

# Statutes of the European Society of Radiology (ESR)

Approved by the ESR General Assembly on March 5, 2023

## 1. Name, Registered Office, Working Language, Working Year

- 1.1 The name of the Society shall be 'European Society of Radiology (ESR)' known in Austria as 'Europäische Gesellschaft für Radiologie'.
- 1.2 The Society shall have its registered office in Vienna and extend its activities throughout Europe and beyond as it deems appropriate. However, the purposes of the Society shall be pursued predominantly within the territory of Europe.
- 1.3 The working language within the Society shall be English.
- 1.4 The working year of the Society shall be from the last ordinary annual General Assembly to the next ordinary annual General Assembly (see Section 8.2). Unless explicitly regulated otherwise, all office periods calculated in years refer to working years; office periods commence with the day following the ordinary General Assembly and end with the day of the next ordinary General Assembly. Office periods, however, shall not last shorter than 11 months and not longer than 13 months. In the event, an ordinary General Assembly cannot be held within 13 months after the previous ordinary General Assembly, current office periods shall end, and office periods of the newly elected officers shall commence 13 months after the day of the last ordinary General Assembly. In the event, an ordinary General Assembly is held within less than 11 months after the previous ordinary General Assembly, current office periods shall end, and office periods of the newly elected officers shall commence 12 months after the day of the last ordinary General Assembly.

## 2. Purpose of the Society

- 2.1 In the Statutes of the Society the term 'radiology' shall mean 'diagnostic and interventional radiology, biomedical, molecular, and functional imaging'. A radiologist is a qualified medical practitioner who has undergone appropriate postgraduate training in diagnostic and interventional radiology.
- 2.2 In the Statutes of the Society the term "allied sciences" shall mean biomedical professions with academic qualification at least in part related to radiology or an allied discipline which are accepted by the Board of Directors and approved by the Executive Council.
- 2.3 The Society shall be an apolitical, non-profit organisation, exclusively and directly dedicated to promoting and coordinating the scientific, educational, philanthropic, intellectual and professional activities of radiology in all European countries. 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 radiology.
- 2.4 The Society shall in particular aim at:

- 2.4.1 Promoting diagnostic and interventional radiology and associated disciplines through pre- and postgraduate education, research, quality of service, management skills, socio-economic responsibility and ethical principles in research and safe radiological practice;
- 2.4.2 Formulating teaching and examination programmes to provide and coordinate educational programmes for the benefit of European and international radiologists and other staff working in the field of radiology;
- 2.4.3 Enhancing the quality, ethical principles, funding and quantity of research in the field of radiology;
- 2.4.4 Promoting the improvement of technical equipment and management techniques to provide efficient and effective management of radiology departments and practices throughout Europe;
- 2.4.5 Maintaining the unity of radiology;
- 2.4.6 Promoting the exchange of information between radiologists in Europe and beyond;
- 2.4.7 Establishing and promoting good relations between radiologists and other physicians as well as other scientific, professional and industrial organisations with a shared interest in and common goals for the development of radiology;
- 2.4.8 Informing the authorities and populations of all member countries about the pivotal role of radiology in the provision of health care;
- 2.4.9 Representing the interests of European radiologists by improving the ethical, technical and material conditions of their practice in close collaboration with organisations dedicated to those purposes;
- 2.4.10 Representing the interests of European radiology to the European Union, national governments, public authorities, health care providers and non-governmental organisations (NGOs), e.g. World Health Organisation (WHO), International Atomic Energy Agency (IAEA) as well as other medical specialties.

### **3. Activities to Achieve the Purpose of the Society**

The purpose of the Society shall be achieved by the following activities:

- 3.1** Organisation and promotion of the annual European Congress of Radiology (ECR);
- 3.2** Organisation of committees for specific areas of interest, e.g. congress, research, education and training standards, outcomes, management, professional and ethical issues, radiation safety etc.;
- 3.3** Organisation and coordination of scientific meetings (conferences, seminars, symposia etc.);
- 3.4** Maintenance of a dominant position in and promotion of the European Institute of Biomedical Imaging Research (EIBIR);
- 3.5** Organisation, administration and promotion of the European School of Radiology (ESOR);
- 3.6** Production of teaching materials;
- 3.7** Cooperation with scientific societies whose activities relate at least in part to radiology or allied disciplines;
- 3.8** Encouragement of international exchange between fellow workers, both medical and non-medical;
- 3.9** Provision of support, awards, grants etc. and all other means considered useful to the aims of the Society;

- 3.10** Production and publication of professional, scientific journals, scientific papers and other suitable media;
- 3.11** Administration and promotion of the Electronic Presentation Online System (EPOS™);
- 3.12** Provision of regular ‘newsletters’ and a ‘website’ in order to improve communication with members;
- 3.13** Organisation of public awareness campaigns;
- 3.14** Establishment of links with the authorities of the EU and other national organisations.

#### **4. Methods of Raising Funds**

- 4.1** The Society shall raise funds by membership fees.
- 4.2** The Society shall raise funds 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.
- 4.3** 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.
- 4.4** The Society shall set aside funds for special purposes or as reserves against future expenditure.

## **5. Membership**

- 5.1** Members of all categories (with the exception of Honorary Members) shall be accepted by the Finance and Internal Affairs Committee and confirmed by the Executive Council. Membership shall be conferred upon new members upon confirmation by the Executive Council.
- 5.2** Membership may be refused without explanation.

The Society shall have the following types of members:

### **5.3 Individual Member**

#### **5.3.1 Full Members**

- 5.3.1.1 Full Radiologists Members will be individual European radiologists and/or radiologists residing within the boundaries of Europe as determined by the Executive Council. Full Radiologists Members in good standing (see Section 6.1) will have the right to vote in the General Assembly and to stand for office. Full Radiologists Members shall pay respective membership fees to be determined by the Executive Council and approved by the General Assembly.
- 5.3.1.2 Full Allied Sciences Members will be individual European professionals of allied sciences (see Section 2.2) and/or professionals of allied sciences residing within the boundaries of Europe as determined by the Executive Council. Full Allied Sciences Members in good standing (see Section 6.1) will have the right to vote in the General Assembly but may not stand for office. Full Allied Sciences Members shall pay respective membership fees to be determined by the Executive Council and approved by the General Assembly.

#### **5.3.2 Corresponding Members**

- 5.3.2.1 Radiologists and professionals of allied sciences engaged in practice, teaching or research and radiologists or professionals of allied sciences in training residing outside Europe. Corresponding Members shall pay membership fees to be determined by the Finance and Internal Affairs Committee and approved by the Executive Council. Corresponding Members shall not be entitled to participate in nor vote at the General Assembly.

#### **5.3.3 Members in Training**

- 5.3.3.1 Radiologists in training who are registered on a formal training programme officially recognised by an institutional national member society. Radiologists in training shall have the right of participation in but no voting rights at the General Assembly.
- 5.3.3.2 Professionals of allied sciences in training registered on a formal training programme with activities at least in part related to radiology or an allied discipline and which are accepted by the Executive Council. Professionals of allied sciences in training shall not be entitled to participate in nor vote at the General Assembly.
- 5.3.3.3 Members in Training shall pay membership fees to be determined by the Finance and Internal Affairs Committee and approved by the Executive Council.
- 5.3.3.4 The position of Members in Training can be held until completion of training. After this period, Members in Training will be eligible for full membership.

#### **5.3.4 Associate Members**

5.3.4.1. Associate members will be individual qualified professionals with an interest in radiology and medical imaging who do not fulfil individual or all requirements for full, corresponding, or membership in training. Associate Members shall pay membership fees to be determined by the Finance and Internal Affairs Committee and approved by the Executive Council. Associate members shall not be entitled to participate in nor vote at the General Assembly.

#### **5.3.5 Honorary Members**

5.3.5.1 Those who are nominated by the Executive Council in recognition of their exceptional contribution to radiology and ratified by the General Assembly. Honorary Members nominated by the Executive Council are subject to ratification by the General Assembly. Honorary Members previously appointed by ECR and/or EAR will be ESR honorary members.

5.3.5.2 Honorary Members shall not be subject to membership fees. Honorary members shall have the right of participation in but no voting rights at the General Assembly.

#### **5.3.6 Retired Members**

5.3.6.1 Retired Members shall be former Full Members after complete retirement from all clinical practice and which are accepted by the Finance and Internal Affairs Committee and confirmed by the Executive Council.

5.3.6.2 Retired Members shall not be subject to membership fees. They shall have the right of participation in but no voting rights at the General Assembly.

#### **5.4 Institutional Members**

5.4.1 The Society shall have Institutional Members, being:

- a. The National Societies of Radiology of European countries as defined by the Executive Council (in the event that there is more than one representative body for radiologists in a European country these bodies are encouraged to reach agreement on which society will represent that country in the National Societies Committee). Each Institutional Member under Section 5.4.1.a will be represented in the National Societies Committee by its President (or a designated replacement). Members of the National Societies Committee can propose candidates for the Chairpersons of the National Societies Committee, the Quality, Safety and Standards Committee, the Education Committee and the Research Committee.
- b. European Subspecialty Societies of Radiology and European Allied Sciences Societies whose activities are associated with radiology or an allied discipline. Each Institutional Member under Section 5.4.1.b. will be represented in the Subspecialties and Allied Sciences Committee by its President (or a designated replacement). Members of the Subspecialty and Allied Sciences Committee can propose candidates for the Chairpersons of the Subspecialties and Allied Sciences Committee, the Quality, Safety and Standards Committee, the Education Committee and the Research Committee.

5.4.2 It is a requirement that the purpose and regulations of each Institutional Member should be compatible with those of the European Society of Radiology.

- 5.4.3 Institutional Members in good standing (see Section 6.1) will have the right to nominate one representative each as member of the Education, Research and Quality, Safety and Standards Committees.
- 5.4.4 Up to two representatives of each Institutional Member shall have the right of participation in the General Assembly. The representatives of the Institutional Members have to be Full Members in good standing.
- 5.4.5 The Institutional Members shall pay fees whose amount shall depend on the number of members of these societies. The total fee for every Institutional Member shall be determined by the Finance and Internal Affairs Committee and approved by the Executive Council. Each year the Chairperson of the Finance and Internal Affairs Committee shall contact the Institutional Members indicating the amount payable, per capita, for each full member of the Institutional Member society for the following year. Every calendar year, the fees are to be paid in advance for the following year within a time scale to be defined by the Executive Council. Although the fee payable by each society will be calculated per capita, this is distinct from the fee payable by each individual member of ESR.

## **5.5 Associate Institutional Members**

- 5.5.1 National Societies of Radiology of countries not eligible for Institutional Membership.
- 5.5.2 Associate Institutional Members shall pay an annual contribution as determined by the Finance and Internal Affairs Committee and approved by the Executive Council.
- 5.5.3 Up to two representatives of each Associate Institutional Member shall have the right of participation in the General Assembly. The representatives of the Associate Institutional Members have to be Corresponding Radiologist Members.

## **5.6 Supporting Members**

- 5.6.1 Corporations, companies and other organisations including commercial enterprises which are interested in the activities and objectives of the Society.
- 5.6.2 Supporting Members shall pay an annual contribution as determined by the Board of Directors. Supporting Members shall have the right to use the facilities of the Society.
- 5.6.3 Up to two representatives of each Supporting Member shall have the right of participation in but no voting right at the General Assembly.

## **5.7 Termination of Membership**

- Membership shall be terminated by:
- 5.7.1 The loss of legal personality in the case of legal persons or partnerships having legal capacity or the loss of the representative status of persons;
  - 5.7.2 Resignation, which shall only be possible as per December 31<sup>st</sup> of every calendar year. The Finance and Internal Affairs Committee has to be notified in writing at least three months in advance. In case of late notification, resignation shall become effective only as of the next withdrawal date. The postmark shall be decisive for the date of notification;
  - 5.7.3 Expulsion, which may be decided by the Executive Council on serious grounds, such as behaviour harming the Society.
  - 5.7.4 Membership for members subject to membership fees whose membership fees are more than six months in arrears and who have received two requests for payment shall be terminated

automatically. Termination of membership does not remove the obligation to pay the outstanding dues.

## **6. Rights and Duties of the Members of the Society**

- 6.1** Full Members shall be entitled to attend all events of the Society and to make appropriate use of its facilities subject to the due payment of all relevant fees. Only Full Members who have paid their membership fee for the current year and their accumulated arrears ('Full Members in good standing') shall have a vote at elections and at the General Assembly. At elections held within the first seven weeks of the calendar year, also full members having paid their membership fees for the previous year and all accumulated arrears shall have the right to vote. Only full Radiologists Members can be nominated and stand for an office of the Society. Only Institutional Members who have paid their membership fee for the current year and accumulated arrears shall have a right to propose or nominate candidates for elections where such rights are provided for these members.
- 6.2** Members are obliged to further the interests of the Society to the best of their abilities and to refrain from any action which could harm the reputation and the objectives of the Society. They are to observe the Statutes of the Society and the resolutions of its executive organs.

## 7. Organs of the Society

The Society shall have the following organs:

- **General Assembly**
- **Board of Directors**
- **Executive Council**
- **Statutory Committees**
- **Subcommittees and Working Groups**
- **Controllers/Auditors**
- **Conciliation Board**

## 8. General Assembly

**8.1** Each individual Full Member shall have one vote.

**8.2** The General Assembly shall be the 'Members' Assembly' according to the Austrian Act on Associations of 2002 ('Österreichisches Vereinsgesetz'). The ordinary General Assembly shall be held annually preferably at the same time and place as the European Congress of Radiology. The time and place of the annual General Assembly is set by the Chairperson of the Board of Directors and notified to all members entitled to attend the General Assembly not later than three months prior to the set date.

**8.3** An extraordinary General Assembly shall be held within three months if decided by the Board of Directors, the ordinary General Assembly or upon written request of 10% of Full Members or upon request of the Controllers.

**8.4** The agenda for the General Assembly is set by the Chairperson of the Board of Directors. Requests of any voting members to have items put on the agenda have to be received by the Executive Director not later than two months prior to the date of the General Assembly and be accepted by the Board of Directors. The agenda is to be sent out to all members entitled to attend the General Assembly not later than one month prior to the date of the General Assembly.

**8.5** The General Assembly shall reach a quorum if 50 Full Members are present. If there is no quorum at the time set originally, the General Assembly shall take place fifteen minutes later following the same agenda. In this case, the quorum shall be independent of the number of Full Members present. All resolutions passed by the General Assembly shall require a relative majority of the valid votes cast, except for amendments of the Statutes or in the case of liquidation of the Society, which shall require a majority of 2/3 of the Full Members' votes. Abstentions shall not be counted. The liquidation of the Society can only be resolved at a General Assembly convened for this purpose requiring a quorum of at least 20% of the Full Members. In case of a tie at a vote requiring a relative majority, the Chairperson of the Board of Directors shall have the casting vote.

**8.6** Valid resolutions, with the exception of those regarding a motion to convene an extraordinary General Assembly, can only be passed on items that are part of the agenda.



- 8.7** The General Assembly shall be presided over by the Chairperson of the Board of Directors. In his/her absence the General Assembly shall be presided over by the President, if the President is absent by the 1<sup>st</sup> Vice-President and, if the latter is also absent, by the 2<sup>nd</sup> Vice-President.
- 8.8** Due to the number of offices of the Society to be voted for annually, elections for offices of the Society falling within the competence of the General Assembly may be effected by way of electronic voting. The application of electronic voting for elections to be held within other bodies of the Society may be regulated in the Rules of Procedure. 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 Council. The results of elections are to be announced to the Members of the Society by the Chairperson of the Board of Directors 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.

## **9. Powers of the General Assembly**

The following matters shall lie within the powers of the General Assembly:

- 9.1** To receive the report of the Board of Directors and the Executive Council on the administration, management and financial status of the Society; to receive and approve the activity report and the statement of accounts presented to the Controllers;
- 9.2** To elect and relieve the members of the Board of Directors and the Executive Council and the two Controllers, who are obliged to audit the accounts of the ESR on an annual basis;
- 9.3** To approve the annual accounts and records of the financial year;
- 9.4** To decide on the establishment of Non-Statutory Committees;
- 9.5** To take decisions on amendments to the Statutes and the voluntary liquidation of the Society;
- 9.6** To advise and decide on other items on the agenda;
- 9.7** To ratify the nomination of Honorary Members proposed by the Executive Council;
- 9.8** To approve the membership fees of Individual Full Members determined by the Executive Council;
- 9.9** To approve the expulsion of Members of the Society following the decision by the Executive Council;
- 9.10** To relieve the entire Executive Council or any of its members from office for important reasons such as financial, ethical or professional misdemeanours and to accept the resignation of the entire Board of Directors or the entire Executive Council.

## **10. Board of Directors**

- 10.1** The Board of Directors shall consist of the following elected officers:
- Past-President

- Chairperson of the Board of Directors
  - President
  - 1<sup>st</sup> Vice-President
  - 2<sup>nd</sup> Vice-President
- 10.2** A 2<sup>nd</sup> Vice-President is elected every year for a five years period of office, holding the position of 2<sup>nd</sup> Vice-President in the first year, the position of 1<sup>st</sup> Vice-President in the second year, the position of President in the third year, the position of Chairperson of the Board of Directors in the fourth year and the position of Past-President in the fifth year of office. Re-election will not be possible.
- 10.3** The Board of Directors shall convene at least twice per calendar year.
- 10.4** The Board of Directors shall reach a quorum if all its members have been invited and if at least three members are present at a meeting. Members of the Board of Directors unable to attend may not be represented by proxy.
- 10.5** All decisions of the Board of Directors shall be taken by a simple majority of votes. In case of a tie, the Chairperson of the Board of Directors shall have the casting vote.
- 10.6** Meetings of the Board of Directors shall be chaired by the Chairperson of the Board of Directors and, in case of his/her absence, by the President.
- 10.7** Apart from death and the expiration of the term of office, the office of a member of the Board of Directors shall come to an end if the member is relieved of the office by the General Assembly or in the case of resignation. The General Assembly may at any time relieve the entire Board of Directors or any of its members from office for important reasons such as financial, ethical or professional misdemeanours.
- 10.8** The members of the Board of Directors may at any time submit their resignation in writing. The resignation shall be submitted to the Board of Directors, or in the case of the resignation of the entire Board of Directors, to the General Assembly.
- 10.9** Relief, resignation, termination or expiration of office period of the Board of Directors or any of its members shall take effect following the election or appointment of a successor or successors. In the case of relief, resignation, death or continuous incapacity of an elected member of the Board of Directors the remaining members may co-opt a new member for the respective member's remaining period of office.

## **11. Election of the Officers of the Board of Directors**

- 11.1** The Executive Council shall nominate the candidates for the office of 2<sup>nd</sup> Vice-President for election to the Board of Directors one month prior to the scheduled date of the election. Full Members may propose candidates for consideration for nomination by the Executive Council until two months prior to the scheduled date of the election.
- 11.2** Nominees should reside in Europe, be professionally active and recognised internationally within Europe as leaders in the promotion of education, science, research and management in the field of radiology and should have made a major contribution to the Society affairs. Nominees shall sign a declaration of candidature and provide a short curriculum vitae.

- 11.3** The 2<sup>nd</sup> Vice-President is elected by the General Assembly with the relative majority of the valid votes cast.

## **12. Powers of the Board of Directors**

- 12.1** The Board of Directors 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 shall perform all functions not allocated to another organ of the Society according to the terms of the Statutes.
- 12.2** The responsibilities of the Board of Directors shall include:
- 12.2.1 Ensuring the preparation of the estimated annual budget as well as of the report on activities and of the balance of accounts (rendering of accounts) upon proposals made by the Finance and Internal Affairs Committee;
  - 12.2.2 Administering the assets of the Society;
  - 12.2.3 Monitoring the compliance with the Statutes and the Rules of Procedure, the management of the overall administration of the Society and its real estate properties as well as the authorisation of the budget for presentation to the General Assembly. The Board of Directors shall monitor the observance of the budget;
  - 12.2.4 Preparing the General Assembly;
  - 12.2.5 Convoing ordinary and extraordinary General Assembly meetings;
  - 12.2.6 Preparing the minutes of the General Assembly, Executive Council, and the Board of Directors;
  - 12.2.7 Proposing methods of voting to be ratified by the General Assembly;
  - 12.2.8 Preparing and supervising elections;
  - 12.2.9 Convening an Annual Leadership Meeting with Institutional Members.
  - 12.2.10 Coordinating the EU agenda and all EU and international affairs related activities of the Society
- 12.3** The Board of Directors shall appoint an Executive Director who shall be the general administrative officer and business manager of the 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 Board of Directors. 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 Board of Directors. The Executive Director shall be a member of the Executive Council. The Executive Director shall be responsible for carrying out the general correspondence of the Society, for the organisation of meetings and for assisting the Board of Directors with the preparation of the minutes of the General Assembly, of the meetings of the Board of Directors the Executive Council and all Statutory Committees, Subcommittees and Working Groups as well as of the Annual Leadership Meeting.

## **13. Special Duties of Individual Members of the Board of Directors**

- 13.1** The Chairperson of the Board of Directors shall at the same time be the Chairperson of the General Assembly and the Chairperson of the Society. In the event of death, resignation or relief by

decision of the General Assembly of the Chairperson of the Board of Directors during the term of office, the President shall assume the duties of the Chairperson of the Board of Directors for the remaining duration of the term of office of the Chairperson of the Board of Directors. The Chairperson of the Board of Directors shall be responsible for the ongoing business of the Society including the setting of the agenda for meetings of the Board of Directors and the Executive Council and shall be assisted by the Executive Director and the other members of the Board of Directors.

- 13.1.1 The Chairperson of the Board of Directors shall represent the Society in all matters. Written documents of the Society shall become valid and binding upon signature by the Chairperson of the Board of Directors and another member of the Board of Directors.
- 13.1.2 In case of exceptional circumstances the Chairperson of the Board of Directors shall be entitled to take measures independently, even in matters falling within the competence of the General Assembly or the entire Executive Council; such measures, however, shall require the subsequent approval of the competent organ of the Society which shall be obtained without delay.
- 13.2** The Chairperson of the Board of Directors shall be responsible together with the Executive Director for the organisation of meetings, the production of the minutes and the correspondence of the Society relevant to the Board of Directors. The Chairperson of the Board of Directors will provide a financial overview on behalf of the Board of Directors and preparation of the annual budget in conjunction with the Executive Director and the Chairperson of the Finance and Internal Affairs Committee.
- 13.3** The President shall be responsible for the European Congress of Radiology (ECR) and shall chair the Programme Planning Committee of the current working year. The President shall be responsible for visiting other societies' congresses and official events with the aim to promote and present the society and the upcoming congress to the outside world.
- 13.4** The 1<sup>st</sup> Vice-President shall be Chairperson of the PPC of the following working year and responsible for the preparation of the scientific programme and general organisation of the ECR of the following working year.
- 13.5** The 2<sup>nd</sup> Vice-President shall be responsible for providing a strategic review of the Society's objectives and political and professional strategies and be responsible to the Board of Directors for coordinating the work of the Committees and the delivery of business plans as appropriate.
- 13.6** The Past-President shall support the Chairperson of the Board of Directors in all matters, transfer his/her knowledge and ensure continuity.

## **14. Executive Council**

- 14.1** The Executive Council is the working committee of the Society. The Executive Council will be chaired by the Chairperson of the Board of Directors. The Executive Council will consist of the members of the Board of Directors, the Executive Director, and the chairpersons of all Statutory Committees. All members of the Executive Council elected by the General Assembly will be voting members of the Executive Council. The Director of ESOR will be an ex-officio, non-voting member

of the Executive Council. The Executive Director will be a non-voting member of the Executive Council.

- 14.2** The Executive Council may appoint Chairpersons of Non-Statutory Committees established by the General Assembly upon nomination by the Board of Directors. Chairpersons of Non-Statutory Committees may attend the Executive Council as required by the Board of Directors as non-voting members.
- 14.3** The Executive Council should meet at least three times per calendar year and an attendance of 60% of its voting members will form a quorum.
- 14.4** The Executive Council will be responsible for the nomination of candidates for election by the General Assembly for the position of 2<sup>nd</sup> Vice-President of the Society and all Committee Chairpersons taking into consideration proposals made by those entitled hereto in accordance with the provisions of the Statutes and the Society's Rules of Procedure.
- 14.5** All decisions of the Executive Council shall be taken by a simple majority of votes. In case of a tie, the Chairperson of the Board of Directors shall have the casting vote.
- 14.6** The Executive Council shall inform, advise, and support the Board of Directors on all Society matters.
- 14.7** The Executive Council shall be responsible for the adoption of the Society's Rules of Procedure upon proposal by the Finance and Internal Affairs Committee.
- 14.8** The Executive Council will be responsible to approve membership fees determined by the Finance and Internal Affairs Committee for Individual (Corresponding, Associate) Members, Members in Training, Institutional Members, and Associate Institutional Members.
- 14.9** The Executive Council shall provide an annual report on the respective Committees' activities to the Board of Directors prior to the ordinary annual General Assembly.
- 14.10** The Executive Council shall have the right to relieve any member of a Statutory Committee or of a Board of a Statutory Committee of their Committee membership or Board membership respectively.

## **15. Statutory Committees**

**15.1** The Society shall have established Statutory Committees for the following activities:

- European Congress of Radiology Programme Planning
- Publications
- Research
- Education
- Quality, Safety and Standards
- National Societies
- Subspecialties and Allied Sciences
- Finance and Internal Affairs
- Communication and External Affairs

- 15.2** Unless provided for in the Statutes the nomination, appointment or election of members of the Committees shall be subject to the Society's Rules of Procedure. Members of the Committees and of the Boards of Committees with additional functions in the Organs of the Society will serve for the period of their respective office. Committee members at large and members of the Boards of Committees at large will be appointed for a fixed period of two years and are eligible for re-appointment once for a term of two years unless explicitly provided otherwise in the Statutes.
- 15.3** Unless provided otherwise, all Statutory Committees will be chaired by a Chairperson elected by the General Assembly following nomination by the Executive Council. The term of office of Chairpersons shall be three years. Re-election in the same function shall not be permissible.
- 15.4** Apart from death and the expiration of the term of office, the office of Chairperson of a Statutory Committee shall come to an end if the Chairperson is relieved of the office by the Executive Council or in the case of resignation. The Executive Council may at any time relieve the Chairperson or any member of a Statutory Committee from office for important reasons such as financial, ethical or professional misdemeanours. Chairpersons of Statutory Committees may at any time submit their resignation in writing. The resignation shall be submitted to the Board of Directors. In the case of relief, resignation, death or continuous incapacity of a Chairperson of a Statutory Committee the Executive Council may co-opt a new Chairperson of the Committee for the respective Chairperson's remaining period of office.
- 15.5** Unless provided otherwise, all resolutions of the Statutory Committees and their Boards are taken by a simple majority of the votes of their members. Abstentions shall not be counted. In case of a tie, the Chairperson of the Committee shall have the casting vote. Unless explicitly provided otherwise, all members of Committees or a Board of a Committee shall have a voting right.
- 15.6** Upon proposal of the Executive Council the General Assembly may decide about the establishment of additional Non-Statutory Committees to promote and coordinate the activities of the Society. The structure and operation of Non-Statutory Committees shall be regulated by the Society's Rules of Procedure.
- 15.7** In addition to the provisions described in the Statutes the structure, membership, and operation of the Committees shall be regulated by the Society's Rules of Procedure.
- 15.8** All Committees may establish internal guidance of procedures (terms of reference) in accordance with the terms of the Statutes and the Society's Rules of Procedure to be approved by the Executive Council. The administrative office of all Committees will be based at the office of the Society.
- 15.9** **European Congress of Radiology Programme Planning Committees**
- 15.9.1** Each year a new Programme Planning Committee will be formed under the responsibility of the 1<sup>st</sup> Vice-President, responsible for the ECR of the next working year. Due to the preparation process of the ECR that usually takes up to two years two Programme Planning Committees (the ECR Programme Planning Committee of the current working year and the ECR Programme Planning Committee of the following working year) will be working simultaneously.

- 15.9.2 The ECR Programme Planning Committee of the current year shall be chaired by the ESR President who is also the Congress President of the European Congress of Radiology of the current year.
- 15.9.3 The ECR Programme Planning Committee of the following working year shall be chaired by the 1<sup>st</sup> Vice-President who is also the Congress President of the European Congress of Radiology of the following year.
- 15.9.4 The members of the ECR Programme Planning Committees will be appointed by the ESR Executive Council based on their expertise.
- 15.9.5 The members of the ESR Board of Directors shall be ex-officio full members of the ECR Programme Planning Committees. The Chairperson of the Education Committee, the Chairperson of the Research Committee and the ESR Executive Director of the Society shall be ex-officio members of the ECR Programme Planning Committees but shall have no voting rights.
- 15.9.6 The ECR Programme Planning Committees shall be responsible for the organisation and the promotion of the European Congress of Radiology. Meetings of the ECR Programme Planning Committees will be held online and onsite when needed.
- 15.9.7 The budget of the annual Congress of Radiology will be the responsibility of the Board of Directors.

#### **15.10 Publications Committee (PC)**

- 15.10.1 The Publications Committee shall be responsible for the publication of professional scientific journals and other electronic and printed scientific and educational media and their promotion.
- 15.10.2 The Publications Committee shall consist of the following members (if not mentioned otherwise members have voting rights):
- Chairperson of the Committee
  - Editors-in-Chief of scientific journals
  - Editors-in-Chief of other scientific and educational media
  - Executive Director
  - Chairperson of the Board of Directors
  - 2<sup>nd</sup> Vice-President
  - Chairperson of the Finance and Internal Affairs Committee (ex-officio, non-voting)
- 15.10.3 The appointment of the Editors-in-Chief will be performed in accordance with the Society's Statutes and Rules of Procedure.

#### **15.11 Research Committee (RC)**

- 15.11.1 The Research Committee will advise on all research matters within the Society and establish a structure for research in radiology in collaboration with the Education, the Quality, Safety and Standards and the Subspecialties and Allied Sciences Committees. The Research Committee will provide the liaison of the Society with the European Institute for Biomedical Imaging Research (EIBIR) and will help to promote the services and activities offered by EIBIR.
- 15.11.2 The members of the Research Committee will be nominated by the Institutional Members in good standing (see Section 5.4.3) and appointed by the Executive Council.
- 15.11.3 The Research Committee shall be administrated by the Board of the Research Committee. The Board of the Research Committee shall be chaired by the Chairperson of the Research Committee

and consist of the Scientific Director of EIBIR, and four members at large who should be Full Members of the Society with research experience from European radiology departments proposed by the members of the Research Committee and appointed by the Executive Council in consultation with the Chairperson of the Research Committee. The Research Committee Board will include where appropriate any other responsible person for research related activities of the ESR as approved by the Executive Council, who will appoint the respective persons for a fixed period of two years with the possibility of re-appointment once for a term of two years. The 2<sup>nd</sup> Vice-President of the Society shall be a Full Member of the Board of the Committee. Chairpersons of Subcommittees and Working Groups of the Research Committee shall be ex-officio full members of the Board of the Research Committee.

#### **15.12 Education Committee (EC)**

15.12.1 The Education Committee will advise on all educational matters within the Society, establish a structure for undergraduate and postgraduate education in radiology, including continuing medical education, and assessment programmes in collaboration with the Quality, Safety and Standards and the Subspecialties and Allied Sciences Committees.

15.12.2 The members of the Education Committee will be nominated by the Institutional Members in good standing (see Section 5.4.3) and appointed by the Executive Council.

15.12.3 The Education Committee shall be administrated by the Board of the Education Committee. The Board of the Education Committee shall be chaired by the Chairperson of the Education Committee and consist of four members at large who should be Full Radiologists Members from European academic training departments proposed by the members of the Education Committee and appointed by the Executive Council in consultation with the Chairperson of the Board of the Education Committee. The Chairpersons of the Subspecialties and Allied Sciences, National Societies and Quality, Safety and Standards Committees as well as the Director of ESOR shall be ex-officio, non-voting members of the Board of the Education Committee. The 2<sup>nd</sup> Vice-President of the Society shall be a Full Member of the Board of the Committee. Chairpersons of Subcommittees and Working Groups of the Education Committee shall be ex-officio full members of the Board of the Education Committee.

15.12.4 The Education Committee will include where appropriate any other responsible person for educational material as approved by the Executive Council.

15.12.5 The Education Committee shall supervise and support the activity of the Radiology Trainees Forum (RTF).

#### **15.13 Quality, Safety and Standards Committee (QSSC)**

15.13.1 The Quality, Safety and Standards Committee shall advise the Society and consider initiatives on matters relating to the structure and practice of the speciality of radiology, including service delivery and professional issues, manpower, quality, safety, medico-legal aspects, distribution of equipment, including 'heavy' equipment, reimbursement, relations with technical staff, implementation of the Treaty of Rome, continuing professional development, harmonisation, ethics, and radiation regulations. The QSSC shall consider initiatives related to subspecialisation in radiology and education in radiology, in conjunction with the Subspecialties and Allied Sciences



Committee and the Education Committee respectively. The QSSC shall cooperate with the ECR Programme Planning Committee.

15.13.2 The members of the Quality, Safety and Standards Committee will be nominated by the Institutional Members in good standing (see Section 5.4.3) and appointed by the Executive Council.

15.13.3 The Quality, Safety and Standards Committee shall be administrated by the Board of the QSSC. The Board of the Quality, Safety and Standards Committee shall be chaired by the Chairperson of the QSSC and consist of the Chairpersons of Subcommittees and Working Groups of the QSSC and four members at large who should be Full Radiologists members proposed by the members of the QSSC and appointed by the Executive Council in consultation with the Chairperson of the Board of the QSSC. The 2<sup>nd</sup> Vice-President of the Society shall be a Full Member of the Board of the Committee. The Chairpersons of the Subspecialties and Allied Sciences, National Societies and Education Committees shall be ex-officio, non-voting members of the Board.

#### **15.14 National Societies Committee**

15.14.1 The National Societies Committee shall be responsible for advising the Society on policies and programmes as they affect individual countries and for promoting the Society's educational, research, and professional policies in member countries. Committee members will provide liaison between the Society and national authorities, bodies, and professional organisations.

15.14.2 Presidents of National Society Institutional Members shall be ex officio members of the National Societies Committee. In case of absence Committee members should be replaced by a representative of the respective Institutional Member (preferably the Vice-President or a member of the Board of the respective Society). The Committee Chairperson, the President and both Vice-Presidents of the ESR are full members of the Committee. The Director of ESOR shall be ex-officio, non-voting member of the Committee.

15.14.3 If during his/her term of office the Chairperson of the National Societies Committee is or becomes President of a National Society he/she will not act as the representative of his/her National Society during his/her term of office, so that his/her National Society shall nominate a further member to the National Societies Committee to serve during the respective period, and the Executive Council shall approve the membership.

#### **15.15 Subspecialties and Allied Sciences Committee (SASC)**

15.15.1 The Committee shall advise the Executive Council on matters relevant to the subspecialties of radiology and allied disciplines. The Committee shall coordinate all initiatives related to issues of subspecialties in radiology and allied disciplines, in cooperation with the Education Committee for specific educational issues and with the Quality, Safety and Standards Committee for specific professional issues. The Committee shall assist the European Congress of Radiology Programme Planning Committee in the preparation of the educational and scientific programme of the ECR.

15.15.2 Presidents of Institutional Subspecialty and Allied Sciences Members shall be ex officio members to the Subspecialties and Allied Sciences Committee. In case of absence Committee members should be replaced by a representative of the respective Institutional Member (preferably the Vice-President or a member of the Board of the respective Society). The Committee Chairperson,

the President and both Vice-Presidents of ESR are full members of the Committee. The Executive Director, the Chairpersons of the Education, the Quality, Safety and Standards and the Research Committees of the Society and the Director of ESOR shall be ex-officio members of the Committee but shall have no voting rights.

15.15.3 If during his/her term of office the Chairperson of the Subspecialties and Allied Sciences Committee is or becomes President of a Subspecialty or of an Allied Sciences Society he/she will not act as the representative of his/her Subspecialty or Allied Sciences Society during his/her term of office, so that his/her Subspecialty or Allied Sciences Society shall nominate a further member to the Subspecialties and Allied Sciences Committee to serve during the respective period, and the Executive Council shall approve the membership.

#### **15.16 Finance and Internal Affairs Committee**

15.16.1 The Finance and Internal Affairs Committee will be responsible for the annual budget, monitoring investments, managing funds where appropriate, preparing revisions of the Statutes and Rules of Procedure of the Society upon request of the Executive Council, managing all membership issues, and advising the Executive Council on membership fees.

15.16.2 The Finance and Internal Affairs Committee shall consist of the following members:

- Chairperson of the Committee
- Past-President
- Chairperson of the Board of Directors
- President
- 1<sup>st</sup> Vice-President
- 2<sup>nd</sup> Vice-President
- Executive Director
- Chairpersons of all Subcommittees and Working Groups of the Finance and Internal Affairs Committee

15.16.3 The Society's accountant and an investment advisor appointed by the Board of Directors shall attend Committee meetings upon invitation by the Committee Chairperson.

#### **15.17 Communication and External Affairs Committee**

15.17.1 The Communication and External Affairs Committee will be responsible for liaison with other European and international societies, and public relations initiatives of the Society.

15.17.2 The Communication and External Affairs Committee shall consist of the Chairperson of the Committee and four members at large who should be Full Members or Corresponding Members from different countries proposed by the Board of Directors and appointed by the Executive Council in consultation with the Chairperson of the Communication and External Affairs Committee. The Committee Chairperson, President and 2<sup>nd</sup> Vice-President of the Society shall be full members of the Committee. The Director of ESOR and the Executive Director of ESR shall be ex officio members of the Committee but shall have no voting rights. Chairpersons of Subcommittees and Working Groups of the Communication and External Affairs Committee shall be ex-officio full members of the Committee.

## **16. Subcommittees and Working Groups**

- 16.1** Subcommittees of Statutory Committees may be created (and dissolved) by the Executive Council to manage specific activities of the Society. Subcommittees are created for dealing with permanent or at least long-lasting goals and activities of the Society. Subcommittees must be responsible to the Chairperson of a Statutory Committee and have a structure and terms of reference proposed by the Chairperson of the Statutory Committee and approved by the Executive Council. Chairpersons of Subcommittees shall be appointed by the Executive Council. The members of Subcommittees shall be proposed by the Chairperson of the Subcommittee in consultation with the Chairperson of the respective Statutory Committee and appointed by the Executive Council.
- 16.2** Working Groups may be created (and dissolved) by the Executive Council to evaluate or pilot particular areas of interest. They must have specific goals, a Chairperson appointed by the Executive Council and members approved by the Executive Council.

## **17. European School of Radiology (ESOR)**

- 17.1** The European School of Radiology (ESOR) is established by the Society for the purposes of provision, implementation and coordination of educational programmes of the ESR delivered worldwide, for the benefit of its members.
- 17.2** The Executive Council shall appoint the Director of the European School of Radiology (ESOR) upon nomination by the Board of Directors. Should the Executive Council refuse the appointment of a candidate nominated by the Board of Directors, the Board of Directors shall nominate another candidate within four weeks. The incumbent Director shall remain in office until appointment of a successor by the Executive Council. The Director of ESOR will report to the ESR Board of Directors twice a year.
- 17.3** The Director of the European School of Radiology (ESOR) shall serve a term of three years renewable by the Executive Council for one further term of office of three years.
- 17.4** The structure and operation of the European School of Radiology (ESOR) shall be defined in the Society's Rules of Procedure.

## **18. Controllers/Auditors**

- 18.1** 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 Board of Directors. The Controllers do not have to be individual persons. The Controllers must be independent and unbiased.
- 18.2** The provisions with regard to appointment, relief and resignation of the Board of Directors shall be applicable mutatis mutandis for the Controllers.

- 18.3** 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 Board of Directors having established the annual financial statement. The Board of Directors has to provide the Controllers with all necessary documents and information. The Controllers shall report to the Board of Directors. The Board of Directors 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 Board of Directors 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.
- 18.4** Should the Controllers establish that the Board of Directors 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 Board of Directors. The Controllers themselves also are entitled to convoke a General Assembly.
- 18.5** The Controllers shall furthermore be subject to the rights and duties provided for by the Act on Associations of 2002 ('Österreichisches Vereinsgesetz').
- 18.6** 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').

## **19. Conciliation Board**

- 19.1** All disputes internal to the Society shall be settled by the Conciliation Board.
- 19.2** In a case of dispute the contesting party shall notify the Board of Directors accordingly and nominate a Conciliator in writing. The Board of Directors 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. Should a contesting party be formed by more than one person, only one Conciliator can be appointed. The Board of Directors shall request the two Conciliators nominated by the contesting parties to nominate a Chairperson of the Conciliation Board within fourteen days. The members of the Conciliation Board must be unbiased with regard to the dispute subject to conciliation.
- 19.3** It is the purpose of the Conciliation Board to achieve a quick and fair settlement of the dispute, observing 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 decision in the presence of all its members by a simple majority

of votes. In the case of disputes internal to the Society the decisions of the Conciliation Board shall be final.

## **20. Liquidation**

- 20.1** The voluntary liquidation of the Society may only be resolved with the majority of votes laid down in section 8.5 of these Statutes in a General Assembly convened for this purpose.
- 20.2** 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 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.
- 20.3** The last Board of Directors of the Society is to inform the competent authorities of the voluntary liquidation in writing.

## **21. Transitional Regulation**

- 21.1** In accordance with the European Congress of Radiology annually held in March, the current working year of the Society between two ordinary General Assemblies, preferably held during the annual European Congress of Radiology according to Subsection 8.2 of the Statutes, lasts from March to March of the following year.
- 21.2** Due to the COVID-19 situation the European Congress of Radiology could not be held as onsite event at the usual time in March of the years 2020 and 2021 and cannot be held in March 2022. In order to avoid the season with an increased risk of infection with COVID-19 threatening the annual European Congress of Radiology with cancellation, the Board of Directors has decided to reschedule the annual European Congress of Radiology from March to July of a year, beginning with the European Congress of Radiology for the year 2022. In consideration of the regulation in Subsection 8.2 of the Statutes, providing that the ordinary General Assembly shall be held annually preferably at the same time and place as the European Congress of Radiology, future ordinary General Assemblies shall be held in July and working years of the Society will last from July to July of the following year.
- 21.3** In order to guarantee continuity in the work of all organs of the Society, the current office periods of all members of organs of the Society scheduled to end in March 2022 shall be extended until the next ordinary General Assembly, scheduled for July 2022, however, not longer than until July 17<sup>th</sup>, 2022. Office periods scheduled to end in March 2023, 2024 and 2025, shall be extended until the ordinary General Assembly held in the respective year, however, not longer than until July 31<sup>st</sup> of the respective year.
- 21.4** All officers of the Society elected in the course of the electronic voting held in January 2022 shall vest office effective with the day following the ordinary General Assembly scheduled for July 2022,

however not later than July 18<sup>th</sup>, 2022. Their respective office periods shall commence with the day following the ordinary General Assembly and last for the respective duration stipulated in the Statutes.