

European Glaucoma Society (EGS)

Zug, Switzerland

Statutes

Revision of 3 June 2024

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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 the best possible well-being and minimal glaucoma-induced visual disability in individuals with glaucoma within an affordable healthcare system.
- b) Develop interaction between academics and stimulate collaborative working to promote the vision.
- c) Promote evidence-based practice and life-long learning through systematic, comprehensive and often renewed training.
- d) Communicate the importance of glaucoma, the EGS vision, missions, actions and their outcomes as well as promote cooperative partnerships between all stakeholders involved in glaucoma care.
- e) Facilitate delivery of uniform, evidence-based, high quality care at a sustainable cost across diverse European healthcare systems.

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 promotion of ethical standards.

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 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) Members-in-training

- aa) Residents in training, including fellowship subspecialty training.
- bb) PhD students and scientists within 5 years of gaining a doctorate

- d) Honorary Members

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

Article 6 – Admission of New Members

Any person who applies for admission as a new Member of the Society must do so using the membership application form on the EGS web site. Membership applications are considered by the Executive Committee.

To change membership category, a written notice by the applicant to the Society's Executive Office for consideration by the Executive Committee is sufficient.

The Executive Committee shall nominate Honorary Members based on a proposal for admission of at least five of its members.

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 Executive Office.
- 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 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/her 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, Members-in-training and Honorary Members may not take part in the 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, if applicable, the amount of which shall be decided by the Executive Committee. Honorary 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; and
- h) 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 Ordinary 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 Ordinary 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 30 days in advance to the Member's addresses known to the Society's Executive Office 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 Ordinary Member shall have one vote in the General Assembly. Only the Members present shall be entitled to vote. Representation of an Ordinary Member in the General Assembly is not permitted.

There are three ways – as far as law shall permit it – to hold a General Assembly:

- a. Physical meeting of the Ordinary Members
- b. Written inquiry of the Ordinary Members
- c. Any form of virtual meeting of the Ordinary Members (video, audio, text or any combination of these – linked up online or through other reliable systems)

Also, a combination of these different forms of holding a General Assembly are possible. The Executive Committee shall decide in which form a general assembly shall be held. The general calling rules and majorities shall apply to all forms of General Assemblies.

Article 17 – Presidency and Minutes

The President of the Executive Committee shall conduct the General Assembly. The Chairman of the meeting shall also designate a vote counter. The Secretary of the Executive Committee shall draw up the minutes of the General Assembly. They shall be signed by the President and the minute taker. A copy of the minutes of the General Assembly shall be sent to all Ordinary Members by letter, email or posted on the Society's website no later than 30 days after the General Assembly.

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 Society's Executive Office (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. The term of appointment, for the designated number of years, begins and ends immediately after the General Assembly. Re-

election shall be possible for a maximum of one additional two-year term. Those appointed to Officer positions in the Executive Committee may serve further additional terms. Two 2-years terms may be served in each of the Secretary and Adjunct Secretary positions upon approval of the Executive Committee. Three two-year terms may be served in the Treasurer position upon approval by the Executive Committee. A fourth two-year term is only possible upon justification specific to circumstances related to the Treasurer's role with the approval of the Executive Committee following a meeting, without the Treasurer present. Presidents will normally sit for one 2-year term only. Re-appointment for a second 2-year term is only possible with the approval of the Executive Committee following a meeting, without the President present. The duration of the terms of the Vice-President and Past-President matches that of the President.

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 eleven 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 Secretary

The Secretary shall support the President in ensuring the smooth functioning of the Executive Committee and be responsible for ensuring effective organisation and minuting meetings, and maintaining effective records and administration.

f) The Adjunct Secretary

The Adjunct Secretary shall support the Secretary in her/his tasks. These tasks are delegated on her/him by the Secretary, who retains responsibility.

g) Up to five additional members

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. The Executive Committee may also hold its meetings and take decisions in a virtual meeting (conference call, videoconference, etc.).

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 also be adopted and votes taken by correspondence by circulating the minutes of the resolutions to the members of the Executive Committee, if no member of the Executive Committee requests an oral debate within the term indicated in the minutes.

Minutes of the sessions and resolutions must be taken by an administrative assistant to the Executive Committee. The minutes must be submitted for approval in time for the next meeting of the Executive Committee. In case a revision is requested, the minutes are re-submitted for approval in time for the following meeting of the Executive Committee.

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

Executive Office, Dissolution and Liquidation

Article 27 – Executive Office

An Executive Office shall be established by the Executive Committee. It shall be run by an individual 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 Executive Office 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 Executive Office 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 – 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 31 – Registration in the Commercial Register

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

Article 32 – Enforcement

These Statutes were adopted unanimously at the General Assembly of the Society held on 3 June 2024 in Dublin, Ireland, and come into force immediately upon their adoption.

Signed:

Prof. Ingeborg Stalmans,
President

Signed:

Prof. Luís Abegão Pinto,
Vice-President