

## **STATUTES**

### **SCANDINAVIAN ASSOCIATION OF NEUROGASTROENTEROLOGY AND MOTILITY**

#### **§ 1. Name and field of activity**

The name of the Society is "SCANDINAVIAN ASSOCIATION OF NEUROGASTROENTEROLOGY AND MOTILITY" (hereafter "the Society"). Its headquarter is located according to the current President. The Society is incorporated for an unlimited period of time. It extends its activities throughout the Nordic countries.

#### **§ 2. Purpose of the Society**

The Society is acting as a non-profit Society and has no lucrative purpose. 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 meetings)
- Exchange and dissemination of knowledge in the field of Neurogastroenterology and Motility.
- 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:*

- Donations and other monetary and in-kind contributions
- Earnings from society ventures
- Earnings from events (like post-graduate educational activities for young doctors of medicine)
- Interests and deposits
- Etc.

#### **§ 4. Membership**

All physical persons holding 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 European Society of Neurogastroenterology and Motility

The members may be liable to an annual contribution, the amount of which will be proposed by the Steering Committee.

#### **§ 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- In the event of the non-payment and after a written reminding letters, a member may be considered to have withdrawn.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.
- 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.

## **§ 8. Organs of the Society**

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

- a) General Assembly
- b) Steering Committee

## **§ 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
- 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 decisions can be taken regardless of the number of members present. Changes in the statutes require a two-thirds majority of vote. In case of a tied vote, the vote of the President prevails.
- 7) The President shall chair all General Assembly Meetings, in the event that the President is absent they shall be chaired by the Treasurer
- 8) 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

## **§ 11. The Steering Committee**

### **Organs of the Steering Committee:**

The Steering Committee shall be composed of 6 members, and is chaired by the President. Members are: The President, the Treasurer and 4 members from each of the Nordic countries (Finland, Sweden, Norway and Denmark). Furthermore, the past President attend the Steering

Committee meetings. Countries where there are only 1 representative in the Steering Committee may appoint substitutes, see below.

- 1) The Steering Committee appoints the President and role of the members. The President and the Treasurer shall be appointed for a period of six years; their appointments maybe reappointed, subject to the approval of the General Assembly. The other members of the Steering Committee have a term for a period of four years and may be reappointed.
- 2) Ad hoc members are appointed by the Steering Committee. Their term terminates automatically after a period of two years, but they can be re-elected. Ad hoc members do not have a voting right in the Steering Committee.
- 3) In the event of a vacancy in the Steering Committee, then somebody out of the members of the Society and from the same country will be co-opted by the Steering Committee to fill the vacancy until the next General Assembly.
- 4) 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.
- 5) A member of the Steering Committee may be represented by one of the ad hoc members. 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 Secretary has to support the President in the administration of the Society accounts and 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 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.
- 5) 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. Auditors**

The accounts of the Society shall be audited by a member of the Society.

## **§ 14. 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. It shall be composed of five members of the General Assembly. If no agreement is reached as to the choice of Chair, the choice of one of the alternative proposal 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.

## **§ 15. 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