

European Board of Neurointerventionists (EBNI)

ARTICLES OF THE ASSOCIATION

1. NAME, PURPOSE, MEANS

ARTICLE 1 NAME

Under the name of **European Board of Neurointerventionists (EBNI)** (hereinafter referred to as the “EBNI”) there exists an association with domicile in Zurich, Switzerland. The duration of the Association shall be unlimited. EBNI shall be a non-profit making, educational and scientific association.

ARTICLE 2 PURPOSE, MEANS

Neurointervention is a practice using percutaneous and endovascular procedures to treat patients with diseases of the brain, sensory organs, head & neck, spinal cord, vertebral column and adjacent structures and the peripheral nervous system in adults and children.

The aims of EBNI are

1. To promote the study of the neurointerventions as a specific area of medical knowledge and skills.
2. To promote harmonization of training and medical practice of the neurointerventions to the highest level in Europe in the interest of safety for patients treated by neurointerventionists.
3. To defend the professional interests of physicians performing neurointerventions.

EBNI shall achieve these aims in the following manner:

1. EBNI shall develop and recommend the standards required for training medical specialists in neurointerventions
2. It shall provide recommendations related to the quality and content of neurointerventional training programs
3. It shall recommend the criteria to which the training centers should conform.
4. EBNI can set guidelines for examinations required to obtain a diploma and for recognition of knowledge, skill and competence allowing the use of the title “Fellow of the European Board of Neurointervention”. It may initiate every other activity which it would consider beneficial for the development of neurointerventions.

2. MEMBERSHIP

ARTICLE 3 MEMBERSHIP

3.1 Active senior membership shall be limited to medical practitioners who practice interventional neuroradiology, endovascular neurosurgery, or minimally invasive treatments of neurological diseases in a geographical Europe. Active members of EBNI in good standing shall have the right to use the title “Fellow of the European Board of Neurointervention”.

3.2 Active junior membership shall be limited to medical practitioners who practice interventional neuroradiology, endovascular neurosurgery, or minimally invasive treatments of neurological diseases in a geographical Europe and who have trained according to the EBNI training guidelines for neurointervention but have independently practiced neurointerventions for less than five years. Active junior members of EBNI in good standing shall have the right to use the title “Junior fellow of the European Board of Neurointervention”.

3.3 Active senior Stroke membership shall be limited to medical practitioners who are proficient in Acute Ischemic Stroke Interventional practice in a geographical Europe. Active members of EBNI in good standing shall have the right to use the title “Stroke fellow of the European Board of Neurointervention”.

3.4 Active training membership shall include medical practitioners in training to become proficient in interventional neuroradiology, endovascular neurosurgery, or minimally invasive treatments of neurological diseases in a geographical Europe. Active members of EBNI in training and in good standing shall have the right to use the title “Fellow of the European Board of Neurointervention in training”.

3.5 Active stroke training membership shall include medical practitioners in training to become proficient in Acute Ischemic Stroke Interventional practice, in a geographical Europe. Active members of EBNI in stroke training and in good standing shall have the right to use the title “Stroke fellow of the European Board of Neurointervention in training”.

The General assembly of EBNI may decide to introduce additional membership categories.

ARTICLE 4 APPLICATION

Applications for Membership shall be made in writing and shall include information confirming that the requirements of Article 3 are met. The board decides on the admission by majority vote.

Detailed requirements for membership will be set out in By-laws of the Society.

ARTICLE 5 CONFIRMATION

Members wishing to maintain an active membership in EBNI must submit their updated curriculum vitae at least every five years to verify their continued active involvement in Interventional Neuroradiology, endovascular neurosurgery or minimally invasive treatments of neurological diseases.

ARTICLE 6 EXCLUSION

The exclusion of a Member from EBNI may be decided by the Executive Committee on the grounds of gross breach of the duties of a member, dishonorable behavior or activities that are incompatible with the standing of or are detrimental to EBNI. Appeal to the General Assembly against exclusion shall be possible within 30 days after the notification of the decision of the Executive Committee and shall be dealt with at the next Ordinary General Assembly. The membership rights shall be suspended until the decision of the General Assembly.

3. ORGANISATION

ARTICLE 7 ORGANS

The organs of the Board are:

- A. the General Assembly;
- B. the Executive Committee;
- C. the Executive Board;

ARTICLE 8 GENERAL ASSEMBLY, TIMING, VENUE, AUTHORITY

The General Assembly is the supreme authority of EBNI; it consists of the Members holding voting rights. The Ordinary General Assembly of EBNI shall be held annually at a time and place determined by the Executive Committee.

An Extraordinary General Assembly may be convened by the Executive Committee at its discretion and must be convened by the Executive Committee as soon as practicable upon request in writing by not less than 25% of those Members holding voting rights. Such a request must state the business to be transacted during the Extraordinary General Assembly to be convened and include a motion to be voted on.

The following lie within the authority of the General Assembly:

- (a) Amendments of the Articles of Association;
- (b) Dissolution of the Association;
- (c) Election and removal of the members of the Executive Committee, the President, the Secretary General and the Treasurer;
- (d) Approval of the annual financial statements and balance sheets. These include the financial report of the Treasurer;
- (e) Ratification of the membership fees;
- (g) Other matters which are reserved to it by law, by these Articles of Association or by internal regulations as well as matters that are presented to it by the Executive Committee.

ARTICLE 9 CONVENING THE GENERAL ASSEMBLY

A notice inviting members to a General Assembly which describes the nature of its business and includes a list of positions to be elected shall be published not later than 60 days before the date of the General Assembly. Any member may request the inclusion of items on the Agenda by notifying the Secretary General at least 30 days before the date of the General Assembly. The Secretary General shall publish a final Agenda for the meeting 20 days before the meeting.

ARTICLE 10 CHAIR AND KEEPING OF THE MINUTES

The President shall preside over the General Assembly. If he/she is unavailable or incapacitated, this function shall be fulfilled by the Secretary General or, if the latter is also unavailable or incapacitated, by the Treasurer. If none of the above is available another member of the Executive Committee shall preside over the General Assembly.

The Secretary General shall be responsible for keeping the minutes, which must be signed by him/her and the individual chairing the General Assembly. The minutes must contain the proceeding of the General Assembly and include results of any resolutions and elections. Copies of signed minutes should be made available to all members and published in EBNI's official organ as soon as possible after the meeting and no later than six months after the meeting.

ARTICLE 12

METHOD OF VOTING

In these Articles of Association "votes cast" shall mean the number of votes cast (including abstentions) by Members present at the General Assembly or participating via email or videoconferencing and holding voting rights at the time.

- "absolute majority" shall mean the next whole number exceeding 50% of the votes cast.

- "relative majority" shall mean the attainment of a greater number of votes than the number cast in favor of any alternative option or candidate for office.

- Voting will be effected by a show of hands, by the use of ballot forms or electronically as decided by the Executive Committee or the Chairperson of the General Assembly.

ARTICLE 13

RESOLUTIONS

Unless herein stated otherwise, resolutions put before the General Assembly shall be carried if they attain a relative majority. In the event of a tie in a ballot that is to be decided by relative majority, the chairperson of the meeting shall have the casting vote.

A resolution for the amendment of these Articles of Association shall require an affirmative vote of two thirds of the votes cast.

ARTICLE 14

ELECTIONS

(1) All Members entitled to hold office are free to apply for election to any position on the Executive Committee, subject to the requirements laid down in these Articles. All candidacies must be notified to the Secretary General at least 30 days before the date of the General Assembly at which an election will be held.

The Executive Committee shall publish a list of eligible candidates who have expressed an interest in taking office as well as of candidates nominated by the Executive Committee in the agenda of the meeting.

(2) Unless herein stated otherwise, the election of a person to any of the positions mentioned above, except President, Treasurer or General Secretary shall require a relative majority.

(3) For the posts of President, Treasurer and General Secretary, electronic ballots will be held. The Executive Committee will organize these ballots. Members wishing to take part will be required to register or confirm a voting electronic (email) address not later than 30 days prior to the General Assembly and ballot information for the election will be sent with the agenda of the meeting. Voting will take place up to 12 hours prior to the scheduled local time of the meeting venue. The candidate attaining a majority at the ballot shall be elected.

(5) Only current members of the Executive Committee are eligible to candidate for the positions of President, Treasurer and Secretary General which are forming the Executive Board. These offices may not be cumulated with other offices.

(6) If a position should remain unfilled because of a lack of candidates or for any other reason, the Executive Committee shall appoint a person who is a current member of the Executive Committee, to assume the duties of that post in an acting capacity until the next regular General Assembly. At the next regular

General Assembly an election shall be held to fill the unoccupied post. The term of office shall then be until the next regular election.

(7) The dismissal of a member of the Executive Committee during his/her term shall require an affirmative vote of two thirds of the votes cast at a properly convened general meeting.

ARTICLE 15

EXECUTIVE COMMITTEE: CONSTITUTION, TERM OF OFFICE

The Executive Committee shall be composed of the President, the Secretary General, the Treasurer and 3 to 5 further members. Committee members shall have voting rights with the exception of the Executive Director who will attend the meetings of the Executive Committee but shall not have voting rights.

ARTICLE 16

EXECUTIVE COMMITTEE: DUTIES AND FUNCTIONS

The Executive Committee shall

- conduct the business of EBNI and decide on all matters that are not expressly the authority of the General Assembly according to these Articles;
- have the power to establish ad-hoc committees, to nominate their members and chairpersons and to issue regulations governing their duties, responsibilities and procedures; ad-hoc committees shall normally be presided over by a member of the Executive Committee which established it;

- approve the decisions of all committees.
- select the Executive Director.

ARTICLE 17 EXECUTIVE COMMITTEE: MEETINGS

Meetings of the Executive Committee shall be called by the President or if he/she is unavailable or incapacitated, by another member of the Executive Board. The invitation shall state the venue and the agenda and shall be posted at least 30 days before the date of the meeting.

A meeting may be called at the request of at least four members of the Executive Committee. Such a request must state the business to be transacted and, where appropriate, include one or several motions to be voted on.

Conference calls or videoconferences can be held instead of physical meetings unless at least four members oppose. Articles 18 and 19 shall, mutatis mutandis, apply.

ARTICLE 18 EXECUTIVE COMMITTEE: PRESIDENCY/DIRECTION OF THE MEETING

Meetings of the Executive Committee shall be presided over by the President. If he/she is unavailable or incapacitated, his/her duties shall be assumed (in descending order) by the General Secretary or the Treasurer or by another member of the Executive Committee.

Minutes summarizing the debates and listing the resolutions taken or rejected shall be kept by the Secretary General, shall be signed by the President and the Secretary General and be delivered to all members of the Executive Committee as soon as possible.

The minutes are subject to approval of the Executive Committee at its next meeting. Once approved, they will be made available to all members.

ARTICLE 19 EXECUTIVE COMMITTEE: QUORUM, RESOLUTIONS, VOTING

The Quorum required for the transaction of business of the Executive Committee shall be the presence or participation of at least half of the total number of its members holding voting rights. The Executive Committee shall pass resolutions by a relative majority of the members holding voting rights present or participating. In the case of a tie the Chairperson of the meeting shall have, subject to available options, the casting vote.

Items may be added to the Agenda of the Executive Committee by any of its members by notifying the President at least 10 days before the meeting.

ARTICLE 20 EXECUTIVE BOARD: COMPOSITION

The Executive Board is formed by the President, the General Secretary, the Treasurer, and the Executive Director.

ARTICLE 21 EXECUTIVE BOARD: DUTIES

The Executive Board shall prepare and facilitate the work of the Executive Committee and perform such other tasks and duties as are assigned to it by the Executive Committee. The Executive Board shall represent the Society in its dealings with third parties. The Board shall be bound by the joint signatures of two members of the Executive Board.

ARTICLE 22 EXECUTIVE DIRECTOR

The Executive Director shall serve for a term set by the Executive Board but no more than five years. This appointment can be renewed by the Executive Board. He/she will be responsible for supporting the Executive Board in the day-to-day administration of EBNI and ensuring that EBNI complies with relevant legal and financial regulations.

ARTICLE 24 FINANCES, RENDERING OF ACCOUNTS

The accounts of the Board shall be established according to the standards generally accepted in Switzerland. The accounts shall be kept at the disposal of the Members three months after the end of the financial year, together with a report of the Executive Committee. The financial year shall coincide with the calendar year.

ARTICLE 25 MEMBERSHIP FEES

The membership fee for the first year is 300 Euros and for the following year 50 Euros.

ARTICLE 26
LIABILITY

The assets of EBNI are exclusively liable for the obligations of EBNI, to the exclusion of any personal liability of the Members.

ARTICLE 27
DISSOLUTION OF THE ASSOCIATION

EBNI may be dissolved at any time by a respective resolution of a General Assembly by a majority of at least three quarters of the votes cast.

In the event of the dissolution, the liquidation of EBNI shall be carried out by the Executive Committee and any surplus assets remaining after liquidation shall be transferred to a tax-exempt charitable institution selected by the Executive Committee.

ARTICLE 28
OFFICIAL ORGAN, COMMUNICATIONS

The official organ of EBNI is its website. Communications of EBNI to all its members or to a specific category of members shall be validly done through this website; communications to individual members will be through email addressed to the last notified contact details.

ARTICLE 29
GOVERNING LAW

These Articles of Association shall be governed by, construed and interpreted in accordance with the laws of Switzerland.

Date: 3.9.2019
City: Nice

Prof. Olof Flodmark