Bylaws

European **A**ssociation for **E**ndoscopic **S**urgery

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 Endoscopic Surgery.

Article 3
Headquarter of the Association is: 8 rue Charles de Rémusat, CS 87133, 31000 TOULOUSE, 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 France by decision of the Executive Board of the Association.

Article 4
The European Association for Endoscopic Surgery consists of medical practitioners and professionals who, are professionally involved in any kind of endoscopic surgery. The Association has regular members (active & non-active), senior members and honorary members, who are appointed by the Executive Board and presented to the General Assembly.
Member status may be terminated under certain circumstances as described in Article 5.

- **Annual Fees**

Regular members are required to pay an annual fee. The annual fees are fixed by a decision of the General Assembly.

- **Members of the association**

There are 4 types of membership
- Regular member (active & non-active)
- Senior member
- Honorary member by merit
- Honorary member by appointment

'Senior' and 'Honorary members by appointment' do not pay membership fees and have no voting rights. 'Honorary members by merit' do not pay membership fees but have voting rights, whereas 'Regular members' have the right to vote and will be eligible for election to the executive board.

- **Regular Members**

Membership is open to anyone whose professional work involves any form of endoscopic surgery and minimally invasive techniques.
Active regular members are those that;

- submitted an application for membership submitted to the office of the European Association for Endoscopic Surgery and paid the annual fee
- members applying after October 1 will pay annual dues in January of the following year.
- Non-active regular members are those that:
- failed to pay the annual fees, after written reminder, for two consecutive years.

- **Senior Members**

Regular 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 member 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 by merit**

Honorary Members by merit of the European Association for Endoscopic Surgery are members who served as President of the Association and are appointed honorary member by the Executive Board and presented to the General Assembly. Honorary Members by merit do not pay annual fees.

- **Honorary Members by appointment**

Honorary Members of the European Association for Endoscopic Surgery are appointed by the Executive Board and presented to 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.

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 consists of the Daily board who is responsible for the daily businesses, while the other members are chairmen of the Committees and the current congress president. The Executive Board meets at least 3 times a year.

Article 7

- **General Assembly**

The General Assembly meets once every year. Each active, or honoray member by merit has one vote. The General Assembly:
- approves the Executive Board report
- approves the annual report
- approves membership fees
- decides changes of articles

To take valid decisions, the bylaws stipulate that 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.

Article 8

The Daily Board consists of 6 members, the President, the immediate Past President, the President Elect, the Secretary General, the Internal Auditor and the Treasurer, and are responsible for the daily business of the association.
The Executive Board consists of the Daily board who is responsible for the daily businesses, while the other members are chairmen of the Committees
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 fulfil their duties continuously throughout their term of office.

The Executive Board holds a meeting at least 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. The Executive Board has the power to establish Committees or to abandon Committee(s) depending on the needs of the association.-Chairpersons for each Committee will be appointed from the Executive Board.

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/ she 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 9

- **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 and 9 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 Europe. It is strongly recommended that the EAES Committees select future chairmen from different European countries.

Article 10

- **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 11

- **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 12

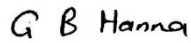
A detailed annual budget is prepared listing income and expenditure.

Modification of the Bylaws and dissolution the Association

Article 13
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 14
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. 6

Adopted at the foundation by the founding membership
October, 1990
Revised June, 1993
Revised September, 1994
Revised June, 1998
Revised June, 2005
Revised June, 2010
Revised June, 2013
Revised June, 2014
Revised November, 2020
Revised June, 2023
Revised June 2025



George Hanna
President

Alberto Arezzo
General Secretary