EUROPEAN SOCIETY OF ENDOCRINOLOGY

BYELAWS

The Society's objects are to promote for the public benefit research, education and clinical practice in endocrinology by the organisation of conferences, training courses and publications, by raising public awareness, liaison with national and international legislators, and by any other appropriate means.

1 Membership

1.1 There shall be the following categories of membership:

(a) Ordinary Members, open to any individual working in the field of endocrinology as outlined in Byelaw 2 below;

(b) Honorary Members, being persons of special distinction in endocrinology or who have performed outstanding service to the Society, and nominated through and approved by the Executive Committee;

(c) National Partner Societies, open to national (general) endocrine societies in Europe (as defined by the Executive Committee) and in countries bordering the Mediterranean Sea, on application to the Executive Committee in accordance with Byelaw 2;

(d) Specialist Partner Societies, open to pan-European specialist endocrine societies, on application to the Executive Committee in accordance with Byelaw 2;

(e) Associate Partner Societies, open to all national specialist endocrine societies within Europe (as defined by the Executive Committee) and to national and international endocrine societies outside of Europe, on application to the Executive Committee in accordance with Byelaw 2;

(f) Corporate Members, being companies with an involvement in endocrinology, on application to the Executive Committee in accordance with Byelaw 2;

(f) Patient Advocacy Group Affiliate Membership, open to patient advocacy groups with a clear focus on endocrine disease on application to the Executive Committee in accordance with Byelaw 2.

1.2 The Executive Committee must keep a register of names and addresses of members.

1.3 The membership fee will be decided upon by the Executive Committee. Any increase above 5% will be subject to approval by the General Council. Inflation will be tracked using the Harmonised Index of Consumer Prices (HICP) for the European Union based on the December figure each year. The Executive Committee can introduce new categories of membership including the appropriate membership fees.

1.4 Ordinary Members, Honorary Members, National Partner Society Members and Specialist Partner Society Members shall be designated as Voting Members.

1.5 National endocrine societies in Europe (as defined by the Executive Committee) and in countries bordering the Mediterranean Sea who are a National Partner Society Member will automatically become a member of the ESE Council of Affiliated Societies (ECAS).

2 Applications for membership

2.1 Applicants for Ordinary Membership shall complete the Society's official

membership application form in English and shall submit their application, accompanied by payment of the first year's membership fee, to the Secretary of the Executive Committee.

2.2 Applications for National Partner Society, Specialist Partner Society, Associate Partner Society, Patient Advocacy Group Affiliate, or Corporate Membership shall be made on the Society's official application form in English, which shall be submitted to the Secretary of the Executive Committee.

2.3 The Executive Committee may refuse an application for election for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application. The reason for the decision shall be recorded in the minute book of the Executive Committee.

2.4 Approval of membership applications, either individually or 'en bloc' as the Executive Committee meeting decides, shall be carried out by a show of hands at each Executive Committee meeting, or by use of legally accepted mail or electronic communication.

2.5 All categories of members shall have the right to receive notice of and attend any general meetings, but only Voting Members shall have the right to take part in elections of Executive Committee members and to vote at general meetings.

3 Termination or Suspension of membership

Membership is terminated if:

3.1 the member dies or, if it is an organisation, ceases to exist;

3.2 the member resigns by written notice to the Society unless, after the resignation, there would be less than two members. Such resignation shall take effect from the end of the current membership year;

3.3 any sum due from the member to the Society is not paid in full within 6 weeks of it falling due;

3.4 the member is removed from membership by a resolution of the Executive Committee that it is in the best interests of the Society that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least fifteen days' notice in writing of the meeting of the Executive Committee at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations orally or in writing to the meeting; and

(c) the resolution is approved by not less than 75% of the members of the Executive Committee entitled to vote.

3.5 The Executive Committee reserves the right to suspend the membership of a member for such period as it determines if the Executive Committee deems that it is in the best interests of the Society to do so, provided that:

(a) the member has been given at least fifteen days' notice in writing of the meeting of the Executive Committee at which a resolution will be proposed to suspend the membership of the member and the reasons why suspension has been proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations orally or in writing to the meeting; and.

(c) the resolution is approved by not less than 75% of the members of the Executive Committee entitled to vote.

3.6 A member who has been suspended shall not be a member during the period of suspension and so shall not be permitted to participate in any of the activities of the Society during their period of suspension.

3.7 Any action challenging a suspension or termination of membership including a claim alleging defective notice must be commenced within three months of the date of the suspension or termination. Such a challenge may be brought by way of appeal on notice to the President who shall establish an Appeals Committee comprising at least three members, as may be deemed appropriate and who have had no involvement in relation to the decision to suspend or terminate which is under appeal. The Appeals Committee shall receive all written submissions relating to the original decision and arrange for a further hearing to determine whether the decision to suspend or terminate should be upheld or dismissed. The decision of the Appeals Committee shall be final and binding.

4 Notice of General Council meetings

4.1 All members must be notified of Annual General Meetings at least four months in advance of the meeting, and this notice shall include a call for nominations for vacant positions on the Executive Committee.

4.2 The agenda for Annual General Meetings shall be distributed at least one month in advance of the meeting.

4.3 All members must be notified of other general meetings at least one month in advance of the meeting and this notice should include the agenda.

5 Election of Executive Committee members

As stated in clause 8.2 of the Articles of Association, the Executive Committee shall consist of not less than ten and not more than fifteen members. The Executive Committee may also appoint up to three ex officio members provided the total number on the Committee does not exceed fifteen. Ex officio members have no voting rights. All elections to the Executive Committee shall be conducted on the following basis:

5.1 Notices of elections shall be issued to all Voting Members;

5.2 All notices of election shall be issued at least four months before each Annual General Meeting unless the vacancy arises less than nine months before the Annual General Meeting, in which case a call for nominations shall be issued as soon as possible;

Each notice shall:

(a) specify the names of the Executive Committee members whose retirement gives rise to the vacancies in respect of which the election is to take place;

(b) specify the specific roles which are available for election, ie ordinary Executive Committee member or President (who will be elected in accordance with clause 10.2 of the Articles of Association);

(c) invite nominations from Voting Members for candidates to fill these vacancies. Each Voting Member may make one nomination for each Executive Committee vacancy. The Executive Committee may also make up to two nominations for each Executive Committee vacancy;

(d) contain such other supporting information as shall be specified by the Executive Committee.

5.3 Each nomination shall be sent to the Secretary at least three months before the Annual General Meeting. All nominations must include a brief curriculum vitae, a summary of the nominee's contributions within the field of endocrinology and a declaration by the nominee of his or her willingness to stand for election.

5.4 To be eligible for election candidates must be nominated by at least two Voting Members.

5.5 All nominations will be reviewed by the ESE Nominations Committee who, taking into account the balance of the Executive Committee in terms of geographical location, subject specialty, basic or clinical focus, and gender, will propose a final list of candidates to the Executive Committee. The Executive Committee will make the final decision on the list of selected candidates to be put forward to the members.

5.6 Secret ballots shall be held before or during the Annual General Meeting, as decided by the Executive Committee. If there is a tied vote, then a further secret ballot shall be held at the same meeting, but only among the candidates with the tied votes.

5.7 A vote shall be valid if delivered to the Secretary by post or electronically no later than the latest time for receipt specified by the Executive Committee and if electronically at the address specified by the Executive Committee.

5.8 The Executive Committee may fill any casual vacancies on the Executive Committee by co-option, but only until the next Annual General Meeting.

5.9 All notices may be given by post, email, on the Society's web site or by any other method the Executive Committee deems fit subject to compliance with statutory regulations.

6 Minutes

The Executive Committee must keep minutes of all:

6.1 appointments of Executive Officers made by the Executive Committee;

6.2 proceedings of meetings of the Society;

6.3 meetings of the Executive Committee and Committees including:

(a) the names of the Executive Committee members and Committee members present at the meeting;

(b) the decisions made at the meeting; and

(c) where appropriate the reasons for the decisions.

6.4 The minutes must be made available to members of the Society on personal application to the Society's offices, but may not be removed from the premises.

7 Annual Congress

7.1 Except in exceptional circumstances, the Society shall hold an annual congress as an in-person event, online event or a combination of both. At the discretion of the Executive Committee, the Society may decide to hold a joint congress with another organisation.

7.2 National Partner Societies and the Executive Committee may nominate cities as hosts of the European Congress of Endocrinology and such nominations must be accompanied by a statement of support from the national endocrine society of the host country, together with any other information specified by the Executive Committee. The Executive Committee shall appoint the Congress Committee to review all applications and to make recommendations to the Executive Committee. The final decision shall be made by the Executive Committee.

8 Approval of Contracts and Agreements

8.1 All contracts and official agreements of the Society should be signed in accordance with the Signing Policy. The Signing Policy will be reviewed from time to time by the Executive Officers Board and any amendments will be approved by the Executive Officers Board.

9 Transitional Provisions

9.1 All Full and Affiliated Members of the European Federation of Endocrine Societies as at 31 December 2005 shall automatically be deemed elected as Affiliated Societies.