

Statutes of the European Association of Nuclear Medicine (EANM)

1 Name, registered seat, and field of activity

- 1.1 The name of the Association is the European Association of Nuclear Medicine (abbreviated as EANM) and its registered office is in Vienna, Austria.
- 1.2 The scope of activity of the EANM is the whole world, with a strong focus on Europe and the member states of the Council of Europe, plus Israel.
- 1.3 The financial and accounting year corresponds to the calendar year (01.01.-31.12).
- 1.4 The official language of the EANM is English.
- 1.5 Titles for official positions in these Statutes shall be understood in all gender forms.
- 1.6 The establishment of branch associations and subsidiary companies is possible.

2 Purpose

- 2.1 The purpose of the EANM is to enhance public health, especially in the field of nuclear medicine, and to promote scientific exchange and education in the field of nuclear medicine.
- 2.2 The activities of the EANM are not profit-oriented. Windfall profits are used exclusively for the fulfilment of the privileged purpose defined in these Statutes.
- 2.3 According to its Statutes, the EANM exclusively and directly pursues non-profit purposes and is therefore a non-profit association in the sense of the applicable tax law provisions (§§ 34 to 47 of the Austrian Federal Tax Code - BAO). Any non-privileged secondary purposes are completely subordinate.
- 2.4 The EANM sees itself as non-political and non-partisan.

3 Activities and means to achieve the purpose of the EANM

- 3.1 The purpose of the EANM shall be achieved by the following immaterial means:
 - 3.1.1 Organisation and implementation of a dedicated unit for education and training in the field of nuclear medicine
 - 3.1.2 Organisation and realisation of an annual congress, as well as assemblies, meetings, and events of any kind
 - 3.1.3 Public relations, communication, and information dissemination
 - 3.1.4 Professional policy
 - 3.1.5 Publications including guidelines and journals

- 3.1.6 Cooperation and networking
 - 3.1.7 Internal groups and structures
 - 3.1.8 Surveys
 - 3.1.9 Projects and calls for proposals
 - 3.1.10 Advisory activities
 - 3.1.11 Online and offline information and communication technologies (ICT)
 - 3.1.12 Partnership in and/or establishment of charitable or non-charitable organisations
 - 3.1.13 Serving vicarious agents pursuant to § 40 para 1 of the Austrian Federal Tax Code (BAO) or acting as a vicarious agent in its own right
 - 3.1.14 Forwarding funds or other assets pursuant to § 40a (1) BAO to organisations benefiting from donations with a corresponding purpose, provided that there is at least one matching organisational objective
 - 3.1.15 Provision of supplies or other services pursuant to § 40a (2) BAO at cost price to other non-profit or charitable organisations, provided that there is at least one concurring purpose, and the statutory purpose of the EANM is thereby fulfilled
 - 3.1.16 Provision of funds in accordance with § 40b BAO for prizes and scholarships, provided that the statutory purpose of the EANM is thereby fulfilled
 - 3.1.17 Protection and promotion of intellectual property that is created under EANM's name and on its behalf
 - 3.1.18 Acquisition and maintenance of real-estate property for the association's own use or the rental to its branch associations, subsidiary companies or customers under market conditions.
- 3.2 The purpose of the EANM shall be achieved through income and/or surpluses from the following material means:
- 3.2.1 Membership fees
 - 3.2.2 Participation and registration fees
 - 3.2.3 Fees collected from the industry
 - 3.2.4 Gifts, donations, sponsorships, grants, and subsidies
 - 3.2.5 Participations in legal entities insofar as they serve to achieve the purpose of the EANM
 - 3.2.6 Sale and licensing of intellectual property
 - 3.2.7 Cooperation, partnerships, and projects
 - 3.2.8 Income from asset management
 - 3.2.9 Income from EANM events
 - 3.2.10 Sponsorship
 - 3.2.11 Advertising revenue
 - 3.2.12 Other sources
- 3.2.13 Insofar as the material resources and the purpose of the EANM permit, the EANM may have employees and in general may use third parties to fulfil its purpose. Remuneration may also be paid to members of the EANM, including EANM officials, provided that this relates to activities which go beyond the activities of the EANM in the narrowest sense; such remuneration must stand up to third-party comparison.

4 Membership

- 4.1 In accordance with the purpose of the EANM and the fundamental nature of scientific

research, membership is irrespective of language, ethnicity, religious or sexual orientation.

- 4.2 Each membership is bound to the calendar year (1.1.-31.12.).
- 4.3 The EANM members are divided into individual members and institutional members.
- 4.4 The individual members are divided into:
 - 4.4.1 **Ordinary Membership** is open to any physician or scientist and any other person with a university degree or equivalent education who is committed to the aims of the EANM provided that he/she is primarily active in nuclear medicine.
 - 4.4.2 **Junior Membership** is open to any physician or scientist and any other person during their formal training in the field of nuclear medicine. It is limited to a training period with a maximum duration of 5 years and is subject to an age limit of 38 years. Proof of training must be provided.
 - 4.4.3 **Nurse/Technologist Membership** is open to any qualified nurse, co-worker, employee or similar in the field of medical or related technical services (e.g. technologist/radiographer/research technician/ laboratory worker) who is mainly active in the field of nuclear medicine. Proof must be provided.
 - 4.4.4 **Associate Membership** is open to any person with an interest in nuclear medicine or related fields who cannot be assigned to any other membership category.
 - 4.4.5 **Student Membership** is open to any student of medical, scientific or technical fields during their study period up to the age of 26 years (at the time of application), provided that a scientific or medical doctorate (e.g. PhD or MD/Dr.) has not previously been achieved. Proof of study must be provided.
 - 4.4.6 **Emeritus/Senior Membership** is open to any Ordinary Member who is at least 65 years old (at the time of application).
 - 4.4.7 **Honorary Membership** is reserved for those persons who have made outstanding contributions to the EANM or to nuclear medicine in the course of their activities and/or have helped to establish a good reputation. These persons must themselves be active (or having been active) in the field of nuclear medicine.
 - 4.4.8 **Corresponding Honorary Membership** is reserved for those persons who fulfil the criteria of §4.4.7 but are/were active in related disciplines outside nuclear medicine.
- 4.5 The Institutional members are divided into:
 - 4.5.1 **Corporate Membership** is open to sole proprietorships, companies, associations or enterprises that support EANM's objectives.

- 4.5.2 Any national Nuclear Medicine Society that has ordinary members in the EANM and represents the nuclear medicine community in either a member state of the Council of Europe or Israel may become a **National Member Society**. The Board decides on the application submitted. Each National Member Society appoints a Delegate and a Deputy as representatives.
- 4.5.3 Any other national nuclear medicine society or equivalent institution representing the nuclear medicine community in a country which is not a member state of the Council of Europe or Israel may become an **Affiliated Member Society**. The Board decides if the application submitted is proposed for approval by the Delegates' Assembly.

5 Termination of membership

- 5.1 Membership shall be terminated due to loss of legal capacity, voluntary termination, deletion, exclusion, or death.
- 5.2 Membership may be terminated voluntarily by any member in writing no later than one (1) month before the beginning of the next calendar year.
- 5.3 Membership will also be terminated if membership fees are in arrears for one year, despite two written reminders.
- 5.4 The exclusion of a member from the EANM may be decided by the Board at any time for good cause. This shall be deemed to be, in particular, gross violation of membership obligations and/or conduct detrimental to the EANM.
- 5.5 The request for the exclusion of a member may only be made by a member of the Board. The member concerned must be given the opportunity to comment on the allegations made, either orally or in writing, before the exclusion. The decision of the Board shall be communicated to the member in writing, stating the reasons for exclusion.
- 5.6 The member concerned may appeal against the exclusion decision to the internal Court of Arbitration.
- 5.7 From the date of notification of the exclusion decision until the final internal decision on the appeal, the rights of the member shall be suspended, but not the obligations incumbent upon it. All rights of the member expire on the date of withdrawal.
- 5.8 The revocation of honorary membership may be decided by the Members' Assembly at any time for the reasons mentioned under §5.4.
- 5.9 National and Affiliated Member Societies may terminate their membership in writing no later than one (1) month before the beginning of the next calendar year.
- 5.10 The exclusion of National and Affiliated Member Societies from the EANM may be

decided by the Board at any time for good cause. Articles 5.4 to 5.7 shall apply mutatis mutandis.

6 Rights and duties of the members

- 6.1 Every member is entitled to participate in the events of the EANM and to use its facilities according to availability and existing rules and 'terms & conditions'. At events organised by the EANM, payment of participation fees may apply.
- 6.2 All members have the right to be informed about the activities of the EANM and its financial conduct.
- 6.3 All members have the right to propose names for Honorary and Corresponding Honorary Membership to the Board in writing.
- 6.4 Individual members (see § 4.4), with the exception of Corresponding Honorary Members, have the right to vote at the Members' Assembly.
- 6.5 Only ordinary members resident in those countries which have the status of National Member Society (see § 4.5.2) and who have had a valid membership for at least the previous three years have the right to stand for election to the Board (passive right to vote).
- 6.6 Ordinary Members, Junior Members, Nurses/Technologists and Associate Members have the right to apply for open positions in the permanent expert groups. Evaluation criteria and admission processes are set out in the Rules of Procedure.
- 6.7 All members are obliged to promote the interests of the EANM to the best of their ability and to refrain from any action that is detrimental to the reputation and purpose of the EANM. They shall observe the EANM Statutes and the resolutions of the EANM organs.
- 6.8 All members shall pay the approved membership fee to the EANM in a timely manner.
- 6.9 Every member has the right to propose a motion for the dismissal of those members of the Board who are elected at the Members' Assembly (see § 9.10). This motion must be submitted to the Board in due time for the agenda (see § 9.7) and must be supported by at least 50 other individual members.

7 Rights and duties of the National Delegates

- 7.1 The National Delegate, and in his or her absence the Deputy, represents the National Member Society and its views to the EANM.
- 7.2 Each National Delegate and Deputy must hold a valid individual membership in the EANM during their term of office.
- 7.3 Each National Delegate has the right to attend the Delegates' Assembly.

- 7.4 Each National Delegate has the right to be informed about the activities of the EANM.
- 7.5 Each National Delegate has the right to vote for his/her National Member Society at the Delegates' Assembly.
- 7.6 The term of office of the National Delegate and the Deputy shall be four years and may be renewed once for a further four-year term. National Member Societies may apply in writing to the Board for an exception to this rule.
- 7.7 Each National Delegate shall keep his/her National Society informed of the activities of the EANM.
- 7.8 Each National Delegate is obliged to promote the interests of the EANM vis-à-vis his/her National Society to the best of his/her ability and to refrain from any action that is detrimental to the reputation and purpose of the EANM. Each Delegate shall observe the EANM Statutes and the decisions of the EANM organs.
- 7.9 Each National Delegate is obliged to notify the Board immediately of any significant changes to the National Statutes. This includes in particular changes to the name of the Association, the purpose of the Association or the membership structure.
- 7.10 Each National Delegate has the right to propose a motion for the dismissal of those members of the Board who are elected by the Delegates' Assembly (see § 10.10). This motion must be submitted to the Board in time for the agenda and must be supported by at least ten other National Delegates.
- 7.11 If the National Delegate is not available, all rights and duties of the National Delegate shall immediately pass to the Deputy Delegate.

8 EANM Organs

- 8.1 The organs of the EANM are:
- The Members' Assembly
 - The Delegates' Assembly
 - The Board
 - The Auditors
 - The Court of Arbitration
- 8.2 An Advisory Council shall be formed to provide advice and feedback to the Board upon the current strategy and structure of the EANM. It shall facilitate the bi-directional flow of information from internal groups and other organs or bodies of the EANM into and out of the Board.
- 8.3 Furthermore, the EANM may establish and use internal groups, such as (but not limited to) scientific committees, councils, project groups and other temporary or permanent

structures and bodies as deemed necessary to cater the needs and activities of the EANM. The heads of the permanent internal groups shall be members of the Advisory Council (§8.2).

9 The Members' Assembly

9.1 The Members' Assembly serves as a forum for the individual members of the EANM. It is intended to meet the needs of and serve the individual members of the EANM.

9.2 The President and the Secretary/Treasurer shall chair the Members' Assembly.

9.3 At the Members' Assembly, the responsible members of the Board shall report in their annual reports on the activities of the EANM, its finances and strategic outlook, as well as other details according to the agenda.

9.4 The Members' Assembly may be attended by all members and one representative of each of the corporate members.

9.5 The Members' Assembly is held once a year.

9.6 Notice of the Members' Assembly shall be given in writing at least four (4) weeks in advance, stating the provisional agenda.

9.7 The provisional agenda may be supplemented by further agenda items and discussed under "Miscellaneous", provided these are submitted in writing to the Board at least two (2) weeks in advance and approved by the Members' Assembly at the start of the meeting.

9.8 An Extraordinary Members' Assembly may be convened either by the Board or by a written request submitted to the President by at least one tenth of the Ordinary Members. The notice period for an Extraordinary Members' Assembly shall be at least twelve (12) weeks; the agenda shall be announced in writing at least six (6) weeks in advance. At least 10% of the members from more than three countries must be present at an Extraordinary Members' Assembly.

9.9 The Members Assembly may also be held without the physical presence of the participants (for example via online video conference). In this case, the provisions for holding the Members' Assembly with participants being physically present shall apply mutatis mutandis, whereby a technical solution shall be chosen that ensures that all members entitled to participate can take part in the virtual meeting. The decision as to whether a virtual meeting is to be held and which connection technology is to be used shall be taken by the Board.

9.10 The Members' Assembly shall have the following functions and obligations:

- Receiving of the Annual Reports including the Financial Report

- Discussion on the activities of the EANM presented by the Board, as well as its financial conduct
- Exoneration of the Board
- Appointment of the External Auditor for the coming financial year
- Appointment of the Internal Auditors
- Election, re-election and dismissal of the Secretary/Treasurer
- Election, re-election and dismissal of the Scientific Liaison Officer
- Appointment of a member of the Court of Arbitration
- Approval of the granting or withdrawal of Honorary Membership and Corresponding Honorary Membership
- Approval of the changes in membership fees proposed by the Board
- Approval on proposed amendments to the EANM Statutes
- Proposal for and approval of the dissolution of the EANM
- Consultation and decisions on other questions and matters on the agenda

10 The Delegates' Assembly

- 10.1 The Delegates' Assembly serves as a forum for the National Delegates of the National Member Societies.
- 10.2 The Delegates' Assembly shall consist of one National Delegate appointed by each National Member Society, or in his/her absence, the appointed Deputy.
- 10.3 The Delegates' Assembly serves the exchange of information between the Board and the National Delegates as representatives of the National Member Societies.
- 10.4 The President and the Secretary/Treasurer chair the Delegates' Assembly.
- 10.5 The Delegates' Assembly is held at least once a year.
- 10.6 Notice of the Delegates' Assembly shall be given in writing at least four weeks in advance, stating the provisional agenda.
- 10.7 The provisional agenda may be supplemented by further agenda items and discussed under "Miscellaneous", provided these are submitted in writing to the Board at least two weeks in advance and approved by the Delegates' Assembly at the start of the meeting.
- 10.8 The Delegates' Assembly may also be held without the physical presence of the participants (for example, via online video conference). In this case, the provisions for holding the Delegates' Assembly with the physical presence of the participants shall apply mutatis mutandis, whereby a technical solution shall be chosen which ensures that all members entitled to participate can take part in the virtual meeting. The decision as to whether a virtual assembly is to be held and which connection technology is to be used shall be taken by the Board.

- 10.9 An Extraordinary Delegates' Assembly may be convened either by the Board or by a written request submitted to the President by at least one third of the National Member Societies. The notice period for an Extraordinary Delegates' Assembly shall be at least twelve (12) weeks; the agenda shall be announced in writing at least six (6) weeks in advance. Decisions taken at an Extraordinary Delegates' Assembly shall only be valid if at least 50% of the National Member Societies are represented.
- 10.10 The Delegates' Assembly shall have the following functions and obligations:
- Receiving of the Annual Reports
 - Discussion on the activities of the EANM presented by the Board
 - Exchange of information on the activities of the National Societies
 - Election and dismissal of the President Elect
 - Election, re-election and dismissal of the Internal Groups Officer
 - Appointment of a member of the Court of Arbitration
 - Approval of the Affiliated Member Societies proposed by the Board
 - Approval on proposed amendments to the EANM Statutes
 - Proposal for and approval of the dissolution of the EANM
 - Consultation and decisions on other questions and matters on the agenda

11 The Board

- 11.1 The Board is the governing body of the EANM within the meaning of § 5 paragraph 3 of the Austrian Associations Act and consists of five persons. It is responsible for all tasks that are not assigned to another organ of the EANM by these Statutes. The distribution of functions within the Board is governed by the Statutes and supplemented by Rules of Procedure.
- 11.2 The Board is composed of the following members:
- President
 - President Elect
 - Secretary/Treasurer
 - Internal Groups Officer (IGO)
 - Scientific Liaison Officer (SLO)
- 11.3 Resolutions of the Board shall be passed by simple majority and shall only be valid if at least half of the members of the Board participate in the meeting. In the event of a tie, the President shall have the casting vote. Proxies are not permitted.
- 11.4 The Board may decide to establish rules and procedures for internal purposes.
- 11.5 The Board should meet in person at least twice a year.
- 11.6 The President chairs the Board meetings.
- 11.7 General financial loss and third-party liability insurance shall be taken out for the

members of the Board for the duration of their term of office. Costs, claims, losses, damages, and expenses not covered by the insurance can only be borne by the EANM insofar as Board members have acted in good faith in the execution of their office, in accordance with the Statutes and the Rules of Procedure. Approval by the Court of Arbitration is required. Unlawful and negligent acts are excluded.

- 11.8 Members of the Board may resign from office before the end of their term of office by giving three months' written notice to the President and the Secretary/Treasurer.
- 11.9 Any member of the Board may be removed from office at any time by a unanimous decision of the other members of the Board if it can be proven that that member of the Board has brought the EANM or the Board into disrepute or has acted against decisions of the organs of the EANM. An appeal against this decision may be filed with the Court of Arbitration.
- 11.10 In the event of voluntary termination, incapacity, inability to complete the term of office or removal from office of a Board member, the Board shall decide which person shall take over the duties and functions on an interim basis until the next election. This person may be from the Board or from another group of persons, provided they fulfil the requirements for the right to stand for election (see § 6.5). Exempted from this rule is the President whose natural successor, the President Elect, shall take over with immediate effect.
- 11.11 Interim candidates (see §§ 11.10 and 14.7) for positions on the Board shall be appointed by a majority vote of the Board. Their term of office shall automatically end at the time of the next election.
- 11.12 If the entire Board leaves or is absent for an unforeseeably long period of time, any group of three Ordinary Members who recognise the emergency situation shall have the right to immediately convene an Extraordinary Members' Assembly and an Extraordinary Delegates' Assembly in their own right, or to apply to the court of jurisdiction for the appointment of a trustee who shall immediately convene an Extraordinary Members' Assembly and an Extraordinary Delegates' Assembly.
- 11.13 Board meetings may also be held without the physical presence of the participants (for example via telephone or video conference). In this case, the provisions for holding Board meetings with the physical presence of the participants shall apply *mutatis mutandis*.
- 11.14 The Board may also adopt resolutions in writing by circulation.
- 11.15 As the governing body of the EANM (§11.1), democratically elected by the Members' and Delegates' Assemblies (§9.10 and §10.10), respectively, the Board shall have the following collective rights and duties:
 - Strategy development
 - Monitoring compliance with strategic objectives and targets

- Promoting cooperation with strategically important partners
- Preparation, updating and monitoring of compliance with the Rules of Procedure
- Proposal for the respective membership fees
- Determination of the participation fees for events
- Presentation of the Annual Reports to the Delegates' Assembly
- Presentation of the Annual Reports including the financial report to the Members' Assembly
- Provision of information on the activities and the financial management of the EANM to the Members' Assembly or at any time within four weeks from receipt of a written request stating the reasons, which is demanded by at least one tenth of the members.
- Approval of the minutes of meetings and assemblies
- Bestowal of grants, stipends and awards
- Establishment and dissolution of expert groups and other internal groups and structures (according to 8.2) to advise and execute the strategy, including the appointment of the chairperson of the respective body.
- Proposal of Honorary Members and Corresponding Honorary Members to the Members' Assembly

12 Terms of office, duties and responsibilities of the individual Board members

- 12.1 The President shall serve a non-renewable term of two years immediately following the term of the President Elect.
- 12.2 The President shall have the following functions and obligations:
- Responsibility for the short and long-term planning of the EANM
 - Function as the official representative of the EANM to the outside world
 - Function as the Honorary Editor of the official Journal of the EANM
 - Building and maintaining relationships with partner organisations
 - The signing of official documents and contracts together with the Secretary/Treasurer
 - Approval of the budget proposal from the Secretary/Treasurer
 - Signing of the Annual Accounts and the Auditor's Report together with the Secretary/Treasurer
 - Chairing of Board meetings
 - Chairing of the Delegates' and the Members Assembly together with the Secretary/Treasurer
 - Interaction with the National Member Societies together with the Secretary/Treasurer
- 12.3 The President Elect shall be elected for a non-renewable term of two years, automatically and immediately succeeding to the position of President.
- 12.4 The President Elect shall have the following functions and obligations:
- Proactive adoption of the strategies and processes that enable the management of the EANM
 - Substitution of the President in his/her absence

- Assumption of certain tasks as requested by the Board
- Immediate assumption of the office of President, in the event of early resignation or physical incapacity of the President, until the end of his/her own mandate

12.5 The Secretary/Treasurer shall be elected for a term of two years, renewable once.

12.6 The Secretary/Treasurer shall have the following functions and obligations:

- Interaction with the National Member Societies together with the President
- Substitution of the President Elect in his/her absence
- Chairing of the Delegates' and the Members' Assembly together with the President
- Ensuring that EANM correspondence is handled and documented appropriately
- Ensuring that proper invitations, agendas and any other information as well as minutes are sent to the Board, the Delegates' and the Members' Assembly in due time.
- Ensuring that a complete and updated membership list is maintained
- Function as the representative in contract negotiations with publishing houses
- Submission of the budget proposal for the next financial year to the President
- Ensuring the execution of the resolutions of the Board regarding financial matters
- Monitoring of compliance with the EANM's budget
- Ensuring that proper accounting is maintained in accordance with § 34 of the Austrian Federal Tax Code (BAO)
- Approval of invoices and payments of the EANM
- Signing of the annual accounts and the Auditor's Report together with the President
- The signing of official documents and contracts together with the President
- Ensuring that the accounts are submitted to the Auditors and discussing of the general financial situation with the Auditors and tax advisors.
- Informing of the Board and the Members' Assembly about the financial situation of the EANM by means of an Audit Report from the Auditors

12.7 The Internal Groups Officer shall be elected for a period of two years, renewable once.

12.8 The Internal Groups Officer shall have the following functions and obligations in relation to the permanent internal group structure as defined in the Rules of Procedures

- Implement the establishment and dissolution of expert groups and other internal groups and structures as defined by the board
- Coordination of their activities
- Requesting and receiving of reports on their activities
- Informing of the Board, the Members' Assembly and the Delegates' Assembly about their activities
- Approval and monitoring of their submitted budgets under the guidance of the Secretary/Treasurer

- Acceptance of proposals and applications for new internal groups

12.9 The Scientific Liaison Officer shall be elected for a term of two years, renewable once. Only ordinary members with a higher university degree (PhD in medical/scientific subjects, MD or equivalent) who are predominantly dedicated to research may hold this position.

12.10 The Scientific Liaison Officer has the following functions and obligations:

- Representation of the EANM towards scientifically oriented organisations (in particular, but not limited to the fields of radiation protection/dosimetry, radiochemistry/-pharmacy/-biology), but not in clinically oriented organisations.
- Representation of the EANM vis-à-vis partners in relation to professional policy
- Representation of the EANM in advisory bodies of various projects
- Advising the Board on scientific issues in professional policy matters
- Interface to internal professional policy groups
- Representation of the Board within EANM Forschungs GmbH
- Development, support and maintenance of the scientific agenda of EANM Forschungs GmbH

13 The Court of Arbitration

13.1 The Court of Arbitration will be installed per individual dispute and shall decide in all disputes arising out of the EANM's relationship which cannot be resolved by the members, organs, officers concerned or by involving the Board, unless the latter is itself a party to the dispute.

13.2 Insofar as the Board is not a party to the dispute, a Court of Arbitration may be convened by the Board.

13.3 Should the Board be a party to the dispute, the other party to the dispute shall be entitled to call for arbitration.

13.4 The Court of Arbitration shall first attempt conciliation; if conciliation is not possible, it is entitled to decide the dispute.

13.5 The Court of Arbitration shall be composed of three persons who must be individual members of the EANM, except for Honorary Members and Corresponding Honorary Members:

- A member appointed by the Members' Assembly
- A member appointed by the Delegates' Assembly
- A third member elected by the above members and approved by both to chair the meeting

13.6 If there is no agreement on the election of the Chair within 14 days, the decision shall be taken by lot. The arbitrators are obliged to participate in the drawing of lots.

13.7 If a nominated arbitrator prevents the Court of Arbitration from taking place or

working, this shall be attributed to the body that nominated him/her, which shall be requested by the Board to provide a replacement within a reasonable period of time.

- 13.8 The Court of Arbitration shall reach its decision within four (4) weeks, with all its members present, by a simple majority of votes, to the best of its knowledge and belief, without being bound by any other fixed rules. In the event of a tie, the Chair shall have the casting vote.
- 13.9 The parties to the dispute shall be given the opportunity to make oral or written statements on the subject matter of the dispute. The Court of Arbitration may, if it considers it appropriate, schedule an oral hearing with the participation of the parties to the dispute. The Chair of the Court of Arbitration shall be responsible for issuing the decision, which shall in any case contain a statement of reasons. The decisions of the Court of Arbitration shall be final within the EANM.

14 Elections

- 14.1 For all elections, approvals and decisions of the Members' Assembly and/or the Delegates' Assembly any requirement for the amount of present members shall be deemed to have been met, irrespective of the actual number of members with voting rights present at the announced start of the meeting.
- 14.2 Elections, approvals and decisions of the Members' Assembly and/or the Delegates' Assembly may also be held without the physical presence of the participants (for example by means of online voting). The decision to hold an online election shall be made by the Board.
- 14.3 Unless otherwise provided for in the Statutes, decisions of the Members' Assembly or the Delegates' Assembly shall be taken by simple majority. A simple majority means that more than half of the valid votes cast are in favour of the election, authorisation or decision. A qualified two-thirds majority means that more than two-thirds of the valid votes cast are in favour of the election, authorisation or decision. Abstentions or invalid votes are not counted. (Example: 12 votes in total, 2 invalid, 2 abstentions, 5 in favour, 3 against: Simple majority achieved as 5 out of 8 votes are in favour).
- 14.4 Each voting member shall have one vote at the Members' Assembly. Proxy voting is not permitted.
- 14.5 In the Delegates' Assembly, each National Member Society has one vote. Proxy voting is not permitted.
- 14.6 If the necessary majority is not reached in the first vote, a second vote shall be held. If the necessary majority is not reached in the second vote, the Board shall make the decision. This decision of the Board must be unanimous.

- 14.7 Applications for open Board positions shall be submitted according to the instructions given in the official announcement by the EANM and within the timeframe stated therein but no later than six (6) weeks prior to the election. Nominations submitted directly at one of the Assemblies shall not be accepted. If no applications are received for a position, the Board must appoint an interim representative (see § 11.10, 11.11) for the term of office.
- 14.8 Board members shall refrain from exercising their right to vote.
- 14.9 All relevant documents and information on elections, approvals and decisions must be sent to voting members in writing at least four (4) weeks in advance.

15 Auditors

- 15.1 If the EANM is obliged to appoint an External Auditor due to legal provisions according to the Austrian Associations Act § 22 (2) - definition of a "large association" - the External Auditor shall take over the tasks of the Internal Auditors set out below. This also applies in the case of a voluntary audit.
- 15.2 The accounts of the EANM shall be audited by two members appointed by the Members' Assembly who act as Internal Auditors for this purpose.
- 15.3 The Internal Auditors shall be elected by the Members' Assembly for a period of two years. Re-election is possible without limitation. Legal transactions between the Internal Auditors and the EANM require the approval of the Members' Assembly to be valid.
- 15.4 The Internal Auditors shall audit the financial management of the EANM with regard to the correctness of the accounts and the use of funds in accordance with the EANM Statutes within four months of the preparation of the annual accounts.
- 15.5 The Secretary/Treasurer shall ensure the submission of the necessary documents to the Internal Auditors and provide the necessary information. The Internal Auditors shall report to the Members' Assembly on the results of the audit. The Audit Report shall confirm the correctness of the accounts and the use of the funds in accordance with the Statutes of the EANM or shall point out any deficiencies in the management or dangers to the existence of the EANM. Furthermore, insider dealings as well as unusual income or expenditure must be pointed out.

16 Amendments to the EANM Statutes

- 16.1 Proposals for amendments to the Statutes may be made by the Board or by individual members.

- 16.2 Proposals must be submitted in writing to the Secretary/Treasurer at least six (6) months before the Members' Assembly.
- 16.3 Proposals by individual members must be supported by at least one hundred (100) members.
- 16.4 It is the responsibility of the Board to have the proposed changes reviewed and implemented.
- 16.5 Resolutions to amend the Statutes shall require a qualified two-thirds majority at the Members' Assembly and the Delegates' Assembly.

17 Transparency, conflicts of interest and ethics

- 17.1 Persons running for a Board position shall declare their potential conflicts of interest when submitting their application.
- 17.2 All officers shall disclose potential conflicts of interest at least annually upon request after their appointment or when changes occur. Disclosures are available to members upon request.
- 17.3 Officers who do not submit their disclosures within the given time frame will be suspended from their duties for a period of three (3) months. Insofar as the disclosure is not submitted within these three (3) months, the person will be removed from his/her position without possibility of re-entry.
- 17.4 All disclosures shall be reviewed by an internal, independent panel and, in the event of discrepancies, including recommendations for improvements or sanctions, presented to the Board for decision.
- 17.5 In matters with ethical implications for the existence or conduct of the EANM, the Board shall also involve an internal, independent panel. This includes matters of actual or potential conflict of interest or unethical conduct by officers or members of the EANM.

18 Dissolution or termination of the EANM or discontinuation of the privileged purpose of the EANM.

- 18.1 A valid request for the voluntary dissolution of the EANM must be submitted in writing to the Board by at least two-thirds of the delegates or at least 30% of the members.
- 18.2 The request for voluntary dissolution shall be made in due time to amend the agenda of the respective meeting.
- 18.3 The resolution to dissolve the EANM shall require the approval of two-thirds of the Members' and the Delegates' Assembly.

- 18.4 In the event of dissolution of the EANM or if the EANM changes its objectives and thus no longer meets the criteria of § 34 of the Austrian Federal Tax Code (BAO), a qualified lawyer shall be appointed as the liquidator.
- 18.5 In the event of the dissolution or termination of the EANM or in the event of the discontinuation of the previous privileged purpose of the EANM, the assets of the EANM remaining after the liabilities have been covered shall be used for charitable purposes within the meaning of §§ 34 *et seq* of the Austrian Federal Tax Code (BAO). As far as possible and permissible, they shall be allocated to institutions that pursue the same or similar purposes as this Association.