

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF EUROPEAN SOCIETY FOR SEXUAL MEDICINE

1 MEMBERSHIP AND AFFILIATION

1.1 Membership of the Society shall consist of full, associate, and honorary members.

- **Full membership** is open to all, scientists or healthcare professionals citizens of any European country, or country whose citizens have formerly been accepted for membership, or non-European citizens working permanently in Europe, with specific interest in the area of sexual medicine and who have an appropriate qualification in their discipline. A candidate for full membership will be required to make formal application to the Society. The mechanism for appointment to membership is the responsibility of the Executive Committee. The candidate may be asked to show evidence that his/her training and professional activities embrace the field of sexual medicine. Full members, are entitled to vote at general meetings of the Society. Full direct members of ESSM become automatically members of the International Society for Sexual Medicine, obtaining all the relevant benefits and obligations.
- **Associate membership** may be requested by any person who does not fulfill the above criteria, such as non-European citizens not working permanently in Europe, people in training, industry etc. Associate members cannot vote at general meetings of the Society or hold office in the Society.
- **Honorary membership** may be conferred upon scientists who have achieved prominence or have given outstanding service to the Society. Honorary members cannot vote in ballots of the Society or hold office in the Society.

1.2 National scientific societies with common interest and purposes with Society may apply for affiliation to the Executive Committee. The Executive Committee will review the application and decide whether to accept the affiliation. Upon signing an agreement between the two societies and upon payment of the appropriate fees for at least 30% of them, members of the affiliated society can become full members of the Society for so long as he or she is a member of the national society, pay the current due and, the national society is affiliated to the Society. Members of the affiliated Society can become members of the International Society for Sexual medicine (ISSM) upon payment of the fee due to the ISSM. Affiliated societies must support the Society's goals at the National level, and one member of the affiliated society, nominated by that affiliated society, is automatically a member of the Advisory Board of the Society. The Society may support the shared goals of affiliated national societies at the European level, co-organizing scientific, educational and public awareness activities. The support to be provided will be determined by the Executive Committee.

National Societies aiming to affiliate ESSM must provide evidence of non for profit

organization, a copy of the by-laws both in the original and in an official translation, together with the registry document, should this apply in its country.

- 1.3 The Society must maintain a register of members.
- 1.4 The Executive Committee may establish different classes of membership, prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.5 Membership/affiliation is terminated if the member/affiliated society concerned:
 - 1.5.1 gives written notice of resignation to the Secretary General;
 - 1.5.2 dies/dissolves;
 - 1.5.3 is more than 12 months in arrear in paying the relevant subscription, if any (but in such a case the membership/affiliation may be reinstated on payment of the amount due); or
 - 1.5.4 is removed from membership in accordance with Article 1.6.
- 1.6 Matters of discipline regarding individual members of the Society or Affiliated Societies shall be referred to an *ad hoc* Committee appointed by the President, which will report their findings to the Executive Committee for action. The Executive Committee has the power to suspend any member or to terminate their membership where due cause has been found. A record of these deliberations will be kept. Anyone subject to disciplinary proceedings, whether they remain a full member, inactive member, suspended member or have been expelled from membership, may address the Executive Committee on issues pertinent to the disciplinary matter under consideration. They have the right of appeal against any disciplinary decision of the Executive Committee, which will be considered by those full members present at the Annual Business Meeting of the Society. The Meeting will decide the matter by a simple majority vote.
- 1.7 Membership of the Society is not transferable.
- 1.8 The Society may become affiliated to other international societies with common interest and purposes. The Executive Committee may propose such affiliations to members at the annual business meeting, but the final decision will be made by the full members present at the Annual Business Meeting.

2 ANNUAL SCIENTIFIC MEETING

- 2.1 The Annual Scientific Meeting of the Society is an opportunity for workers in the field to get to know each other and exchange ideas. The proposals to host a meeting should come from a full member, acting on behalf of an affiliated national society of the country that is desirous of hosting the meeting, along with the name of the appointed Chairperson. The proposal will be considered in the first instance by a Meetings Committee consisting of members of the Executive Committee and Presidents of previous meetings appointed by the Executive Committee. The Executive Committee, in cooperation with the official congress organization of the Society, will decide upon a short list of suitable candidates to present at the Annual Business Meeting. Specific relevant details can be found on the website in the "Hosting

requirements” section. The final decision to approve an application to host the Annual Scientific Meeting will be made by a simple majority vote of full members present at the Annual Business Meeting. Should circumstances necessitate any change and where possible, an alternative venue should be placed before the members at the Annual Business Meeting. In an emergency, the Executive Committee is empowered to change venue or host country of the Annual Scientific Meeting but must justify its decision to the members at the next Annual Business Meeting.

- 2.2 It is expected that the host national society will assist the professional congress organizer appointed by the Executive Committee to organize the meeting for the benefit of the Society. The host national society will receive a proportion of any financial surplus resulting from the organization of the Meeting, which will be agreed with the Executive Committee but will not exceed 10% of the profit. Any surplus retained by the host national society must only be used to reimburse reasonable additional expenses and to the extent not used for that purpose, used to further that society’s charitable aims. Any funds that will not be so used must be returned to the Society.

3 ANNUAL BUSINESS MEETING

- 3.1 The Annual Business Meeting shall be the annual general meeting of the Society for the purpose of the Companies Act. It will be held during the Annual Scientific Meeting for the purpose of the conduct of the Society’s business and the election of Officers or new members of the Executive Committee. It is hoped that consideration would be given to allow proper representation on the Executive Committee to reflect the different countries and specialities amongst the membership.

- 3.2 The order of business shall be:

- (a) Reading of minutes of the previous Annual Business Meeting
- (b) Reading of summary of Executive Committee actions
- (c) Report of the Treasurer
- (d) Receiving the accounts of the Society for the previous financial year
- (e) Report of the Secretary General
- (f) Old business
- (g) New business
- (h) Election of Officers (if required)
- (i) Election of other Executive Committee members (if required)
- (j) Appointment of auditors
- (k) To receive presentations from national societies short-listed by the Executive Committee as potential hosts for future Annual Scientific Meetings at least two years in advance

- (l) To vote on such proposals short-listed by the Executive Committee for future Annual Scientific Meetings
- (m) Approval of the annual dues determined by the Executive Committee
- (n) Any other business
- (o) Adjournment

4 GENERAL MEETINGS

- 4.1 Full members are entitled to attend general meetings. General meetings are called on at least 21 clear days' written **or electronic notice** specifying the business to be discussed. No proxy votes will be accepted, in order to encourage active participation on the society businesses.
- 4.1 There is a quorum at a general meeting if the number of members present in person or by proxy is at least 20.
- 4.2 The President or (if the President is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 4.3 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.
- 4.4 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or by proxy has one vote on each issue.
- 4.5 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 4.6 Except at first, The Society must hold an Annual Business Meeting in every year. The first Annual Business Meeting must be held within 18 months after the Society's incorporation.
- 4.7 Any general meeting which is not an Annual Business Meeting is an EGM.
- 4.8 An EGM may be called at any time by the Executive Committee and must be called within 28 clear days on a written request from at least 10 per cent of the members.

5 OFFICERS AND EXECUTIVE COMMITTEE

- 5.1 Responsibility for management of the Society is vested in its Executive Committee.
- 5.2 All of the elected members of the Executive Committee and officers of the Society must be active full members of the Society. The Executive Committee shall consist of
 - 5.2.1 the officers, all of whom have the right to vote at meetings;

- (a) **President** (see Article 5.3: the President is elected to the position of “President Elect” by members present at the Annual Business Meeting two years before their predecessor is expected to complete their term of office and is automatically adopted as President when that term is completed). In the event of a tied vote at any meeting of the Society, and only in this circumstance, the President will have an additional deciding vote.
- (b) **Past President** (see Article 5.4: remains an EC member for one year after completion of their Presidency)
- (c) **President Elect** (see Article 5.4: becomes an EC member upon their election for the two years prior to their adoption as President)
- (d) **Secretary General** (see Article 5.5)
- (e) **Treasurer** (see Article 5.6)

5.2.2 not less than six or more than ten other members elected for a three-year term by members present at the Annual Business Meeting. The elected members all have the right to vote at EC meetings;

5.2.3 The National Affiliated Societies Representative is a member of the EC and has the right to vote.

5.3 The President is elected for a term of two years and cannot be re-elected for a further term. The term of the Presidency shall run from the end of the Annual Business Meeting at which they are adopted. The President presides over all meetings of the Executive Committee, is responsible for the agenda of the Executive Committee meetings, is an *ex-officio* member of all committees and officially represents the Society. The President receives reports of all committees and makes recommendations accordingly. In the event of the death, incapacity, resignation or temporary incapacity of the President, the President Elect will assume the President’s responsibilities.

5.4 The President Elect shall be elected at the Annual Business Meeting of the Society one year before the President is expected to complete the normal two-years term of office. The President Elect will become a member of the Executive Committee at the end of the Annual Business Meeting at which they are elected.

5.5 The Secretary General is nominated by the Executive Committee and elected by the members present at the Annual Business Meeting. The Secretary General shall receive and give timely attention to correspondence and keep accurate records of the same and maintain the membership roster. The Secretary General shall keep the minutes of the Executive Committee meetings. The Secretary General shall prepare a membership application blank. The Secretary General shall give notice for election to new members. The Secretary General is an *ex-officio* member of all committees. The Secretary General’s term of office should be three years. The Secretary General may be re-nominated by the Executive Committee and, subject to the approval of the full members present at the Annual Business Meeting, serve a further term of office. In the event of temporary incapacity of the Secretary General, the Executive Committee shall appoint one of its members to assume his responsibilities. In the

event of the death or resignation of the Secretary General, the Executive Committee shall elect a successor. The Secretary General may be assisted in their duties by a Secretariat contracted by the Society.

- 5.6 The Treasurer is nominated by the Executive Committee and elected by the full members present at the Annual Business Meeting. The Treasurer will manage the financial affairs of the Society. The Treasurer is required to present a financial report to the Executive Committee not less than once every six months. The Treasurer will be responsible for notification of all dues. The Treasurer will receive dues and other payments made to the Society. The Treasurer will only make payments above an amount specified from time to time by the Executive Committee if such payments are approved by the Executive Committee. Smaller payments may be made in accordance with the Standing Orders of the Executive Committee. The Executive Committee acts as Audit Committee. The Treasurer's term of office should be three years. The Treasurer may be re-nominated by the Executive Committee and, subject to the approval of the full members present at the Annual Business Meeting, serve a further term of office. The Treasurer is a full member of the Executive Committee. The Treasurer may be assisted in their duties by a Secretariat contracted by the Society. In the event of temporary incapacity of the Treasurer, the Executive Committee may appoint another person to assume their responsibilities.
- 5.7 The Executive Committee is responsible for the administration and management of the Society. Non-elected officers (committee chairmen) and other Society members may be invited to participate in the Executive Committee meetings, but they cannot vote.
- 5.8 The Executive Committee shall select or approve the time and place of each meeting. With the assistance of the Treasurer, the Executive Committee shall prepare and approve an annual budget for the Society for the forthcoming year. The Executive Committee will conduct an annual audit of the financial affairs of the Society but may also, from time to time, appoint a professional auditor who will provide them with a full and detailed report on these matters. The Executive Committee shall determine the annual dues or subscription payable by each category of member subject to approval by the full members at the Annual Business Meeting. The Executive Committee shall approve all applications for membership. The Executive Committee shall approve all changes in the by-laws before submission for final approval by the Society's full members. The Executive Committee may propose any full member of the Society for election as President or other Executive Committee membership at the Annual Business meetings, giving consideration to international scientific recognition and previous service to the Society. The rules governing such elections are set out in Articles 5.3 and 5.4. The Executive Committee appoints chairmen for the Committees, giving consideration to prior committee service in appointing the Chairman of such committees.
- 5.9 All members of the Executive Committee, included the National Affiliated Societies Representative, shall be elected at the Annual Business Meetings for a three-year period and they can subsequently be re-elected for a period of at least three years. In the event of the death or resignation of an elected Executive Committee member, the Executive Committee may designate another full member of the Society to serve for the remainder of that elected member's term, subject to confirmation of their appointment by a vote of those full members present at the next Annual Business Meeting.
- 5.10 The subscribers to the Memorandum are the first EC Members.

- 5.11 Every EC Member must sign a declaration of willingness to act as a Society trustee of the Society before he or she may vote at any meeting of the EC Members.
- 5.12 An EC Member's term of office automatically terminates if he or she:
- 5.12.1 is disqualified under the Charities Act from acting as a charity trustee;
 - 5.12.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 5.12.3 is absent [without notice] from 3 consecutive meetings of the Executive Committee and is asked by a majority of the other EC Members to resign;
 - 5.12.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Executive Committee on resuming membership of the Society before the next AGM);
 - 5.12.5 resigns by written notice to the EC Members (but only if at least two EC Members will remain in office);
 - 5.12.6 is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the EC Member concerned and considered the matter in the light of any such views; or
 - 5.12.7 reaches the age of 75.
- 5.13 A technical defect in the appointment of an EC Member of which the EC Members are unaware at the time does not invalidate decisions taken at a meeting.

6 EXECUTIVE COMMITTEE'S PROTECTIONS

- 6.1 The Executive Committee must hold at least two meetings each year.
- 6.2 A quorum at a meeting of the Executive Committee is six EC Members.
- 6.3 A meeting of the Executive Committee may be held either in person or by suitable electronic means agreed by the Executive Committee in which all participants may communicate with all the other participants.
- 6.4 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the EC Members is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 6.5 Except for the chairman of the meeting, who has a second or casting vote, every EC Member has one vote on each issue.
- 6.6 A procedural defect of which the EC Members are unaware at the time does not invalidate decisions taken at a meeting.

7 EXECUTIVE COMMITTEE'S POWERS

7.1 The Executive Committee have the following powers in the administration of the Society:

- 7.1.1 to make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy;
- 7.1.2 to make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees;
- 7.1.3 to make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Society and the use of its seal (if any);
- 7.1.4 to establish procedures to assist the resolution of disputes or differences within the Society;
- 7.1.5 to exercise any powers of the Society which are not reserved to a general meeting.

8 COMMITTEES

8.1 The standing committees of the Society shall be determined by the Executive Committee from time to time and their activities conducted in accordance with standing orders made under Article 7.1.1.

8.2 The Society will have an Advisory Board, whose members will be elected by each nation from its own membership. The Advisory Board will elect a National Affiliated Societies Representative from amongst its members, who will be an *ex-officio* member of the Executive Committee. The role of the Advisory Board is to inform the Executive Committee of national issues pertinent to the aims of the Society. Its role is purely advisory and its members have no voting rights. However, the Executive Committee will carefully consider its advice and act upon it where it determines that it is consistent with the best interests of the Society. The Advisory Board will meet from time to time at a period determined by the Executive Committee.

9 RECORDS AND ACCOUNTS

9.1 The Executive Committee must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- 9.1.1 annual returns;
- 9.1.2 annual reports; and
- 9.1.3 annual statements of account.

9.2 The Executive Committee must keep proper records of:

- 9.2.1 all proceedings at general meetings;

- 9.2.2 all proceedings at meetings of the Executive Committee;
- 9.2.3 all reports of committees; and
- 9.2.4 all professional advice obtained.

9.3 Accounting records relating to the Society must be made available for inspection by any EC Member at any time during normal office hours and may be made available for inspection by members who are not EC Members if the Executive Committee so decides.

9.4 A copy of the Society's latest available statement of account must be supplied on request to any EC Member or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Society's reasonable costs.

10 NOTICES

10.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Society.

10.2 The only address at which a member is entitled to receive notices sent by post is an address (which need not be in the UK) shown in the register of members.

10.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- 10.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- 10.3.2 two clear days after being sent by first class post to that address;
- 10.3.3 three clear days after being sent by second class or overseas post to that address;
- 10.3.4 on the date of publication of a newspaper containing the notice;
- 10.3.5 on being handed to the member personally; or, if earlier,
- 10.3.6 as soon as the member acknowledges actual receipt.

10.4 A technical defect in the giving of notice of which the EC Members are unaware at the time does not invalidate decisions taken at a meeting.

10.5

10.5.1 Subject to the provisions of any elective resolution of the Society for the time being in force, any notice and a copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in a General Meeting together with a copy of the auditor's report, and Executive Committee's Report (together known as "the Documents"), shall not less than twenty-one days before the date of the meeting be sent to every member of the

Society and every person entitled to receive notice of General Meetings of the Society;

10.5.2 References in this Article to sending the Documents to every member of the Society and to every person entitled to receive notice of General Meetings of the Society include using electronic communications to send the Documents to such addresses as may for the time being be notified to the Society by that person for that purpose.

10.5.3 For the purposes of this Article, the Documents are also to be treated as sent to any member of the Society and to any person entitled to receive notice of General Meetings PROVIDED that:

- (a) the Society and the person have agreed to the person having access to the Documents on a web site (instead of the Documents being sent to the person); and
- (b) the person is notified not less than 21 days before the date of the meeting, in a manner for the time being agreed for the purpose between the person and the Society, of the publication of the Documents on the web site, the address of that web site, the place on the web site where the Documents may be accessed, and how they may be accessed; and
- (c) the Documents are published on the web site throughout a minimum period beginning at least 21 days before the date of the meeting and ending with the conclusion of the meeting

11 DISSOLUTION

11.1 The provisions of the Memorandum relating to dissolution of the Society take effect as though repeated here.

12 INTERPRETATION

12.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

AGM means an annual general meeting of the Society;

the Articles means the Society's articles of association;

the Society means the company governed by the Articles;

the Charities Act means the Charities Act 1993;

charity trustee has the meaning prescribed by section 97(1) of the Charities Act;

clear day means 24 hours from midnight following the relevant event;

the Commission means the Society Commissioners for England and Wales;

the Companies Act means the Companies Act 1985;

connected person means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of an EC Member, any firm of which an EC Member is a member or employee, and any company of which an EC Member is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

custodian means a person or body who undertakes safe custody of assets or of documents or records relating to them;

EGM means an extraordinary general meeting of the Society;

financial expert means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

financial year means the Society's financial year;

firm includes a limited liability partnership;

indemnity insurance means insurance against personal liability incurred by any EC Member for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the EC Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

material benefit means a benefit which may not be financial but has a monetary value;

member and **membership** refer to company membership of the Society;

Memorandum means the Society's Memorandum of Association;

month means calendar month;

nominee company means a corporate body registered or having an established place of business in England and Wales;

the Objects means the Objects of the Society as defined in clause **Fehler! Verweisquelle konnte nicht gefunden werden.** of the Memorandum;

taxable trading means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

EC Member means a director of the Society and **the Executive Committee** means the board of directors.

written or **in writing** refers to a legible document on paper including a fax message;

year means calendar year.

12.2 Expressions defined in the Companies Act have the same meaning.

12.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

