



**STATUTES**  
as per October 2017

**Statutes of the European Society for Magnetic  
Resonance in Medicine and Biology (ESMRMB)**

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## **1) Name, seat and scope of activities**

### **1.1) Name**

The name of the Society shall be the European Society for Magnetic Resonance in Medicine and Biology (ESMRMB).

### **1.2) Seat**

The Society shall have its seat in Vienna, Austria.

### **1.3) Scope of activities**

Its main activities shall extend throughout Europe.

## **2) Purpose**

The ESMRMB is a non-profit and apolitical society, which promotes the development and practical application of magnetic resonance in medicine and biology within Europe. It fosters co-operation both between workers in different European countries and between those in the various disciplines in its field. The ESMRMB is committed to scientific and technical excellence, to innovation and quality in healthcare, to the promotion of knowledge and understanding, and to interdisciplinary co-operation.

The ESMRMB aspires to be the premier body in its field within Europe, and to promote Europe's role in the research and practice of magnetic resonance in medicine and biology.

## **3) Means of achieving the purpose and methods of raising the funds**

The intended purpose of the Society shall be achieved by the means and funds listed below:

### **3.1) Means**

The Society holds congresses, meetings, workshops, provides educational programmes and offers a wide variety of services to its members. It also collaborates with national and international societies in related fields. Among other activities, the Society organises annual scientific meetings, manages a scientific journal and educational course programmes in the field of MRI and MRS.

### **3.2) Funds**

The necessary funds are to be derived from:

Membership dues, proceeds from scientific meetings, workshops etc. enterprises owned by the Society, contributions, collections, legacies, and other donations.

## **4) Definitions**

### **4.1) The period**

The time between two consecutive annual business meetings. The period begins and ends immediately after the business meeting.

#### **4.2) Members in good standing**

Ordinary members having paid their annual membership fee in due time as well as honorary members of the Society.

#### **4.3) The ESMRMB Office**

The ESMRMB Office is an organisational unit dedicated to the management of the daily business of the Society. The Executive Director of the ESMRMB shall preside over and organise the ESMRMB office. See also section 13h.

### **5) Types of membership (for fellows of the Society, see article 13f)**

There shall be the following types of members:

#### **5.1) Ordinary members**

Ordinary members are members who participate fully in the Society's endeavours.

#### **5.2) Corporate members**

Corporate members are members who further the Society's activities mainly by the payment of higher membership dues. A corporate member is not an individual person, but may be a corporation, company or other organisation including commercial enterprises.

#### **5.3) Honorary members**

Honorary members are persons who are nominated because of their outstanding contributions to the Society or to its fields of interest. For honorary members the annual membership fee is waived.

#### **5.4) Partner Societies**

Societies and other non-profit organisations dedicated to the promotion of the development and practical application of magnetic resonance in medicine and biology within Europe may become Partner Societies of the ESMRMB. Partner Societies shall not be subject to membership fees.

#### **5.5) Associated members**

Associated members are members of ESMRMB Partner Societies who are not ordinary members.

### **6) Acquisition of membership**

#### **6.1) Ordinary membership**

Ordinary membership shall be open to all natural persons playing an active role in research, education, development or patient care in the field of magnetic resonance.

The Executive Board shall have the final decision on the acceptance of a person as an ordinary member. Membership may be refused without providing reasons.

An application for membership must include a statement about the profession of the applicant. When accepting a new member, the Executive Board shall decide whether the new member is "clinician" or "non-clinician".

## **6.2) Corporate membership**

Corporate membership shall be open to corporations, companies or other organisations including commercial enterprises playing an active role in research, education, development or patient care in the field of Magnetic Resonance in Medicine and Biology. The Executive Board shall have the final decision on the acceptance of a corporation, company or other organisation including commercial enterprises as a corporate member. Membership may be refused without providing reasons. Corporate members shall be represented by 3 ordinary members they appointed.

## **6.3) Honorary membership**

Honorary membership shall be awarded by the Executive Board on the proposal of the Nomination and Awards Committee.

## **6.4) Acquisition of Partner Society status**

Becoming a Partner Society shall be open to all societies and non-profit organisations dedicated to the promotion of the development and practical application of magnetic resonance in medicine and biology within Europe. The Executive Board shall have the final decision on the acceptance of Partner Societies.

## **6.5) Associated membership**

The Executive Board shall have the final decision on the acceptance of new associate members.

# **7) Termination of membership**

Membership shall expire through death (in the case of corporations, companies or other organisations including commercial enterprises through the loss of their legal personality), voluntary withdrawal, cancellation or exclusion.

## **7.1) Voluntary withdrawal**

Voluntary withdrawal shall be possible at any time. It is to be notified to the Executive Board at the address of the ESMRMB office in writing at least 1 month prior to the end of the calendar year, preceding the year in which the withdrawal shall become effective. If the notification occurs late, the withdrawal shall become effective at the next withdrawal date, which is the end of the calendar year following the notification of withdrawal.

## **7.2) Cancellation**

Cancellation of membership may be decided by the Executive Board if the member is, despite two written reminders, more than two months in arrears with the payment of his/her membership dues. The annual membership fee shall be paid until the end of the current year. Cancellation shall not affect the member's obligation to pay the unsettled dues of the current year.

## **7.3) Exclusion**

Exclusion from the Society may be decreed by the Executive Board on grounds of a serious violation of membership obligations or of dishonourable conduct. Appeal to the Business Meeting against exclusion shall be possible. The membership rights shall be suspended until a decision is taken by the Business Meeting.

## **7.4) Withdrawal of honorary membership**

Withdrawal of honorary membership may be decided by the Business Meeting upon request by the Executive Board for reasons listed under item 7.3.

## **8) Rights and duties of members**

Members in good standing shall be entitled to participate in all events of the Society and to use the facilities of the Society. Corporate members shall have the right to nominate three persons as ordinary members who shall be accepted according to the conditions laid down for the class of membership concerned. Partner Societies and associated members shall only be entitled to receipt of the Society's regular information material. Associate members may have online access to the official society journal MAGMA upon payment of a pre-defined fee. Upon decision of the Executive Board associated members may become entitled to participate in events of the Society and to use facilities of the Society subject to the conditions decided by the Executive Board.

Ordinary members and honorary members in good standing shall have the right to vote at the Annual Business Meeting and to elect officers. The right to stand for elections, however, shall be reserved for ordinary and honorary members who have their place of residence in Europe.

Members shall be obliged to further the interests of the Society as far as their resources permit it and to refrain from activities which could harm the image and purpose of the Society. Members are to observe the statutes of the Society as well as the decisions taken by the bodies of the Society. Both ordinary and corporate members shall be obliged to pay the membership dues in the amount determined by the Annual Business Meeting in time.

## **9) Organs of the Society**

The organs of the Society shall be

### **9.1) The Business Meeting**

### **9.2) The Executive Board**

### **9.3) The Standing Committees**

- Coordination Committee (article 12.2.c and 14.1)
- Nomination and Awards Committee (article 12.2.d and 14.2)
- Finance Committee (article 12.2.f)
- Education and Workshop Committee (article 12.2.h)
- Editorial Board (article 12.2.i)
- Steering Committees of the educational programmes of the Society (article 12.2.h)
- Scientific Programme Committee (article 12.2.a and 12.2.k)
- Local Organising Committee (article 12.2.l)
- Committee on Industry Relations (article 12.2.d and 12.2.m and 14.3)

### **9.4) The Controllers**

### **9.5) Conciliation Board**

## **10) Business Meeting**

### **10.1) Annual Business Meeting**

The Annual Business Meeting shall take place every year during the Annual Congress of the Society.



## **10.2) Extraordinary Business Meeting**

An Extraordinary Business Meeting is to take place by decision of the Executive Board, the Annual Business Meeting, the Controllers or by a written reasoned request of at least 10% of the members in good standing of the Society. In these cases, the Extraordinary Business Meeting is to be held three months after the request for such a meeting has been submitted to the Executive Board at the latest.

## **10.3) Invitation to the Business Meetings**

As regards both the Annual Business Meetings and the Extraordinary Business Meetings, the members are to be invited in writing at least 6 weeks prior to the date of the meeting. The invitation is to include the agenda of the meeting and shall be extended by the Executive Board.

## **10.4) Agenda**

Additional items related to the Business Meeting are to be received by the ESMRMB office at least 4 weeks prior to the Business Meeting. The final agenda will be available to the members at least 2 weeks prior to the Business Meeting on the website of the society. Every member is responsible for informing themselves about the final agenda. Final decisions - except decisions requesting the convocation of an Extraordinary Business Meeting - may only be made on items listed on the final agenda.

## **10.5) Right to attend and voting**

Ordinary members in good standing and honorary members of the society shall have the right to attend the Business Meeting. Every member shall have one vote. Corporate members shall be entitled to be represented by the 3 ordinary members they appointed. A transfer of the voting right shall not be possible. The Business Meeting shall reach a quorum irrespective of the number of members present.

The Business Meeting shall in principle vote and decide by a relative majority of votes. Decisions involving an amendment of the statutes of the Society or its dissolution shall require a two third majority of the votes cast. The presiding member shall have the casting vote in the event of a tie.

## **10.6) Chairperson**

The Business Meeting shall be chaired by the President.

# **11) The duties of the Business Meeting**

The following duties lie within the authority of the Business Meeting:

- a) receive and approve the report on the status of the Society and the statement of accounts,
- b) receive and approve the next annual budget,
- c) determine the amount of the membership dues for the coming year,
- d) release or exclude Executive Board members upon request by the Executive Board,
- e) decide on appeals against exclusion from membership,
- f) decide on amendments to the statutes and the dissolution of the Society,
- g) deliberate and decide on other items on the agenda.

Furthermore, the results of the Executive Board elections and the selection of venues and dates of future Annual Scientific Congresses are to be announced at the Business Meeting.

## 12) The Executive Board

### 12.1) Structure of the Executive Board

The Executive Board shall consist of eight elected and additional co-opted members.

All members shall have their place of residence in Europe.

- Each period, one member shall be elected by the membership (election process article 12.3) as President Elect for the presidential track (President-Elect, Vice-President, President and Past-President).

Every other period, one member shall be elected by the membership (election process article 12.3) as Membership Officer and one member as Education Officer.

- For persons elected to the presidential track, no re-election to the Executive Board is possible, but the Executive Board has the power to co-opt and to appoint individuals to non-elected positions.
- Additional members will be co-opted by the Executive Board due to their specific functions: The chairpersons of the Scientific Programme Committees of the upcoming Scientific Meeting and of the following one are voting members of the Executive Board. The chairperson of the Local Organising Committee of the upcoming Scientific Meeting, the Editor in Chief of the Journal of the Society and the directors of the educational programmes of the Society are co-opted members of the Executive Board with no voting rights.
- The Chairperson of an Ad Hoc Committee shall be co-opted to the Executive Board as a voting member for the term of office.

The meetings of the Executive Board will be attended by the Executive Director of the ESMRMB. The Executive Director has no voting rights.

### 12.2) Positions and special duties of Executive Board members

- a) The President Elect
  - shall coordinate together with the Vice President the preparation of venue selection for the annual meeting,
  - shall take over all duties and responsibilities of the Vice President if the Vice President is incapacitated or absent,
- b) The Vice President
  - shall be responsible for the strategic review of the Society and performance assessment of the Society organs,
  - shall be responsible for the preparation of venue selection for the annual meeting,
  - shall take over all duties and responsibilities of the Past President if the Past President is incapacitated or absent,
  - becomes ex-officio member of the Scientific Programme Committee of the upcoming year.
- c) The President
  - represents the Society externally,
  - chairs the Business Meeting and the Executive Board Meetings,
  - shall be responsible, on behalf of the Society, to sign written documents and announcements, in particular documents containing obligations of the Society, in conjunction with another member of the Executive Board,
  - in emergency situations he/she shall attempt to consult the Coordination Committee or the Executive Board before acting. If this is impossible then he/she may act on his/her own initiative and take decisions in matters falling within the jurisdiction of the Business Meeting or the Executive Board at his/her own risk and at his/her own responsibilities; such decisions shall, however, require subsequent approval by the responsible body of the Society,
  - shall work in close cooperation with the Office in order to lead the society through the daily practical working- and decision making processes,
  - chairs the Coordination Committee.

- d) The Past President
- shall be responsible for the supervision of the Statutes, Governance and the Guidelines of the Society,
  - shall take over all duties and responsibilities of the President if the President is incapacitated or absent,
  - chairs the Nomination and Awards Committee and the Committee on Industry Relations
- e) The Secretary
- shall be responsible for the minutes of the Annual Business and the Executive Board meetings,
  - shall supervise the orderly storage of the Society documents and shall, together with the President and the Executive Director, prepare the agendas of the meetings,
  - shall be responsible for the public relations and promotion activities, as well as the content of the Society internet home page and the society pages within the journals of the society,
  - shall be responsible for external relations, i.e. all preparations of meetings and correspondence as far as joint projects and common interests with other non-profit societies or associations are concerned,

The term of office of the Secretary shall be two periods. Re-election to the Executive Board is only possible in the presidential track. The Executive Board has the power to co-opt and to appoint individuals to non-elected positions.

- f) The Treasurer
- shall be responsible for the finances
  - shall be responsible for the receipt, administration and the payment of financial obligations of the Society,
  - shall act as financial advisor to the Executive Board,
  - shall prepare a written financial statement for each meeting, which he/she shall comment on during the meeting. The statement shall provide detailed information on receipts and expenditure as well as on the financial status of the Society,
  - shall submit his/her report together with the relevant documents to the independent auditors in time, so that they can revise the annual statement of accounts and present it to the Annual Business Meeting,
  - chairs the Finance Committee

The term of office of the Treasurer shall be two periods. Re-election to the Executive Board is only possible in the presidential track.

- g) The Membership Officer
- shall be responsible for matters related to the members,
  - shall be in charge of organising and developing services provided by the society to the members,
  - shall supervise the membership lists,

The term of office of the Membership Officer shall be two periods, after which he/she becomes Secretary or Treasurer.

- h) The Education Officer
- shall be responsible for the organisation and the scientific programme of the educational activities and the scientific workshops of the Society, including the teaching sessions of the Annual Scientific Meeting, in coordination with the Scientific Programme Committee,
  - shall be responsible for the supervision of the organisation of the educational course programmes outside the Annual Scientific Meeting,
  - shall be responsible for the accreditation and support of external educational and workshop activities if requested,
  - is a member of the Steering Committees of the educational course programmes
  - chairs the Education and Workshop Committee

The term of office of the Education Officer shall be two periods, after which he/she becomes Treasurer or Secretary.

- i) The Editor In Chief
- shall exercise control of the editorial development and the editorial content of the scientific journal of the society,
  - chairs the Editorial Board of the Journal

The Editor in Chief shall be appointed by the Executive Board and the renewable term of office is four periods.

- j) Directors of educational programmes
- shall be responsible for the organisation of the respective educational programme,
  - shall report their activities to the Education Officer on an annual basis,
  - chair the Steering Committee of the respective educational programme

The Directors of educational programmes of the Society shall be appointed by the Executive Board and the renewable term of office is four periods.

- k) Scientific Programme Chairpersons of the upcoming and the following scientific meetings
- shall be responsible for the scientific programme of the Annual Scientific Meeting he/she has been appointed for,
  - chairs the corresponding Scientific Programme Committee of the Annual Scientific Meeting

The Scientific Programme Chairperson is appointed by the Executive Board.

- l) The Chairperson of the Local Organising Committee of the upcoming annual meeting
- shall be responsible for the local support regarding the organisation of the Annual Scientific Congress he/she has been appointed for,
  - chairs the corresponding Local Organising Committee of the Annual Scientific Meeting

The Chairperson of the Local Organising Committee is appointed by the Executive Board after the site selection for the respective Annual Scientific Meeting has been completed.

- m) The Chairperson of the Committee on Industry Relations
- shall be responsible for the maintenance of industry contacts and coordinating meetings and agreements in terms of industry support for the society, its Annual Scientific Meeting and educational programmes (in collaboration with the directors of the educational programmes)
  - chairs the corresponding Committee on Industry Relations

The Chairperson of the Committee on Industry Relations is the Past President of the Society.

### 12.3) Election process

Ordinary and honorary members in good standing shall elect a President Elect in every period. The term of office shall be four periods whereof the office of President Elect shall be vested in the first period, the office of vice president in the second period, the office of president in the third period and the office of past president in the fourth period. Every other period, ordinary and honorary members in good standing shall elect one Membership Officer and one Education Officer. The election process shall be organised and executed by the Nominations and Awards Committee assisted by the Office. Before the election shall take place the Nomination and Awards Committee shall send a call for nominations to the membership, giving them at least 2 weeks time to return their proposals. Every ordinary and honorary member can give one or several proposals. The election may be by postal ballot mail or by way of electronic voting. The voting procedure has to be in compliance with the principles of free and equal elections in particular by providing for proper identification of the voters, for anonymity, for prevention of the voters to vote more than once and for notification of the voter that his vote has been cast. For each vacant position a minimum of 2 and a maximum of 3 candidates shall be nominated by the Nominations and Awards Committee, all in the same category (clinician or non-clinician). The candidate with the relative majority of the votes is elected. The candidate in the Presidential track shall be alternatively a non-clinician or a clinician; the 2 candidates for the positions of the Membership Officer and Education Officer shall be one non-clinician and one clinician. When selecting the candidates, an overrepresentation of one or several European countries shall be avoided. Every second year, the

President in office appoints one of the newly elected members as a Membership Officer and the other as Education Officer. The 2 members previously occupying these positions will be appointed as Treasurer and as a Secretary.

#### **12.4) Executive Board Meetings**

The Executive Board shall be convened in writing by the President at least three weeks prior to the scheduled meeting and shall meet at least twice a year.

The Executive Board shall have a quorum if all its members have been invited and if at least half of the voting members are present. The Executive Board shall decide by simple majority; in the event of a tie, the presiding officer shall have the additional casting vote.

#### **12.5) Resignation and withdrawal**

Apart from death and expiry of the term of office, the function of an Executive Board member shall terminate if he/she is removed by the Business Meeting, upon request by the Executive Board, or by resignation. Exclusion from the Executive Board may be decreed by the Executive Board on grounds of continuous inactivity, serious violation of membership obligations or of dishonourable conduct. Appeal to the Business Meeting against exclusion shall be possible. The rights of the Executive Board member shall be suspended until a decision is taken by the Business Meeting. Any member of the Executive Board may announce his/her resignation in writing at any time. The notice of resignation is to be addressed to the Executive Board, or in case of resignation of the entire Executive Board, to the Business Meeting. Resignation shall only take effect after the election or co-option of a successor. In this case the Executive Board has the duty to co-opt a new member for this position until the end of its term. To do so, the Executive Board shall also have the right to co-opt previous or current members of the Executive Board, if appropriate.

#### **12.6) Transition Provision**

The introduction of changes to the statutes in October 2016 regarding the presidential track requires transitional provisions for the transfer of organisation structures.

- a) The person in the presidential track elected in 2012 and having taken office as President Elect in October 2012 shall vest the position as Past President for two periods from October 2016. Following the end of these two periods, he/she will leave the Executive Board of the presidential track.
- b) The person in the presidential track elected in 2014 and having taken office as President Elect in May 2014 shall vest the position as President for two periods from October 2016. Following these two periods, he/she will become Past President for one period from 2018. At the end of that period, he/she will leave the Executive Board of the presidential track.
- c) The person in the presidential track elected in 2016 and will take office as President Elect in October 2016 and will be the first person to complete the duration of four periods in the presidential track: therefore, one period as President Elect, one period as Vice President, one period as President, and one period as Past President.
- d) Final Provision

All changes made, except the above mentioned "Transition Provision", in the Statutes of the Society, as approved by the Business Meeting, shall be in full force and implemented as per October 2016.

### **13) Duties of the Executive Board**

The Executive Board shall be responsible for the management of the Society. It is to perform all functions not allocated to another organ of the Society by the Statutes. Its responsibilities shall include:

- a) co-option of Executive Board members, to chair Ad Hoc Committees (article 15)

- b) organisation of annual congresses and vote on the congress venue,
- c) preparation of the Annual Business Meeting,
- d) calling of Extraordinary Business Meetings,
- e) administration of the assets of the Society,
- f) Award of Society fellowships to ordinary members (Society fellows shall be nominated because of their important contributions to the Society or to its fields of interest) on the proposal of the Nomination and Awards Committee;
- g) admission, exclusion and cancellation of Society members either by itself or by delegation to an appropriate committee
- h) The work of the ESMRMB Office shall be supervised by the Executive Board. The ESMRMB Office shall be responsible for the management of the daily business of the Society and shall perform tasks assigned by the Executive Board in relation to any Society matter. The Executive Board remains competent for the approval of contracts with, as well as entered into by the ESMRMB Office.
- i) appointment and exclusion of the members of the standing committees and of the ad hoc committees
- j) decision of transforming an ad hoc committee to a standing committee.
- k) appointment of the Chairperson of the Scientific Programme Committee and of the Local Organising Committee for the Annual Scientific Meeting,
- l) proposal of the dissolution of the Society to the Business Meeting,
- m) approval of the Society Guidelines.

## 14) Standing Committees

The standing committees are defined under item 9.3, if not defined differently under item 14.1 – 14.3.

- a) members of a standing committee shall be proposed by the chairperson of the specific committee and appointed by the Executive Board,
- b) the term of office of the members of a standing committee ends with the end of the term of office of its chairperson,
- c) a committee shall consist of a minimum of two members plus the chairperson.
- d) The Chairperson of any standing committee may suggest exclusion of a member of that specific committee if he/she is considered continuously inactive. Such suggestions shall, together with a proposition for replacement, be made by the Chairperson to the Executive Board.

### 14.1) The Coordination Committee

The Coordination Committee consists of the four members of the Presidential track, the Secretary and the Treasurer. The function of the Coordination Committee is:

- a) to assist the President and to contribute to all matters related to the daily practical issues of the Society,
- b) to prepare matters related to decisions, which will be taken in the Executive Board and to supervise the implementation of decisions which have been taken in the Executive Board or the Annual Business Meeting.
- c) to supervise the structure and governance of the society and if needed, propose changes to the Executive

- Board,  
d) to propose strategic actions to optimise the performance of the society.

During one period the Coordination Committee shall meet at least two times (not including Executive Board Meetings). These meetings may be held as telephone, video or electronic conferences.

#### **14.2) The Nomination and Awards Committee**

The Nomination and Awards Committee consists of four members (not including the chairperson). Two of these four members shall be members of the Executive Board at the time of their appointment.

#### **14.3) The Committee on Industry Relations**

The purpose of the committee is to advise the Society in all matters involving relationships with industry, including those related to the consolidation and extension of MR-Enterprise partners,

### **15) The Ad Hoc committees**

The Executive Board can establish a maximum of two Ad Hoc Committees, consisting of a chairperson and a minimum of two members. The Executive Board appoints the chairperson of an Ad Hoc Committee. Committee members shall be proposed by the chairperson and appointed by the Executive Board. The term of office for an Ad Hoc Committee shall be a maximum of two periods. Chairperson of an Ad Hoc Committee shall be co-opted to the Executive Board for the term of office as a voting member. The Executive Board may decide to transform an Ad Hoc Committee into a standing committee.

### **16) Two Controllers**

#### **16.1) Election process**

Two Controllers shall be proposed by the Executive Board and appointed by the Business Meeting for one period. Re-election is permissible. The provisions with regard to the appointment, relief and resignation of the Executive Board shall be applicable mutatis mutandis for the Controllers.

#### **16.2) Controlling / Auditing**

The Controllers shall control the financial management of the Society with regard to the regularity of the accounting and the use of the Society's assets and means in compliance with its statutes. The Executive Board has to provide the Controllers with all necessary documents and information. The Controllers shall report to the Executive Board. The Executive Board shall remedy all deficiencies with regard to the financial management of the Society found by the Controllers and take all measures to avoid any danger from the Society notified of by the Controllers. The Executive Board shall inform the members of the Society about the audit. Information of the members in the course of a Business Meeting has to be given in the presence of the Controllers.

#### **16.3) Special duties**

Should the Controllers establish that the Executive Board persistently and seriously infringes its duties with regard to their liability to account and no efficient remedy can be expected within the Society before long, the Controllers have to demand the convocation of a Business Meeting from the Executive Board. The Controller itself also is entitled to convoke a Business Meeting.

## **17) MR Enterprise**

The Society shall have a well-defined and special relationship with several companies through a body called MR Enterprise. Every company related to the field of magnetic resonance can apply for membership. MR Enterprise itself decides about the adoption of new members.

### **17.1) Structure**

MR Enterprise shall consist of one representative of each company, which has pledged to support the Annual Scientific Meeting following the one of the current year. This pledge has to be made at least 30 days prior to the Annual Scientific Meeting of the current year. Every company shall have the rights and duties defined by the respective agreement signed jointly between the Society and the member company. Additional members of MR Enterprise shall be the Past President, the President, the Vice President, the President Elect, the Treasurer, and the Secretary who shall prepare the minutes of the meetings. The President shall preside over the meetings of MR Enterprise.

### **17.2) Meetings**

The meetings shall take place at least once a year during the Annual Scientific Meeting of the Society. The meetings shall be called in writing or orally by the Treasurer or the President of the Society.

### **17.3) Voting**

MR Enterprise shall have a quorum if all its members have been invited and at least half of them are present at the meeting. MR Enterprise shall decide by simple majority; in the event of a tie, the presiding officer shall have the casting vote.

## **18) Duties of MR Enterprise**

It shall be the duty of MR Enterprise to advise the Society regarding the Annual Scientific Congress. The duties shall be as follows:

- a) advise on future congress venues and to submit corresponding proposals to the Executive Board,
- b) advise the Society on the size of the technical exhibition of future Annual Scientific Congresses;
- c) advise the Society with regard to all business relevant to the successful conduct of future Annual Scientific Meetings.

## **19) Dissolution of the Society**

### **19.1) Voting**

The voluntary liquidation of the Society may only be resolved with a majority of two thirds of the votes in a Business Meeting convened for this purpose.

### **19.2) Liquidation of the Society**

This Business Meeting is also to pass a resolution concerning the assets of the Society, if such assets exist.



The Business Meeting is to appoint a liquidator and to pass a resolution to whom it is to transfer the assets of the Society remaining after the payment of the debts. In the case of liquidation of the Society, these assets, as far as it is possible and permitted, shall be transferred to a non-profit organisation for the promotion of non-profit purposes in accordance with Section 34 ff of the Austrian Tax Order (Bundesabgabenordnung) preferably promoting research and science in the field of magnetic resonance in medicine and biology. The same shall be valid in case the Society ceases to promote its non-profit purpose.

### **19.3) Announcement of liquidation to the competent authorities**

The last Executive Board of the Society is to inform the competent authorities of the voluntary liquidation in writing.

## **20) Conciliation Board**

### **20.1) Settlement of disputes**

All disputes internal to the Society shall be settled by the Conciliation Board.

### **20.2) Composition of Conciliation Board**

The Conciliation Board shall be composed of three individual members. In case of a dispute the contesting party shall notify the Executive Board accordingly and nominate a conciliator in writing. The Executive Board shall notify the other party about the instigation of the conciliation proceeding within fourteen days and request the appointment of a further conciliator within fourteen days. In the case a contesting party is formed by more than one person also one conciliator can be appointed. The Executive Board shall request the two conciliators of the contesting parties to nominate a chairman of the conciliation board within fourteen days. The members of the Conciliation Board shall have to be unbiased with regard to the dispute subject to conciliation.

### **20.3) Decision making process**

It is the purpose of the Conciliation Board to achieve a quick and fair settlement of the dispute under observation of the principles of a fair trial in particular the principle of the opportunity of being heard. Unless the prior termination of the conciliation proceeding, the parties can resort legal disputes to the courts of law six months after instigation of the conciliation proceeding. The conciliation proceeding is either terminated by settlement or a decision of the Conciliation Board. The Conciliation Board shall render its decision in the presence of all its members by a simple majority of votes. In the case of disputes internal to the Society the decisions of the Conciliation Board shall be final.