

**CONSTITUTION OF THE
VERBAND DER EUROPÄISCHEN
OTORHINOLARYNGOLOGIE; KOPF- UND HALSCHIRURGIE /
CONFEDERATION OF EUROPEAN
OTORHINOLARYNGOLOGY-HEAD AND NECK SURGERY
CEORL-HNS**

1. Name and Registration

- 1.1 The name of the Society shall be Verband der Europaeischen Otorhinolaryngologie, Kopf- und Halschirurgie / Confederation of European Otorhinolaryngology-Head and Neck Surgery, (abbreviation CEORL-HNS) hereafter referred to as “The Confederation”.
- 1.2 It is a non-profit making, non-political, scientific and educational organisation.
- 1.3 It aims to be active in all European countries.
- 1.4 The registered office of the Confederation is located in Vienna, Austria.
- 1.5 The working language of the Confederation is English.

2. Structure/ Acquisiton and Termination of Membership

- 2.1 Full membership is open to the following two groups of juristic persons and, provided that they are vested with legal capacity, (partial) institutions of international or European Organisations:
 - 2.1.1 Organisations dedicated to the advancement of the education, clinical practise, research and science in the field of Otorhinolaryngology-Head and Neck Surgery (“ORL-HNS”) or are based on subspecialty areas or multidisciplinary organisations in the field of ORL-HNS (“the Subspecialty Societies”).
 - 2.1.2 The national ORL-HNS-societies of all European countries acknowledged by the United Nations (“the National Societies”).

(Individually also “the Group”, together: “the Groups”)
 - 2.1.3 The Subspecialty Societies the membership of which the Confederation aims at accepting are listed in Annex ./A, the National Societies in Annex ./B.

- 2.1.4 Societies consisting of the aforementioned juristic persons are also eligible as members.
- 2.2 A juristic person aiming at membership in the Confederation shall address a written application to the Presidential Council. In this application reference shall be made which Group the applicant wishes to be a member of, if not already listed in Annexes ./A or ./B.
- 2.3 The Presidential Council shall decide on the acceptance of Full Members. The acceptance can be denied without any reason. The Presidential Council decides by simple majority. Provided that the applicant is not yet defined in the current versions of Annexes ./A and ./B as belonging to a Group, the Presidential Council also suggests an assignment of the new Member to one of the Groups and within the respective Group to a Voting Circle (cf 5.3.1). The final decision on the assignment is made by decision of the General Assembly at the outset of its next meeting. The respective Group and Voting Circle need to approve of the assignment for the membership to become effective.
- 2.4 Resignation from the Confederation can be declared with effect at the end of the year with six months prior notice and shall be addressed to the Presidential Council. All membership fees due until the end of the membership shall be paid in their full amount, any fees already paid are not refunded.
- 2.5 The Presidential Council can expel a Member if it is in falls behind with the payment of membership fees for more than three months in spite of a warning by means of a registered letter that granted an adequate time limit and threatened the expulsion. The Presidential Council can also expel a Member for another important reason, particularly in case of gross violation of other membership duties or a behaviour that is dishonourable or harms the Confederation. Prior to such expulsion the member shall be heard.
- 2.6 Every Member shall notify an e-mail address to which all communications of the Confederation can be addressed. The internal communication, including that to the respective Representatives, is incumbent on the member itself.

3. Aims and Objectives of the Society

- 3.1 The Confederation will be devoted to the advancement of science and research, education and lifelong learning in the field of Otorhinolaryngology-Head and Neck Surgery (ORL-HNS) and allied disciplines.

- 3.2 The Confederation will promote, coordinate and unify the advancement of ORL-HNS in Europe. It will collaborate with all European national ORL-HNS and allied societies and will maintain and improve the welfare of ORL-HNS Specialists.
- 3.3 The Confederation will organise and coordinate high-quality training and exchange programmes according to the Charter of the European Union of Medical Specialists (UEMS).
- 3.4 The Confederation will prepare and harmonise information on various training courses, educational programmes, guidelines and other activities of organisations devoted to any one of the fields of activity of the Full Members respectively of the latter's members.
- 3.5 The Confederation will represent the general and healthcare policy interests of ORL-HNS in other European organisations dedicated to the prevention and control of ORL-HNS related diseases and disorders, and also the training of ORL-HNS specialists.
- 3.6 The Confederation will coordinate and support research and scholarship applications and other fundraising activities for research and continuing medical education relating to ORL-HNS.
- 3.7 The Confederation will organise scientific events and support scientific events of other organisations by promotion and other measures, in particular conferences/congresses and courses which are affordable to Trainees, Specialists and Fellows.
- 3.8 The Confederation will work closely with allied European and International Organisations like the International Federation of Oto-Rhino-Laryngological Societies (IFOS).
- 3.9 The Confederation will collaborate with the UEMS ORL Section and Board and the aforementioned organisations to
 - 3.9.1 assist in the distribution and use by trainees of the UEMS-ORL logbook,
 - 3.9.2 encourage the principle of regular visitation of ORL-HNS Training Departments,
 - 3.9.3 develop programs for subspecialty training in the field of ORL-HNS,
 - 3.9.4 develop European Board Certification of ORL-HNS,
 - 3.9.5 recommend, encourage and facilitate continuing medical education (CME) and continuing professional development (CPD).
- 3.10 The Confederation can be member of other Organisations devoted to its goals and objectives.

- 3.11 The Confederation will support its Full Members in achieving their Aims and Objectives of the society.

4. Presidential Council

- 4.1 The Presidential Council consists of:
- 4.1.1 The President and a President-Elect
 - 4.1.2 The Secretary General and a Secretary General-Elect
 - 4.1.3 The Treasurer and a Treasurer-Elect
 - 4.1.4 one Representative delegated by UEMS ORL Section and Board
 - 4.1.5 The Congress Presidents of the upcoming two biennial conferences/congresses
- 4.2 Tenure of office of the Presidential Council
- 4.2.1 The tenure of the President, the President-Elect, the Secretary General, the Secretary General-Elect, the Treasurer and the Treasurer-Elect is two years. The Treasurer can be re-elected as Treasurer-Elect one time. Otherwise re-election of officers is not permitted.
 - 4.2.2 The Presidents of the two upcoming biennial conferences/congresses that shall be organised by the Confederation are members for the four years preceding the respective conference/congress.
 - 4.2.3 The tenure of the UEMS representative is four years. It ends at any rate with the end of the representative's term of the function in the UEMS ORL Section and Board. Once only it may be extended for further four years.
- 4.3 Election of officers of the Presidential Council and their functions
- 4.3.1 Any individual person who is a member of a society that is a Full Member of the Confederation can become an officer of the Presidential Council according to 4.1.1, 4.1.2 or 4.1.3. To be eligible for election by the General Assembly he or she has to present Letters of Support:
Firstly, from the National Society he or she is a member of.
Secondly, from one of the following: EAONO, EHNS, ELS, ERS.

If the candidate is a member of one of the other Subspecialty Societies, a Letter of Support from that society is required as well.

- 4.3.2 After the President has withdrawn from his office the previous President-Elect succeeds the President. In the same manner the Secretary General-Elect and the Treasurer-Elect succeed the Secretary General respectively the Treasurer. The new President-Elect, the new Secretary General-Elect and the new Treasurer-Elect remain to be elected.
 - 4.3.3 The President and the President-Elect shall not belong to the same Group. The President is the Chairman of the Presidential Council and represents the Confederation externally.
 - 4.3.4 The Secretary General shall belong to the Group that does not provide the President. He is responsible for the day-to-day administration of the Confederation. He has to endeavour to facilitate communication between and within the Groups. The Secretary General-Elect shall belong to the other Group.
 - 4.3.5 The Treasurer and the Treasurer-Elect shall not belong to the same Group. The Treasurer is in charge of the financial matters.
 - 4.3.6 The Congress Presidents of the upcoming two conferences/congresses are members by virtue of their positions in the winning bid for these conferences/congresses as voted for or affirmed by the General Assembly (5.4.8).
- 4.4. In case of hindrance of any one of the officers the officer-Elect temporarily takes over the task.
- 4.5 **Functions of the Presidential Council**
- 4.5.1 It will meet at least once per year at a location and date to be decided, as far as possible, in the preceding meeting. The attendance of guests, in particular of staff that deals with day-to-day business, can be admitted by a simple majority of the members of the Presidential Council.
 - 4.5.2 The Presidential Council is the governing body of the Confederation.
 - 4.5.3 The Presidential Council shall manage the business of the Confederation.
 - 4.5.4 The Presidential Council shall report to the General Assembly of the Confederation on its activities and financial management.

- 4.5.5 The Presidential Council shall prepare the revenue and expense statement and balance sheet of the Confederation for the previous business year within the first five months of a business year.
- 4.5.6 The Presidential Council shall prepare the General Assemblies of the Confederation.
- 4.5.7 The Presidential Council is entitled to nominate an administrative secretary or other appropriate personnel for the day-to-day business of the Confederation and to entrust the secretary with setting up and managing the office.
- 4.5.8 The Secretary General of the Presidential Council is responsible for preparing the agendas for the Presidential Council and General Assembly meetings and convening the members not less than two weeks prior to the respective meetings. The agenda shall be published on the Confederation's website and sent to the members electronically. All members of the Presidential Council can request additional items for the agenda of Presidential Council meetings up until eight weeks before the respective agenda needs to be published.
- 4.5.9 The Presidential Council is responsible for setting up and maintaining an open website for the Confederation. The two Groups are responsible for their respective components so as to facilitate a uniform website for all European ORL-HNS activities.
- 4.5.10 The Presidential Council is entitled to develop congress guidelines and to nominate a Professional Congress Organiser (PCO) to manage the congresses/conferences and meetings of the Confederation.
- 4.5.11 Decisions within the Presidential Council are reached by simple majority vote with at least 50% of its members present. In case of a tie vote the Chairman has a decisive vote.
- 4.5.12 For urgent decisions that cannot be delayed or in cases of force majeure that make an in-person-meeting impossible, circular resolutions by email are admissible upon request of a member of the Presidential Council if two thirds of the members of the members of the Presidential Council agree. The decision to be taken itself is reached by simple majority vote.

5. General Assembly of the Confederation

- 5.1 Each Full Member has the right to nominate up to two Representatives for the General Assembly.
Every Full Member shall inform the Presidential Council no later than eight weeks prior to a General Assembly in writing who its Representative(s) is/are, otherwise its rights are forfeited. Only these Representatives and the up to three UEMS ORL Section and Board

representatives have a right to speak, to ask questions and the right to information.

5.2 Officers of the General Assembly

The President and Secretary General act as Chairman respectively Secretary General of the General Assembly. In the absence of the President and/or the Secretary General these offices are held by the President-Elect respectively the Secretary General-Elect.

5.3 Eligible Voters:

- 5.3.1 Both Groups are entitled to 15 votes. Within the Groups each Voting Circle as defined in Annexes .A and .B has one or two votes as indicated there. The Voting Circles must notify to the General Secretary no later than eight weeks prior to each General Assembly's beginning who from the midst of the Representatives exercises their vote(s) ('Eligible Voter').
- 5.3.2 If a Voting Circle has no members at the time of a General Assembly its vote(s) is (are) assigned to another Voting Circle within the same Group by simple majority of the Eligible Voters present at the outset of the meeting. For the avoidance of doubt: If a Voting Circle does have at least one member but fails to notify the General Secretary in due time (5.3.1) who their Eligible Voter is the vote is forfeited and can therefore not be assigned to another Voting Circle.
- 5.3.3 The Eligible Voters are affirmed for the first time at the beginning of the first ordinary General Assembly and then at the beginning of every other ordinary General Assembly by simple majority of all Representatives present. Their mandate expires at the beginning of the second ordinary General Assembly after the one where they have been affirmed, so it normally lasts for four years. In case of permanent hindrance in exercising their voting rights a substitute Eligible Voter can be nominated by the Voting Circle he or she belongs to for the rest of the term. A notification according to 5.3.1 has to be made in any case.
- 5.3.4 Every Eligible Voter has one vote. Representation by another Representative by means of a written power of attorney is permitted. One Eligible Voter can exercise up to three votes if he or she is nominated as Eligible Voter more than one time or as a holder of a power of attorney ('proxy').
- 5.3.5 The three UEMS ORL Section and Board Representatives also have one vote each.
- 5.3.6 The General Assembly passes its resolutions by simple majority vote unless a higher quorum is provided for.

- 5.4 The General Assembly of the Confederation is the meeting of its members and has the rights and duties attributed to the meeting of members by the law, and particularly the following:
- 5.4.1 It must meet biennially, if feasible in the scope of the conference/congress of the Confederation of that same year.
 - 5.4.2 The agenda shall be published two weeks in advance of the meeting.
 - 5.4.3 It shall confirm the fundamental policy of the Confederation.
 - 5.4.4 It shall accept the report of the President.
 - 5.4.5 It shall accept the report of the Treasurer.
 - 5.4.6 It shall accept and approve the report of the Auditors.
 - 5.4.7 It shall accept and approve the annual budget.
 - 5.4.8 It shall, according to the congress guidelines, endorse and vote on the location and the Congress President of the biennial conferences/congresses of the Confederation, at least four years in advance. If a decision on the location becomes necessary and the General Assembly cannot be addressed in due time, the Presidential Council can vote a location and have it affirmed in the next General Assembly.
 - 5.4.9 It can introduce membership fees and decide on the amount.
 - 5.4.10 Motions to be carried by simple majority vote of the Eligible Voters.
 - 5.4.11 It requires a quorum of 50% of all Eligible Voters. If the General Assembly has no quorum at the time the meeting is scheduled to start, it will start with a 30 minute delay. The General Assembly will then have a quorum irrespective of the number of Eligible Voters present and will transact business according to the agenda.
 - 5.4.12 Additional agenda items for the General Assembly may be proposed by a two-thirds majority vote at the General Assembly if at least 50% of the Eligible Voters are present.
 - 5.4.13 Minutes of meetings shall be confirmed by the President and published within 10 weeks by the Secretary General. The minutes shall be approved at the next General Assembly of the Confederation.
 - 5.4.14 In cases of force majeure that make a regular General Assembly meeting impossible or impractical, circular resolutions by email are admissible based on a decision of the Presidential Council.
- 5.5 The General Assembly is open to all individual persons who are a member of a society that is a Full Member of the Confederation as observers with no right to speak. Additionally, up to three delegated representatives of the UEMS ORL Section and Board are entitled to attend. The Eligible Voters can, at any time during a General Assembly, decide by simple majority vote to also open the assembly to guests, in particular congress participants.

6. Finances

6.1. Funding

The Confederation will be funded by

- 6.1.1 Membership fees,
- 6.1.2 contributions by corporate partners and donations,
- 6.1.3 profits from scientific conferences/congresses and events.

- 6.2 The Confederation shall bear the financial responsibility for the conferences/congresses it organises.
- 6.3 The Confederation conferences/congresses shall be organised according to the congress guidelines.
- 6.4 After allowing for ongoing costs, the residue of any income of the Confederation shall be used to implement the aims and objectives of the Confederation.

7. Auditors

- 7.1 The General Assembly of the Confederation shall elect two Auditors for a term of two years. Re-election is permissible. The Auditors may not hold any offices/positions within the Confederation except for being members of the General Assembly.
- 7.2 The Auditors shall continuously audit all current financial transactions and the financial management of the Confederation. They shall report on the truth and fairness and the use of financial means as implied by this Constitution.
- 7.3 The Presidential Council of the Confederation shall make available to the Auditors all required documents and information.
- 7.4 The Auditors shall report the results of their audits to the General Assembly of the Confederation.
- 7.5 Legal transactions between the Auditors and the Confederation shall require the approval of the General Assembly.
- 7.6 In addition to the two Auditors elected by the General Assembly, the accounts of the Confederation can be checked and approved by an external chartered accountant by decision of and appointed by the Presidential Council or when required by law.

8. Internal Conciliation Board

- 8.1 Any dispute arising within the Confederation shall be settled by the Internal Conciliation Board which is not a Court of Arbitration in terms of Section 577 et seq. of the Austrian Code of Civil Procedure (ZPO).
- 8.2 The Internal Conciliation Board shall consist of three arbiters who are Eligible Voters in the General Assembly of the Confederation. It shall be set up as follows: One party to the dispute shall nominate one arbiter and so inform the Presidential Council in writing. Upon the request of the Presidential Council the other party to the dispute shall, within four weeks, also nominate an arbiter. Within further seven days the so nominated arbiters shall elect a third arbiter to chair the Internal Conciliation Board. In case of a tie, the person to be selected is determined by lot.
The arbiters shall not be members of a Confederation body the activities of which have caused the dispute, except for membership to the General Assembly.
- 8.3 The Internal Conciliation Body shall hear both parties and shall decide by a simple majority of its members. It shall decide to the best of its knowledge. Such decisions shall be final as regards the internal affairs of the Confederation.

9. Dissolution of the Society

- 9.1 The voluntary dissolution of the society can only be resolved in a General Assembly with a two-thirds majority of the valid votes of the persons entitled to vote if at least one half of the Eligible Voters is present or represented.
- 9.2 The General Assembly shall also – in case funds of the society are on hand – decide on the liquidation of the society. The General Assembly shall appoint a liquidator and decide whereto the net assets of the society remaining after all liabilities have been covered shall be transferred. In case of a dissolution of the society its assets shall, if possible and permissible, be transferred to a non-profit organisation devoted to non-profit oriented objectives preferably promoting the research and science in the area of the fields of activity covered by the aims and objectives of the society. The same shall also apply if the preferential non-profit purpose of the society ceases to exist.

10. Special Memberships

10.1 Honorary Membership

Honorary Membership may be conferred on persons who have rendered special services to the Confederation. The Presidential Council can nominate persons for an Honorary Membership. The General Assembly decides on the bestowal on the nominee. An Honorary Member has the right to attend General Assemblies, but has no voting right.

10.2 Corporate Partnerships

Companies active in the field of ORL-HNS can apply to the Presidential Council for a Corporate Partnership. The conditions, scope and duration of the Corporate Partnership are decided on an individual basis. Congress services in connection with Corporate Partnerships shall be coordinated and handled according to the congress guidelines.

10.3 Co-opted Membership

National ORL-HNS-societies of non-European countries can become Co-Opted Members. The Presidential Council can nominate such societies for co-opted membership. The General Assembly decides on their admission. A Co-Opted Member has the right to nominate one Representative for the General Assembly. 5.1 applies analogously. They have no voting right.

11. Transitional Provisions

11.1 This new Constitution replaces the old Constitution as was notified to the competent Austrian authority for societies (Bundespolizeidirektion Wien) on 15 July 2011.

11.2 This new Constitution shall only come into effect and be notified to the competent Austrian authority if there is at least one member in at least 8 Voting Circles of each Group.

11.3 The General Assembly that passes this new Constitution is to be held following the provisions of the old Constitution.

11.4 In the General Assembly that passes this new Constitution the Presidential Council is appointed according to the old Constitution. Once this new Constitution becomes effective pursuant to sec 14 of the Austrian Act on Societies (Vereinsgesetz) the officers under the old Constitution correspond to the following officers under the new Constitution:

<u>old Constitution</u>	<u>new Constitution</u>
11.4.1 Chairman of the Presidential Council:	President
11.4.2 President of the other Full Member:	President-Elect
11.4.3 General Secretary	Secretary General
11.4.4 General Secretary of the other Full Member	Secretary General-Elect
11.4.5 Treasurer	Treasurer
11.4.6 Treasurer of the other Full Member	Treasurer-Elect
11.4.7 UEMS ORL Representative	unchanged
11.4.8 Congress Presidents	unchanged