



ESCMID

ESCMID Statutes

Articles of Association of the European Society of Clinical Microbiology and Infectious Diseases, (Europäische Gesellschaft für klinische Mikrobiologie und Infektionskrankheiten)

§ 1 Name and Registered Office

- The name of the Society is the "European Society of Clinical Microbiology and Infectious Diseases, (Europäische Gesellschaft für klinische Mikrobiologie und Infektionskrankheiten)" ("**ESCMID**" or the "**Society**"). The legal domicile of the Society shall be in Basel. The Society is subject to the provisions of Art. 60 f. of the Swiss Civil Code (CC). The Society shall take its best efforts to voluntarily register at the Commercial Registry according to art. 61 para. 1 of the CC.

§ 2 Purpose of the Society

- The Society shall promote research and education in the prevention, diagnosis and therapy of infections by bringing together persons who are

active in all fields of clinical microbiology and infectious diseases in the European countries and elsewhere.

- In pursuing its objectives, the Society may organise scientific meetings, congresses, educational events, exchange visits between specialists, support co-operation in research and professional matters, publish journals and educational materials, issue guidelines, liaise with professional societies, governments or governmental agencies, and may engage in any other activity in pursuit of its primary purpose.
- The Society is established and will act only and directly for non-profit purposes, and, thus, will not predominantly pursue economic goals. The funds of the Society shall be used only for the purposes provided for in the present Articles of Association. The members, their relatives or business associates shall receive neither allowances from the funds of the Society nor any other personal financial benefit. No person shall benefit from disproportionately high compensation or from the dispensation of funds for reasons incongruent with the objectives of the Society.
- The Society has no political or religious orientation.

§ 3 Membership

The Society consists of members from any country in the following categories:

1. Regular members
2. Honorary members, and
3. Affiliated members.

- **Regular members** are individual members that shall pay membership fees to the Society. They are entitled to attend the Assembly of Members and vote on all matters subjected to ballot.

- Subject to the approval of the Executive Committee, regular membership is open to anyone actively engaged in the fields of clinical microbiology and/or infectious diseases. Annual membership fees shall be proposed by the Executive Committee and approved by the Assembly of Members.
- Resignation / Exclusion
- Should a member wish to withdraw from the Society, upon written notice the membership will be cancelled with immediate effect and the pro-rata membership fees will not be reimbursed.
- The Executive Committee may exclude members from ESCMID at any time if they no longer meet their obligation to pay their membership fee or contravene the interests of ESCMID. Its decision is final. Members who have resigned or have been excluded shall not have any claims to the assets of ESCMID.
- **Honorary members** shall be appointed by the Executive Committee. They will enjoy all the rights as regular members but shall be exempted from paying membership fees.
- **Affiliated members** are the members of those scientific societies that have applied for and been accepted by the Executive Committee as Affiliated Societies. They do not pay individual membership fees. They have no voting right at the Assembly of Members.

§ 4 ESCMID Council / Affiliated Societies

- **Affiliated Societies** are member societies that have applied for and been accepted by the Executive Committee for affiliated status. They pay an annual fee as determined by the Executive Committee. They have no voting right at the Assembly of Members. They have a consultative vote on matters brought before the Society's ESCMID Council. All members of Affiliated Societies are

ESCMID Affiliated Members (according to § 3). Each Affiliated Society is represented in the ESCMID Council by its President or by a duly nominated representative.

- The **ESCMID Council** shall serve as an advisory board to the Executive Committee. Its constituent members are the representatives of societies that have signed an Affiliation Agreement with ESCMID. The ESCMID Council usually meets once a year during the annual congress of the Society. The President of the Society shall serve as chairperson and shall publish the invitation and agenda.

§ 5 Finances

The Society's major sources of income will be:

1. membership fees
2. donations and liberalities
3. organisation of scientific meetings, congresses, and educational events
4. publication of journals and educational materials, and
5. grants from governments or governmental agencies.

§ 6 Organisation

The governing bodies of the Society are:

1. the Assembly of Members,
2. the Executive Committee, and
3. the Auditors.

1. The Assembly of Members

- The **Assembly of Members** is the supreme body of the Society and shall hold Plenary Meetings. All members of the Society shall be entitled to attend

the Assembly of Members which is normally held during the annual congress of the Society. The President, upon a resolution of the Executive Committee, shall convene the Assembly of Members by sending a letter stating the Agenda to all regular and honorary members. The convocation may be sent electronically to individual email addresses or as a letter to members without a personal email address. The notice period shall be at least six weeks from the day following the dispatch of the letter of convocation. The date of the postal stamp or of the email shall apply. The convocation is deemed to have been received by the member if it has been sent to the member's last known email or postal address. The Assembly of Members shall discuss the proposals of the Executive Committee and pass resolutions by a simple majority of the members present. Any duly convened Assembly of Members shall be recognised as a quorum, irrespective of the number of members of the Society in attendance.

- An Assembly of Members may be replaced by an electronic circular and resolution by ballot, with the same notice periods, quorum and voting procedures as above.

2. The Executive Committee

- The executive power of the Society shall be vested in the **Executive Committee**, which shall consist of at least seven voting members.
- The selection of candidates to be considered for election to the Executive Committee shall be made by a Nominating Committee from among the individual regular members of the Society in good standing for at least the past three years.
- The members of the Executive Committee are elected by simple majority and by secret ballot. They are elected for a term of four years and may be re-

elected for one additional term, whereupon at least four years must elapse before re-election may take place. A term of office begins and ends on the date of the Assembly of Members.

- A minimum of three members shall represent the fields of clinical microbiology and infectious diseases, re-spectively. Each elected member of the Executive Committee shall come from a different country.
- The Executive Committee may appoint ad hoc non-voting members to deal with particular matters, for a term not exceeding four years, re-appointment is possible. The Executive Committee may also appoint subcom-mittees for specific purposes, and define their terms.
- The Executive Committee shall elect a President, a President-Elect (also acting as the Secretary General), and a Treasurer from among its elected members, and assign other portfolios to either elected or ad hoc members. The term of office shall be two years each for the President, the President-Elect and the Past President. The President-Elect shall be elected at an Executive Committee meeting taking place prior to the Assembly of Members at which he/she takes up his/her new office, and may not be elected in the last year of his/her term of office. The position of President shall be held in turn by a specialist in Clinical Microbiology and a specialist in Infectious Diseases.
- The President, the Secretary General and the Treasurer shall represent the Society externally each with col-lective signatory powers by two.
- The Executive Committee shall pass resolutions with the simple majority of its members present at the Exec-utive Committee meeting. In event of tie, the Executive Committee shall retake the vote on the agenda item concerned at the next meeting; only at such second meeting, the President has the casting vote. The quorum shall consist of four voting members.

- The Executive Committee may appoint a Chief Operating Officer to manage the administrative office of the Society according to the decisions and directives of the Executive Committee.

3. The Auditors

- A formal audit of the annual accounts shall be performed by a registered audit company, the **Auditors**, considering generally accepted accounting principles, legislation and the objectives as outlined in these articles. The auditors review the financial books and report their findings to the Assembly of Members. The auditors are elected by the Assembly of Members.

§ 7 Amendments to the Articles of Association

- Amendments to the Articles of Association may be proposed by a two-thirds majority vote of the Executive Committee or by a written request signed by a minimum of 100 members of the Society who are at least in their second year of membership.
- Amendments to the Articles of Association may be made by a two-thirds majority of the members participating in a secret ballot (in writing or electronically via the Internet) or by an open or secret vote at an Assembly of Members with a show of hands.

§ 8 Language

- The official language of the Society and its publications shall be English.
- A German and an English version exists of these Articles of Association. In the event of deviations between the English version of the Articles of Association and any version in other language, the English version shall prevail.

§ 9 Bylaws / EOP

- The Bylaws are the written rules for conduct of the Society. They further define the basic outline given in the Articles of Association. The Bylaws are periodically updated by the Executive Committee and give reference to the standard operating procedures (named EOP = ESCMID Operating Procedure).

§ 10 Dissolution

- A resolution passed by two thirds of the members of the Society attending the Assembly of Members or participating in voting by electronic means or mail shall be requisite to dissolve the Society. In case the Society should be dissolved or liquidated or if the tax-privileged purposes no longer apply, the assets of the Society shall be transferred to a corporation governed by public law or another tax-exempt corporation for use in medical science, research or education.

§ 11 Taking effect of Articles of Association and its Amendments

- These Articles of Association were adopted by the Members by means of an electronic circular and come into force on 25 April 2022.