

EUMYS



European Myopia Society

I. Name, Site, Purpose, Activities and Financing

Article 1 - Name and Seat

There is hereby formed under the name of

European Myopia Society EuMyS

an association as defined by articles 60 et seq. of the Swiss Civil Code.

The seat of the European Myopia Society (EuMyS) (“the Society”) is in Aire-la Ville, Switzerland.

Article 2 - Purpose of the Association

The Society is a public interest, non-profit, scientific organization active in Europe and whose purpose is in particular:

The objective of the Society is to improve the prevention with myopia control, diagnosis, treatment and monitoring of patients, children and adults, with myopia.

The objects are to advance the education of healthcare professionals for the public benefit in all aspects of myopia and its complications by promoting information exchange and communication, developing links with patients’ associations, training, clinical and fundamental research in all aspects of that subject and publishing the useful results.

The Society has an academic vocation: teaching and research to promote the professional and scientific excellence of the profession of ophthalmologists. It supports clinical studies and training activities to generate and disseminate scientific knowledge to member partners, patients, and society, in general. The working methodologies are scientific evidence and consensus through the exchange of opinions, also taking those from other specialties.

The Society aims to become an international reference, source of opinion, and rigorous knowledge about Myopia for patients and society in general.

It shall be the purpose of the Society:

- to encourage interaction between ophthalmologists and scientists from various areas of knowledge to promote the progress of clinical ophthalmological science, continuing education, and collaboration between the various professionals involved in the development of the areas of interest of the Society
- to promote relationships and interaction with societies or professional groups of international scope whose aims are similar to those of the Society
- to promote the holding of congresses and meetings in the field of medical and related sciences
- to promote cooperation between professionals, societies, associations, and federations of the health sector, as well as among those professionals related to their activity
- to contribute to technological improvement and innovation in the quality of the management of activities carried out in the field of medical training, through scientific meetings and similar events
- to promote knowledge, understanding, and interdisciplinary cooperation between different professionals in the sector

- to defend and manage the interests of the members
- to promote teaching, research, and humanitarian aid in ophthalmology areas;
- to promote the use of new forms of communication and education, in electronic format as the most effective method of management, organizational management, and teaching management, as well as scientific exchanges on the Society's topics
- To promote the relation between the members and myopia disease patient's associations.

Article 3 - Activities

For the fulfillment of its purposes, the following actions will be carried out by the Society:

- organization of congresses, meetings, conventions, and workshops related to medical sciences
- provision of training programs
- offer of a wide variety of services to its members

In addition, the Society may enter into any other activities and undertake any other actions that are directly or indirectly related to the above-mentioned non-profit objectives of the Society, or that are necessary or useful for the completion of such objectives.

Article 4 - Financing

The Society is a non-profit organization. The goals and objectives of the Society are exclusively devoid of any for-profits motives:

- The activities of the Society are unselfish. It is precluded to pursue economically selfish purposes.
- Its means are allowed to be used only in accordance with the aims of the Society.
- No person is allowed to benefit from the Society as a result of a disproportionately high compensation or as a result of allocations respectively expenses which are not in accordance with the aims of the Society.

The Society responds to democratic principles in its organization and operation and guarantees the autonomy of its members.

Sources for the financing of the Society's activities shall be obtained in particular through:

- a) Yearly fees from the Members (if applicable)
- b) Additional voluntary contributions from the Members;
- c) Revenues from the organization of congresses, conferences, meetings, educational activities, etc
- d) Contribution from companies, private persons, non-profit organizations such as foundations, public donors, etc
- e) Revenues from other sources.

II. Membership

Article 5 - Categories of Members

a) Ordinary Members

Shall be members that have a general interest in the Society's activities. Ordinary Members shall be ophthalmologists, MDs non-ophthalmologists, orthoptists, scientists or pharmacists, with a specific interest in academic development and having a close relationship with the Society's activities. Ordinary Members shall play an active role in holding medical congresses and meetings in the field of medical sciences.

b) Associate Members

Shall be members that have a general interest in the Society's activities. Associate Members shall be optometrists or opticians with a specific interest in academic development and having a close relationship with the Society's activities. Associate Members shall play an active role in dedicated congresses and meetings in the field of medical myopia sciences.

c) Extraordinary Members

Shall be members with a specific interest in academic development and having a close

relationship with the Society's activities. Extraordinary Members shall participate actively in the Society's activities, symposia, and congresses.

d) Honorary Members

Shall be prestigious members having contributed in a relevant way to the development of the Society.

e) Corporate Members

Shall be legal persons whose activity is related to the economic sector of health and who play an active role in the research, education, and development of the health sector. Such legal persons shall designate a natural person representative to represent them before the Society. Other categories of members will be accepted upon recommendation of the nomination committee and after approval by the Management Board.

Article 6 - Admission of New Members

Any person who applies for admission as a new member of the Society must send a written application before December 31 of each year to the Society's Permanent Executive Secretariat in order to be considered for the following year. The Management Board decides on the application at its first meeting in the following calendar year. To change membership status from Ordinary Member to Extraordinary Member and viceversa (Article 5 lit. a and b), a written notice by the applicant to the Society's Permanent Executive Secretariat is sufficient. The Management Board decides on the application at its next meeting. The Management Board shall nominate Honorary Members based on a proposal for admission of at least five of the Society's members. Corporate Members shall be nominated by way of the same procedure applied to Ordinary Members.

Article 7 - Termination of Membership

a) Membership of the Society will be terminated:

b) By the death of the Member or, in case of a legal entity, through its dissolution

c) By written resignation sent to the Society's Permanent Executive Secretariat no later than six months before the end of the calendar year (Article 70 par. 2 Swiss Civil Code). Membership will be terminated with effect from the end of the calendar year.

d) By a decision of the Management Board:

a. If the Member by his acts or declarations violates the Statutes, regulations, decisions of the Society's bodies, the ethical standards or the Code of Ethics of the Society or in general damages the reputation of the Society

b. If the Member's activities change such that it no longer meets the criteria for admission as a member and

c. If the Member fails to fulfil any financial obligations it has (Article 4 lit. a)

towards the Society for two consecutive years. Upon such failure, the Member shall be requested to pay and be notified, that in case of nonpayment, his membership with the Society will be terminated with effect

from the end of the calendar year. Any Member subject to a termination decision shall have the right to be heard at the next meeting of the Management Board. The Management Board shall then confirm or nullify its termination decision, both with retroactive effect, unless otherwise decided by the Management Board, in its sole discretion. The Member whose membership terminates has no right whatsoever to any assets of the Society.

Article 8 - Members' Rights

Ordinary Members have in particular the following rights:

a) Participation in the General Assembly, with in particular the right to vote;

b) Drawing up of proposals for inclusion in the agenda of the General Assembly;

c) Participation in the conferences, meetings, etc. organized by the Society.

Extraordinary Members and Honorary Members may take part in the General Assembly and participate in its debates, but they have no right to vote. Corporate Members have neither the right to vote nor the right to attend the Society's General Assemblies.

Article 9 - Members' Obligations

- a) Members of the Society have the following obligations:
- b) Compliance with the Statutes, regulations and decisions of the Society's bodies;
- c) Payment of their yearly membership fee, the amount of which shall be decided by the Management Board. Honorary Members, but not Extraordinary Members and Corporate Members, are exempt from paying a membership fee.

10 - Members' Liabilities

Only the assets of the Society shall be drawn from in satisfaction of any obligations of the Society. The Members of the Society will not be liable for any obligation of the Society. Their only financial obligation shall be the payment of the yearly membership fee, if any (Article 4 lit. a).

III. Organization

Article 11 - Bodies of the Society

The Bodies of the Society are:

- A. General Assembly
- B. Management Board

A. General Assembly

Article 12 - Powers

The General Assembly is the supreme authority of the Society. The General Assembly has the following exhaustive powers:

- a) Modification of the Society's Statutes
- b) Election of the members of the Management Board
- c) Removal of members of the Society's bodies upon just cause (Article 65 par. 3 Swiss Civil Code)
- d) Election of an auditor, if applicable
- e) Approval of the Management Board's reports on the activities of the Society and the financial statements
- f) Discharge of the members of the Management Board from liability
- g) Dissolution of the Society, and other powers, which by law, Statutes or decisions by the General Assembly are reserved to the General Assembly.

Article 13 - Ordinary General Assembly

An Ordinary General Assembly to which all Ordinary, Extraordinary and Honorary Members shall be invited shall be held every year.

Article 14 - Extraordinary General Assembly

An Extraordinary General Assembly may be convened:

- a) By a decision of the Management Board or
- b) If at least one-fifth of the Society's Members with the right to vote make such a request in writing (Article 64 par. 3 Swiss Civil Code). The request shall specify the items for the agenda and set out the reasons why the agenda items cannot wait until the next Ordinary General Assembly to be considered. An Extraordinary General Assembly shall be held within three months of receipt of the request.

Article 15 - Convocation

The convocation to an Ordinary or an Extraordinary General Assembly shall be sent at least 15 days in advance to the Member's addresses known to the Permanent Executive Secretariat at the moment

of the sending out of the convocation. The convocation shall contain, at a minimum, the agenda and may refer to the website of the Society for any other document.

Article 16 - Decision-making

Ordinary Members shall have one vote in the General Assembly. Only the Members present shall be entitled to vote. Voting by proxy or by correspondence is not permitted.

The General Assembly shall decide by simple majority of the Members voting unless provided otherwise by law or under the Statutes.

Article 17 - Presidency and Minutes

The President of the Management Board shall conduct the General Assembly.

The ad hoc secretary of the Management Board shall draw up the minutes of the General Assembly. They shall be signed by the President and the minutes taker.

B. Management Board

Article 18 - Powers

The Management Board is responsible for the management of the Society and shall represent it towards third parties. The Management Board shall pass decisions on all cases that do not come within the sphere of responsibility of the General Assembly or are not reserved to other bodies by law or under these Statutes. The Management Board has in particular the following powers:

- a) Carrying out of tasks and passing of resolutions on all items that do not come within the sphere of responsibility of the General Assembly or which are not reserved to another body of the Society by law or under the Statutes;
- b) Convocation of the General Assembly (including the determination of the place where it will be held) and the organization of the General Assembly. The Management Board may adopt special regulations for the organisation of the General Assembly;
- c) Execution of the General Assembly's resolutions;
- d) Admission of new Members of the Society and termination of membership;
- e) Proposing to the General Assembly new members of the Management Board;
- f) Organization of the Permanent Executive Secretariat;
- g) Organization of the Society's events and activities (congresses, conferences, meetings, etc.). The Management Board may delegate the organization of these events to local committees or third parties;
- h) Setting up of ad-hoc committees composed of its members and/or third parties;
- i) Representation of the Society towards third parties; it decides on the right to sign for and to represent the Society; and
- k) Determination of the amount of the yearly membership fee. The Management Board may decide to levy no membership fee.

The Management Board may delegate individual powers and responsibilities to committees or third parties.

The Management Board is assisted by the Scientific Board of twelve elected members.

Article 19 - Duties of the Members of the Management Board

The Management Board's members are responsible for following the Society's projects.

Article 20 – Election

The members of the Management Board shall be elected by the General Assembly among those proposed by the Management Board and the General Assembly for a maximal term of five years.

The candidates proposed must be Ordinary Members of the Society. Election shall take place every 5 years in globo for the whole Management Board, re-election shall be possible once for a term of 5 years in the same position, and possibility to be re-elected in another position.

The nominations start and end immediately after the Ordinary General Assembly in the year in which the new member of the Management Board has been elected respectively the year that the term of the member of the Management Board ends.

The Scientific Board shall be elected by the General Assembly among those proposed by the Management Board for a maximal term of five years.

Article 21 - Termination of Membership

Membership of the Management Board shall be terminated:

- a) By resignation of the member or
- b) By decision of a two-thirds majority of the members of the Management Board upon just cause.

IV. Permanent Executive Secretariat, Dissolution and Liquidation

Article 22 - Permanent Executive Secretariat

A Permanent Executive Secretariat shall be established by the Management Board. It shall be run by a secretary who may not be a Member of the Society. It shall be responsible for all administrative matters which are not handled by the Management Board or by individual members. The Permanent Executive Secretariat may be entrusted, in particular, with the following tasks:

- a) Keeping the list of Members updated (membership database)
- b) Dealing with new membership applications
- c) Keeping the Society's records
- d) Notifications to the Society's Members (General Assemblies, etc.)
- e) The correspondence of the Society
- f) Assistance in communication and acting as a liaison between the Society's Members and
- g) General support for the Management Board, especially the President.

The Management Board may entrust the Permanent Secretariat with additional tasks.

Article 23 - Dissolution

The Society may be dissolved by a three-quarters majority of voting Members present at a General Assembly. Such vote may only take place if at least a third of its voting Members are present (attendance quorum).

Article 24 - Liquidation

Any liquidation of the Society shall be carried out by the Management Board, unless it transfers this task to a third party. If the Society is being dissolved, the Management Board transfers, after payment of all debts, the remaining assets to a tax-exempted charity having its registered office in Switzerland. Restitution of the assets to Members of the Society or to members of the Management Board or their legal successors is excluded.