

Statutes of ESAM. Proposed revisions May 2011, for the General Assembly 2011.

ARTICLE A - NAME

The Society's name shall be the "European Society of Aerospace Medicine" (hereinafter referred to as ESAM), established under German law.

ARTICLE B - ADMINISTRATION AND REGISTERED OFFICE

1. The administration shall be located at the address of the Secretary-General of the Executive Committee.
2. The registered office of ESAM for legal purposes shall be fixed by the General Assembly (hereinafter referred to as the GA) at Cologne, Germany and registered in the proper manner.
3. The working language of ESAM shall be English.

ARTICLE C – OBJECTIVES

1. The Society shall work for the health and safety of all persons involved in aviation and space operations, including passengers.
2. It shall be a pan-European, independent forum for aerospace medicine and shall coordinate European aerospace medicine interests in the applicable fora.
3. It shall base its decisions on expert knowledge, evidence and open discussions within the organisation.
4. It shall be a non-profit association.

ARTICLE D – ACTIVITIES/TASKS

1. Assisting the responsible bodies in developing and harmonising education in aerospace medicine throughout Europe and working for official acknowledgement of the educational syllabus.
2. Encouraging and developing continuous information and dialogue between national aeromedical associations and organisations dealing with aviation matters.
3. Encouraging the exchange of scientific results and experience, supporting scientific research, and organising European conferences – the European Conference of Aerospace Medicine ("ECAM")
4. Developing relations with EASA (the European Aviation Safety Agency), ICAO (the International Civil Aviation Organization), and other relevant national and international institutions or organisations based on the Society's independent and expert position.

ARTICLE E – NON-PROFIT STATUS

- 1.** The Society shall exclusively and directly pursue non-profit purposes within the meaning of the section of the German Tax Code entitled "steuerbegünstigte Zwecke" [purposes subject to tax relief].
- 2.** The Association shall act altruistically and its principal aim shall not be to pursue activities for its own economic advantage.
- 3.** The Society's funds may be used only for the purposes laid down in the Statutes. Retiring Society members may not be reimbursed any subscriptions or donations they made for the purposes of the Society.
- 4.** No person shall receive disbursements for services which are contrary to the purpose of the Society, nor shall they receive disproportionately high remuneration.
- 5.** The members of the Society's bodies shall perform their tasks on an honorary basis. Expenses (in particular travelling expenses) may be reimbursed at the discretion of the Executive Committee. The EC shall have, and review regularly, its policy on expenses.
- 6.** Surpluses at the year-end shall, unless otherwise stipulated in financial allocation law, be carried over to the following financial year.

ARTICLE F – MEMBERSHIP

- 1.** Regular membership: Membership shall be open to all national associations/societies of aviation and/or aerospace medicine in all European countries, and they shall be represented by their President or another representative formally assigned by the national associations for this purpose. Individual members of the member national associations shall automatically be members of ESAM. Individuals cannot apply for membership, but where there are countries without a national organisation, or legal complications prevent a national association from joining ESAM, they may become members if they join together in a Country Group, named "(name of country) Group" following approval by the Board (hereinafter referred to as the Executive Committee). Such a group shall be considered a national association.
- 2.** Associate membership: It shall be possible for other relevant national and international associations and institutions to become associate members upon making an application to the EC. Associate members shall be entitled to all documentation relating to the work of the Society, and to attend GAs. Associate members shall not be entitled to vote, but they may send to the GA one representative with nonvoting status. (Individuals from such institutions are also welcome to become members via their national organisations).
- 3.** Membership must be applied for in writing to the EC, which shall decide whether or not to accede to the application. The applicant shall become a member once it has received written acceptance from the EC. An e-mail shall be an acceptable form of acceptance. If the applicant fulfils the personal conditions set out above, the EC may refuse membership only if it has serious grounds for doing so.

ARTICLE G - REMOVAL AND REINSTATEMENT OF MEMBERSHIP

1. Members who fail to pay the membership fee for two years despite reminders shall be suspended from the Society by decision of the EC, unless there are serious grounds in that specific case for allowing the party concerned to remain a member despite the arrears. Any member in this category shall not be entitled to vote at a General Assembly.
2. A member who acts in contravention of the aims and objectives of the Society may be excluded by decision of the EC. The excluded member shall, however, have the right of appeal to the GA which shall confirm, amend or reverse the decision of the EC by a simple majority of attending members. In the event of a split vote, the EC's decision shall be confirmed.
3. The member in question shall, by decision of the EC or the GA, be advised of loss of membership in writing in accordance with the above. Resignations must be presented in writing and shall be addressed to the EC.
4. Membership may be reinstated upon written request. In the event of the exclusion as a result of non-payment, the EC shall have the power to accept such reinstatement.

ARTICLE H - MEMBERSHIP FEE

1. The amount of the membership fee for regular and associate membership shall be decided each year by the EC. The membership fee shall be based on the number of regular, individual members, which each member association represents, and this number will be notified to the Treasurer of ESAM by the end of February each year. For associate members, a fixed annual fee shall be set each year by the EC.
2. The fee must be paid no later than 1 July each year.

ARTICLE I – GENERAL ASSEMBLY

1. The General Assembly (GA) shall be held annually and chaired by the President of the EC. In the absence of the President, the First Vice-President shall chair the General Assembly. If the latter is unavailable, the Second Vice- President shall chair.
2. The GA shall be open to all members (including individual members of the national associations.).
3. With the exception of the associate members referred to in subparagraph 2 of Article F above, one representative from each member association shall have voting status, provided the annual membership payment has been made.
4. The GA may be held in conjunction with the ECAM, which should normally be held once every two years.
5. The minimum legal period of notice required to hold a GA and or an Extraordinary GA shall be eight weeks. The notification must specify the date, time and venue and be sent to all regular and associate members in writing or electronically. The eight-week period shall start to run on the date of dispatch of the notification. A member shall be deemed to have

been invited if the invitation is sent to the most recent address or email address provided to the EC by the member.

6. The EC shall decide the content of the agenda of the GA. The agenda of the GA must be available on ESAM's Internet website no later than four weeks before the meeting is due to be held. Proposals for items to be included on the agenda shall be sent to the President no later than six weeks before the meeting is due to be held.

7. Recommendations and reports submitted to the GA shall be approved by a simple majority. In the case of a split vote, the President shall have the casting vote.

8. The GA shall elect the President for a two-year period, which may be extended by acclamation at the GA for a further two years, without the need for a vote. In the event that the President does not seek an extension, in the interim year the GA shall elect a President elect. Such an election of a President elect will be conducted by the Nomination Committee (article J.1.). Candidates for President or President elect shall have worked closely with ESAM for a minimum of two years.

Voting may take place in advance of the GA, by postal ballot or using a secure web based system. The vote shall take place no more than 28 days before the GA. The result of the ballot shall be announced at the GA.

In the event of a vote held at the GA, only those members present may cast votes. A national association, which is unable to attend the GA, may appoint a proxy to vote on their behalf, using a form supplied by the EC. The proxy can be a member of another eligible association, or a member of the EC or nomination committee, who is not standing for election at that time. In either event, they must be in possession of the proxy notification at the time of voting.

9. Every two years the GA shall elect two deputies (First and Second Vice- Presidents), a Secretary-General, a Treasurer, a Director of Communication, and member without portfolio, to constitute the EC. These shall be elected for a period of two years, which may be extended for two years as in the case of the President.

Any officer may seek re-election after a four-year term, but no member shall serve for more than six years except in exceptional circumstances, as agreed by the General Assembly.

The notification of the General assembly shall include the names of officers wishing to extend their term of office.

10. Every two years the GA shall elect two auditors to audit the finances prepared by the Treasurer.

11. Minutes shall be kept of every GA and shall be signed by the person chairing the meeting (see 1 above) and by the meeting secretary. The minutes must include a reference to the number of voting members present, the items addressed, the resolutions adopted, the election procedures applied and the results of any ballots and elections, whether held at the GA or in advance of the meeting. Resolutions regarding amendments to the Statutes shall be recorded in the minutes.

ARTICLE J - PROCEDURE FOR ELECTION OF THE EXECUTIVE COMMITTEE

1. The GA shall appoint a Nomination Committee (hereinafter referred to as the "NC") of the ESAM every two years to prepare the elections of the EC, consisting of a chair and two other members.

2. Proposed nominations for candidates for the EC must be sent to the NC by regular members at least 6 weeks in advance of the GA where elections are to be held, or announced.

3. The NC shall announce the nominations at least 4 weeks in advance of the GA where elections are to be held or announced on the ESAM website. The names of members willing to extend their term will be notified at the same time. New candidates must be asked, and confirm in writing (e-mail is acceptable) whether they are standing for election to a function, and will supply a statement in support of their candidacy, in a format laid down by the EC. This statement will be made available on the ESAM website when the nominations are announced, and should be the statement delivered orally by the candidate in the event of a ballot at the GA.

Nominations, which do not comply with these requirements, shall not be accepted.

4. The election shall take place via secret ballot in paper or electronic format, in advance of, or at the time of the GA. In the event of an election in advance of the meeting the Chairman of the nomination committee shall announce the result following the presentation of reports by officers of the EC. In the event of a paper ballot at the GA, the names of the elected EC members shall be presented immediately after the count to all the representatives at the GA.

5. Any individual member may be nominated, subject to the specific requirements for President and President elect in Article I.

6. The President, or President elect, must obtain at least 50% of the votes to be elected. Where there are more than two candidates and no single candidate obtains 50% or more of the votes, a re-election must be held between the two candidates with most votes in the first election.

7. Election of Vice-Presidents: the candidate with most votes shall become First Vice-President.

8. All persons elected shall be asked whether they accept the appointment.

ARTICLE K – EXECUTIVE COMMITTEE (EC)

1. The EC shall be composed of seven members, as elected every two years by the GA for an initial term of office of two years, which may be extended for a further two years by acclamation.

2. The EC shall consist of a President, two Vice-Presidents (First and Second, who together with the President shall form the Executive Board), a Secretary- General, a Treasurer, a Director of Communication and a member without portfolio. Wherever possible the Society should always be jointly represented at formal meetings by two EC members, at least one of whom must be on the Executive Board. If this is not possible,

then a single member of the Executive Board may represent the Society, with the approval of the full EC.

3. The EC shall direct and conduct the general day-to-day activities of the Society, including the planning of activities and financial planning. The EC shall be authorised to carry out all tasks not reserved for the GA. The EC shall take decisions by simple majority. The EC shall present a report at the GA, which shall be recorded in the minutes.

4. The President of the Society shall be responsible for the general supervision of the Society's work and shall chair all EC meetings. The President shall convene the meetings of the EC, either on his own initiative or at the request of any other member of the EC.

5. In the absence of the President, the First Vice-President, or in his/her absence the Second Vice-President, shall chair the meetings and shall exercise the duties and powers of the President. The Vice-Presidents shall also assist the President in his/her duties and shall work in consultation with the President.

6. The Secretary General shall be responsible for executing the decisions of the EC, shall keep proper records of the proceedings of all meetings held and shall hold the records of the Society.

7. The Treasurer shall keep all accounts and necessary documentation in accordance with applicable regulations, and shall be responsible for all funds of the Society. He/she shall prepare a balance sheet and an income and expenditure account annually, to be audited by the elected auditors.

8. The Director of Communication shall be responsible for any news bulletins and for keeping the Internet website updated. The member without portfolio shall undertake such duties as may be required, and agreed by the EC.

9. The EC may co-opt additional members for specific purposes that shall be agreed by the EC, for example an EASA liaison officer or AsMA representative. There shall be no more than five co-opted members at any time, and they shall not have voting rights.

10. The EC may form subcommittees for the purpose of supervising or managing the Society's special tasks. The number of members in such subcommittees shall also be determined by the EC.

11. The EC may convene an Extraordinary General Meeting at any time, and must convene such a meeting if requested in writing by at least one fifth of the voting members, citing the subject for deliberation/decision.

12. In the event of permanent or temporary incapacity of an EC member, the said member, or the executive committee of their national association, shall be invited to propose a suitable successor, subject to approval by the EC.

ARTICLE L – CONFERENCE COMMITTEE

1. The Conference Committee shall have the responsibility of arranging the ECAM once every two years. This may be undertaken in conjunction with a national society, or a recognised international aerospace organisation.

2. The Conference Committee shall be appointed by the EC and at least one member of the EC shall be a member of the Committee.
3. The Committee must have at least three members. The Committee shall select a chairperson to be responsible for the work of the Committee.

ARTICLE M – ADVISORY BOARD

1. The Advisory Board (AB) shall be a subcommittee within ESAM.
2. The Chairman, Vice-Chairman and Secretary will be the Advisory Board Committee, and shall be appointed by the Executive Committee. These appointments shall be reviewed by the EC every two years.
3. Members of the Advisory Board Committee shall have an open invitation to attend meetings of the EC.
4. Each national member association shall have an open invitation to nominate a representative to the AB. This place on the Board is to bring their own experience and expertise in aviation medicine to the Board, and not as a representative of their national association.
5. The AB Committee, with the support of the EC, may also invite additional persons from member associations, or from other European organisations of Aerospace Medicine, to assist with the work of the AB.
6. The AB shall assist the President and the EC in providing responses and advice related to aerospace medical scientific questions, regulations, etc. The work programme of the AB shall be agreed between the EC and the AB Committee, and reviewed regularly.
7. The response prepared by the AB shall be in the form of a written report setting out the nature of the subject under consideration, the evidence considered, discussion, conclusion and recommendations. The report shall provide guidance to the EC, and its conclusions and recommendations shall not be binding. Following approval of such a paper by the EC, the paper shall be published via the ESAM website, or via any other medium as agreed.

ARTICLE N – ACCOUNTS

1. ESAM's revenue shall include annual subscription fees, public or private grants and donations.
2. The Society's funds shall be deposited in a scheduled bank approved by the EC in the name of ESAM.
3. The bank account shall be operated for the purposes of ESAM by the Treasurer. The President and Secretary-General shall have the right to sign for transactions in addition to the Treasurer. For transactions over 1,000 Euros, two signatures shall be required. That of the Treasurer, plus either the Secretary-General, or a member of the Executive Board.
4. The accounting year shall run from 1 January to 31 December. The audit should be completed no later than the 1 March the following year and presented to the EC.

5. The annual accounts of the Society shall be audited every year by the two auditors appointed by the GA in accordance with Article I.

ARTICLE O - PAYMENT OF EXPENSES

1. The Society may pay or reimburse travel and accommodation expenses for members of the EC or other official delegates relating to their tasks and missions within ESAM. The EC shall review the need for expenses regularly, and may set a 'cap' to limit expenses consistent with the Society's financial status. A member eligible for such reimbursement may exercise the option not to receive such expenses, and in this event the sum due shall be deemed as a donation to the Society, and a receipt issued.

2. Reimbursement of air fares shall be at the lowest acceptable rate, normally economy class. Any exception to this rule shall require approval in advance from the Treasurer and the one member of the Executive Board.

ARTICLE P - AMENDMENTS TO THE STATUTES

1. Amendments to the Statutes shall be proposed in writing to the EC no later than three calendar months before the next GA is due to be held. The proposed amendments shall be notified to the members, in writing, at the same time that the notification of the GA is sent.

2. For adoption, such amendments shall require the approval of at least two thirds of the voting members at the GA. At least 50% of the members with voting status must be present, either in person or by proxy.

3. In the event of any contradiction between the Statutes of ESAM and the law in the country where ESAM is registered, the legislative provisions of the country in question shall prevail and the Statutes shall be adapted accordingly. The EC should normally seek expert guidance on any proposed amendments before their proposal to the GA.

4. Any amendments to the Statutes relating to the objectives of the Society must be agreed in advance by the tax authorities.

ARTICLE Q – DISSOLUTION AND LIQUIDATION

The dissolution of the Society may be requested by the Executive Committee or by one third of the regular members.

A decision on such a request may be taken only at a GA convened for that purpose, which shall be quorate only if at least one half of the regular members are present or represented. If there is no quorum, a further GA shall be convened within three weeks, and must be quorate irrespective of the number of regular members attending or represented. The Society may be dissolved only by a three-quarter majority vote of the regular members attending or represented.

The meeting shall appoint two liquidators to wind up activities. Their tasks and powers shall be determined in accordance with the provisions of the BGB [German Civil Code]. Upon dissolution or discontinuation of the Society, or if its preferential tax status is terminated, its assets shall be transferred to the International Academy of Aviation and Space Medicine for research and training in aviation and space medicine.

The version in German of the Statutes is defined as the reference for the work of ESAM in case of differences with the text in English.