

STATUTES

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I. Constitution

Art. 1. Name and principal place of business

¹ A society within the terms of art. 60 et seq. of the Swiss Civil Code shall exist under the name of “European Academy of Ophthalmology” (hereinafter also called the “**Academy**”).

² The legal domicile shall be Zurich, Switzerland.

Art. 2. Object

¹ The Academy embraces all disciplines concerned with the scientific study and management of the normal and abnormal structure, function and affections of the eye.

² The Academy coordinates, advises and promotes education, research and development in the science and practice of ophthalmology and related disciplines within Europe to ensure that all those who need these services receive them.

³ The Academy collaborates with all existing European societies concerned with ophthalmology.

II. Membership

A. Classes of memberships

Art. 3. Overview

¹ The Academy shall have the following classes of memberships:

1. Charter Members;
2. Ordinary Members;
3. Emeritus Members;
4. Honorary Members.

European Academy of Ophthalmology

Art. 4. Charter Members

¹ An ophthalmologist who is one of the twenty-four (24) distinguished academicians who accepted the invitation from the organising committee of the Academy and was accepted as a member of the Academy at the initial meeting of the Academy in 2003 is, until further changes in his membership, a Charter Member.

Art. 5. Ordinary Members

¹ A person who, after ten (10) years of the practice of ophthalmology or active research into the structure, function or disorders of the eye is deemed to have advanced the science and practice of ophthalmology or medicine shall be eligible for membership as an Ordinary Member.

² A person may be nominated for Membership of the Academy by two (2) or more Voting Members of the Academy. The Trustees shall distribute the qualifications of the nominee to all Voting Members before a General Assembly of the Academy. Admission of a nominee as an Ordinary Member shall require the majority of the votes in a secret ballot of the Voting Members at a General Assembly of the Academy.

³ Ordinary Members must be prepared to undertake executive or committee duties if requested.

Art. 6. Honorary Members

¹ A person who the Board of Trustees determines has singularly aided the progress of medicine in its relation to diseases of the eye or related structures or who is nominated by at least five (5) Voting Members is eligible to become an Honorary Member.

² The Trustees shall distribute the qualifications of the nominee to all Voting Members before a General Assembly of the Academy. Admission of a nominee as an Honorary Member shall require two thirds ($\frac{2}{3}$) of the votes in a secret ballot of the Voting Members at a General Assembly of the Academy.

Art. 7. Emeritus Members

¹ An Emeritus Member is an Ordinary Member of the Academy who has become seventy (70) or more years of age and requested change to the classification of Emeritus Member.

² Ordinary Members who have attained the age of eighty (80) years of age at which the classification of Emeritus Member is automatic (except for Charter Members who may become Emeritus members only upon explicit request), and are no longer engaged in the active study, research or practice of ophthalmology and vision sciences by reason of disability or retirement, or who has not attended two (2) out of three (3) consecutive ordinary General Assemblies without a valid reason as determined by the Board of Trustees.

Art. 8. Numerus Clausus

¹ The aggregate number of Charter Members and Ordinary Members shall in total not exceed sixty (60). Each of those members (Charter Member or Ordinary Member) has a Roman numeral from “I” to “LX” assigned according to the numeral of the Chair to which the member is elected.

² Chair “I” is initially assigned to the first President of the Academy, August Deutman. All Chairs are of equal importance.

B. Rights and obligations of members

Art. 9. Voting and holding office

¹ Charter Members and Ordinary Members are the only classes of membership entitled to vote on any matter (the “**Voting Members**”).

² Emeritus Members and Honorary Members may attend any General Assembly or Special Meeting and participate in discussion (the “**Non-Voting Members**”).

³ Only Voting Members shall be eligible for nomination, election or appointment as a Member of the Board of Trustees of the Academy.

Art. 10. Subscription

¹ The subscription of members is decided by the General Assembly and may differ between the different classes of members. The initial subscription may not exceed 100 Euros per member per year.

² No subscription shall be payable by Honorary Members and Emeritus Members, but Emeritus Members may be required to pay service fees or assessments for benefits requested by the Emeritus Member as the Board of Trustees determines to be equitable.

³ The subscription for a calendar year shall be payable on or before June 30 of that year. Fees and assessments shall be payable at the time or times determined by the Board of Trustees.

Art. 11. Limitation of liability

¹ Except for their own wrongful acts or omissions in violation of the statutory powers or of legal provisions, members of the Academy or their agents are not liable for the obligations of the Academy beyond his or her due subscription.

² The liability of the Academy for its obligations is strictly limited to the assets of the Academy.

C. Termination of membership

Art. 12. Resignation

¹ Each member may resign by written notice to the Secretary-General. The resignation is effective without acceptance when the notice is received. The resignation does not relieve the member from any obligation to the Academy for accrued but unpaid subscriptions, assessments, or fees.

Art. 13. Termination in case of delinquency

¹ A member whose required subscriptions, fees or other assessments for a calendar year are not paid-in-full by June 30 of that year shall be considered "delinquent". If the delinquency is not removed by December 31 of that year, membership shall automatically terminate on the last day of that year, unless membership is extended in a manner determined by the Board of Trustees.

² A member whose membership has been terminated in this manner may be reinstated by action of reinstatement by the Board of Trustees and payment of all subscriptions, assessments and other fees for the period in which these fees were not paid.

III. Organisation

A. General Assembly

Art. 14. Status and convening

¹ The General Assembly shall be the supreme body of the Academy.

² The ordinary General Assembly shall be convened at least once annually.

³ Extra-ordinary General Assemblies may be convened at any time. An extra-ordinary General Assembly shall be convened without delay on the demand of the fifth part of all Voting Members.

⁴ Convocation shall be made by the Board of Trustees as follows:

1. At least ninety (90) days prior to the ordinary General Assembly and at least thirty (30) days prior to any extra-ordinary General Assembly, notice of the time and place shall be given to all members.
2. Until forty-five (45) days prior to any General Assembly each Voting Member is entitled to request by written notice to the Secretary-General additional items to be scheduled on the agenda of the following General Assembly.
3. At least thirty (30) days prior to any General Assembly notice of all items on the agenda of the following General Assembly must be given to all members.

⁵ Notices to the members shall be made by publications in a publication of the Academy or by other method designated by the Board of Trustees.

Art. 15. Constitution and adoption of a resolution

¹ The President, in his absence another member of the Board of Trustees and in the absence of the latter any other Voting Member elected by the present Voting Members shall chair the General Assembly (the “Chairman”). The minutes shall be taken by the Secretary-General or by another member designated by the Chairman.

² The General Assembly shall have a quorum if at least the lower of (i) one third ($\frac{1}{3}$) and (ii) fifteen (15) Voting Members are present.

³ The General Assembly shall be conducted in English or any such language as appears necessary to the Chairman for the convenience of the present members.

⁴ The Voting Members shall be the only voting members in the General Assembly and shall have equal voting powers. The vote of the Chairman shall decide in the event of equal division of votes.

⁵ Subject to any other majority requirements by these Statutes or the law, resolutions shall be passed on a simple majority of the Voting Members present.

⁶ Elections shall be by secret ballot. In case of elections a second ballot shall be conducted, if no majority results from voting on the first ballot, upon which the relative majority shall be decisive.

⁷ Resolutions regarding amendments or additions to these Statutes shall be valid only if they are accepted by a majority of two-thirds ($\frac{2}{3}$) of the Voting Members present.

⁸ The General Assembly may only pass resolutions on questions which have appeared on the agenda in the notice of meeting. If however all Voting Members are present, the General Assembly may pass resolutions on all questions within its authority, provided that no Voting Member raises objection before the adoption of a resolution.

Art. 16. Duties and agenda

¹ The following business shall be carried out by the General Assembly and shall at least appear on the agenda of every ordinary General Assembly:

1. Approval of the minutes of the last General Assembly;

2. annual reports by the President, the Secretary-General and the Treasurer;
3. approval of the annual accounts;
4. resolution of release for members of the Board of Trustees;
5. election of the members of the Board of Trustees (Art. 18);
6. approval of the annual budget and subscriptions;
7. appointment of auditors (Art. 24);
8. miscellaneous.

² The following business also shall fall within the authority of the General Assembly and shall appear on the agenda as required:

1. Election of Honorary Members (Art. 6) and admission of Ordinary Members (Art. 5);
2. presentations to Ordinary Members and Honorary Members who are attending the first ordinary General Assembly since election;
3. reports from Committees (Art. 25);
4. amendments to the Statutes or the Regulations of Awards of the Academy (Art. 15 par. 7);
5. dissolution of the Academy (Art. 27);
6. other important resolutions which in the opinion of the Board of Trustees or each Voting Member should be placed before the General Assembly for decision.

Art. 17. Universal vote

¹ As an exception and only in case the Board of Trustees deems appropriate, the General Assembly shall conduct the passing of a resolution in the form of a universal vote whereby all Voting Members shall be granted the opportunity of voting in writing.

² The universal vote shall be conducted by the Secretary-General within three months. The Voting Members shall thereby cast their vote within forty-five (45) days from receipt of the complete voting papers. The prescribed period shall be observed through receipt of

the post containing the completed voting slip at the premises of the President. Votes which are not cast at all, or not within the prescribed period, shall be deemed to be abstentions.

³ For any valid resolution of the General Assembly by mail ballot, the quorum is twenty-five (25) valid mail ballots of Voting Members timely returned to the Secretary-General.

⁴ The results of a universal vote shall be notified in writing to all members by the Secretary-General without delay following expiry of the prescribed period for voting.

B. Board of Trustees

Art. 18. Constitution

¹ The Board of Trustees shall comprise at least of five Voting Members with the following offices:

1. President;
2. First Vice-President;
3. Second Vice-President;
4. Secretary-General;
5. Treasurer.

² The term of office shall commence at the General Assembly, at which the election takes place and shall continue for four (4) years, or until successors are elected.

³ None of the members of the Board of Trustees shall be eligible for re-election, except the Secretary-General and the Treasurer, but not longer than for another four years.

⁴ The Board of Trustees shall in other respects be constituted by itself. It shall settle its organisation and authority to sign.

Art. 19. General duties and responsibilities

¹ The Board of Trustees shall manage the business and affairs of the Academy.

² The Board of Trustees shall have all power, responsibility and authority that is not in conflict with the Statutes or resolutions of the members at a General Assembly.

³ The Board of Trustees works in an honorary capacity and is only entitled to reimbursement of their actual expenses incurred in the best interest of the Academy.

Art. 20. The President

¹ The President shall be the Chair of the Board of Trustees of the Academy, shall if possible act as chairman at all General Assemblies and other meetings of the members of the Academy, shall act as a representative of the Academy to the medical community and public entities, and shall fulfil all duties and responsibilities generally associated with the office.

Art. 21. The First Vice-President and the Second Vice-President

¹ The First Vice-President and the Second Vice-President shall, in sequence designated by the offices, in the absence or disability of the President, perform the duties and responsibilities of the President, and shall fulfil all duties and responsibilities generally associated with the office.

Art. 22. The Secretary-General

¹ The Secretary-general shall inform the members about the activities of the Academy, prepare and distribute minutes of all General Assemblies and other meetings of the members of the Academy, shall inform new members of the Academy and shall fulfil the duties and responsibilities generally associated with the office.

Art. 23. The Treasurer

¹ The Treasurer shall receive and collect all monies due to the Academy and make all payments ordered by the Board of Trustees and required by the regular business and activities of the Academy. The Treasurer shall keep and account of all bills, payments and receipts, shall present a report at each ordinary General Assembly of the Academy and shall fulfil the duties and responsibilities generally associated with the office.

C. Auditors

Art. 24. Duties

¹ One to two members shall be elected for the duration of one year as persons appointed to audit accounts. They may not simultaneously be members of the Board of Trustees during their period of office.

² The auditors shall examine the annual accounts and provide the ordinary General Assembly with a written report on their findings.

D. Committees

Art. 25. Standing Committees and Special Committees

¹ The Board of Trustees shall have the authority to establish and appoint Standing Committees and Special Committees of the Academy and to designate, within its own authority, the composition, power, responsibility and authority of the Committee.

IV. Awards

Art. 26. Regulations of the Awards

¹ Awards are presented with participation of the Academy to individuals who have contributed to the advance of ophthalmology, to the prevention or amelioration of eye disease and blindness, or to advancement of international relationships among ophthalmologists

² The Board of Trustees may set forth the specific criteria and procedures in each award.

VI. Dissolution and liquidation

Art. 27. Dissolution

¹ Dissolution of the Academy shall require the consent of two thirds ($\frac{2}{3}$) of all Voting Members within the course of a General Assembly or a Universal Vote.

Art. 28. Liquidation

¹ The Academy shall, in the event of dissolution, be wound up by the Board of Trustees in office at the point in time of the dissolution resolution.

² Any surplus funds on liquidation shall be vested in a project of public interest, the aims of which conform with those of the Academy.

VII. Closing provisions

Art. 29. Place of jurisdiction

¹ The place of jurisdiction for all disputes between the Academy and its members shall be Zurich 1. Material Swiss law shall apply.

These Statutes have been adopted at the General Assembly dated the 5th September, 2012, held in Milan, Italy, and shall replace all previous versions.

President:



Anselm Kampik

Secretary:



José Cunha-Vaz