

# ESMI Statutes

# ESMI STATUTES

## 1. NAME, SEAT, DURATION

### 1.1 Name

The Founding Members as identified in article 2.1 below agree to form under French law of 1st July 1901 an association named "ESMI" for European Society for Molecular Imaging hereinafter referred as "ESMI".

### 1.2 Registration and Seat

The ESMI is registered in France under the 1901 law for French Associations. The seat of the ESMI is established in:

European Society for Molecular Imaging - ESMI  
57 rue d'Amsterdam, Paris Batignolles,  
75008, France.

The head office may be settled in different places in France upon resolution of the Governing Board. Upon resolution of the Governing Board the ESMI may establish a management office in a place different from its seat, and as the ESMI operates European wide the management office may also be established outside France.

### 1.3 Duration

The ESMI is created for an undetermined period, subject to the possibilities of renewal or dissolution provided for by article 8.

## 2. PURPOSE

The ESMI is a non-profit, apolitical and independent entity established to foster the development and practical applications of Molecular Imaging throughout, but not limited to, Europe.

The ESMI pursues solely and directly public-benefit activities in accordance with provisions of tax privileged purposes. The purpose of the association is the promotion of knowledge, research and education for broadening and disseminating knowledge on the subject of Molecular Imaging.

The association is a charitable organisation; it does not primarily pursue any economic purposes of its own.

The ESMI addresses a research community developing and validating imaging technologies and multimodality imaging biomarkers in life science and using innovative imaging methods to support basic and clinical research. ESMI places itself between existing organizations representing basic science research and its translation into clinical applications in diagnostics and therapy. The support of interdisciplinary research by serving as platform for the development of innovative imaging technologies is a cornerstone of the ESMI. The European Society for Molecular Imaging serves the basic science community and clinical subspecialties focusing on experimental research using imaging modalities.

# ESMI Statutes

The ESMI is therefore committed to scientific and technical excellence in order to increase innovation and quality of science and healthcare, through the promotion of interdisciplinary knowledge exchange

The purpose of the ESMI is to improve the understanding of biology and medicine through non-invasive in vitro and in vivo investigation of cellular and molecular events involved in normal and diseased-specific pathologic processes.

These improvements shall be used in order to:

- enhance the knowledge of molecular alterations causing diseases such as cancer,
- accelerate the discovery of curative medical drug in order to cure such diseases,
- establish new methods of therapy outcome, and
- improve early disease detection, prevention and therapy for the benefit of people.

The purpose of the association is particularly fulfilled by organising and staging national and international academic scientific congresses, workshops and seminars, dissemination of knowledge, information exchange and educational training through the support of scientific, charitable research projects, by the publication of a scientific journal and by the bestowing of honours and awards for outstanding scientific achievements

## 3. MEMBERSHIP

Membership to the ESMI is not restricted to a specific population. The ESMI is open to the public supportive to the purpose of the association.

### 3.1 Types of Membership

There shall be different types of membership as detailed hereunder. All membership fees are reviewed annually by the Governing Board.

#### 3.1.1 Founding Membership

Founding Members are those who created the ESMI.

#### 3.1.2 Honorary Membership

Honorary Members are individuals nominated by the Governing Board in consideration of their specific contribution to the ESMI or in the field of interest of the ESMI. Honorary Members shall not pay any membership fee.

#### 3.1.3 Regular Membership

Regular Members are members committed to support the purpose of the association. The Executive Committee shall have the final decision on the acceptance of a person as regular member. No motive has to be given for the refusal of a candidate for membership.

#### 3.1.4 Educational Membership

Students or PhD Students can join the ESMI as Educational Members at reduced annual membership fee. They must provide the name of their programme director and the termination date of their studies. The Executive Committee shall have the final decision on the acceptance of a person as educational member. No motive has to be given for the refusal of a candidate for membership.

#### 3.1.5 Company Membership

Industrial organisations can join the ESMI as Company Members. Company Members shall each be represented by one (1) appointed representative at the General Assembly. The Executive Committee shall have the final decision on the acceptance of a company as Company Member. No motive has to be given for the refusal of membership.

# ESMI Statutes

## 3.1.6 Institutional Membership

Institutions and non-profit organisations can join the ESMI as institutional members. Institutional Members shall each be represented by one (1) appointed representative at the General Assembly. The Executive Committee shall have the final decision on the acceptance of an institution as Institutional member. No motive has to be given for the refusal of membership.

## 3.2 Termination of Membership

Membership shall expire through death for individuals, through the loss of legal personality for legal entities, voluntary withdrawal, cancellation or exclusion.

### Voluntary withdrawal

Voluntary withdrawal is possible by sending, at the email address of the ESMI (office@e-smi.eu), a written notice at least one (1) month before the end of the calendar year previous to 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.

### Cancellation

Cancellation of membership may be decided by the Executive Committee if the concerned Member is more than six (6) months in arrears for the payment of his membership fee despite having received two (2) written reminders.

### Exclusion

Exclusion of a Member may be decided by the Governing Board on grounds of a material breach of the ESMI statutes or of dishonourable conduct.

## 3.3 Rights and Duties of Membership

All members shall promote and protect the purpose of the ESMI and shall pay the annual membership fee. Founding, Honorary, Regular and Educational Members as well as the chosen representatives of company and institutional members shall have the right to vote and to elect according to the election processes described in articles hereunder.

## 3.4 Voting rules

Each Founding, Honorary, Regular, Educational member and the representative of Company and Institutional members have one voting right. Members cannot be represented. Voting is only possible for members who paid their annual membership fee. Voting can also be done electronically using a proper and secure online voting tool.

## 4. ORGANS OF THE ESMI

### 4.1 Executive Committee

The Executive Committee of the ESMI is composed of the President, the Vice President, the Treasurer, the Secretary and the Past President. All rights and election procedures are described hereunder. The Executive Committee is in charge of the daily common and strategic management of the ESMI. It will meet as often as the interest of the ESMI will make it necessary, upon notice of the President. All decisions can be taken by simple majority vote in case of a tie; the President has an additional casting vote. The meetings can take place also in form of a telephone or video conference. Executive Committee Officers will not be remunerated.

# ESMI Statutes

## 4.1.1 President

The President represents the ESMI in all civil and legal matters and shall be deemed of all necessary powers therefore.

Upon prior consent of the Governing Board, the President can delegate part of his powers, under his/her own responsibility, to one or several deputies of his/her choice who must not necessarily be members of the Governing Board.

He/she is the President in duty and shall:

- Represent the ESMI
- Chair the General Assemblies, Executive Committee Meetings and the Governing Board Meetings
- Be authorised to sign written documents and announcements on behalf of the ESMI
- Shall prepare the Vice President for his tasks in office
- Work in close cooperation with the members of the Governing Board and the Management Office in order to lead the ESMI through the daily practical working and decision making processes

The term in office of the President shall be one period, after which he becomes Past-President. A period is defined as the time between two annual meetings of the society.

## 4.1.2 Vice President

The Vice President is the President Elect and will succeed the current President in duty. The Governing Board nominates at least two of its members to stand for election. An election can take place as electronic vote using a secure online voting tool. The members elect the next ESMI Vice President according to the rules of election.

He/she shall:

- Work in close cooperation with the President
- Take over all duties and responsibilities of the President in duty if he is incapacitated or absent
- The term in office of the Vice-President shall be one period after which he succeeds the President. A period is defined as the time between two annual meetings of the society.

## 4.1.3 Past President

He/She shall:

- Take over advisory functions in order to pursue strategic and future goals
- Take over all duties and responsibilities of the Vice President if the Vice President is incapacitated or absent.
- The term in office of the Past President shall be one period, after which he leaves the Executive Committee. A period is defined as the time between two annual meetings of the society.

## 4.1.4 Treasurer

The Treasurer is elected by and amongst the members of the Governing Board for a period of three years, directly re-eligible for one other period. The Treasurer may have deputies to assist him/her in his/her tasks.

The Treasurer is in charge of the accounts of the ESMI. He/she makes the calls in order to receive payment of the membership fees. He/she proceeds, under the control of the President, to all payments and reception of resources. He/she shall draft the annual financial report concerning of the ESMI and shall present it to the Governing Board and the General Assembly.

# ESMI Statutes

He/she shall be responsible for:

- The finances of the ESMI
- The receipt, administration and the payment
- Shall act as financial advisor to the Governing Board
- Receive proposed budgets for all activities of the ESMI
- Prepare the yearly annual budget plan, which has to be approved by the Governing Board

## 4.1.5 Secretary

The Secretary is elected by and amongst the members of the Governing Board for a period of two years, directly re-eligible for one other period. The secretary may have deputies to assist him/her in his tasks.

He/she shall be responsible for:

- The agenda and the minutes of the General Assemblies and the Governing Board meetings and Executive Committee meetings
- For correct filing of the register as required in article 5 of the French law of July 1st 1901.
- Supervising the orderly storage of the ESMI documents

## 4.2 Council

The Council is composed of members of the Molecular Imaging Research Community and its related fields who are highly motivated to serve the ESMI and to further the goals of the association. All Council members must be members of the ESMI. The Council consists of up to 20 persons, their term in office is two years, and immediate re-nomination is possible.

The Council members define the structuring of the society; they should attract scientists to make the ESMI home for research activities and to foster interdisciplinary knowledge exchange. The Council members should oversee and develop the main orientations of the society scientifically and management wise.

The President shall assign a nominating Committee to suggest a list of new Council candidates. New Council members are voted for by the ESMI members with voting rights. An election can take place as electronic vote using a secure online voting tool.

## 4.3 Governing Board

The Governing Board consists of the aforementioned Executive Committee and the Council described before. The Governing Board authorises the President to act in court on behalf of the ESMI. The Governing Board takes the necessary decisions concerning the strategic and future goals of the ESMI. In particular all decisions related to:

- the use of the funds of the ESMI for its non-profit purposes
- any real estate rental agreement that could be necessary to the achievement of the purpose of the ESMI
- Human resources management

The Governing Board hears the annual reports of the President and the Treasurer and approves of the annual budget for the association. The Governing Board appoints two persons for the cash audit of the ESMI or appoints a chartered accountant to audit the bookkeeping.

The Governing Board shall suggest changes to the membership fees to be approved by the General Assembly.

# ESMI Statutes

In order to structure and define the ESMI the Governing Board can decide on the set-up of certain committees or study groups. Rules for the formation and operation of these committees and groups shall be defined individually.

The Governing Board shall meet at least once a year or whenever the President finds it necessary or upon request of at least half of its members. Convocations shall be sent in writing to each member of the Governing Board at least three weeks before the date of the meeting and shall enclose the topics of the agenda drawn up by the President or by its members who caused the meeting.

The Governing Board shall validly meet if half of its members in duty are present. Decisions can be taken by simple majority vote of the Governing Board members present. In the event of tie, the President has an additional casting vote.

All Governing Board meetings shall be registered in a record of the proceedings that shall be preserved as the minutes of the meeting. Such minutes shall be signed by the President and the Secretary of the Executive Committee and be kept in a register at the ESMI management office.

## 4.4 Office

The ESMI may establish a management office, headed by an Executive Director in order to assist and execute the decisions of the Executive Committee and the Governing Board. Employees of the ESMI cannot be ESMI members.

## 4.5 General Assembly

The General Assembly consists of all members of the ESMI with voting rights and who have duly paid their membership fee for the running year. The General Assembly takes place at least once a year in general in the scope of the ESMI annual meeting.

Notice of the date and place shall be sent to each Member at least six weeks prior to a General Assembly. The agenda shall be sent out by the president or his authorised person at least two weeks prior to the General Assembly. Decisions, except those requesting the convocation of an Extraordinary General Assembly may only be made on topics listed on the agenda.

Items can be added to the agenda and discussed under "miscellaneous" if approved by the General Assembly. Voting on these items can only be made at the time of the next General Assembly.

The General Assembly hears the annual report of the Governing Board held by the President of the ESMI concerning the activities of the ESMI. It also hears the Treasurer who shall present the annual financial report. The General Assembly exonerates the activities of the Governing Board including the financial procedures.

The General Assembly may validly meet if at least half of the voting rights are present. In case quorum is not met, at the hour set for the beginning of the meeting, the General Assembly shall be opened fifteen (15) minutes later following the same agenda. In this case, the quorum shall be independent of the number of Members present. All decisions are taken with a simple majority of the voting rights.

All General Assembly meetings shall be registered in a record of the proceedings that shall be preserved as the minutes of the meeting. Such minutes shall be signed by the President and the Secretary and be kept in the proper register at the ESMI management office.

## 4.6 Extraordinary General Assembly

An Extraordinary General Assembly can be held whenever it is felt necessary, upon decision of the Governing Board or upon request of at least 10% of the Members.

# ESMI Statutes

The Extraordinary General Assembly has to be held within three (3) months after the foresaid request. Only an Extraordinary General Assembly can validly:

- modify the Statutes
- decide of the dissolution and liquidation of the ESMI

The Extraordinary General Assembly may validly meet only if at least half (1/2) of the voting rights are present. In case quorum is not met, the same Assembly will be convened once again with the same Agenda within three (3) weeks from its first meeting date and may validly deliberate even in absence of the required quorum. The decisions are taken with a two third (2/3) majority of the voting rights.

## 5. INDEMNITY

The Members of the Executive Committee and the Council for the time being shall be compensated out of the funds of the Society against all costs, charges, and expenses which they shall respectively incur performing their duties as ESMI representatives. Any payment out of the funds of the ESMI can only be made upon original receipts or invoices.

## 6. BY-LAWS

The ESMI may give itself by-laws for completion and as supplement of the here presented regulations.

## 7. RESOURCES

The financial year of the ESMI is the calendar year. The annual financial report shall be presented at the General Assembly by the Treasurer. The accounts of the ESMI shall be audited by two appointed members or by an external auditor who is qualified as accountant, tax advisor or certified public accountant.

The incomes of the ESMI can be composed of:

- The membership fees,
- Any eventual proceeds from the activities organised by the ESMI pursuing the statutory purpose of the ESMI,
- Any eventual public or private grant, donation, aid or subsidy.

The assets of the society may only be used in accordance with the statutory objectives e.g. for its reasonable organisation and operating expenses. Member of the Society shall not receive any allocation from the funds of the Association. No individual person shall be preferentially treated, neither by expenses which are not in accordance with the purpose of the ESMI, nor by disproportionately high privileges.

## 8. DISSOLUTION OF THE ESMI

In the event of the dissolution of the Association or of its purposes no longer existing then the remaining assets shall be used for purposes of public interest.

- a qualified person in charge should be appointed as liquidator
- After settlement of all financial commitments the assets remaining shall pass to a legal entity of the public right or another association pursuing public interest that shall use the assets solely and directly for the promotion of science and research for purposes stated in article 2 above. These organisations will be decided by simple majority vote in Governing Board.

*Approved by the ESMI Extraordinary Assembly  
September 8, 2012 in Dublin*