

## **Statutes of UEG – United European Gastroenterology**

### **Article 1: Name and Seat**

- (1) The name of the Organisation is “United European Gastroenterology“ (UEG).
- (2) The Organisation is based in Vienna and is active throughout Europe, but also supports collaboration outside Europe.
- (3) The working language of the Organisation is English. The fiscal year of the Organisation is the calendar year.

### **Article 2: Aims**

The Organisation is a non-profit making organisation with the aim of promoting science, training and continuing education, research and patient care in the field of gastroenterology and related fields, and of preventing and treating of diseases and disorders affecting the gastro-intestinal tract, pancreatic, liver and biliary system in adults and in children.

### **Article 3: Means**

- (1) The aims of the Organisation are to be achieved through activities outlined in (2) and (3) and by means of financial funds. The Organisation may enlist the assistance of employees or agents for the purpose of achieving its aims.
- (2) To achieve the aims of the Organisation, the following activities are carried out:
  - a. Dissemination of information and promotion of the activities of the Organisation and raising public awareness, particularly of health professionals and political policy makers in Europe.
  - b. Publications.
  - c. Establishment of a website and other electronic media.
  - d. Establishment of one or more subsidiaries under the legal form of a limited liability company seated in Austria, the share capital of which is held entirely by the Organisation.
- (3) The financial means are:
  - a. Membership and affiliation fees.
  - b. Grants and donations.
  - c. Donations, collections, pecuniary legacies and other gifts, provided that they do not affect the scientific independence and integrity of the Organisation.
  - d. Administration of assets (e.g. interest, other capital gain income, income from rental etc.).
  - e. Earnings of the Organisation from events and other activities.
  - f. Sponsorship money.
  - g. Earnings in connection with shareholdings in subsidiaries pursuant to § 3 (2) (e).

### **Article 4: Members**

- (1) The Organisation encompasses:
  - a. Ordinary Members.
  - b. National Societies of Gastroenterology.
  - c. Corporate Members.
- (2) Ordinary Members are organisations in the field of Gastroenterology and related disciplines, which are accepted by the Council and the Meeting of Members based on their size, reputation in the field, statutes and their European activity and dimension.
- (3) National Societies of Gastroenterology whose membership is open to National Societies of Gastroenterology of countries recognised by the United Nations (and their respective subsidiary organisations) within Europe and the countries bordering the Mediterranean. They must have individual membership of clinicians, with or without other healthcare workers, with national coverage, and a mandate that covers all aspects of Gastroenterology, including gastrointestinal, hepatic, biliary and pancreatic disease.
- (4) Corporate Members are industrial companies or other legal entities supporting Gastroenterology and related fields.

### **Article 5: Admission to Membership**

- (1) The Council, with the approval of the Meeting of Members, decides on the admission to membership of Ordinary Members and National Societies of Gastroenterology. No reasons need be given when applications are rejected. Application is made through the Secretariat.
- (2) The Council decides on the admission of Corporate Members and informs the Meeting of Members on a yearly basis. No reasons need be given when applications are rejected. Application is made through the Secretariat.
- (3) Ordinary Members and National Societies of Gastroenterology are required to inform the Organisation of any change in their statutes, and to provide names and contact details of persons who represent members in the Meeting of Members.

### **Article 6: Termination of Membership**

- (1) Membership of Ordinary Members, National Societies of Gastroenterology and Corporate Members terminates upon death in case of individual persons, or in the event of the abolition of the charitable purpose of the member organisations, through withdrawal or exclusion.
- (2) Withdrawal of membership is possible at the end of the calendar year. The Council must be informed with a written notification at least 3 months in advance. Otherwise withdrawal of membership becomes effective at end of the next calendar year.
- (3) The Council may exclude members who fail to pay their annual membership and affiliation fees six months after the due date. Members will receive at least two payment reminders. Outstanding fees due up to the point of the termination of membership must be paid.
- (4) The Council has the right to exclude any member for inappropriate or unethical behaviour or for activities contrary to the principles of the Organisation.

### **Article 7: Rights and Obligations of Members**

- (1) Only nominated representatives of Ordinary Members and National Societies of Gastroenterology have the right to vote in the Meeting of Members.
- (2) The passive right to vote (nomination of candidates for eligible Council positions) remains with the Ordinary Members and National Societies of Gastroenterology.
- (3) Corporate Members have the right to attend the Meeting of Members but with no voting right. All members have the right to request a copy of the statutes.
- (4) A minimum of one third of the nominated representatives with voting right may ask the Council to convene a Meeting of Members.
- (5) Ordinary Members and the National Societies of Gastroenterology are informed about the financial situation, annual financial statements and audit reports. A minimum of one third of the nominated representatives with voting power can request such information, within a deadline of four weeks, provided they state reasons.
- (6) The Council informs members at the Meeting of Members about the audited financial statements.
- (7) All members are requested to support the interests of the Organisation and to refrain from inappropriate or unethical behaviour that could threaten the aim of the Organisation. They must respect the statutes and decisions made by the organs of the Organisation.
- (8) Members are requested to pay their membership and affiliation fees on time. The fees are proposed by the Council and approved by the Meeting of Members. Voting rights are suspended if fees are not paid on time. According to separate guidelines for participation in programmes and activities of the Organisation, members who have not paid their fees are not allowed to participate in these activities or apply for support programmes.

### **Article 8: Organs**

Organs of the Organisation are the Meeting of Members (Articles 9 and 10), the Council (Article 11 to 13), the Auditors (Article 14), the Executive Committee (Article 15) and the Arbitration Board (Article 17).

### Article 9: Meeting of Members

- (1) The Meeting of Members is the decision-making body within the meaning of § 5 (1) of the Act on Associations of 2002. The Meeting of Members is usually held once a year. The Council has the right to call for extraordinary meetings if it is of the opinion that it is in the interest of the Organisation.
- (2) The Ordinary Members appoint their representatives in the Meeting of Members. The following members appoint 3 representatives each: EAGEN, EASL, EFISD, EPC, ESGE, ESPGHAN. All other Ordinary Members appoint 2 representatives each. A further 23 representatives to the Meeting of Members are elected in the National Societies Forum to represent the National Societies of Gastroenterology. All representatives are assigned to serve for a period of 4 years and are eligible for a second term. Names of representatives must be announced a minimum of one month prior to the Meeting of Members.
- (3) All other members have the right to participate in the Meeting of Members but do not have a voting right.
- (4) An extraordinary Meeting of Member must take place within 4 weeks in response to
  - a. a resolution made either by the Council, the President or the ordinary Meeting of Members,
  - b. a written request from a minimum of one third of the nominated representatives of members with a voting right,
  - c. a request by the Auditor,
  - d. a resolution of the Auditor,
  - e. a resolution of a legally appointed Trustee.
- (5) All members must be invited by the Council or the Auditor or the legally appointed Trustee to the ordinary and extraordinary Meeting of Members eight weeks prior to the meetings at the latest via email. An agenda must be drawn up.
- (6) Amendments to the agenda must be communicated in written form (fax or e-mail) to the Secretariat at least four weeks prior to the Meeting of Members. The adapted agenda can be downloaded from the website two weeks prior to the Meeting of Members at the latest.
- (7) Binding decisions may only be made based on the agenda, with the exception of a call for an extraordinary Meeting of Members.
- (8) All nominated representatives of the Ordinary Members and the National Societies of Gastroenterology have a voting right. Each representative is entitled to one vote. Voting by proxy is not permitted. If a representative is unable to attend the Meeting of Members and wishes to nominate another representative as his/her proxy, the Council must be notified in writing to the Secretariat at least 1 month prior to the Meeting of Members.
- (9) A quorum of the Meeting of Members exists if fifty percent (50%) of the representatives with voting right are present.
- (10) Decisions and elections at the Meeting of Members are made by a simple majority of votes cast. Decisions to alter the constitution require a two-thirds majority of votes cast. The decision on the dissolution of the Organisation requires a two-thirds majority of votes cast.
- (11) The Meeting of Members are chaired by the President and in his/her absence by his/her deputy (Vice President). If the deputy is absent, the eldest (in terms of age) Council Member present takes the chair.

### Article 10: Responsibilities of the Meeting of Members

The Meeting of Members' duties are:

- a. Adoption of the agenda.
- b. Approval of the admission of new members.
- c. Approval of reports and statements of accounts with the involvement of the auditors.
- d. Election and/or recall from office of the following officers: President, Vice President, Secretary General, Treasurer, Chairs of the Scientific, Education, Public Affairs, Committees, Independent Council Member.
- e. Election and/or recall from office of Auditors.
- f. Election of an external auditor, if legally requested.
- g. Approval of legal transactions between the Auditors and the Organisation.
- h. Discharge of the Council.
- i. Definition of membership fees.
- j. Ratification of changes in the statutes and voluntary dissolution of the Organisation.
- k. Discussion and resolution of other topics on the agenda.

### Article 11: Council

- (1) The Council is composed of thirteen members:
- President;
  - Vice President;
  - Secretary General;
  - Treasurer;
  - Chair of the Scientific Committee;
  - Chair of the Education Committee;
  - Chair of the Public Affairs Committee;
  - Independent Council Member
  - One (1) Member to Council is appointed by each block of Ordinary Members: Block Surgery (Members EFISDS, EAES, EDS, ESCP), Block Endoscopy (Member ESGE), Block Hepatology (Member EASL) and Block Medical Gastroenterology (Members EAGEN, EPC, ESPGHAN, ECCO, EHMSG, ESDO, ESGAR, ESNM, ESPCG, ESP);
  - Chair of the National Societies Committee who is elected by the National Societies Forum.
- (2) To allow a smooth handover of business, the Treasurer and the Chairs of the Committees are elected already one year before the term of their predecessors comes to an end. These new members of the Council are allowed to attend Council meetings but have no voting right until their predecessors have completed their term of office and left the Council.
- (3) Council Members are elected by the Meeting of Members and/or directly appointed by Ordinary Member societies (see (1)). If a Council Member resigns from his/her post, the Council has the right to nominate a new Council Member (from any category of persons) but must request ratification at the next Meeting of Members. If an appointed member of the Council resigns, the Ordinary Member(s) may nominate a new member of the Council. If the entire Council resigns permanently or for an indefinite period, each Auditor is obliged to call for an extraordinary Meeting of Members to elect a new Council. If even the Auditors have no capacity, any member who identifies the emergency situation is obliged to call upon the competent court to appoint a Trustee. This legally appointed Trustee is obliged to call for an immediate extraordinary Meeting of Members.
- (4) The term of office of Council Members is 4 years for the following positions: Secretary General, Treasurer, Chairs of the Scientific, Education and Public Affairs Committees, the Independent Council Member and also for the Ordinary Members appointed to the Council. The term of office commences on January 1<sup>st</sup> of the first year and ends on December 31<sup>st</sup> of the fourth year. The term of office of the Vice President is 2 years, starting on January 1<sup>st</sup> of the first year and ending on December 31<sup>st</sup> of the second year. The Vice President automatically assumes the position of President for two additional years, thus the term of office of the President is 2 years. For the first appointment of the Council upon establishment of the Organisation, the following terms of office apply:

	Position	Name	Surname	2012	2013	2014	2015
1	President	Colm	O'Morain		31.12.2013		
2	President Elect	Michael	Farthing		31.12.2013		31.12.2015
3	Secretary General	Christoph	Beglinger		31.12.2013		
4	Treasurer	Erik	Schrumpf				31.12.2015
5	Chair Scientific Committee	John	Atherton		31.12.2013		
6	Chair Public Affairs Committee	Reinhold	Stockbrügger		31.12.2013		
7	Chair Educational Committee	Marco	Bruno			31.12.2014	
8	Chair National Societies Committee	Marco	Hull			31.12.2014	
9	Independent Councillor	Markus	Lerch		31.12.2013		
10	Liver Representative	Michael	Trauner				31.12.2015
11	Endoscopy Representative	Horst	Neuhaus	31.12.2012			
12	Medical Gastroenterology Representative	Fernando	Azpiroz				31.12.2015
13	Surgery Representative	Abe	Fingerhut				31.12.2015

- (5) Membership of the Council is limited to two terms of four years each. With the exception of the Secretary General and Treasurer, the other positions on the Council are not eligible for re-election or re-appointment. After two four year terms, there is no option for re-election to any position. All functions must be exercised personally. Council meetings are convened verbally or by written notice by the President, or in his/her absence, by his/her deputy (Vice President). If the deputy is absent for an indefinite period, any other Council Member may call for a Council meeting.

- (6) A quorum of the Council exists if all Council Members were invited and at least fifty percent (50%) are present. Voting by proxy registered in writing is permitted.
- (7) Resolutions of the Council are adopted by a simple majority. In the event of a tie, the chair of the meeting has a casting vote. Each Council Member is entitled to one vote with the exception of paragraph 5.
- (8) The President may empower the Secretary General to hold a postal or an electronic vote on the motions circulated in writing. In this case a quorum exists if fifty percent (50%) of the Council members have exercised their voting right.
- (9) Council meetings are chaired by the President and in his/her absence by his/her deputy (Vice President). In the absence of the Vice President, either the oldest member of the Council present takes over or the rest of the Council appoints another Council Member.
- (10) Other than in the event of death, the term of office ends through the lapse of time or through legal regulations, functions terminate through removal from office or resignation (paragraph 11).
- (11) Council Members may resign from their post anytime by written notification to the Council. If the entire Council resigns, written notification must be directed to the Meeting of Members. Resignation is effective upon election and/or nomination of a successor (3).

### **Article 12: Responsibilities of the Council**

The Council controls the Organisation. It is the management body according to the Act on Associations of 2002. The Council fulfils all duties regulated by the statutes which are not allocated to other organs of the Organisation. For the purposes of the operation of the Organisation and the implementation of activities, the Council must establish the Executive Committee, other committees and task forces, and assign them specific tasks and duties regulated by specific Rules of Procedure. The Council is responsible for:

- (1) Establishing an accounting system according to requested legal standard.
- (2) Preparing the report and accounts and audit report.
- (3) Attendance and representation of the Organisation at shareholders' meetings of subsidiaries.
- (4) The Council must in particular see to it that the respective members of the Executive Committee are elected as supervisory board members of the subsidiaries of the Organisation and that former members of the Executive Committee are removed from their office as supervisory board members of the subsidiaries and replaced by new supervisory board members.
- (5) Specification of business dealings and resolutions to be passed by the supervisory boards of subsidiaries of the Organisation, which are to be co-ordinated between the Council and the Executive Committee in its capacity as the respective supervisory board of the respective subsidiary prior to the Council giving its approval thereto. The specifications decided upon by the Council are to be adopted by the Executive Committee in its capacity as supervisory board of the respective subsidiary as bylaws of the respective subsidiary's supervisory board.
- (6) Adopting bylaws regarding the management of subsidiaries of the Organisation.
- (7) Defining the overall strategy of the Organisation.
- (8) Approving recommendations made by the Executive Committee.
- (9) Delegating and supervising of work assigned to the Executive Committee, other committees and task forces. The Council may nominate individuals who are not members of the Council. Such persons may attend meetings of the Council by invitation but with no voting right.
- (10) Making recommendations regarding the admission of new members.
- (11) Preparing and convening the Meeting of Members according to Article 9 (1) and (3) of these Statutes.
- (12) Informing members about the work and the audited statement of accounts of the Organisation.
- (13) Administering assets.

### **Article 13: Specific responsibilities of individual Council Members**

- (1) All Council Members must make every endeavour to support the aims of the Organisation.
- (2) The President officially represents the Organisation. In the absence of the President, the Vice President takes over this function.
- (3) The President and the Vice President chair the Council and the Meeting of Members. Together with the Secretary General, they draw up the agendas and are responsible for producing and circulating the minutes. They are responsible for preparing documents and plans for debate on the strategic direction of the Organisation in the Council. The Vice President automatically assumes the position of President after two years (Article 11, 4).

- (4) The Secretary General is responsible, together with the President and the Vice President, for drawing up the agendas and producing and circulating the minutes. He/she is responsible for the supervision and management of the Secretariat. The Secretary General has legal authority to co-sign contracts and any other official documents, also for the Organisation as shareholder of subsidiaries (including exercise of voting rights) and payments with the Treasurer, and in the absence of the Treasurer, he/she has the authority to sign individually, except when representing the Organisation as shareholder of subsidiaries.
- (5) The Treasurer is responsible for the day-to-day management of the finances in proper form. He/she is responsible for the annual budget preparation and is the contact for all legal authorities, banks and auditors. The Treasurer is responsible for supervising and managing the Secretariat in all financial matters. The Treasurer has legal authority to co-sign contracts and any other official documents, also for the Organisation as shareholder of subsidiaries (including exercise of voting rights) and payments with the Secretary General, and in the absence of the Secretary General, he/she has the authority to sign individually, except when representing the Organisation as shareholder of subsidiaries.
- (6) Together with the Secretariat, the Chairs of all committees are responsible for preparing a yearly business plan including a detailed budget. They are obliged to report back to the Council and to attend Executive Committee meetings upon invitation to agree strategic questions.
- (7) Legal transactions between the Treasurer and/or the Secretary General and the Organisation require the approval of another Council Member.
- (8) If the event of imminent risk to the Organisation, the President is entitled to become involved in duties that are assigned to the Meeting of Members or Council and to make independent decisions, in his capacity as the official representative of the Organisation. Decisions relating to internal matters require ratification by the responsible organ of the Organisation.

#### **Article 14: Auditors**

- (1) The Meeting of Members elects two Auditors for the period of 4 years. They are eligible for re-election once. Apart from the Meeting of Members, the Auditors may not be members of any organ of the Organisation whose activity is audited.
- (2) The Auditors are obliged to monitor the affairs and the financial management of the Organisation according to the rules and within the aims and goals of the Organisation. The Treasurer must report and provide the requested information. The Auditors inform the Council of the outcome.
- (3) Legal transactions between the Auditors and the Organisation require the approval of the Meeting of Members.

#### **Article 15: Executive Committee**

The Executive Committee comprises four members

- President,
- Vice President,
- Secretary General,
- Treasurer.

#### **Article 16: Obligations of the Executive Committee**

- (1) The Executive Committee is responsible for the day-to-day management of the Organisation. The Executive Committee establishes recommendations for the management of the Organisation and is the day-to-day contact for the Secretariat. The Executive Committee is responsible for all legal and tax questions and puts out tenders for the award of contracts on behalf of the Council. The Executive Committee is responsible for recruiting and serving notice on employees of the Organisation.
- (2) Further, the members of the Executive Committee serve as members of the supervisory board of every subsidiary of the Organisation. The President is to be elected as chair, the Vice-President is to be elected as the vice-chair of the respective supervisory board.
- (3) The members of the Executive Committee shall report to the Council regarding their observations as supervisory board members of the respective subsidiary of the Organisation and to make available the minutes of supervisory board meetings to the Council.
- (4) The Executive Committee in its capacity as supervisory board of each subsidiary shall adopt bylaws for each supervisory board in accordance with the specifications of the Council pursuant to § 12 (5).

- (5) Members of the Executive Committee who retire from office shall, unless they already are relieved from office as supervisory board members, hand in their resignation to the management of the subsidiary and the chair of the supervisory board – the chair of the supervisory board shall hand in his resignation to the vice-chair – effective as of the date they retire as Council Members.

#### **Article 17: Arbitration Board**

- (1) In the event of a dispute, an Arbitration Board according to the Act on Associations of 2002 (and not according to Sections 577 et seq. of the Code of Civil Procedure (ZPO)) is convened.
- (2) The Arbitration Board may be called upon by the President, on the advice of the Council, to resolve all disputes arising within the Organisation that cannot be solved by the organs or officers of the Organisation.
- (3) The Arbitration Board will consist of three persons, who are appointed by members of the Organisation. One party to a dispute will inform the Council in writing and nominate one arbitrator. Within 7 days, the Council will request the other party to the dispute to nominate the second arbitrator within 14 days. Within 7 days, the Council will request the appointed arbitrators to nominate the third arbitrator, who will chair the Arbitration Board. In the event of a tie, a choice will be made by lot. Members of the Arbitration Board may not be members of any other organ of the Organisation whose function is the subject of the dispute, with the exception of the Meeting of Members.
- (4) The Arbitration Board will then decide matters under dispute in the presence of all its members and by a majority vote. Decisions of the Arbitration Board are binding on the Organisation.

#### **Article 18: Voluntary dissolution of the Organisation**

- (1) The decision on the dissolution of the Organisation requires a two-thirds majority of those voting in the Meeting of Members.
- (2) The Meeting of Members decides on the liquidation and use of funds, if assets are available, and appoints a liquidator.
- (3) The last Council must announce the voluntary dissolution of the Organisation to the legal authority within a period of four weeks after adoption of the resolution.

#### **Article 19: Use of remaining assets in the event of the resignation of members, dissolution or lapse of the charitable purpose of the Organisation**

In the event of dissolution of the Organisation, official abolition or lapse of the charitable purpose of the Organisation, the remaining assets after deduction of all liabilities shall be used for charitable purposes as defined in Section 34 et seq. of the Federal Fiscal Code (BAO). If possible and permissible, the funds shall support other Organisations with the same or similar aims and goals as this Organisation.