

## ERS Constitution 2020-2021

### Article I. Seat, Name and Purpose

1. The European Respiratory Society (the "Society" or "ERS") is a not-for-profit association with no religious or political affiliation that is governed by this Constitution and by Articles 60 ff of the Swiss Civil Code. The association is active internationally and shall be of unlimited duration.
2. The seat of the Society is Lausanne, Switzerland.
3. The Purpose of the ERS is to promote respiratory health and alleviate suffering from respiratory disease. In the context of this Constitution, "respiratory medicine" encompasses all aspects of respiratory science and clinical respiratory practice.
4. These objectives shall be achieved by promoting, coordinating, and stimulating the activities of the Society's members, and facilitating scientific exchange, and by advocacy towards governments, granting agencies and political bodies, in coordination with national societies, in the fields of education, patient care, public health and research.
5. The ERS is apolitical and prohibits discrimination and harassment of any kind. ERS is committed to systematic promotion of diversity, including gender balance.

### Article II. Powers and Means of Action

To attain its objectives, and for no other purpose, the Society will, through its members and branch offices:

- a. Promote basic, epidemiological, translational and clinical research in respiratory medicine.
- b. Be a reference authority for respiratory medicine in Europe.
- c. Collect, assess and disseminate scientific information concerning all aspects of lung health and diseases.
- d. Organise congresses, conferences, symposia, seminars, scientific meetings, exhibitions and other live and online clinical, scientific, educational and advocacy events.
- e. Produce publications by the editing and publishing of reviews, journals, bulletins and any media designed to promote, encourage or disseminate research or educational work in the field of respiratory medicine.
- f. Support and encourage programmes on training and research.
- g. Support and encourage continuous education in respiratory medicine.
- h. Collaborate with other national and international organisations with similar objectives or functions.
- i. Engage in appropriate actions to uphold\* its members' interests.
- j. Collaborate with organisations representing patients with respiratory diseases.
- k. Establish and maintain branch offices in other cities or countries as required.

### Article III. Membership

1. Only certified healthcare professionals, researchers or scientists with an interest in the field of respiratory medicine may become members of the Society. Applications for membership must be sent to the Society's Office, accompanied by proof of payment of the membership fee.
2. Categories, rights and benefits of membership and membership agreements with other Societies are defined in the Bylaws. The Executive Committee recommends to the General Assembly changes to the membership categories.
3. Membership is not open to persons who are or who have been full, or part-time, employees of, or paid consultants to, or those with any real or perceived, direct or indirect links, to the tobacco industry, or who have received any financial or in-kind benefit from the tobacco industry, at any time after 1 January 2000. Exclusion will also be applied as of 1 January 2020 to members who have conflicts of interest relating to alternative nicotine delivery products such as e-cigarette and heated tobacco products.

4. Members ineligible under Article III.3 and those convicted of professional or scientific fraud will be presented to the Ethics and Integrity Committee as they shall be expelled from the Society's membership. Upon advice from the Ethics and Integrity Committee, a decision to expel a member may be made by the General Assembly if approved by two-thirds of the members present and voting. This decision is final.
5. Members may leave the Society at any time.
6. Members must pay an annual fee as defined in the Bylaws, which must be paid in advance.
7. Membership ceases:
  - a. On death.
  - b. By notice of resignation (Article III.5).
  - c. By exclusion (Article III.4).
  - d. If the renewal fee is not paid.

In all of the above cases (except III.7.a), the membership fee of the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Society's assets.

#### **Article IV. Bodies of the Society**

The Society shall consist of:

- The General Assembly (Article V).
- Scientific Assemblies (Article VI).
- The Executive Committee (Article VII).
- Internal Auditors (Article VIII).
- The Management Group (Article IX).
- The Core Management Group (Article X).
- Committees (Article XI).

#### **Article V. The General Assembly**

1. The General Assembly is the decision-making body of the Society.
2. The General Assembly comprises all members of the Society.
3. An ordinary General Assembly shall take place at least once a year. Notice convening an ordinary General Assembly must be sent by email, via the newsletter, to Society's members at least 2 months before the General Assembly takes place. The notice shall include the meeting agenda.
4. On proposal of the Executive Committee, the General Assembly shall have *inter alia* the right to modify the Constitution and approve the Bylaws. It also has the power to make decision on annual membership fees, change of domicile and dissolution of the Society. All decisions require the approval of two-thirds of the members present and voting; each member has one vote. The General Assembly is responsible for reviewing and approving the accounts, upon recommendation by the Executive Committee and the Internal Auditors. It may forward proposals to the Executive Committee for implementation. The General Assembly shall receive reports on the Society's activities from the Executive Committee. Elections and votes take place anonymously.
5. The General Assembly's annual business meeting is chaired by the President of the Society and takes place in conjunction with the Annual Congress at a time and place determined by the Executive Committee. By decision of the Executive Committee, the business of the General Assembly may also be decided through organisation of an electronic vote. The President will have the casting vote.
6. At its annual business meeting, the General Assembly shall elect the members of the Executive Committee, except Assemblies Heads and the Chair of the European Lung Foundation (ELF), upon proposal by the Nominations Committee. Members will cast their votes electronically. The electronic voting will be open from

May to 2 weeks prior to the Congress. Members can vote only once and cannot change their electronic vote. The operational time is Central European Time (CET). Abstention does not constitute a casted vote.

7. The General Assembly may be convoked for an extraordinary meeting:
  - a) By the Executive Committee.
  - b) At the request of one-fifth of the Society's members.

#### **Article VI. Scientific Assemblies**

1. Scientific Assemblies are subdivisions composed of members with a similar interest in specific areas within the broad field of respiratory medicine. Their purpose is to provide scientific, educational and advocacy forums. The Executive Committee shall review their activities at regular intervals. Only one Scientific Assembly shall be established in any one area. The number of Assemblies shall be limited, thus would require a minimum of members affiliated in each Group and Assembly.
2. Scientific Assemblies shall be established and/or dissolved by the General Assembly on proposal by the Executive Committee.
3. All members of the Society should be members of a Scientific Assembly.
4. The Heads of the Scientific Assemblies are *ex officio* members of the Executive Committee.
5. The mandate of Assembly Officers (Head and Secretary) is a single term of 3 years, which is non-renewable. The mandate of Group Officers (subdivisions of the Scientific Assemblies; Chairs and Secretaries) is a non-renewable term of 3 years.
6. The organisation of the Scientific Assemblies is set forth in the Bylaws.

#### **Article VII. The Executive Committee**

1. The Executive Committee shall manage and represent the Society. The Executive Committee shall direct and conduct the general activities of the Society on behalf of the General Assembly. The Executive Committee leads the elaboration of the vision of the Society. It defines, makes suggestions about and monitors the implementation of the Society's strategy consistent with the defined vision. The Executive Committee is responsible for reviewing and approving the budget and recommends the accounts for approval by the General Assembly. The Executive Committee recommends the annual membership fees to the General Assembly. The Executive Committee suggests changes to and improvements of the Constitution and Bylaws. The Executive Committee is authorised to carry out all tasks not reserved for the General Assembly.
2. Each Executive Committee member shall have one vote. The Executive Committee shall make decisions by majority vote. Fifty percent plus one of the members shall constitute a quorum. The President of the Society chairs the Executive Committee and has both a deliberative and a casting vote. The Executive Committee reports annually on its activities to the General Assembly. If necessary, the Executive Committee may make decisions by electronic vote.

The Executive Committee is composed of:

- a. The President.
- b. The President-Elect.
- c. The Vice-President.
- d. The Past President.
- e. The Secretary General.
- f. The Treasurer.
- g. The Chair of the Science Council.
- h. The Chair of the Education Council.

- i. The Chair of the Advocacy Council.
  - j. The Chair of the Publications Committee.
  - k. The Chair of the ELF (as an observer).
  - l. The Heads of the Scientific Assemblies.
  - m. The Chair of the Early Career Members Committee.
  - n. The ERS Executive Director (who is an observer *ex officio*).
3. Membership of the Executive Committee is limited to 7 years. Years serving as Elect-Senior Officer or Early Career Members Committee Chair are not counted.
  4. The Executive Committee shall meet at regular intervals, at least twice a year.
  5. The Executive Committee may delegate matters related to the governance and management of the Society to the Management Group, except for financial matters.

#### **Article VIII. Internal Auditors**

The General Assembly appoints auditors from among the members who are responsible for auditing the Society's accounts.

#### **Article IX. The Management Group**

1. The Management Group is responsible for the current functioning of the Society.
2. The Management Group shall be composed of:
  - a. The President (who chairs the Group).
  - b. The President-Elect.
  - c. The Past President.
  - d. The Vice President.
  - e. The Secretary General.
  - f. The Treasurer.
  - g. The Chair of the Advocacy Council.
  - h. The Chair of the Science Council.
  - i. The Chair of the Education Council.
  - j. The Chair of the Publications Committee.
  - k. The Chair of the ELF and Treasurer-Elect, Secretary General-Elect, Councils Chairs-Elect (who are observers).
3. The ERS Executive Director (who is an observer *ex officio*).

The Management Group may delegate day-to-day business to the Core Management Group.

#### **Article X. The Core Management Group**

The Core Management Group is responsible for matters related to the governance and management of the Society on behalf of the Management Group. It deals with all daily administrative and executive activities according to the strategy agreed by the Executive Committee and with preparation of the regular meetings of the Management Group. The Core Management Group shall be composed of:

- a. The President (who chairs the group).
- b. The Secretary General.

- c. The Treasurer.
- d. The President-elect.
- e. The ERS Executive Director (who is an observer *ex officio*).

The Core Management Group shall request the presence of other members of the Management Group for specific matters, else, the topics are forwarded to the related Group/Committee.

#### **Article XI. Committees**

The Executive Committee may appoint special Committees, in the form of Standing Committees or *Ad Hoc* Committees, to help achieve the aims of the Society. The composition and functions of the Standing Committees are outlined in the Bylaws. All Committees operate under the authority of the Executive Committee and report to it regularly.

#### **Article XII. Publications**

1. The Society shall have its own publications, devoted to the field of respiratory medicine. Their management should be independent of the Executive Committee. The annual membership fee includes online access to the *European Respiratory Journal* and *ERS Monograph*. Other publications may be published via open access, or under different models, as specified by the Society.
2. The editorial structure of a publication may comprise the following positions (to be determined by the Chief Editor on their appointment and for the duration of their mandate, subject to approval by the Executive Committee):
  - Chief Editor(s).
  - Deputy Chief Editor(s).
  - Section Editors.
  - Associate Editors.
  - Specialist Editors.
  - International Advisory Board.
  - Editorial Board Members.
3. Publication Editors may be asked to report to the General Assembly and/or the Executive Committee on an *ad hoc* basis.

#### **Article XIII. The ERS Office**

1. The Society may set up an office and employ staff to administer the affairs of the Society.
2. The Executive Committee shall appoint the Executive Director and subsequently choose to end the contract should the need arise. Subject to the authority of the Secretary General, the Executive Director shall be the Chief Staff Officer of the Society.
3. The Executive Director shall attend meetings of the General Assembly and Executive Committee, as an observer.
4. The Executive Director shall appoint the Society's staff in accordance with the Staff Regulations established by the Executive Committee and in conformity with the appropriate national legislation.

#### **Article XIV. Resources**

1. The Society's resources include:
  - a. Membership fees.
  - b. Public or private grants and subsidies with which it may be endowed.

- c. Interest and revenue from goods and assets belonging to the Society.
  - d. Payment for services rendered.
  - e. Authorised donations and bequests.
2. All monetary contributions received for the work of any component of the Society must be channelled through the Society.

#### **Article XV. Reserve Funds**

To cover the commitments that it has contracted for the running of its operations and ensure continuation, the Society will establish a reserve fund, the specific objective of which is to meet all or part of its obligations, whatever their nature. The operation and supply of this fund shall be determined by the Executive Committee and recommended to the General Assembly.

#### **Article XVI. Representation**

1. In legal actions, the Society shall be jointly represented by the President and Secretary General.
2. The Society shall not be committed, and instruments executed on its behalf shall not be valid, unless such instruments are signed as provided in this Article.
3. The President and the Secretary General may delegate their authority for specific purposes, to facilitate the running of the Society.
4. Society members, the Executive Committee, the ERS Office, Officers of the Scientific Assemblies and Groups, and Chairs of such Committees as the Society may set up shall incur no personal liability in respect to the commitments of the Society.

#### **Article XVII. Responsibility**

1. The Society's liability is limited to its assets.
2. The members of the Society bear no personal liability with regards to the Society's debts.

#### **Article XVIII. Amendments to the Constitution**

Amendments to the Constitution must be suggested by the Executive Committee, or in writing to the Secretary General by at least 50 members, not less than 2 months before the General Assembly. These amendments must be acted on at the succeeding meeting, notice of which shall contain the text of the proposed amendments. Such amendments shall require for their adoption the approval of two-thirds of the members present and voting.

#### **Article XIX. Dissolution of the Society**

1. Dissolution of the Society shall be decided upon by the General Assembly, on proposal by either at least two-thirds of the members of the Executive Committee or at least 10% of the Society's members. The dissolution shall be decided upon by an affirmative vote of 50% +1 member of the Society, either in a meeting of the General Assembly or by electronic vote.
2. The General Assembly deciding on the dissolution of the Society shall have the right to decide how the assets of the Society shall be disposed of after having paid all liabilities. The remaining assets shall be transferred to another not-for-profit organisation or other organisations whose objectives are in accordance with the goals of the Society.