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STATUTES

"EUROPEAN SOCIETY OF NEUROGASTROENTEROLOGY AND MOTILITY"

§ 1. Name, headquarter and field of activity

The name of the Society is "EUROPEAN SOCIETY OF NEUROGASTROENTEROLOGY AND MOTILITY - ESNM" (hereafter "the Society"). Its headquarters is located in Vienna, Austria. The Society is incorporated for an unlimited period of time. It extends its activities throughout Europe.

§ 2. Purpose of the Society

The Society is acting as a non-profit Society and has no lucrative purpose as defined by the Austrian Federal Fiscal Code. The purposes of the Society are to enhance research and educational activities in the field of Neurogastroenterology and Motility and the related support of health care.

§ 3. Means to serve the purpose of the Society

(1) *The goals of the Society will be achieved by the following ideal means:*

- Organisation of events (such as scientific congresses & symposia)
- Publication of Journal "Neurogastroenterology & Motility"
- Exchange and dissemination of knowledge in the field of Neurogastroenterology and Motility including Gut Microbiota and health.
- Supporting the care of patients in all sectors of gastrointestinal physio-pathology

(2) *The goals of the Society will be achieved by the following material means:*

- Membership fees
- Donations and other monetary and in-kind contributions
- Earnings from society ventures
- Income from the publication of Journal "Neurogastroenterology and Motility"
- Earnings from events (like post-graduate educational activities for young doctors of medicine)
- Interests and deposits

§ 4. Membership

(1) *Individual Members:*

All physical persons holding or training for a PhD or MD who are interested in gastrointestinal motility and neurophysiology of the gut are eligible as individual members.

Each individual member will automatically become a member of the GM&H Section (see § 13)

The members shall be liable to an annual contribution, the amount of which will be proposed by the Steering Committee and determined by the General Assembly.

(2) *Affiliated Societies:*

All European National Societies and Groups which are dedicated to Neurogastroenterology and Motility are eligible as Affiliated Societies. All of their individual members will automatically become ESNM individual members.

The Affiliated and the individual Societies shall be liable to an annual contribution, the amount of which will be proposed by the by the Steering Committee and determined by the General Assembly.

§ 5. Membership application

The Steering Committee will determine the procedure for all membership applications.

§ 6. Membership termination

- The membership terminates by reason of decease of a member.
- The members may withdraw from the Society at any time. However, residual membership fees have to be paid.
- In the event of the non-payment of the contribution for three consecutive years and after two written reminding letters, a member may be considered to have withdrawn.
- The Steering Committee may propose to remove a member from the Society in case of misconduct or malpractice; the decision has to be confirmed by the general assembly.
- The resigned or removed members, as well as the successors of a deceased member, shall not be entitled to the assets of the Society and they may not claim the restitution or reimbursement of the contribution paid, or of any other contributions or allowances, unless otherwise provided in the bylaws.

§ 7. Rights and Duties of Members

- All individual members are entitled to attend all meetings of the Society and to use its facilities; voting rights are listed in § 9.
- Members are not allowed to receive payments from means of the Society.
- The Society may not advantage persons by paying out administrative expenses, not intended for the purpose of the Society or by paying out disproportionately high gratifications.
- The affiliated societies confirm that they only hand over data of their individual members where they have explicitly received permission to do so.

§ 8. Organs of the Society

(1) *The Organs of the Society are:*

- a) General Assembly
- b) Steering Committee
- c) Auditors
- d) Court of Arbitration

§ 9. General Assembly

- 1) The General Assembly meeting shall be held at least every two years and shall be convened by the Steering Committee.
- 2) An extraordinary meeting needs to be held within six months for the following reasons:
 - Upon decision of the Steering Committee
 - Upon decision of the General Assembly
 - Upon written petition of a minimum of 10 % of all members with voting power
 - Upon request by the Auditors
- 3) Invitations to the General Assembly meetings need to be circulated by the Steering Committee not later than two weeks prior to the meeting.
- 4) Petitions from the General Assembly to the Steering Committee have to be submitted in written form (email) at least one week before.
- 5) The General Assembly meeting is composed of all members. All members have the right to vote.
- 6) A General Assembly can take place when all members have been invited accordingly, and when more than half of its members are present.
- 7) Should less than 50% of the members be present, another General Assembly with the same program and voting can take place 5 minutes after the official beginning of the meeting, regardless of the number of members present. Votes and decisions are made based on a majority vote. Changes in the statutes require a two thirds majority of vote. In case of a tied vote, the vote of the President prevails.

- 8) The President shall chair all General Assembly Meetings, in the event that the President is absent they shall be chaired by the Treasurer
- 9) Each member may be represented at any general meeting, but only with a written proxy. Each present member may only represent two members.

§ 10. Responsibilities of the General Assembly

The following issues belong to the sole responsibility of the General Assembly:

- dissolution of the society
- change of statutes
- appointing and dismissal of members of the Steering Committee, President, Treasurer and Auditors
- approval of budget and accounts
- discharge of the Steering Committee
- determination of the membership fees

§ 11. The Steering Committee

(1) *Organs of the Steering Committee:*

- a) President
- b) Treasurer
- c) Past-President and Past-Treasurer
- d) Councillors of each Affiliated Society
- e) Representative of the GM&H Section see § 13
- f) ad hoc Member

The Steering Committee shall be composed of at least five members, the Committee is chaired by President and Treasurer.

- 1) The President and Treasurer are proposed by Steering Committee and approved by the General Assembly. The President and the Treasurer shall be appointed for a period of four years; their appointments maybe renewed for a further term, subject to the approval of the General Assembly.
- 2) The President and the Treasurer become Past-President and Past-Treasurer at the end of their term. These past-terms terminate automatically after a period of two years.
- 3) Each Affiliated Society and Section that has paid its annual membership fee and consists of more than 15 individual members has the right to send one delegate as their representative ("Councillor") to the Steering Committee. The Councillors are nominated by the President of their National Society. The Steering Committee proposes the Councillors and Representatives of the Sections to the General Assembly for approval. Their term is approved for a period of two years. They may be reappointed. Their mandate shall terminate in the event of the expiration of the term of their mandate or their decease, dismissal, resignation or removal and the expiration of their membership.
- 4) Ad hoc members are appointed by the Steering Committee. Their term terminates automatically after a period of two years. Ad hoc Members do not have a voting right in the Steering Committee.
- 5) In the event of a vacancy in the Steering Committee, then somebody out of the members of the Society will be co-opted by the Steering Committee to fill the vacancy until the next General Assembly.
- 6) A Steering Committee Meeting is convened by the President, or in case of his being prevented, by the Treasurer, at least once a year. These meetings are chaired by the President, in case of his being prevented, by the Treasurer.
- 7) A member of the Steering Committee may be represented by another member, who may hold one proxy. Committee meetings are only valid if at least half plus one members of the

Committee are present or are represented. Decisions of the Steering Committee are made by simple majority vote of the members present or represented.

§ 12. Responsibilities of the Steering Committee and Individual Councillors

- 1) The President acts as the official representative of the Society.
- 2) The Treasurer has to support the President in the administration of the Society accounts. He is responsible for keeping the minutes of the General Assembly and Steering Committee meetings.
- 3) Any legal or financially relevant documents have to be signed by the President and the Treasurer.
- 4) The Past-President and Past-Treasurer support the new elected president and treasurer with their knowledge regarding the steering of the society.
- 5) The Steering Committee is responsible for the correct and attentive administration of the Society according to these statutes and to the decisions taken by the General Assembly.
- 6) The Steering Committee is entitled to and responsible for:
 - Decision on acceptance or refusal of new members
 - To ensure that the daily actions of the Society are well-regulated
 - To organise educational and scientific events
 - Installation and administration of Societys' accounts and budgets
 - To convene a General Assembly and to report to them about the Society's activities and its financial conduct
 - To report changes of the statutes

§ 13. Gut Microbiota and Health (GM&H) Section

The purpose of the GM&H Section is to foster research, training and dissemination of knowledge of the role of the gut microbiota in intestinal and non-intestinal health and disease.

It may organize training, newsletters, webpages, mailings, meetings, and other scientific activities that are in agreement with the non-profit status of Society.

§ 14. Responsibilities of the GM&H Section

- 1) The Section will nominate one person who is representing the Section in the Steering Committee with full voting power.
- 2) The Section will report annually to the Steering Committee about its past and planned activities.
- 3) The Section will develop its own governing rules to be approved by the Steering Committee.

§ 15. Auditors

The accounts of the Society shall be audited by two members of the Society.

§ 16. Court of Arbitration

- 1) The Court of Arbitration may be called by the President on the advice of the Steering Committee to resolve all disputes arising within the Society that cannot be resolved by the organs of the Society.
- 2) It shall be composed of five members of the General Assembly. Two of them will be presented to the Steering Committee as the standard members of the Court of Arbitration; these two shall choose a third acceptable to both, who shall act as Chair.
- 3) If no agreement is reached as to the choice of Chair, the choice of one of the alternative proposals shall be determined by lot. The Court of Arbitration shall then decide in matters of dispute as conscientiously as it can without being bound by fixed rules, but, if necessary, by majority vote. Voting is mandatory.

§ 17. Dissolution of the Society

- 1) The Society shall not be dissolved by the decease or the resignation of members, as long as the number of members shall not be lower than nine.
- 2) The Society may be dissolved at any time following a decision of the General Assembly or a meeting especially convoked for this purpose to hold a written ballot. The decision must be confirmed by two third of the present or represented votes (irrespective of the number of members present).
- 3) A properly qualified lawyer should be appointed as liquidator.
- 4) In the event of dissolution of the Society, magisterial annulment or revocation of the non-profit status, all remaining funds shall be given to the international Red Cross and Red Crescent Movement, according to the non-profit regulations of § 34 ff of the Austrian Federal Fiscal Code.