

STATUTES OF THE
„EUROPEAN SOCIETY OF ONCOLOGIC IMAGING“ (ESOI)
„EUROPÄISCHE GESELLSCHAFT FÜR ONKOLOGISCHE BILDGEBUNG“

1. NAME, REGISTERED OFFICE AND FIELD OF ACTIVITY OF THE SOCIETY

- 1.1 The name of the Society shall be "European Society of Oncologic Imaging" – ESOI
Europäische Gesellschaft für Onkologische Bildgebung.
- 1.2 The Society shall have its registered office in Vienna.
- 1.3 The Society extends its activities to the whole of Europe and beyond as it seems appropriate.
- 1.4 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 Oncologic Imaging. 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 Oncologic Imaging.

The following purposes are hereby in focus of the Society:

- To establish Oncologic Imaging (OI) as an area of special interest and expertise in the field of diagnostic and interventional radiology with the European Society of Radiology (ESR) and particularly with all established committees of ESR in order to provide both a scientific forum and to promote research as well as technical developments in Oncologic Imaging in Europe.
- To establish the subspecialty OI for dissemination of knowledge about oncologic imaging, clinical, educational, and research information.
- To foster education and training in Oncologic Imaging in association with strategic educational developments as elaborated in the ESR Education Committee with
 - o A curriculum in Oncologic Imaging for inclusion in the European Training Charter and Curriculum.
 - o Promotion and selection of OI cases for the European Diploma in Radiology
- To establish an annual scientific session at the ECR and, with the already established refresher courses, a mechanism for presentation of scientific information on various aspects of Oncologic Imaging as well as continuing education.
- To advance and improve the radiologic aspects of patients with malignancy and to advance the quality of diagnosis and treatment of oncologic patients by means of medical imaging and to enhance teaching and research in all fields of oncologic imaging.
- Collaboration with the ESR, the national European radiological societies and international radiological societies, e. g. the Radiological Society of North America (RSNA), to enhance the development of standards of care in Oncologic Imaging. The society will be operating in conjunct with the activities of the International Cancer Imaging Society (ICIS). Both societies will sign a Memorandum of Understanding defining the relationships and joint activities of the two societies.
- To foster the development of Oncologic Imaging in general and particularly in European countries.
- To promote an Oncologic Imaging section within the journal "European Radiology" and to support the publication of corresponding scientific and review papers particularly within the journals 'European Radiology' as well as in 'Insights into Imaging'.

In the Statutes of the Society the term 'radiology' implicates both 'diagnostic and interventional radiology'. 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 courses, 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 Oncologic Imaging. The Society shall pursue its purpose by co-operating with all other national and international scientific organisations active in its field of interest and in particular with national and international bodies promoting the interests related to imaging of cancer patients. The society will focus on imaging of malignancy and associated complications, thereby covering the entire field of oncologic imaging.

3.2 Funds

The Society shall raise funds by admission fees, membership fees, other contributions and income from activities other than by taxable trading, in particular by accepting subscriptions, donations, grants, properties, bestowals and bequests for the promotion of the objectives and the support of the activities of the Society and by the administration of the Society's assets. The Society shall acquire or dispose of property of any kind in accordance with its non-profit status including but not limited to the acquisition and disposal of real estate as well as the acquisition of and participation in companies and the disposal thereof.

4. TYPES OF MEMBERSHIP

The Society shall have the following types of members:

- full members
- associate members
- resident member
- corporate members.

4.1 **Full members** shall be board certified radiologists, physicians or scientists with special interest and special experience in Oncologic Imaging.

4.2 **Associate members** shall be radiologists, physicians or scientists active in fields related to Oncologic Imaging or persons nominated by or on behalf of non-medical organisations.

4.3 **Resident members** shall be residents (young radiologists, physicians or scientists in training) with special interest in Oncologic Imaging. The age limit for an application as resident is set at 35 years (incl. the age of 35).

4.4 **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

Applications for full, associate, resident or corporate membership shall be awarded 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 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 President-Elect in writing at least one month prior to the end of the calendar year. In case of late notification, it shall become effective only at the next withdrawal date.

6.2 **Cancellation of membership** will be effected by the Executive Committee if a member is in arrears with the payment of membership fees for more than six months 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 All members of the Society shall be entitled to attend all meetings of the Society and to make appropriate use of its facilities.

7.2 Only full members in good standing having paid their membership fees and all arrears shall have a vote in the General Assembly and shall be entitled to stand for office.

7.3 Members shall be subject to membership fees as determined by the General Assembly upon proposal of the Executive Committee.

7.4 All 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 or 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 Controllers

8.4 the Committees and Subcommittees

8.5 the Conciliation Board

9. THE GENERAL ASSEMBLY

9.1 The General Assembly shall be the 'Members' Assembly' according to the Austrian Act on Associations of 2002 ('Österreichisches Vereinsgesetz'). 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 an ordinary General Assembly is to be determined by the Executive Committee at least 6 weeks prior to the General Assembly and can not be changed during the four week 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 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. In case an extraordinary General Assembly is not convened by the Executive Committee in due time, the controllers shall have to convene the extraordinary General Assembly.

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. 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 office shall be applicable as stipulated in Section 7.2 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
- amendment of the Statutes of the Society
- the liquidation of the Society
- the relief of the Executive Committee or single members thereof from office

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.

9.8 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 Treasurer.

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 on Associations of 2002 (Österreichisches Vereinsgesetz), General Assemblies can be held electronically, e.g. by video conference upon decision of the Executive Committee and elections and voting can be effected electronically.

An electronic voting system has to be in compliance with the principles of free and equal elections in particular by providing for 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. The schedule and the technical details of the electronic voting procedure are to be regulated in the Rules of Procedure.

In case voting will not be effected electronically, all voting will be by show of hands; however, on demand of a full 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.

10. COMPETENCE OF THE GENERAL ASSEMBLY

The following issues 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;
- 10.3 Fixing membership fees;
- 10.4 Resolutions on amendments to the Statutes and voluntary liquidation of the Society;
- 10.5 Advisory function and passing of resolutions on other topics put before the General Assembly and covered by the agenda;
- 10.6 Decision in the case of appeals against expulsion of members.

11. THE EXECUTIVE COMMITTEE / BOARD OF DIRECTORS

11.1 The Executive Committee shall consist of

- the Past President
- the President-Elect
- the Treasurer
- the Secretary
- the Chairpersons of each Committee
- the Chairpersons of each Subcommittee
- and up to five Members at Large

11.2 Elections of members of the Executive Committee

11.2.1 The President-Elect, the Treasurer, the Secretary, the Chairpersons of each Committee, the Chairpersons of each Subcommittee as well as up to five Members at Large are nominated for election in the General Assembly by the Executive Committee by a single majority of votes. For the sake of continuity of the activities of the Society, the President-Elect shall automatically proceed to the position of President, the President shall automatically proceed to the position of Past President, providing that these persons stand as candidate for this office.

The members shall be informed 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 President-Elect no later than four weeks prior to the General Assembly. Alternative nominations require written support by at least five full members in good standing. All nominations are subject to the written consent of the nominated candidate.

11.2.2 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.

11.2.3 The term of office for all offices shall be two years. Re-election shall be permissible.

11.3 The Executive Committee shall be convened by the President or his representative.

11.4 The Executive Committee shall form a quorum if all its members have been invited and at least two are present.

11.5 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.

11.6 The President shall be in the chair. In his absence, the meeting shall be chaired by the President-Elect. Should the latter also be absent, the meeting shall be presided by the Treasurer.

11.7 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.

11.8 The General Assembly may at any time relieve the entire Executive Committee or any of its members from office with a majority of two thirds of the valid votes. Abstentions will not be counted.

11.9 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.

11.10 In case the position of the President of the Executive Committee falls vacant for what reason ever, the President-Elect shall take the position of President for the remaining term of office. In case the position of any other member of the Executive Committee falls vacant for what reason ever, the Executive Committee shall either elect one of its members to fill this position or co-opt a full member in good standing for that position. In case a member of the Executive Committee is elected to fill the position having become vacant, the Executive Committee may co-opt a full member in good standing to fill the former position of the member of the Executive Committee having been elected to fill the vacant position. The term of office will be the remaining time in office of the person who held the position before it fell vacant.

11.11 Members at large will be assigned specific duties and projects as needed and as decided by the Executive Committee. Members at large shall have the right to vote.

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 on Associations of 2002 ('Österreichisches Vereinsgesetz'). 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 Drafting the budget and the report on activities; preparing the annual accounts.

12.2.2 Preparing the General Assembly and convocation of ordinary and extraordinary General Assemblies.

12.2.3 Administration of the assets of the Society;

12.2.4 Employment of staff of the Society and termination of their employment.

12.2.5 Making contracts with professional organisations to administer the business of the Society.

12.2.6 Issuing Rules of Procedure, in particular, but not limited to, on the administration of the Society and the procedure of General Assemblies, votings and elections held electronically

12.2.7 Organisation of educational and professional activities

12.3 The Executive Committee shall appoint an Executive Director who shall be the general administrative officer and business manager of this Society as an employee under contract and be responsible for the daily management thereof in accordance with the administrative policies and procedure of the Society determined by the Executive Committee. Administrative personnel and consultants shall be employed, retained and dismissed by the Executive Director. The Executive Director and executive staff shall be under the direction of the Executive Committee. The Executive Director shall be responsible for carrying out the general correspondence of the Society, for the organisation of meetings and the preparation of the minutes of the General Assembly, and of the Executive Committee.

13. SPECIAL DUTIES OF INDIVIDUAL MEMBERS OF THE EXECUTIVE COMMITTEE

13.1 The Society shall be represented by the President or two other members of the Executive Committee.

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 Treasurer shall be responsible to the Executive Committee for the proper management of the financial affairs of the Society. The Treasurer shall submit statements of the Society's account at each Annual General Assembly.

13.2.3 The Executive Committee may decide to appoint committees and subcommittees as appropriate and to assign their duties. The special duties of each Committee and Subcommittee are regulated in the respective Rules of Procedure.

14. THE CONTROLLERS

14.1 The Society shall have two Controllers ('Rechnungsprüfer') elected by the General Assembly for a period of one year. Re-election is permissible. Should the appointment of Controllers become necessary prior to the next General Assembly the Controllers shall be appointed by the Executive Committee. Such appointment is to be approved of by the General Assembly. The Controllers do not have to be individual persons. The Controllers must be independent and unbiased.

14.2 The provisions with regard to appointment, relief and resignation of the Executive Committee shall be applicable mutatis mutandis for the Controllers.

14.3 The Controllers 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 with all necessary documents and information. The Controllers 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 and take all measures to avoid any danger to the Society notified of by the Controllers. 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.

14.4 Should the Controllers establish that the Executive Committee persistently and seriously infringes its duties with regard to its liability to account and no immediate efficient remedy can be expected within the Society before long, the Controllers have to demand the convocation of a General Assembly from the Executive Committee. The Controllers themselves also are entitled to convoke a General Assembly.

14.5 The Controllers shall furthermore be subject to the rights and duties provided for by the Act on Associations of 2002 ('Österreichisches Vereinsgesetz').

14.6 Should the appointment of an Auditor ('Abschlussprüfer') become necessary according to the Act on Associations 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 for by the Act on Associations of 2002 ('Österreichisches Vereinsgesetz').

15. THE COMMITTEES AND SUBCOMMITTEES

15.1 Committees are created as required within the Society to support the work of the Executive Committee. They are created by and report to the Executive Committee. The members of the Committees are appointed by the Executive Committee for two years and may be re-appointed. Details concerning the working of the Committees are laid down in the Rules of Procedure, published by the Executive Committee.

15.2 Subcommittees are appointed by the Executive Committee to promote defined topics of special importance and interest in the field of Oncologic Imaging. Subcommittees are created as required within the Society to support the work of the Executive Committee. They are created by and report to the Executive Committee. The members of the Subcommittees are appointed by the Executive Committee for two years and may be re-appointed. Their goal is to support and to enhance the efforts of the Society in their special fields and especially to link to other societies or working groups with similar fields of interest. Details concerning the working of the Subcommittees are laid down in the Rules of Procedure, published by the Executive Committee.

16. THE CONCILIATION BOARD

16.1 All disputes internal to the Society shall be settled by the conciliation board.

16.2 The conciliation board shall be composed of three full members. In a case of dispute the contesting party shall notify the Executive Committee accordingly and nominate a conciliator in writing. The Executive Committee shall notify the other party about the instigation of the conciliation proceeding within fourteen days and request the appointment of a further conciliator within fourteen days. In the case a contesting party is formed by more than one person also only one conciliator can be appointed. The Executive Committee shall request the two conciliators nominated by the contesting parties to nominate a chairman of the conciliation board within fourteen days. The members of the conciliation board shall have to 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 settlement of disputes under observation of the principles of a fair trial in particular the principle of the opportunity of being heard. Unless the prior termination of the conciliation proceeding the parties can resort legal disputes to the courts of law six months after instigation of the conciliation proceeding. The conciliation proceeding is either terminated by settlement or a decision of the conciliation board. The conciliation board shall render its members by a simple majority of votes. In the case of disputes internal to the Association the decisions of the conciliation board shall be final.

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 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 whom 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 organisation 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.

17.3 The last Executive Committee of the Society is to inform the competent authorities of the voluntary liquidation in writing.