

STATUTES OF ESTI EUROPEAN SOCIETY OF THORACIC IMAGING

1. Name, registered office and field of activity of the society

- 1.1. The name of the society shall be European Society of Thoracic Imaging (ESTI) – Europäische Gesellschaft für Thorax-Radiologie
- 1.2. The society shall be registered in Vienna
- 1.3. Its activities extend to the whole of Europe and beyond if appropriate
- 1.3. The internal office 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 of thoracic radiology. The society's mission at all times is to serve the health care needs of the general public through the support of science, teaching and research and the quality of service in the field of thoracic radiology. In the statutes of the society the term 'radiology' shall mean 'diagnostic and interventional radiology, biomedical and molecular imaging'. A radiologist is a qualified medical practitioner who has undergone appropriate postgraduate training in diagnostic and interventional radiology.

3. Activities and funds

3.1. Activities

The intended purpose of the society shall be achieved by organising congresses, meetings, lectures and other educational activities, by supporting research and teaching activities and by publication of scientific and professional information in the field of thoracic radiology. The society shall pursue its purpose by co-operating with other national and international scientific organisations active in its field of interest, in particular with national and international bodies promoting the interests of thoracic radiology. The society shall represent the interests of thoracic radiology mainly within Europe, in cooperation with other European radiological societies as well as with the Commission of the European Community and/or other European and International authorities.

The annual meeting of the society shall be held in Europe. The place should be determined at least one year before the meeting, whereas the date may not be changed less than three months before the meeting.

3.2. Funds

The society shall raise funds by admission fees, membership fees, proceeds of events, donations, collections, gifts, bequests, interests and other contributions.

The President of the annual meeting will present the budget proposal of the upcoming meeting to the Executive Committee at the previous annual meeting or at least eight months prior to the annual meeting.

Financial support from ESTI can be negotiated at that time. The President of the society has responsibility of the budget and income from the annual congress, unless another member is assigned the presidency of the meeting. In the latter situation, the responsibility of the financial transactions of the meeting belongs entirely to the President of the meeting. The society does not take financial responsibility beyond that. In the event of a meeting generating a surplus, the surplus will go to the society. A loss will be similarly covered by the society.

4. Types of membership

The society shall have the following types of members:

- 4.1. Full members
- 4.2. Corresponding members
- 4.3. Associate members
- 4.4. Junior members
- 4.5. Senior members
- 4.6. Honorary members
- 4.7. Corporate members

4.1. Full members

shall be radiologists (not in training) with special interest and special experience in thoracic imaging. Full membership shall be open only to radiologists active within Europe or with a European nationality, as defined by the Executive Committee.

4.2. Corresponding members

shall be radiologists (not in training) with special interest and special experience in thoracic imaging. Corresponding membership shall be open only to radiologists active outside of Europe or with a Non-European nationality, as defined by the Executive Committee.

4.3. Associate members

shall be scientists or physicians active in fields related to thoracic radiology or persons nominated by or on behalf of non-medical organisations.

4.4. Junior members

shall be residents or physicians still in training until the age of 36 (excl. the age of 36) to benefit from a reduced fee for membership.

4.5. Senior members

shall be former active members, who wish to maintain their membership after retiring.

4.6. Honorary members

shall be persons who have made an outstanding contribution to the advancement of thoracic radiology/imaging and/or to the promotion of the society. Honorary membership shall be awarded by the General Assembly upon recommendation of the Executive Committee.

4.7. Corporate members

shall be enterprises and other organisations interested in the activities and aims of the society and providing financial support to the society.

5. Acquisition of membership

Membership shall be open to all natural and legal persons playing an active role in research, education, development or patient care in the field of thoracic imaging. Membership shall be granted by the Executive Committee and may be refused without giving reason.

6. Termination of membership

Membership shall terminate through death – in the case of legal persons through loss of legal personality or bankruptcy - as well as through voluntary written 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 Secretary General in writing at least one month prior to the end of the active/applicable calendar year. In case of late notification, it shall become effective only at the next withdrawal date.

6.2. Cancellation of membership

shall be effected by the Executive Committee, if a member is in arrears with the payment of membership fees for two years despite two reminders. Cancellation of membership does not remove the obligation to pay the outstanding membership fees.

6.3. The expulsion of a member

from the society may be decided by the Executive Committee on the grounds of serious breach of the duties of a member or on the grounds of dishonourable behaviour. Appeal to the General Assembly 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. Members shall be entitled to attend the respective meetings of the society and to make appropriate use of its facilities. Only members in good standing shall have admission to attend the General Assembly. Only Full members, Honorary members and Senior members in good standing shall have the right to vote in the General Assembly. Only Full members are allowed to stand for office. Full members, corresponding members, associate members and junior members shall be subject to membership fees as determined by the General Assembly upon proposal of the Executive Committee.

7.2. Members shall have the right to be informed about the activities of the society and of the financial affairs by the Executive Committee during every General Assembly.

7.3. 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 and 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

- 8.1. the General Assembly
- 8.2. the Executive Committee
- 8.3. the Committees
- 8.4. the Sub-committees
- 8.5. the Controllers/Auditors
- 8.6. the Conciliation Board

9. The General Assembly

- 9.1. The General Assembly shall be the 'Members Assembly' according to the Austrian Act of Associations of 2002 ('Österreichisches Vereinsgesetz 2002'). 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 the ordinary General Assembly is to be determined by the Executive Committee at least 6 weeks prior to the General Assembly and may not be changed during the 6 weeks prior preceding the ordinary General Assembly.
- 9.2. An extraordinary General Assembly shall be convened, if this is decided by the Executive Committee or the General Assembly or upon a written reasoned request by at least 10 % of the members of the society. An extraordinary General Assembly shall be held no later than two months after delivery of the request to the Executive Committee.
- 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 or regular mail). The invitation to the General Assembly shall be accompanied by the agenda. General assemblies shall be convened by the Executive Committee.
- 9.4. Items can be added to the agenda if notified to the Executive Committee 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 members in good standing shall be allowed to participate in the General Assembly. The right to vote and to stand for elections 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 expulsion of members
- the ratification of the Executive Committee and nomination for Vice President, Secretary General and Treasurer
- amendment of the statutes of the society
- the liquidation of the society

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. In case of his/her absence the President-Elect shall have the casting vote and in case of his absence the Vice President shall have the casting vote. Should the latter also be absent, the General Assembly shall be presided by the eldest Executive Committee member present.

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 eldest Executive Committee member present.

- 9.8. All voting will be by voting cards; however, on demand of a member to be notified to the Executive Committee 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.

- 9.9. Subject to appropriate technical environment and infrastructure suitable to safeguard the rights of the members in the General Assembly and the character and purpose of a General Assembly as being the assembly of the members of the Society according to the Austrian Act of Associations of 2002 (Österreichisches Vereinsgesetz), General Assemblies as well as elections and voting can be held electronically upon decision of the Executive Committee.

An electronic voting system has to be in compliance with the principles of free and equal elections in particular by providing 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 Committee. 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.

10. Competence of the General Assembly

The following competences 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 Committee and the controllers/auditors
- 10.3. Fixing the membership fees
- 10.4. Awarding and withdrawal of honorary membership
- 10.5. Resolutions on amendments to the Statutes and voluntary liquidation of the Society
- 10.6. Advisory function and passing of resolutions on other topics put before the General Assembly and covered by the agenda
- 10.7. Decision in the case of appeals against expulsion of members

11. The Executive Committee

- 11.1. The Executive Committee shall consist of:
 - the President
 - the President-Elect
 - the Vice President
 - the Past President
 - the Secretary General
 - the Treasurer
 - four Counsellors
 - Ex-officio members are:
 - chairpersons of the Committees
 - congress President of the Annual Meeting for the year prior to the meeting (in case the President not being identical with the congress President at the same time).
- 11.2. The members of the Executive Committee shall preferably derive from different European countries. A maximum of three members of the Executive Committee (counsellors, secretary and treasurer) at one time may derive from the same country. This rule refers to the country of domicile rather than original nationality. The President, the President-Elect, and the Vice President the past President shall be active in different countries.
- 11.3. Elections of members of the Executive Committee
The Vice President, the Secretary General and the Treasurer are nominated for election in the General Assembly by the Executive Committee by a single majority of votes. The Secretary General shall inform the members in writing at least six weeks prior to the General Assembly of the nominations of the Executive Committee. Alternative nominations may be addressed to the Executive Committee, to the attention of the Secretary General no later than two weeks prior to the General Assembly. Alternative nominations require written support by at least five active members in good standing.
The counsellors of the Executive Committee are elected in the General Assembly.
The Secretary shall inform the members in writing at least six weeks prior to the General Assembly of the number of vacancies and of the nominations of the Executive Committee. Further written nominations may be made to the Executive Committee to the attention of the Secretary General no later than two weeks prior to the General Assembly. Nominations require written support by at least three active members in good standing.

All nominations are subject to the written consent of the nominated candidate. In case of two or more

candidates for one post, the candidate with a simple majority of votes in the General Assembly shall be elected.

- 11.4. A Vice President shall be elected every year. The term of office of such Vice President shall be four years, whereby the position of President elect shall be vested in the second year of office, the position of President in the third year of office and the position of Past-President in the fourth year of office. Re-election for the position of Vice President shall not be possible. The term of office of Counsellors shall be two years, the term of office of the Secretary General and of the Treasurer shall be three years. Secretary General and Treasurer may be re-elected.
- 11.5. If the new election is not held in good time before expiry of the current Executive Committee, the same shall continue until the election of a new Executive Committee.
- 11.6. The Executive Committee shall be convened by the President or his/her representative.
- 11.7. The Executive Committee shall form a quorum if all its members have been invited and at least half of them are present.
- 11.8. The Executive Committee shall pass its resolutions by a simple majority of votes; in case of a tie, the President shall have the casting vote.
- 11.9. The President shall be in the chair. In his/her absence, the meeting shall be chaired by the President-Elect. In his/her absence the Vice-President should be the chair. Should the latter also be absent, the meeting shall be presided by the eldest Executive Committee member present.
- 11.10. Apart from death and the expiration of the term of office, the office of a member of the Executive Committee shall come to an end if the member is relieved of his office and in the case of resignation.
- 11.11. The General Assembly may at any time relieve the entire Executive Committee or any of its members from office.
- 11.12. The members of the Executive Committee may at any time submit their resignation in writing. The resignation shall be submitted to the Executive Committee, or in the case of the resignation of the entire Executive Committee, to the General Assembly. The resignation of the entire Executive Committee shall not become effective prior to the election of a new Executive Committee.
- 11.13. If the position of any of the officers of the Executive Committee falls vacant for what ever reason the Executive Committee shall elect one of its members to fill this position. The term of office will be the remaining time in office of the person who held the position before it fell vacant.
- 11.14. Unless otherwise decided by the General Assembly, the President will at the same time be the Congress President of the next annual meeting. The President will inform the Committee on the meeting planning and budgeting. The proposed budget will needs to be agreed by the Executive Committee before the annual meeting.
- 11.15. Ex-officio members have no voting rights at the Executive Committee meetings.

12. Competence of the Executive Committee

- 12.1. The Executive Committee shall be responsible for the management of the society. It shall be the 'managing organ' according to the Austrian Act of Associations of 2002 ('Österreichisches Vereinsgesetz 2002'). 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. Organisation of educational and professional activities
 - 12.2.2. Drafting the budget and the report on activities as well as preparing the annual accounts
 - 12.2.3. Preparing the General Assembly and convocation of ordinary and extra ordinary General Assemblies
 - 12.2.4. Administration of the assets of the society
 - 12.2.5. Employment of the society's staff and their termination
 - 12.2.6. Contracting with professional organisations to administer the business of the society

13. Special duties of individual members of the Executive Committee

- 13.1. The society shall be represented by the President. In case of his/her absence, the duties of the President will be assumed by the President-Elect. In case of his/her absence, the duties will be assumed by the Vice-President. Should the latter also be absent, the meeting shall be presided by the eldest Executive Committee member present.
- 13.2. Internal matters:
 - 13.2.1. The President shall preside over the General Assembly and the Executive Committee 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 Committee; these measures shall, however, require the subsequent approval of the competent organ of the society.
 - 13.2.2. The Secretary General shall support the President in managing the business of the society. He/She shall in particular be responsible for the minutes of the General Assembly and of the Executive Committee, the publication of the report on the activities of the society as well as for the correspondence and the members' directory. In case of absence of the Secretary, the Vice-President or another nominated officer shall keep the minutes of the meetings.
 - 13.2.3. The Treasurer shall be responsible for the proper management of the financial affairs of the society. The Treasurer submits statements of the society's account at each Annual General Assembly. The financial responsibility and transactions related to the Annual Meeting belongs to the President of the meeting.
 - 13.2.4. The Executive Committee may decide to appoint committees and subcommittees as appropriate and to assign their duties.

14. The Controllers ("Rechnungsprüfer") / Auditors ("Abschlussprüfer")

- 14.1. The Society shall have two Controllers/Auditors ("Rechnungsprüfer/Bilanzprüfer") elected by the General Assembly for a period of one year. Re-election is permissible. Should the appointment of Controllers/Auditors become necessary prior to the next General Assembly, the Controllers/Auditors shall be appointed by the Executive Committee. Such appointment is to be approved of by the forthcoming General Assembly. The Controllers/Auditors must be independent and unbiased.
- 14.2. The provision with regard to appointment, relief and resignation of the Executive Committee shall be applicable mutatis mutandis for Controllers/Auditors.
- 14.3. The Controllers/Auditors 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 Committee having established the annual financial statement. The Executive Committee has to provide the Controllers/Auditors with all necessary documents and information. The Controllers/Auditors shall report to the Executive Committee. The Executive Committee shall remedy all deficiencies with regard to the financial management of the society found by the Controllers/Auditors and take all measures to avoid any danger to the society notified of by the Controllers/Auditors. The Executive Committee 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/Auditors.
- 14.4. Should the Controllers/Auditors establish that the Executive Committee persistently and seriously infringes its duties with regard to its liabilities to account and no immediate efficient remedy can be expected within the society before long, the Controllers/Auditors have to demand the convocation of a General Assembly from the Executive Committee. The Controllers/Auditors themselves also are entitled to convoke a General Assembly.
- 14.5. The Controllers/Auditors shall furthermore be subject to the rights and duties provided by the Act of Associations of 2002 ("Österreichisches Vereinsgesetz").
- 14.6. Should the appointment of an Auditor ("Abschlussprüfer") become necessary, according to the Act of Associations of 2002, 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 by the Act of Associations of 2002 ("Österreichisches Vereinsgesetz").

15. The Committees and Subcommittees

Committees are created as required within the society to support and strengthen the work of the Executive Committee. They are created by and report to the Executive Committee. The members of the Committees including one chairperson are appointed by the Executive Committee for three years and may be re-

appointed once. An exception applies to the Young ESTI Committee: re-election is not possible. However, a member may be appointed as chairperson once.

Subcommittees are appointed by the Executive Committee to promote defined topics of special importance and interest for the diagnosis and treatment of thoracic diseases. Their goal is to support and to enhance the efforts of ESTI in their special fields and especially to link to other radiological or non-radiological societies or working groups with similar fields of interest.

16. The Conciliation Board

- 16.1. All internal society disputes shall be settled by the Conciliation Board.
- 16.2. The Conciliation Board shall consist of three members. Members of the Conciliation Board have to be active members or members of the Executive Committee. The Conciliation Board shall be constituted in case of a clear dispute for that every contesting party informs within two weeks the Executive Board of its conciliator. The two named conciliators shall nominate the third member of the Conciliation Board with simple majority of votes. In case of a tie the third member shall be appointed by the lot. The members of the Conciliation Board must 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 internal settlement of the dispute, observing the principle of a fair trial and in particular the principle of the opportunity of being heard. For this reason all parties shall be invited to one or more oral hearings.

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. The last Executive Committee of the society is to inform the competent authorities of the voluntary liquidation in writing and it is obliged to announce the voluntary liquidation in an official gazette.
- 17.3. 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 which 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 organization 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 radiology. The same shall be valid should the Society cease to promote its non-profit purpose.