

# **The European Respiratory Society**

## **Constitution**

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### **Article I. Objectives**

1. The objective of the Society is to promote respiratory health in order to alleviate suffering from respiratory disease.
2. In the context of these statutes "respiratory medicine" encompasses all aspects of respiratory science and of clinical respiratory practice.
3. These objectives shall be achieved by promoting, co-ordinating, and stimulating the activities of ERS members, facilitating scientific exchange and by advocacy towards governments, granting agencies and political bodies, in co-ordination with national societies, in the fields of Education, Patient Care, Public Health and Research.

### **Article II. Powers and means of action**

In order to attain its objectives, and for no other purpose, the Society will, through its members:

1. Promote basic, epidemiological and clinical research in respiratory medicine.
2. Be a reference authority for respiratory medicine in Europe
3. Collect, assess and disseminate scientific information concerning all aspects of lung health and disease.
4. Organise congresses, conferences, symposia, seminars, scientific meetings, exhibitions and all other clinical and scientific events.
5. Produce scientific publications by the editing, printing, and publishing of reviews, journals, bulletins and any written, visual, audio-visual or electronic media designed to promote, encourage or disseminate research or educational work in the field of Respiratory Medicine.
6. Support training in respiratory medicine and research through grants and fellowships.
7. Encourage and support continuous education in respiratory medicine.
8. Collaborate with other national and international organisations having a similar objective or similar functions.
9. Engage in appropriate actions to defend its members' interests.
10. Promote collaboration with organisations representing patients with respiratory diseases.

11. Establish branch offices in other cities or countries as required.

These may be implemented within the Society or through branches controlled by the Society.

### **Article III. Status and Domicile**

The Society is a not-for-profit, international organisation of individual persons, constituted in accordance with Articles 60 and following of the Swiss Civil Code. The domicile of the Society is Lausanne, Switzerland. This may be moved elsewhere within Europe, as determined by the Society.

### **Article IV. Membership**

1. Categories of membership, rights and benefits and agreements on membership with other Societies are defined in the Bylaws.
2. Changes to the categories of membership may be recommended to the General Assembly by the Executive Committee.
3. Annual fees: On the recommendation of the Executive Committee, the General Assembly shall determine the annual membership fees.
4. Membership of the Society is not open to persons who are or have been full, or part-time, employees of, or paid consultants to, or those with any real or perceived, direct or indirect links to the tobacco industry, at any time after 1.1.2000.
5. Expulsion from membership, including members ineligible under Article IV, Par. 4 above: A decision to expel a member may be made by the General Assembly if approved by two thirds of the members present and voting. This decision is final.

### **Article V. Constituent Parts of the Society**

The Society shall consist of:

- The General Assembly
- The Scientific Assemblies
- The Council
- The Executive Committee

### **Article VI. The General Assembly**

1. The General Assembly is constituted by all members of the Society.
2. The General Assembly shall have the ability to modify the statutes, on proposal of the Executive Committee, to decide the annual membership fee, on the change of domicile and the dissolution of the Society, and to put forward proposals to the Executive Committee. The General Assembly is responsible for reviewing and approving the accounts, upon recommendation of the Executive committee and the Internal Auditors. All decisions require the approval of two thirds of the members present and voting.

The General Assembly shall receive reports on the activities of the Society from the Executive Committee.

3. The General Assembly shall hold an annual business meeting, chaired by the President of the Society, in conjunction with the Annual Congress and at a time and place determined by the Executive Committee. By decision of the Executive Committee, the General Assembly may be also consulted through the organisation of a postal or electronic vote, through which the business of the General Assembly may be decided upon.
4. At its annual business meeting, the General Assembly shall elect the members of the Executive Committee, except the Heads of the Assemblies and Chair of ELF upon proposal from the Nominations Committee. Members can cast their votes either at the General Assembly or electronically prior to the meeting. The electronic voting will open from May to the beginning of the congress. Members can vote only once and cannot change their electronic vote at the General Assembly. Both the electronic vote and the votes at the General Assembly will be counted at the General Assembly. The results will be announced during the meeting.
5. The convocation of the General Assembly may be;
  - a) by the Executive Committee;
  - b) at the request of one fifth of the members of the Society

## **Article VII. Scientific Assemblies**

1. Scientific Assemblies and Sections are subdivisions composed of members with a similar interest in specific areas within the broad field of respiratory medicine. Their purpose is to provide a scientific forum. The Executive Committee shall review their activity at regular intervals. Only one Scientific Assembly or Section shall be established in any one area. The number of Assemblies and Sections shall be limited.
2. Scientific Assemblies and Sections shall be established or dissolved by the General Assembly on the proposal of the Executive Committee. After a trial period of two years, a Section shall become an Assembly or dissolve. Sections shall follow the same rules as Assemblies and be granted representation in the Scientific, Programme and Executive Committees, without voting rights.
3. All members of the Society should be members of a Scientific Assembly or Section.
4. The Heads of the Scientific Assemblies are de facto members of the Executive Committee.
5. The duration of office of Assembly and Group Officers is a single term of three years, non-renewable

## **Article VIII. National Delegates**

1. Each country with a minimum of 10 members elects one National Delegate. The duration of office is limited to a single term of three years.

2. National Delegates should ensure liaison between the national societies and the Society and are members of the Council.
  
3. In countries where an agreement with National Societies has been agreed upon, the National Societies will directly appoint their National Delegate, who will officially represent the respective Societies at the annual meeting of the Conference of European Respiratory Societies (CERS), together with the President and the Secretary General. The mandate is 3 years, non-renewable.

### **Article IX. The Council**

1. The Council shall be a consultative body for membership and relations with National Societies and is composed of:
  - The Management Group
  - The National Delegates

The Council shall meet at least once a year and will be chaired by the Secretary General of the Society. Notice of the meeting shall be given two months in advance and the agenda sent one month in advance.

### **Article X. The Executive Committee**

1. The Executive Committee shall direct and conduct the general activities of the Society. The Executive Committee leads the elaboration of the vision of the Society. It defines, proposes and monitors the implementation of the Society strategy consistent with the defined vision. The Executive Committee is responsible for reviewing and approving the budget. The committee recommends the accounts for approval to the General Assembly. The Executive Committee proposes changes and improvement of the Constitution and the Bylaws. The Executive Committee is authorized to carry out all tasks not reserved for the General Assembly ~~or the Council~~.
2. The Executive Committee shall make decisions by majority vote. Fifty percent plus one of the members shall constitute a quorum. The President of the Society chairs the Executive Committee and has both a deliberative and a casting vote. The Executive Committee reports annually on its activities to the General Assembly. If necessary, the Executive Committee may make decisions by postal or electronic ballot.

The Executive Committee is composed of:

- a. The President
- b. The President-Elect
- c. The Vice-President
- d. The Past President

- e. The Secretary General
  - f. The Treasurer
  - g. The Chair of the Science Council
  - h. The Chair of the Education Council
  - i. The Chair of the Advocacy Council
  - j. The Chair of the Publications Committee
  - k. The Chair of the European Lung Foundation as an observer
  - l. The Heads of the Scientific Assemblies
  - m. The ERS Executive Director is an observer ex-officio
3. Membership of the Executive Committee is limited to a total of seven years.
  4. The Executive Committee shall meet at regular intervals, at least twice a year.
  5. The Executive Committee may delegate day-to-day business to the Management Group, except for financial matters.

## **Article XI. The Management Group**

The Management Group is responsible for the current functioning of the Society. The Management Group shall be composed of:

- a. The President, who will chair the committee
- b. The President-Elect
- c. The Past President
- d. The Vice President
- e. The Secretary General
- f. The Treasurer
- g. The Chair of the Advocacy Council
- h. The Chair of the Science Council
- i. The Chair of the Education Council
- j. The Chair of the Publications Committee
- k. The Chair of ELF is an observer
- l. The ERS Executive Director is an observer ex-officio

## **Article XII. The Core Management Group**

The core management group is responsible for matters related to the governance and management of the Society on behalf of the Management Group. It deals with all daily administrative and executive activities according to the strategy agreed in the Executive Committee and in preparation of the regular meetings of the Management Group. The Core Management Group shall be composed of:

- a. The President, who will chair the group
- b. The Secretary General
- c. The Treasurer

- d. The ERS Executive Director is an observer ex officio

### **Article XIII. Committees**

The Executive Committee may appoint special committees, in the form of Standing committees or Ad-hoc committees, to help achieve the aims of the Society. The composition and functions of the Standing ~~and Ad-Hoc~~ Committees are contained in the Bylaws. All committees operate under the authority of the Executive Committee and report regularly to it.

### **Article XII. Journal(s)**

1. The Society shall have its own journal(s), devoted to the entire field of respiratory medicine. Their scientific management should be independent of the Executive Committee.
2. Editors shall report to the General Assembly and the Executive Committee at least once a year. Editors may nominate members of Editorial Boards, subject to the approval of the Executive Committee.

### **Article XIII. The Secretariat**

1. The Society may set up an office and employ staff to administer the affairs of the Society.
2. The Executive Committee shall appoint the Executive Director. Subject to the authority of the Secretary General, he/she shall be the chief staff officer of the Society.
3. The Executive Director shall attend meetings of the General Assembly, Council and Executive Committee, as an observer.
4. The Executive Director shall appoint the staff of the Society in accordance with the Staff Regulations established by the Executive Committee and in conformity with the appropriate national legislation.

### **Article XIV. Resources**

1. The Society's Resources include:
  - Membership fees,
  - Public or private grants and subsidies with which it may be endowed,
  - Interest and revenue from goods and assets belonging to the Society,
  - Payment for services rendered,
  - Authorised donations and bequests.

All monetary contributions received for the work of any component part of the Society must be channelled through the Society.

## **Article XV. Reserve Funds**

1. In order to cover the commitments that it has contracted for the running of its operations and to insure continuation, the Society will establish a reserve fund, the specific object of which is to meet all or part of the obligations it can contract, whatever their nature. The operation and supply of this fund shall be determined by the Executive Committee, and recommended to the General Assembly.

## **Article XVI. Authorised Actions**

1. In legal actions, the Society shall be represented by the President and the Secretary General.
2. The Society shall not be committed, and instruments executed on its behalf shall not be valid, unless such instruments are signed as provided in this Article.
3. The President and the Secretary General may delegate their authority for specific purposes, to facilitate the running of the Society.
4. Members of the Society, the Council, the Executive Committee, the Secretariat, National Delegates, Officers of Scientific Assemblies, Sections and Groups and Chairs of such committees as the Society may set up, shall incur no personal liability in respect of the commitments of the Society.

## **Article XVII. Amendments to the statutes**

1. Amendments to the statutes must be proposed by the Executive Committee, or in writing to the Secretary General by at least 50 members, not less than three months before the General Assembly. These amendments must be acted upon at the succeeding meeting, notice of which shall contain the text of the proposed amendments: such an amendment shall require for its adoption approval by two thirds of the members present and voting.

## **Article XVIII. Dissolution of the Society**

1. The dissolution of the Society shall be decided on by the General Assembly, on the proposal of either at least two thirds of the members of the Executive Committee, or of at least ten percent of the members of the Society. The dissolution shall be decided upon by an affirmative vote of fifty percent plus one of the active members of the Society, either in a meeting of the General Assembly or by mail or electronic ballot.
2. The General Assembly deciding on the dissolution of the Society shall be competent to decide how the assets of the Society shall be disposed of after having paid all liabilities. The disposition of the assets shall be made to another not-for-profit organisation or organisations whose objectives are in accordance with the goals of the Society.