

# **BYLAWS AS CHANGED BY THE “BYLAWS WORKING GROUP” IN JANUARY 2008 AND RATIFIED BY THE GENERAL ASSEMBLY OF JUNE 2009**

## **I. DENOMINATION, REGISTERED SEAT, PURPOSE**

### **Article 1 – Legal status and denomination**

A scientific Society is being incorporated, named “The European Society of Human Reproduction and Embryology”, an international non-profit society, (abbreviated “ESHRE”). The full name as well as the abbreviation can be used separately. This Society is incorporated according to the Belgian law of 25 October 1919, currently abolished pursuant to article 67 of the law of 2 May 2002 regarding non-profit societies, international non-profit Societies and foundations. The Society is subject to the Belgian law of 27 June 1921, change by the above mentioned law of 2 May 2002.

### **Article 2 – Registered seat**

The registered seat of the Society is now located at, Meerstraat, n° 60, in 1852 Grimbergen, Belgium. The registered seat can be changed by an ordinary decision of the Executive Committee, published in the annexes to the ‘Moniteur belge’.

### **Article 3 - Purpose**

The Society is a non-profit organisation and has as its main objective promoting the study and treatment of reproductive biology and medicine. The Society will do so by promoting research and, subsequently, spreading the research results regarding human reproduction and embryology among the general public, scientists, physicians, patient organisations, politicians and other decision-makers throughout Europe. On a practical level, the Society aims to promote improvements in the field of medical practice by organising training, education and advanced medical training activities, by setting up and keeping up databases and by applying methods that promote the safety and quality of clinical and laboratory procedures.

## **II. MEMBERS**

### **Article 4 – Bodies**

The Society consists of a General Assembly of Members, an Executive Committee and a Committee of National Representatives.

### **Article 5 – Membership Categories**

The members can be effective members or honorary members. Sub-categories of effective members are defined in the internal regulations.

All members, without any distinction, are entitled to information regarding the scientific activities of the Society.

## **Article 6 - Application and termination of membership**

Effective membership applications will be subject to review and approval by the Executive Committee.

Honorary members will be nominated and approved by the Executive Committee, before ratification by the General Assembly of Members.

Effective membership of the Society can be terminated as follows:

- voluntary resignation
- the membership contribution has not been paid for one year
- exclusion

*Voluntary resignation* - The members of the Society can offer their resignation by sending a registered letter to that purpose to the Central Office of the Society.

*Exclusion* - The exclusion of a member from the Society, in case of ethical violation or any other serious cause(s), is decided by the Executive Committee. The exclusion procedure is described in the internal regulations.

## **Article 7 – Membership fees**

The effective members pay annual contributions.

The amount of these annual contributions is established by the Executive Committee, as described in the internal regulations, and ratified by the General Assembly of Members

Honorary members do not pay membership fees.

## **III. THE GENERAL ASSEMBLY OF MEMBERS**

### **Article 8 – Composition and powers**

The General Assembly of Members consists of effective members, who have paid their annual membership fee, and of the honorary members.

According to the law, the General Assembly of Members must:

- approve the annual accounts
- approve the annual budgets
- approve the appointment of a *financial auditor*

Furthermore, the General Assembly of Members has the power to:

- approve any modification to the bylaws
- appoint and dismiss the members of the Executive Committee
- decide upon the dissolution of the Society

### **Article 9 – Procedures for the General Assembly of Members**

The General Assembly of Members is held at least once a year and is chaired by the Chairman. The Chairman-elect will preside the meeting in the absence of the Chairman. **In the absence of**

**both the Chairman and Chairman-elect**, another member of the Executive Committee can chair **the Assembly**. All members have one vote. Upon equality of the votes, the vote of the Chairman is decisive. Proposals can be brought forward during the General Assembly of Members if at least 10 members submit a signed resolution 30 days before the date of the General Assembly of Members at the latest. The agenda of the General Assembly of Members and every presented resolution must be sent to all members 45 days before the date of the General Assembly of Members at the latest.

An extraordinary General Assembly of Members can be convoked if a proposal thereto, signed by at least 50 members of the Society, is presented to the Chairman.

This extraordinary General Assembly of Members cannot take place any later than 90 days after the reception of the proposed resolution.

The Chairman and the Executive Committee are entrusted with the convocation of this Extraordinary General Assembly of Members.

The minutes of the General Assembly of Members will be sent to the members. The quorum of the General Assembly of Members will consist of at least 50 members present.

## **Article 10 – Voting procedure**

### ***A - General:***

All decisions regarding motions brought forward during the General Assembly of Members must be taken with a majority of votes. This rule applies to all motions, except for changes to the articles of the Society and for the dissolution of the Society.

### ***B - Voting procedures regarding changes to the articles of society***

Every proposal intending to change the articles of the Society must be lodged by the Executive Committee or by at least 50 members of the Society. Proposed changes will be submitted electronically to the membership, 30 days before a vote is taken. The proposed amendments to the Bylaws shall require a two-thirds majority of the votes of all eligible members voting in order to be adopted.

Changes to the articles of Society will enter into force when all legal formalities are completed.

### ***C – Dissolution of the Society***

Any proposal intending to dissolve the Society must be lodged by the Executive Committee or by at least 50 members of the Society. The Executive Committee must, at least 3 months in advance, communicate the date for the General Assembly of Members deciding about such proposal to the members of the Society. No decision to dissolve the Society may be taken unless by a majority of 2/3<sup>rd</sup> of the members of the Society present at the General Assembly. If less than 50 members are present at the General Assembly, a new General Assembly of Members will have to be convoked according to the same conditions. In this case a majority of votes will be decisive.

In case of dissolution the assets will be transferred to a European non-profit organisation.

## **IV. MANAGEMENT OF THE SOCIETY**

### **Article 11 – Executive Committee**

The management of the Society is in the hands of the Executive Committee, consisting of at least 7 members. At least one member of the Executive Committee must have the Belgian nationality. The names of the Chairman, the Chairman-elect, and the members of the Executive Committee will be proposed by the Executive Committee and ratified by the General Assembly of Members. At the end of his mandate, the Chairman is automatically succeeded by the Chairman-elect. The members of the Executive Committee are appointed and can be dismissed by the General Assembly of Members.

The Chairman will chair the meetings of the Executive Committee. The Chairman-elect will chair in the absence of the Chairman and, **in the absence of both the Chairman and Chairman-elect**, another member of the Executive Committee will **chair the meeting**.

### **Article 12 – Legal representation**

The Chairman and one other person mandated by the Executive Committee are empowered to legally represent the Society in relation with third parties and also to deal with judicial matters, both as plaintiff and defendant.

The Executive Committee can, under its own responsibility, assign special and specific powers of attorney to one or more persons.

### **Article 13 – Executive Committee appointment**

The Chairman, the Chairman-elect, and the other members of the Executive Committee are appointed for a period of two years. A mandate of a member of the Executive Committee can only be renewed once, unless for Chairman-elect in which case it can be more than once. The Chairman-elect will accept his mandate from the Chairman at the end of the General Assembly of Members.

At the end of his mandate the Chairman will become an ex-officio member of the Executive Committee for two consecutive years, but such without the right to vote.

### **Article 14 – Executive Committee meetings and voting**

The Executive Committee will meet at least twice a year. A majority of the votes is decisive for each proposal. Upon equality of the votes the Chairman has the decisive vote. All members may submit motions for discussion within the Executive Committee.

### **Article 15 – Committee of National Representatives**

The Committee of National Representatives as an advisory and supporting body, is elected by the members of the Society. Its composition must reflect the geographical structure of Europe. Preferably, one basic scientist and one clinician will represent each country. The election procedure for the Committee of National Representatives is decided by the General Annual Assembly of Members and incorporated in the Society's internal regulations. The Committee of National Representatives will elect its own Chairman, who will liaise with the Executive Committee.

## **V. BUDGET AND ACCOUNTS**

### **Article 16 – Annual accounts and budgets**

The bookkeeping is done for periods of one calendar year. The Executive Committee is considered to present the financial balance of the previous year and the budget for the following year for approval to the General Assembly of Members.