

Statutes of association

European Society for Heart and Lung Transplantation, here to be referred to as ESHLT.

Statutes of

Name and headquarters

Article 1

The ESHLT is a non-profit association governed by the present statutes and, secondly, by Articles 60 et seq. of the [Swiss Civil Code](#). It is neutral politically, and non-denominational.

Article 2

The Organization's headquarters are located in the Canton of Bern.

The Association shall be of unlimited duration.

Aims

Article 3

The Association shall pursue the following aim(s):

The education and career support of healthcare providers and others in the field of heart and lung failure including a focus on transplantation and mechanical circulatory support.

Resources

Article 4

The Association's resources are derived from:

- Donations and legacies;
- Sponsorship;
- Public subsidies;
- Membership fees;
- Any other resources authorized by the law.

The funds shall be used in accordance with the Association's aims.

Members

Article 5

To become a member of the Association requires attendance at the annual meeting and payment of registration fees or payment of any membership fee.

Any physical or moral person may become a member if (i) they have demonstrated their dedication to the goals of the Association through their commitments or actions, and (ii) provided that they are not employed by the Association.

The Association comprises:

- Founding members
- Active members (members not in arrears)
- Honorary members (eminent persons recognized and voted upon by the Executive and Advisory committees on nomination by two or more active members)
- Members retired from clinical and/or scientific work

Requests to become a member must be addressed to the Committee of president, secretary, treasurer and ex-officio past-president. The Committee admits new members and informs the General Assembly accordingly.

Membership ceases:

- On death;
- By written resignation thereby notifying the Committee at least six months before the end of the financial year;
- By exclusion ordered by the Committee, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Committee's decision being notified;
- For non-payment of registration fees for more than two years.

Members who have resigned or who are excluded have no rights to any part of the Association's assets.

Only the Association's assets may be used for obligations/commitments contracted in its name. Members have no personal liability.

Organs

Article 6

The Association shall include the following organs:

1. General Assembly,
2. Executive Committee,
3. Advisory Committee
4. Auditor

General Assembly

Article 7

The General Assembly (business meeting of all members present) is the Association's supreme authority. It is composed of all the active members.

It shall hold an Ordinary Meeting once each year. It may also hold an extraordinary session whenever necessary, at the request of the Advisory or Executive Committees or at least of one-fifth of its members.

The General Assembly shall be considered valid regardless of the number of members present.

The Committee shall inform the members in writing of the date of the General Assembly at least six weeks in advance. The notification, including the proposed agenda, shall be sent to each member at least 10 days prior to the date of the meeting and listed on the website of the ESHLT.

Article 8

The General Assembly:

- Shall approve the admission and expulsion of members;
- Appoints the members of the Committee and elect, the President, the Secretary and the Treasurer and any other officials that from time to time may be voted upon by the full membership as a General Assembly;
- Nominations for appointment to the Executive Committee must be received by the Committee 24 hours prior to the General Assembly and supported by 2 active members in addition, they must be supported by a member of the Executive and/or Advisory Committees. In the case of more than one nomination for a post, a secret ballot will occur.

- Notes the contents of the reports and financial statements for the year and votes on their adoption;
- Approves the financial report;
- Approves and appoints an auditor for the Organization's accounts;
- Decides on any modification of statutes;
- Decides on the dissolution of the Association;
- Fixes any annual membership fee.
- Votes on the chair of the advisory committee

Article 9

The General Assembly is presided over by the elected officers of the society.

Article 10

Decisions of the General Assembly shall be taken by a majority vote of the members present. In case of deadlock, the President shall have the casting vote.

Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the members present.

Article 11

Votes are by a show of hands. Voting can also take place by secret ballot, if at least five members request it or in the case of more than one nominee for a position.

Article 12

The agenda of the ordinary annual session of the General Assembly must include:

- Approval of the Minutes of the previous General Assembly
- Approval of the Committee's annual Activity Report
- Approval of the report of the Treasurer and of the Auditor
- Setting of any membership fees
- Approval of reports and accounts
- Election of Committee members and Auditor
- Miscellaneous business

Committee

Article 13

The Committee is authorized to carry out all acts that further the purposes of the Association. It has the most extensive powers to manage the Association's day-to-day affairs.

Article 14

The Committee is composed of president, secretary, treasurer and ex-officio past-president all of whom have been elected by the General Assembly. The treasurer's term of office shall last for five years. The term of office of the president and of the secretary shall each last for 2 years. The secretary is also president-elect to be reconfirmed at the General Assembly following the initial 2 year term. The Committee meets as often as the Association's business requires.

Article 15

The Committee members work on a volunteer basis and are not ordinarily reimbursed for their expenses. For activities beyond the usual function, each Committee member may be eligible for appropriate reimbursement of actual expenses incurred.

Any paid employees of the Association have only a consultative (*ex officio*) position on the Committee.

Article 16

The functions of the Committee are:

- To take the appropriate measures to achieve the goals of the Association;
- To convene the ordinary and extraordinary General Assemblies;
- To take decisions with regard to admission of new members as well as the resignation and possible expulsion of members

Advisory Committee

Article 17

The Advisory Committee is comprised of a chairperson, elected by the general assembly and past presidents of the society. The immediate past president will serve as liaison to the Committee with ad hoc meetings with the Committee when and as relevant issues arise.

Article 18

The Advisory Committee members work on a volunteer basis are not ordinarily reimbursed for their expenses. For activities beyond the usual function, each member may be eligible for appropriate reimbursement of expenses incurred.

Article 19

The functions of the Advisory Committee are:

- To ensure that the Articles of Association are applied, to draft rules of procedure, to review asset allocations and to advise strategies to help achieve the goals of the society.
- To provide planning review for the Committee, as needed.
- To recommend modifications to the articles of association, where these are necessary in order to achieve the agreed aims and objectives of the Association.

Auditor

Article 20

Each year the General Assembly will appoint one or more auditors to review the Associations finances or entrust this task to a fiduciary company, in compliance with Swiss Law and on the recommendation of the executive committee.

The audit shall check the operating and annual accounts prepared by the committee and present a written report to the annual ordinary general meeting.

Signature and representation

Article 21

The Association is legally bound by the individual / joint signature of the President, Treasurer and/or Secretary.

Various provisions

Article 22

The financial year shall begin on 1 January and end on 31 December of each year.

Article 23

Should the Association be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption. Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.

The present Statutes have been approved by the Constituent General Assembly of 23rd of January 2020 meeting at Wengen.

For the Association

President

Secretary

References and useful links

- [*Droit de l'association*](#), Jean-François PERRIN, 3^{ème} Edition Schulthess, coll. *Droit civil suisse*, Zurich, 2008.
- [*Swiss Association*](#), Niederer Kraft & Frey, *NKF Series, Publication 17*, Zurich, 2011.
- [*Swiss company law*](#), Bruno Becchio, 2nd edition, The Hague ; Boston : Kluwer Law International, 1996, ISBN: 9041109676.
- [*Schweizerische Zivilprozessordnung*](#), Stephen Berti, Basel : Helbing Lichtenhahn Verlag, 2009.