

Company Registered No. 04524120
Charity Registration No. 1093753

EUROPEAN SOCIETY FOR VASCULAR SURGERY

BYE LAWS

ADOPTED: 28 September 2002
Amended: 18 September 2005
Further Amended: 18 September 2010
Further Amended: 25 April 2017
Further Amended: 26 September 2019
Further Amended: 21 April 2020

INTERPRETATION

In these Bye Laws the following expressions shall have the following meanings:

“General Meeting” means any meeting of the members of the Society including the Annual General Meeting as defined in the Charity’s Articles of Association.

“Annual Conference” means the conference of the Society referred to in Bye Law 7

“the Charity” means European Society for Vascular Surgery a company limited by guarantee and registered in England and Wales under Company Number 04524120 and Charity Registration Number 1093753

“Council” means the Council of the Charity and of the Society

“Member” for the purposes of these Bye Laws means a member of the Society

“the Society” means the European Society for Vascular Surgery of which the Charity is the administrative and legal entity

“Directors” means directors of the charitable company for the purposes of company law and trustees of the charity for the purposes of charity law. Directors include both councillors and officers.

“Officer” is a director who has been elected as a director to hold a specific office within the Society (i.e. the Executive Committee)

“European Vascular Surgery Journals Limited (EVSJL)” is a subsidiary company (registered in England and Wales under company number 3740936) of the Society whose principal activity is the management of the Society’s journals,

“European Vascular Surgery Trading Limited (EVSTL)” is a subsidiary company (registered in England and Wales under company number 9481391) of the Society whose principal activity is the management of the Annual Conference and other events as required.

“SASU ESVS France” is a subsidiary company of EVSTL (registered in France under company number 841587041) whose principal activity is the provision of administrative services to the Society and EVSTL.

SECTION 1: MEMBERSHIP OF THE SOCIETY

1.1 Categories of Membership

There shall be nine categories of membership:

- Honorary
- Fellow
- European (Full)
- Non-European
- European Trainee
- Non-European Trainee
- Senior or Retired
- European Vascular Nurses and Sonographers (EVNS)
- Associate

No person shall be a member in more than one category save as may be expressly provided in these Byelaws.

1.2 Honorary Membership of the Society

Honorary Membership shall be reserved for such persons as may be deemed worthy of this honour by the concurrence of the Society. The number will be small and not usually exceed twelve. They need not be European. They shall receive notice of General Meetings, be entitled to vote at such meetings and receive electronic access to the Society Journal. They shall be nominated by the Council and shall be ratified by a show of hands of the members of the Society present and entitled to vote at the General Meeting. Their appointment shall be for such period as the Council shall from time to time determine. Honorary members shall have the privilege of holding office.

1.3 Fellow Membership of the Society

Fellow membership is a category reserved for distinguished individuals of good standing within the vascular community, as shown by (*inter alia*) having contributed a significant number of high quality articles to the *European Journal of Vascular and Endovascular Surgery* and having contributed regularly to the Scientific Programme of the Annual Conference. Fellows must have had continuous membership (in any category) of the Society for at least 3 years. Candidates for Fellow membership shall apply to the Secretary General for consideration on an annual basis. They shall receive notice of General Meetings, be entitled to vote at such meetings and receive electronic and printed copies of the Society Journal. Fellow members shall have the privilege of holding office.

1.4 European Membership of the Society (Full members)

This category is for European surgeons in practice who are involved in the care and treatment of patients suffering from vascular disease. They shall receive notice of General meetings, be entitled to vote at such meetings and receive electronic access to the Society Journal. European Members shall have the privilege of holding office.

1.5 Non-European Membership of the Society

This category is for non-European surgeons in practice who are involved in the care and treatment of patients suffering from vascular disease. They shall receive electronic access to the Society Journal.

1.6 European Trainee Membership of the Society

This category is for European trainees in the care and treatment of vascular disease. They shall receive electronic access to the Society Journal. European Trainee Members will normally become European Members when they qualify as a Vascular Surgeon. Proof of Trainee Status must be sent to the Society every year.

1.7 Non-European Trainee Membership of the Society

This category is for non-European trainees in the care and treatment of vascular disease. They shall receive electronic access to the Society Journal. Non-European Trainee Members will normally become non-European Members when they qualify as a Vascular Surgeon. Proof of Trainee Status must be sent to the Society every year.

1.8 Senior or Retired Membership of the Society

Every Member over the age of 65 years who shall have been a Member for a period of at least 5 years or who has retired from practising (in any way) as a Surgeon may elect to become a Senior or Retired Member. They shall receive electronic access to the Society Journal.

1.9 European Vascular Nurses and Sonographers (EVNS) Membership of the Society

This category is for European Nurses and Sonographers involved in the care and treatment of patients suffering from vascular disease. They shall receive electronic access to the Society Journal.

1.10 Associate Membership of the Society

This category is for non-surgical members from associated specialties including anaesthetists and radiologists interested in advancing the management of vascular disease. They shall receive electronic access to the Journal.

1.11 Application for membership of the Society

Save for Honorary and Fellow memberships of the Society, candidates for membership of this Society shall apply through the dedicated section of the Society's website.

1.12 Membership of the Society Database

The membership of the Society will be held on a secure database held with the Secretary on a secured password protected online storage for 7 years. Membership data is accessible to authorised people only and only for internal use. According to current regulations, a Data Protection Officer is appointed and any member can request modification or deletion of their personal data at any time.

1.13 Reinstatement

A member whose membership has lapsed may apply for reinstatement through the dedicated section of the Society's website. Upon payment of any subscription due, a member shall be reinstated.

1.14 Interpretation

Any qualification for membership of the Society or otherwise by reference to the words "Europe" of "European" may be sufficiently fulfilled on the basis of residence as the Council may from time to time decide.

SECTION 2: THE COUNCIL

2.1 Council

Any country with a membership numbering more than ten will be invited to nominate a Council representative in accordance with the procedures set out in the Articles of Association of the Charity.

2.2 Proceedings of Council

The proceedings of the Council shall be regulated in accordance with the Articles of Association of the Charity.

2.3 Directors – Term of Office

The term of office of Directors shall be regulated in accordance with the Articles of Association of the Charity.

2.4 Trainee Section of the Society

The Trainee Section of the Society (European Vascular Surgeons in Training – EVST) is made up of the Trainee Members. Trainee Members shall elect one of their number to be a member of the Council by the election process set out in the “EVST Group Regulations” document.

The person so elected shall thereupon automatically be deemed to be Full Member with all the rights and privileges of a Full Member throughout his or her period of office as a member of Council, but without prejudice to his continued membership as a Trainee Member of the Trainee Section

2.5 UEMS Section and Board of Vascular Surgery

There will be a reciprocal arrangement between the Society and the UEMS Section and Board of Vascular Surgery, in that a representative from each Council will be entitled to attend the other Society’s Council or Section meetings as non-voting observers. Normally the Secretary General will be the Council representative on the Section and Board of Vascular Surgery.

SECTION 3: THE OFFICERS OF THE SOCIETY

3.1 The Executive Committee

The officers of the Society form the Executive Committee of the Society.

3.2 The President

The President shall take office at the conclusion of the Annual General Meeting of the Charity following the completion of his or her year in office as the President Elect. The President of the Society shall perform all duties customarily pertaining to the office of President, both as to the Society and the Council. She or he shall preside at all general meetings of the Society and the Charity and at all meetings of the Council. She or he shall be a Director of the Charity and may not be re-elected for any succeeding period as President.

3.3 President Elect

The President Elect shall usually take office at the conclusion of the Annual General Meeting of the Charity following the completion of his or her year in office as the Deputy President Elect. The President Elect of the Society shall perform all duties customarily pertaining to the office of the President Elect, both as to the Society and the Council. In the event of a vacancy occurring in the office of President, the Council shall advance the President Elect to the Presidency. If the President is absent from any general meeting or Council meeting the President Elect shall preside.

3.4 Deputy President Elect

The Deputy President Elect shall perform all duties customarily pertaining to the office of Deputy President Elect, both as to the Society and Council. In the event of a vacancy occurring in the office of President Elect, the Council shall advance the Deputy President Elect to the office of President Elect. Applications for the election of Deputy President Elect shall be sent in writing to the Secretary General of the Society by 1 July. The Council shall elect the Deputy President Elect at its next following Meeting and the elected officer shall be ratified at the Annual General Meeting. She or he shall take up the position at the conclusion of the Annual Conference at which the election was ratified.

3.5 The Secretary General

The Secretary General of the Society shall perform all duties customarily pertaining to the office of the Secretary General and she or he shall hold the office of Company Secretary.

The Secretary General shall be elected for a five-year term of office and shall not be elected for a further term. An election shall be held in the year before the term of the current officer is due to end. Applications shall be sent in writing to the Secretary General of the Society before 1 April. A vote shall be taken at the Council Meeting in September and the election shall be ratified at the Annual General Meeting. The successful candidate shall shadow his or her predecessor for one year and take office at the conclusion of the Annual Conference of the Society next following. An honorarium may be paid to the Secretary General by the Society.

3.6 The Treasurer

The Treasurer of the Society shall perform all duties customarily pertaining to the office as Treasurer of the Society. She or He shall present accounts annually to the Council and the Society.

The Treasurer shall be elected for a five-year term of office and shall not be elected for a further term. An election shall be held in the year before the term of the current officer is due to end. Applications shall be sent in writing to the Secretary General of the Society before 1 April. A vote shall be taken at the Council Meeting in September and the election shall be ratified at the Annual General Meeting. The successful candidate shall shadow his or her predecessor for one year and take office at the conclusion of the Annual Conference of the Society next following.

3.7 Editors in Chief of the Society Journals

The Society Journals are considered to be the “European Journal of Vascular and Endovascular Surgery” (EJVES) and “EJVES Vascular Forum”.

The Editors in Chief shall hold office for three years. The EJVES Editor in Chief shall usually take office after having served for three years as Senior Editor and shall shadow his or her predecessor for one year beforehand.

3.8 ESVS Academy Committee Chair

The Chairman of the ESVS Academy Committee shall hold office for three years and shall not be elected for a further term. The election of the Chairman shall be organised by the ESVS Academy committee (paragraph 5.3, below) and the appointment of the candidate elected shall be subject to ratification by the Executive Committee and Council.

3.9 EVST Secretary

The EVST Secretary shall hold office for three years and shall not be elected for a further term. The election process for the EVST Secretary is explained in Section 2.4.

3.10 Vacancies of Officers

With the exception of the President and President Elect who shall be succeeded by the President Elect and Deputy President Elect respectively, the Directors of the Charity shall be responsible for filling any vacancies occurring among the Officers without an election until an election can be held in accordance with provisions of these bye laws.

3.11 Procedure for Nomination and Election of Officers

For the positions of Deputy President Elect, Secretary General and Treasurer, an affirmative vote by a majority of the members present at the Annual General Meeting shall be required for election to office.

SECTION 4: JOURNALS AND EDITORIAL BOARDS

4.1 Introduction

The Directors of EVSJL shall be responsible for seeking a fixed term contract with a suitable publisher to produce the Journals of the Society and for agreeing the remuneration of the Editors in Chief, the Senior Editor and any Associate Editors. The contract will be reviewed at every five years, or earlier if they have any concerns about performance or profitability.

4.2 Editorial Boards

Each Editor in Chief shall, ex-officio, chair the relevant Editorial Board. The Editor in Chief shall after consultation with the Senior Editor nominate new members of the Editorial Board on or before the first day of January. The criteria for nomination will be based on each individual's performance as a reviewer for the Journal, geographical spread, future priorities and development of the journal. The term of office of each member of the Editorial Board shall be three years. A member for the editorial board may serve for a maximum of 3 terms.

4.3 Associate Editors

The Editors in Chief and Senior Editor, after consultation with the Editorial Board if possible, shall also nominate new Associate Editors within a maximum number agreed with the Directors of EVSJL. Associate Editors will serve for a term of three years and may serve for more than one term. The criteria for nomination will normally depend on performance as a previous member of the Editorial Board or key reviewer for the journal, and the specific knowledge and skills required for the particular Associate Editor role. Monitoring the performance of the Associate Editors will be the responsibility of the Editor in Chief and Senior Editor and a summary shall be included in the annual report of the Editor in Chief to the Directors of EVSJL. An honorarium will be paid to the Associate Editors by EVSJL.

4.4 Senior Editor

The Senior Editor will be elected through a selection process organised by the Editorial Board which shall after review of the applications select a candidate and recommend to the Executive Committee and Council for ratification. The Senior Editor shall be elected for a period of three years after which she or he shall usually become Editor in Chief, unless recommended otherwise by the Editorial Board. An honorarium will be paid to the Senior Editor by EVSJL.

4.5 Editors in Chief

An honorarium will be paid to the Editors in Chief by EVSJL.

4.6 Journals performance

The Editors in Chief and Senior Editor will attend annually a meeting of the Directors of EVSJL to present a report regarding the performance of the Journals, the performance of the Editors in Chief, Senior Editor, Associate Editors and the publisher. The Publishers will also be invited to give a report on their performance, with particular emphasis on Journal sales, revenues and new developments in publication.

SECTION 5: COMMITTEES

5.1 Introduction

The Council is empowered to appoint an Executive Committee and other such committees as may in its opinion be necessary or desirable for the better running of the Society.

5.2 Executive Committee

The Executive Committee shall consist of the Officers for the time being serving on the Council as defined in Section 3 above and shall be responsible for the day to day running of the Society. The Executive Committee shall determine terms of reference for any additional Committees

appointed by the Council. Members of other committees may be invited to report to or attend meetings of the Executive Committee as observers.

5.3 Election of committee chairs and members

Membership of any additional committees appointed by the Council shall be open to any European member of the Society. Each committee shall be responsible for setting appropriate criteria for membership of that committee and for ensuring that members of the committee meet these criteria. If more than one member volunteers to fill a vacancy on a committee, the existing members of the Committee shall elect the individual who most closely meets the current requirements of the committee. If a committee wishes to appoint a non-European member to its number it shall obtain the agreement of the Executive Committee before confirming the appointment. Committee members shall serve a term of three years and may serve a maximum of two terms. If considered appropriate a committee may elect someone to join the committee for a period of one year to shadow a departing member prior to formal appointment.

Each committee shall elect a Chair from among its members or any European member of the Society whose appointment shall be ratified by the Executive Committee. A Committee Chair shall hold office for a maximum of three years and shall not usually be elected for a further term.

Any committee member (including the officers forming the Executive Committee) can be removed from office by the body which elected him or her on the grounds of professional or ethical misconduct or unsatisfactory performance. The Executive Committee and Council retain the right to terminate an individual's membership of any committee on the grounds of professional or ethical misconduct.

The provisions of this section do not apply to the Vascunet committee, the members of which are selected by those national registries which are part of the Vascunet collaboration.

SECTION 6: FINANCES

6.1 Annual Subscription

Members shall contribute to the financial maintenance of the Society through annual membership fees. The amount of the annual membership fees shall be determined by the Society at the General Meeting following advice from the Council. If at the end of any fiscal year there is a deficit in the current funds of the Society, the Council may send out notices to that effect and invite members to contribute the necessary amount so that no deficit is carried over from one fiscal year to another.

The annual subscription shall be due on 1 January in each year and be valid until the 31 December of the same year. Honorary Members are exempt from all fees and dues.

6.2 Grants

Council shall decide on the amount of grant funds to be allocated each year. Grant award shall be made by the Council (or by a committee appointed by the Council) in the categories and in accordance with the procedures from time to time adopted by the Council.

SECTION 7: MEETINGS

7.1

The time, place, duration and procedure of the Annual General Meeting shall be in accordance with the Memorandum and Articles of the Charity. Arrangements for the organisation and administration of the Society's Annual Conference which shall be held on the same occasion as the Annual General Meeting of the Charity shall be the responsibility of the Council or other subsidiary of the Society nominated by the Council for such purpose.

7.2

Notice of the Annual Conference and of all meetings (regular or special) of the Society (other than adjourned meetings) shall be given to each member of the Society no less than three months in advance. Such notice shall state the place, date and hour of the meeting and, in the case of a special meeting, shall also state the purpose or purposes for which the meeting is called.

7.3

Attendance at Annual Conferences and participation in the scientific programme shall be expected of all European Members.

7.4

While the scientific sessions of the Annual Conference are held primarily for the benefit of the Members of the Society, it shall be open to non-members who are able to submit such satisfactory credentials, who register in a specified manner and who pay such registration fee as may be determined and published by the Council from year to year.

SECTION 8: EXPENSES

8.1

Expenses (other than those incurred in relation to the Charity which shall be governed by the Memorandum and Articles of the Charity) necessarily incurred by the Officers, Ordinary Councillors and members in connection with the business of the Society shall be submitted to the Treasurer for consideration as directed by the Council.

SECTION 9: APPOINTMENT OF DIRECTORS TO SUBSIDIARY COMPANIES

9.1 Europe Vascular Surgery Trading Limited (EVSTL)

The Directors of this company shall be the Officers of the Society for the duration of their term of office as defined in section 3.

9.2 European Vascular Surgery Journals Limited (EVSJL)

The Secretary General and Treasurer shall be directors of the company for the duration of their terms of office. In addition, 3 individuals shall be appointed as directors of the company each for a term of 5 years. The directors of the company shall propose to the Executive Committee of the Society an individual to be appointed at least 9 months before a vacancy arises. The individuals appointed should bring experience of editing a scientific journal, other relevant publishing experience, or previous knowledge of the Society.

9.3 SASU ESVS France

The Secretary General shall be the Director of this company for the duration of his or her term of office.