Members' Assembly' according to the Austrian Act on Associations of 2002 ('Österreichisches Vereinsgesetz'). An ordinary General Assembly shall be held once a year. The General Assembly may also take place outside the registered office of the Society. The date of an ordinary General Assembly is to be determined by the Executive Board at least eight weeks prior to the General Assembly and can not be changed during the four weeks preceding the ordinary General Assembly.

9.2 An extraordinary General Assembly shall be convened if this is decided by the Executive Board or the General Assembly or upon a written request by at least 10 % of the founding members and full members of the Society. An extraordinary General Assembly shall be held no later than two months after delivery of the request to the Executive Board. In case an extraordinary General Assembly is not convened by the Executive Board in due time, the controllers shall have to convene the extraordinary General Assembly.

9.3 Written invitations to ordinary and extraordinary General Assemblies shall be sent to all members at least six weeks prior to the date of the General Assembly by e-mail. The invitation to the General Assembly shall be accompanied by the agenda. General Assemblies shall be convened by the Executive Board.

9.4 Items can be added to the agenda if notified to the Executive Board in writing at least four weeks prior to the date of the General Assembly.

9.5 Resolutions - except motions to convene an extraordinary General Assembly - may only be adopted when included in the agenda.

9.6 All founding members, full members, associate members, corporate members and individual members in good standing shall be allowed to participate in the General Assembly. The right to vote and to stand for office shall be applicable as stipulated in Section 7.1 of the Statutes. Every member entitled to vote shall have one vote. The General Assembly shall reach a quorum irrespective of the number of members present.

9.7 Elections held and resolutions passed by the General Assembly, shall generally require a simple majority of votes. For resolutions on

- the appeal against expulsion of members
- amendment of the Statutes of the Society

- the liquidation of the Society
- the relief of the Executive Board or single members thereof from office

a qualified majority of two thirds of the valid votes cast shall be required. Abstentions shall not be considered when counting the votes. In case of a tie, the President shall have the casting vote.

9.8 The General Assembly shall be presided over by the President, in his absence the General Assembly shall be chaired by the President-Elect. Should the latter also be absent, the General Assembly shall be presided by the Secretary.

9.9 Subject to appropriate technical environment and infrastructure suitable to safeguard the rights of the members in the General Assembly, General Assemblies can be held electronically, e.g., by video conference upon decision of the Executive Board and elections and voting can be effected electronically.

An electronic voting system has to be in compliance with the principles of free and equal elections in particular by providing for proper identification of the voters, for anonymity, for prevention of the voters to vote more than once and for notification of the voter that his vote has been cast. The time of and period for elections by electronic voting are to be decided by the Executive Board. The results of elections are to be announced to the Members of the Society by the President in the course of the General Assembly and by publication on the Society's website. The schedule and the technical details of the electronic voting procedure are to be regulated in the Rules of Procedure.

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

10. COMPETENCE OF THE GENERAL ASSEMBLY

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

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

11. THE EXECUTIVE BOARD

11.1 The Executive Board shall consist of:

- the President
- the Past President
- the President Elect
- the Treasurer
- the Secretary
- and up to three Members at Large

If the Executive Board decides to appoint committees as defined in Article 13.2.3, the chairpersons of such committees shall be invited to attend the meetings of the Executive Board as non-voting members as appropriate.

11.2 Elections of members of the Executive Board

11.2.1 The President Elect, the Treasurer, the Secretary, as well as up to three Members at Large are nominated for election in the General Assembly by the Executive Board by a single majority of votes. The President Elect, the Treasurer, the Secretary, as well as up to three Members at Large shall be elected by the General Assembly at the beginning of every second period. The term of office of the candidate elected as President Elect shall be six periods in total. For the sake of continuity of the activities of the Society, after the first two periods in office, the President-Elect shall automatically proceed to the position of President and after two periods in office, the President shall automatically proceed to the position of Past President for another two periods.

The President, the Past President, the President Elect, the Treasurer and the Secretary shall be representatives of Founding Members. All nominations are subject to the written consent of the nominated candidate. A balance and alteration of the offices held by the Founding Members shall be observed as far as possible.

11.2.2 The term of office for the Executive Board members shall be described in periods, a period being the time between two consecutive ordinary General Assembly meetings. The period begins and ends immediately after the relevant General Assembly meeting.

11.2.2.1. For the first two periods, the position of Past President shall be assigned to the previously acting Chair of EURAMED. For the first two periods, also the position of President shall be elected. The candidate elected as President, shall vest the office of President for two consecutive periods and shall vest the office of Past-President for another two consecutive periods thereafter.

11.2.2.2 The term of office of the Treasurer and Secretary shall be two periods, re-election shall be permissible.

11.2.2.3 Members at large shall be appointed for two periods, with the possibility of a maximum of two renewals.

11.3 The Executive Board shall be convened by the President or his/her representative.

11.4 The Executive Board shall form a quorum if all its members have been invited and at least half of them are present. Attending a meeting via telephone, videoconferencing or other electronic means is considered as being present. Members who are not able to attend in person may submit comments in writing or via email in advance of the meeting, which will then be considered by the Executive Board members present. In case of a voting process, members not present may provide their vote in writing or via email before the end of the meeting..

11.5 The Executive Board shall pass its resolutions by a simple majority of votes; in case of a tie, the President shall have the casting vote.

11.6 The President shall be in the chair. In his absence, the meeting shall be chaired by the President-Elect. Should the latter also be absent, the meeting shall be presided by the Treasurer.

11.7 Apart from death and the expiration of the term of office, the office of a member of the Executive Board shall come to an end if the member is relieved of his office and in the case of resignation.

11.8 The General Assembly may at any time relieve the entire Executive Board or any of its members from office with a majority of two thirds of the valid votes. Abstentions will not be counted.

11.9 The members of the Executive Board may at any time submit their resignation in writing. The resignation shall be submitted to the Executive Board, or in the case of the resignation of the entire Executive Board, to the General Assembly. The resignation of the entire Executive Board shall not become effective prior to the election of a new Executive Board.

11.10 In case the position of the President of the Executive Board falls vacant for whatever reason, the President-Elect shall take the position of President for the remaining term of office. In case the position of any

other member of the Executive Board falls vacant for whatever reason, the Executive Board shall either elect one of its members to fill this position or co-opt a representative nominated by a founding member or by a full member in good standing for that position. In case a member of the Executive Board is elected to fill the position having become vacant, the Executive Board may co-opt a representative nominated by a founding member or by a full member in good standing to fill the former position of the member of the Executive Board having been elected to fill the vacant position. The term of office will be the remaining time in office of the person who held the position before it fell vacant.

12. COMPETENCE OF THE EXECUTIVE BOARD

12.1 The Executive Board shall be responsible for the management of the Society. It shall be the 'managing organ' according to the Austrian Act on Associations of 2002 ('Österreichisches Vereinsgesetz'). It is to perform all functions not allocated to another organ of the Society by the Statutes.

12.2 Its responsibilities shall in particular include:

- 12.2.1 Drafting the budget and the report on activities; preparing the annual accounts;
- 12.2.2 Preparing the General Assembly and convocation of ordinary and extraordinary General Assemblies;
- 12.2.3 Administration of the assets of the Society;
- 12.2.4 Employment of staff of the Society and termination of their employment;
- 12.2.5 Making contracts with management or service organisations to administer the business of the Society;
- 12.2.6 Issuing Rules of Procedure, in particular, but not limited to, on the administration of the Society and the procedure of General Assemblies, votes and elections held electronically;
- 12.2.7 Organisation of scientific, educational and professional activities;
- 12.2.8 Nominating members of the Executive Board for approval by the General Assembly;
- 12.2.9 Proposing membership fees for approval to the General Assembly.

12.3 The Executive Board shall be responsible for appointing management and administrative support for the activities of the Society.

13. SPECIAL DUTIES OF INDIVIDUAL MEMBERS OF THE EXECUTIVE BOARD

13.1 The Society shall be represented by the President and another member of the Executive Board.

13.2 Internal matters:

13.2.1 The President shall preside over the General Assembly and the Executive Board meetings. In case of extraordinary circumstances, the President shall be entitled to take measures independently, even in matters falling within the competence of the General Assembly or of the Executive Board; these measures shall, however, require the subsequent approval of the competent organ of the Society.

13.2.2 The Treasurer shall be responsible to the Executive Board for the proper management of the financial affairs of the Society. The Treasurer shall submit statements of the Society's account at each Annual General Assembly.

13.2.3 The Executive Board may decide to appoint committees as appropriate and to assign their duties. The special duties of each Committee are regulated in the respective Rules of Procedure.

14. THE CONTROLLERS

14.1 The Society shall have two Controllers ('Rechnungsprüfer') elected by the General Assembly for a period of one year. Re-election is permissible. Should the appointment of Controllers become necessary prior to the next General Assembly the Controllers shall be appointed by the Executive Board. Such appointment is to be approved of by the General Assembly. The Controllers do not have to be members of the Society or representatives of members of the Society. Juristic persons such as chartered accountants or representatives of such juristic persons also can be appointed as controllers. The Controllers must be independent and unbiased.

14.2 The provisions with regard to appointment, relief and resignation of the Executive Board shall be applicable mutatis mutandis for the Controllers.

14.3 The Controllers shall audit the financial management of the Society with regard to the regularity of the accounting and the use of the Society's assets and means in compliance with its Statutes and establish an audit report within four months after the Executive Board having established the annual financial statement. The Executive Board has to provide the Controllers with all necessary documents and information. The Controllers shall report to the Executive Board. The Executive Board shall remedy all deficiencies with regard to the financial management of the Society found by the Controllers and take all measures to avoid any danger to the Society notified of by the Controllers. The Executive Board shall inform the members of the Society about the audit. Information of the members in the course of a General Assembly has to be given in the presence of the Controllers.

14.4 Should the Controllers establish that the Executive Board persistently and seriously infringes its duties with regard to its liability to account and no immediate efficient remedy can be expected within the Society before long, the Controllers have to demand the convocation of a General Assembly from the Executive Board. The Controllers themselves also are entitled to convoke a General Assembly.

14.5 The Controllers shall furthermore be subject to the rights and duties provided for by the Act on Associations of 2002 ('Österreichisches Vereinsgesetz').

14.6 Should the appointment of an Auditor ('Abschlussprüfer') become necessary according to the Act on Associations an Auditor shall be elected by the General Assembly for a period of one year. The Auditor shall be subject to the rights and duties of the Controllers under this section and provided for by the Act on Associations of 2002 ('Österreichisches Vereinsgesetz').

15. THE COMMITTEES

15.1 Committees are created as required within the Society to support the work of the Executive Board. They are created by and report to the Executive Board. The chairs of the Committees are appointed by the Executive Board for two years and may be re-appointed once. The members of the Committees are appointed by the Executive Board for two years and may be re-appointed twice. A justification from the Committee chair must be submitted to the Executive Board for a second re-appointment. Details concerning the working of the Committees are laid down in the Rules of Procedure, published by the Executive Board.

16. THE CONCILIATION BOARD

16.1 All disputes internal to the Society shall be settled by the conciliation board.

16.2 The conciliation board shall be composed of three representatives of founding members or full members. In a case of dispute the contesting party shall notify the Executive Board accordingly and nominate a conciliator in writing. The Executive Board shall notify the other party about the instigation of the conciliation proceeding within fourteen days and request the appointment of a further conciliator within fourteen days. In the case a contesting party is formed by more than one person also only one conciliator can be appointed. The Executive Board shall request the two conciliators nominated by the contesting parties to nominate a chairman of the conciliation board within fourteen days. The members of the conciliation board shall have to be unbiased with regard to the dispute subject to conciliation.

16.3 It is the purpose of the conciliation board to achieve a quick and fair settlement of disputes under observation of the principles of a fair trial in particular the principle of the opportunity of being heard. Unless the prior termination of the conciliation proceeding the parties can resort legal disputes to the courts of law six months after instigation of the conciliation proceeding. The conciliation proceeding is either terminated by settlement or a decision of the conciliation board. The conciliation board shall render its decision by a simple majority of votes. In the case of disputes internal to the Association the decisions of the conciliation board shall be final.

17. LIQUIDATION OF THE SOCIETY

17.1 The voluntary liquidation of the Society may only be resolved with the majority of votes laid down under Section 9.7 of these Statutes in an extraordinary General Assembly convened for this purpose.

17.2 This General Assembly also is to pass a resolution concerning the assets of the Society, if such assets exist. The General Assembly is to appoint a liquidator and to pass a resolution to whom it is to transfer the assets of the Society remaining after the payment of the debts. In the case of liquidation of the Society these assets, as far as it is possible and permitted, shall be transferred to a non-profit organisation for the promotion of non-profit purposes in accordance with Section 34 ff of the Austrian Tax Order ('Bundesabgabenordnung') preferably promoting research, education and science in the field of radiation protection. The same shall be valid should the Society cease to promote its non-profit purpose.

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