

Statutes
of the
“International Neuro-Urology Society” (INUS)

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I. Name, Domicile and Purpose

Art. 1 Name, Domicile

In line with the provisions of Article 60ff of the Swiss Civil Code, the

International Neuro-Urology Society (INUS)

exists as a Society with its domicile in Bern.

Art. 2 Purpose

The Society has the purpose, as a charitable, not-for-profit organisation, of promoting Neuro-Urology with the aim of improving worldwide the clinical care of patients with neuro-urological problems.

This promotion of Neuro-Urology includes, amongst other aspects:

- support and organisation of Neuro-Urology training with provision of courses, seminars, meetings and grants;
- support of research projects;
- promotion of trainees;
- information events for laypeople.

II. Membership

Art. 3 Categories and Conferment

There are two categories of membership:

- full member;
- junior member (specialist doctors in training, without voting rights and with reduced membership fees).

Specialist doctors in urology, neurology, rehabilitation medicine and others who are involved clinically or scientifically with neuro-urological problems may, on submission of an application, be accepted as members.

Doctors in the above-named specialist fields may be admitted as junior members for the duration of their training. They enjoy no voting rights and pay a reduced membership fee.

The committee decides on matters relating to membership conferment. It may decline conferment of membership without giving a reason. There is no right to membership.

Art. 4 End of membership

Membership expires:

- on death;
- through submission of a declaration of renunciation of membership, which must be submitted to the president in writing no fewer than 30 days before the end of the financial year; membership so renounced ceases at the end of the current financial year;
- as a result of cancellation as a result of failure to pay the yearly membership fees after two payment reminders.

Cancellation of membership may also occur at the end of the calendar year if 30 days' written notice is given.

Art. 5 Revocation of membership

On the proposal of the committee or that of at least three full members with voting rights, an individual's membership may be revoked. The proposal of revocation must be presented to the general assembly as an agenda point.

Revocation is valid if two thirds of the full members with voting rights present vote in support of the proposal in a secret ballot. It must be ensured that, prior to the vote, the member in question is given the opportunity to justify and defend their continued membership at the general assembly.

This provision does not apply to cancellation in accordance with Art. 4 concerning non-paying members.

Art. 6 Claim to the assets of the Society

Any personal claim by members to with respect to the assets of the Society is disallowed.

III. Resources

Art. 7 Membership fees

Every member is required to pay a yearly membership fee. The amount of the membership fee is decided at the general assembly.

Art. 8 Additional resources

Additional resources of the Society will be raised through the organisation of events, public and private donations and voluntary contributions of any kind.

Art. 9 Liability

For the honouring of the commitments of the Society, the Society's assets are solely liable.

Any personal liability of the members for the debts of the Society shall be excluded; for persons who act on behalf of the Society, Art. 55 paragraph 3 of the Swiss Civil Code remains applicable.¹

VI. Organisation

Art. 10 Executive bodies

The executive bodies of the Society are:

- the general assembly;
- the committee;
- the oversight board.

Art. 11 General assembly

The ordinary general assembly will be called once yearly by the committee.

The committee or one fifth of the membership may request an extraordinary general assembly, which must take place within two months of the receipt of the request.

The calling of a general assembly must be made in writing (by fax, post or email) no fewer than 10 days before the proposed meeting and must announce the items to be discussed.

Every member has the right to request articles for discussion at the next general assembly. Such requests shall be included in the agenda, so long as they have been submitted to the committee before the end of December in a given financial year.

Art. 12 Chairpersonship

The chairperson of the general assembly is the president or in his/her absence, another member of the committee.

The chairperson nominates the scrutineer.

The secretary records the minutes, documenting the resolutions and voting of the general assembly. The minutes shall be signed by the chairperson and the secretary.

¹ **Art. 55 Swiss Civil Code**

1 The executive bodies are called to give expression to the will of the legal person.

2 They bind the legal person through the conclusion of legal transactions as well as through their behaviour.

3 For the obligations of the legal person, its agents are also personally responsible.

Art. 13 Quorum

Every general assembly called in compliance with the statutes constitutes a quorum, irrespective of the number of members present.

Art. 14 Agenda / Full general meeting

Decisions on resolutions pertaining to items not on the agenda may only be taken if all members agree to allow it.

Art. 15 Voting rights

Every member in the general assembly has one vote. Proxy voting is not permitted.

Legal persons exercise their voting right through an agent expressly designated in this role who must, in addition, be a member of its management.

Art. 16 Passing of resolutions

The general assembly passes resolutions through a simple majority of the votes cast.

The president has a vote. When a vote is tied, the president decides by exercising a second vote in the case of resolutions and by the drawing of lots in the case of elections.

The decision to dissolve the Society requires a voting majority of three quarters of the members present.

Elections and votes take place openly, unless it is resolved that a secret ballot shall be held.

Members who are themselves affected by a given resolution may not vote.

Art. 17 Powers

The general assembly is entitled to the following non-transferable powers:

- approval of the president's annual report, the financial statement and its calculation as well as the discharge of the committee and the oversight board;
- election of the committee members;
- dismissal of members of the committee, the oversight board and the officers elected by the general assembly;
- amendment of the statutes of the Society;
- the passing of resolutions on all items of the agenda;
- the passing of resolutions regarding the dissolution of the Society and the liquidation of the Society's assets;
- the passing of resolutions on matters reserved by law or the statutes of the Society.

Art. 18 Committee

The committee consists of the president, the vice-president, the treasurer, the secretary and, at most, seven officers.

The roles of treasurer and the secretary may be filled by external functionaries (i.e. non-members); holders of all other positions (including officers) must be Society members.

The committee constitutes a single entity with the exception of voting rights according to Art. 17.

Art. 19 Terms of office

The committee members are elected for four years and may be re-elected to the same office once.

Art. 20 Calling of meetings

The committee meets at the invitation of the president as often as business requires.

Two committee members or the president alone can call a meeting of the committee, which shall be held within two weeks of the request.

The calling of a committee meeting must be made in writing (by fax, post or email) no fewer than 10 days before the proposed meeting and must announce the items to be discussed. Minutes shall be kept of all matters discussed.

Art. 21 of resolutions

The committee constitutes a quorum when half of its members are present. The committee passes resolutions and elects officers through a simple majority of the votes cast. The president has a vote. When a vote is tied, the president has the deciding vote.

Resolutions on a submitted application may be passed through votes submitted telegraphically (via fax or email) unless a committee member requests oral deliberation. Oral discussion (including a decision on a submitted application) may be carried out via video conferencing (e.g. Skype). A resolution is passed when a simple majority of all committee members vote in agreement. These decisions are also to be recorded in the minutes.

Art. 22 Agenda

Decisions on resolutions pertaining to items not on the agenda may only be taken if all committee members (including those not present) agree to allow it.

Art. 23 Powers of the committee

The committee makes decisions regarding all matters that are not delegated to other bodies, in particular:

- leadership of the Society subject to the powers of the general assembly;
- implementation of the resolutions of the general assembly;
- representation of the Society in dealing with third parties; the president, the vice-president, the secretary and the treasurer are entitled to represent the society jointly together with another member of the committee;
- calling of the general assembly;
- admission and exclusion of Society members, subject to the rights of appeal to the general assembly;
- planning and implementation of Society activities;
- development of regulations;
- passing resolutions with respect to legal actions, the submission and withdrawal of claims and the conclusion of contracts;
- election of members of commissions directly appointed by the committee;
- setting of fees and tariffs etc.

Art. 24 Oversight board

The oversight board comprises two auditors from the members of the Society who are elected every two years. They may be re-elected.

The auditors check the accounts of the Society and submit a written report annually to the general assembly.

V. Provisions in the event of the dissolution of the Society

Art. 25 Dissolution, Liquidation

The dissolution of the Society may only result from a resolution passed by a general assembly convened exclusively for this purpose. For such a resolution to pass, the requirements of Art. 6 paragraph 3 regarding a voting majority are applicable.

In the case of a merger with an institution that pursues the same or similar aims, the committee shall ask the general assembly to decide how such a merger should proceed.

Art. 26 Liquidation in case of the dissolution of the Society

The committee will conduct the liquidation and prepare a report and final financial statement for the approval of the general assembly.

The general assembly shall decide upon the use of any residual active surplus.

Art. 27 Registration in the register of companies

The committee shall have the Society registered in the register of companies in the domicile of the Society.

Art. 28 Entry into force

These statutes were approved at a founding meeting on the 11th August 2015 and entered into force with immediate effect.

Bern / Innsbruck, 11th August 2015

On behalf of the constituent members' assembly:

President:



Secretary:

