



# Bylaws

---

## **Aim and structure of the Association**

### **Article 1**

The Association was founded according to the French law of July 1st 1901 and August 13th 1901 and was given the name: European Association for Endoscopic Surgery and Other Interventional Techniques.

### **Article 2**

The aims of the E.A.E.S. are:

1. The evaluation of endoscopic surgery and Interventional techniques in Europe.
2. The coordination and training of these techniques in Europe.
3. To promote scientific studies in order to develop and promote European Endo-sopic Surgery.

### **Article 3**

Headquarter of the Association is: Université de Bordeaux 2, DETERCA, 146 rue Léo Saignat, 33076 Bordeaux Cedex, France.

The Society shall maintain offices at such places as the Executive Board of the Association shall determine. It can be changed to other places in Europe by decision of the Executive Board of the Association.

### **Article 4**

The European Association for Endoscopic Surgery consists of European medical practitioners who, with the exception of Corporate Members, actively practice surgery and any kind of endoscopic surgery. The Association has Founding Members, Active Members, Candidate Members, Associate Members, International non European Members, Senior Members, Corporate Members, and Honorary Members, who are proposed and ratified by the Executive Board and elected by the General Assembly. Member status may be terminated under certain circumstances as described in Article 5.



*Annual Fees:* Candidate Members, Active Members, Associate Members and International non European Members are required to pay an annual fee. The annual fees are fixed by a decision of the General Assembly.

*Founding Members:* Founding Members are those individuals who took part or were present during the General Assembly for the foundation of the Association on October 4th 1990 in Paris. Founding Members participate in the General Assembly, have full voting rights, and the same rights and obligations as active members. A founding member will remain on the founding membership list of the yearbook but will have no voting rights and obligations if he or she resigns from the E.A.E.S.

*Active Members:* Active Members are proposed and ratified by the Executive Board. The Executive Board is responsible for checking whether candidates fulfil the membership requirements of the European Association for Endoscopic Surgery. To become an Active Member, the following requirements must be met:

- European citizenship,
  - license as a medical doctor,
  - qualification as surgeon or other specialist involved with endoscopic surgery and/or interventional techniques,
  - application for membership submitted to the office of the European Association for Endoscopic Surgery,
  - support of the application by two Founding or Active Members,
  - acceptance by the Membership Committee, and
  - payment of the annual fees.
- members elected after October 1 will pay annual dues in January of the following year.

*Nomination and election:* Names of candidates nominated for Active Membership shall be submitted to the Executive Secretary. Completed application forms, letters of recommendation and other documentation shall be sent to the Office of the Executive Secretary. The Executive Board decides on the acceptance of the applicants for membership. The Executive Secretary shall notify the applicant of the final decision of the Executive Board. The list of new members will be presented at the general assembly at the following meeting.



Members elected after October 1, will pay annual dues in January of the following year.

*Candidate Members:* To become a Candidate Member the following requirements must be met:

- Graduation from Medical School
- Currently Resident in training of a surgical education programme
- Application supported by a recommendation letter from Programme Director and copy of medical diploma
- Candidate membership will be reviewed every two years.

#### *Associate members*

Associate members are individuals other than surgeons medically focused and involved in endoscopic and/or interventional techniques. They can be from the European Community or outside the European Community. Associate members do pay the same annual fee as active members, can participate in the General Assembly but have no voting rights. They cannot be elected member of the Executive Board.

*International non European Members (Foreign Members):* International Non European members must fulfill the last seven (7) requirements for active membership in the Society. International non European Members have full voting rights at the General Assembly.

*Senior Members:* Active Members of the European Association for Endoscopic Surgery can become Senior Members at the age of sixty-five years, on request to the President of the Association. They must have been Active Members for at least five consecutive years and the General Assembly must approve their change of status. Senior Members do not pay annual fees, they continue to receive information bulletins from the Association, but they can no longer receive technical help from the Association. They can participate and be consulted in the General Assembly, but have no voting rights.

*Honorary Members:* Honorary Members of the European Association for Endoscopic Surgery are proposed by the Executive Board and elected by the General Assembly. The criterion to select those individuals is their outstanding contribution to Endoscopic Surgery or Interventional



Techniques. Honorary Members do not pay annual fees, and may participate and be consulted in the General Assembly, but have no voting rights.

*Corporate Members:* Corporate Members shall be Companies, Corporations or Firms; or Divisions of Companies, Corporations or Firms who know the aim of the Association and provide financial support by donations or other contributions. They receive the information bulletin of the Association and are entitled to participate in the General Assemblies. The requirements of Corporate membership are:

- a. Active participation in a business or industry that manufactures, distributes, or services equipment, material or supplies required for or related to the practice of endoscopic surgery. or
- b. Active participation in a company, corporation or firm which publishes educational or scientific information pertaining or relating to the practice of endoscopic surgery. or
- c. Such other requirements as shall be set by the Corporate Committee and approved by the Executive Board.

*Corporate Committee.* The purpose of this Committee is to support and encourage education, research, and patient care in endoscopy through cooperation between EAES and the corporate sector.

#### **Article 5**

The status of Member of the Association ends by dismissal, by death, or when payment of annual fees has not been received, after written reminder, for two consecutive years. Membership may be terminated on the proposal of the Executive Board and by vote of the General Assembly for unprofessional conduct and for various serious reasons. The Member so accused will be asked to provide a written statement on the accusations and will have the opportunity to defend his position before the General Assembly.

Resignation from the Society must be submitted in writing to the General Secretary at least 3 months prior to the end of the year. Annual dues must be paid in full to the end of the year of resignation.



## Administration and function of the Association

### Article 6

#### Structure of the association

The General Assembly is the annual meeting of all members and serves as the governing body of the organisation.

The Executive Board has 12 members, there are 6 members responsible for the daily businesses, while the other members are chairmen of the Committees. The Executive Board meets at least 3 times a year.

### Article 7

#### Member of the associations

There are 7 types of membership

- active member
- candidate member
- associate member
- International non European member
- founding member
- senior member and
- honorary member

Senior and honorary members do not pay membership fees and have no voting rights, associate members do pay membership fees but have no voting rights, whereas the 4 other categories of members have the right to vote, but only active members will be eligible for election to the executive board.

International non European members that contributed significantly to the society may be appointed to serve as chairperson of one of the committees but cannot become member of the Daily Board.



## **Article 8**

### **General Assembly**

The General Assembly meets once every year. Each active, international non European or founding member has one vote. The General Assembly:

- approves the Executive Board report
- approves the annual report
- approves the budget
- approves membership fees
- approves the report of the Internal Auditor
- decides changes of articles

## **Article 9**

### **Executive Board**

The Executive Board consists of 12 members, of which the President, the immediate Past President, the President Elect, the Secretary General, the Internal Auditor and the Treasurer, are responsible for the daily business of the association.

The President chairs the EAES Executive Meetings and the meetings of the Annual General Assembly in addition to representing the association to the outside world.

The Secretary General is responsible for the administration and the Treasurer for all financial matters.

The Internal Auditor provides an internal control system.

These Board members fulfill their duties continuously throughout their term of office.

The Executive Board holds a meeting 3 times a year; this meeting will be guided by the President. This Executive Board meeting is the decision making organ besides the General Assembly.



There are 6 EAES Committees but the Executive Board has the power to establish other Committees or to abandon existing Committee(s) depending on the needs of the association. The current EAES Committees are:

- Technology Committee
- Research Committee
- Educational Committee
- International Relations Committee
- Publication Committee
- Membership Committee

Chairpersons for each Committee will be appointed from the Executive Board.

Each member of the Board without specific functions is entitled to chair one Committee.

The Chairmen of the Committee calls for Committee meetings, sets up the agenda, and provides suggestions to be approved in the Executive Board meeting. Furthermore he decides who will attend, where and when a meeting will take place.

Each annual EAES international congress should have a named Congress President. The President of the congress co-chairs the programme but has no voting rights.

## **Article 10**

### **Election system**

The election of the Board members will be held one month prior the General Assembly meeting. An electronic ballot system by mail will be established and every member (active, international non European and founding) has the right to vote within a period of 10 days.

The voting process is supervised by the Internal Auditor and organized by the Secretary General. The Executive Board proposes candidates for election to the vacant positions. All candidates are requested to submit abbreviated CVs. One month prior to the ballot these together with photos of the candidates will be distributed to all members of the association.



The election starts one month prior to the General Assembly meeting and will be open for 10 days. The candidates elected will be informed immediately after the election process, and the successful candidates will be presented at the meeting of the General Assembly.

The following office bearers will be elected using the system described above:

- the Secretary General,
- the Treasurer, and
- the Internal Auditor.

Candidates for the President Elect can be proposed by each member of the Executive Board and will be nominated by decision of the Daily Board

Elections for all other Executive Board Members, i.e. Committee chairmen will be proposed for final approval.

The President Elect will become the President of the association after 2 years and after 2 years in function the latter will become a Past President.

The term in office of all other members of the Executive Board is 2 years, except the Treasurer who shall hold office for 3 years. Each one is eligible for reelection for one further term except for the Secretary General and Treasurer who are eligible for another term totaling a maximum of 6 (six) and 9 (nine) years respectively in office.

As from 2005, future nominations for the office of Secretary General, Treasurer and Internal Auditor, must come from different countries, to ensure that the EAES Executive Board is representing of the European Union.

It is strongly recommended that the EAES Committees select future chairmen from different European countries.



## **Article 11**

### **Internal Auditor**

The Internal Auditor provides an internal control system, reads the minutes of the meetings, checks if resolutions approved are translated into action within a reasonable time frame (3 months), ensures that procedures/activities do not violate the bylaws, supervises the election of the candidates, but has no responsibility for financial matters. The Internal Auditor reports to the General Assembly about his findings.

### **The External Auditor**

The External Auditor is nominated by the Executive Board in order to examine the books and accounts of the association. The External Auditor submits annually a written report on his examination to the General Assembly.

The Treasurer has the obligation to inform the General Assembly on the details of the financial report produced by the External Auditor.

## **Article 12**

### **Annual Resources**

The resources of the European Association for Endoscopic Surgery consist of:

- Annual fees paid by Members.
- Donations contributing to the function and development of the Association.
- Income derived from publication of scientific material.
- Special financial contributions from other competent authorities.
- Donations from any source.
- Sponsoring by corporate members.

## **Article 13**

A detailed annual budget is prepared listing income and expenditure. The source and disbursement of Association funds is submitted to the Department of the Interior in France on request.



## Modification of the Bylaws and dissolution the Association

### *Article 14*

The Bylaws may be modified by the General Assembly on the proposal of the Executive Board, or by a proposal from one-quarter of the Members of the General Assembly. Such modifications to the Bylaws must be listed on the Agenda of the next General Assembly. The Agenda must be sent to all Members of the Association at least twenty days in advance.

The General Assembly must be attended by at least one-quarter of the present Members or their representatives. If that proportion of Members is not present, the General Assembly must be convened again at least fifteen minutes later, where decisions may be taken irrespective of the number of Members present. However, the Bylaws can only be changed by a two-third majority of the present Members or their representatives.

Transition Period: The transformation of the revised Bylaws is guided by the members of the former Administrative Board. Those Members will continue their work in the respective Committees.

### *Article 15*

If a decision has been taken to dissolve the Association, one or more persons are elected to proceed with the dissolution. The resources of the Association are distributed according to Article 9 of the French Law of July 1st 1901 and the decree of August 16th 1901.

### *Article 16*

The decision of the Association regarding Articles 14, 15 and 16 are communicated without delay to the Department of the Interior in France. They are only valid after approval by the Government.