

STATUTES

Revised June 2016

Article 1: Name and Domicile

Under the name "European Society of Intensive Care Medicine" an Association of individual persons according to article 60 ff of the Swiss Civil Code is formed. This Society, called "Association" in these Statutes, has its domicile at the ESICM European Society of Intensive Care Medicine / 44 Avenue Krieg / BP 264 / CH-1211 Genève 17.

Article 2: Objectives

The objectives of the Association shall be the global advancement of the profile of intensive care and promotion of knowledge in intensive care medicine, in particular, the promotion of the highest standards of multidisciplinary care of critically ill patients and their families through education, research and professional development.

Article 3: Plan of Action

The Association shall endeavour to realise this objective by

- a) Promotion and co-ordination of activities in the different fields of intensive care medicine
- b) Fostering and conducting research in the different fields of intensive care medicine
- c) Providing education and certification in the different fields of intensive care medicine
- d) Providing recommendations for optimising facilities and delivery of intensive care medicine
- e) Promotion of standards in the broad field of intensive care medicine, and transmission to relevant Stakeholders, Authorities or Institutions of the EU and the National Medical Associations, stimulating and encouraging them to implement its recommendations
- f) Organisation and co-ordination of international congresses and meetings.

Article 4: Membership

4.1 Classes

The Association shall be composed of Ordinary, International, Honorary, Associate and Affiliate members.

4.2 Ordinary Members

An Ordinary member may be any physician, nurse, allied healthcare professional (AHP), or trainee, residing in Europe (as defined in Appendix in the SOPs), who is interested in intensive care medicine.

4.3 International Members

An International member may be any physician, nurse, allied healthcare professional, or trainee, residing outside Europe, and who is interested in intensive care medicine (as defined in Appendix in the SOPs).

4.4 Honorary Members

An Ordinary member who has served this Association well, or a person who has made a major contribution to intensive care medicine, may be elected an Honorary member by the Executive Committee.

4.5 Associate Members

An Associate member may be any nurse or allied healthcare professional, who is interested in intensive care medicine.

4.6 Affiliate Members

These are organisations, groups or associations, ICU departments or institutions interested in ICU medicine, who, as an organisation or group, will have no voting rights and not be eligible for any positions in the association. Categories and membership benefits will be defined in SOPS. Individuals within these organisations can be ordinary international or associate members with associated rights.

4.7 Membership Fees

Ordinary, International, and Associate members shall pay annual fees according to criteria detailed in the Standard Operating Procedures.

4.8 Rights and privileges

Ordinary and Honorary members may participate in the business and scientific meetings of the Association. They may vote and they are eligible for office in the Association.

International members may participate in the business and scientific meetings of the Association. They may vote. They are eligible to represent the International members.

Associate members may participate in the business and scientific meetings of the Association. They may only vote and be eligible for office in the Nurse and Allied Healthcare Professional Committee of the Association.

Membership benefits are described in the SOPs.

4.9 Cessation of Membership

Membership shall cease upon

- a) Resignation through written notice by the member to the Secretariat, in which case membership shall cease within the month of resignation.
- b) Deletion in accordance with a decision of the Executive Committee upon failure to pay the annual subscription dues.
- c) Expulsion according to criteria detailed in the Standard Operating Procedures.
- d) Death.

Article 5: Council

5.1 Members

The Council members are

- The national representatives of the members of the European countries, as defined in the SOPs.
- The representatives of the members of countries outside Europe (called “international members”) as defined in the SOPS.
- The Chairpersons of each scientific section of the Association.
- The Chairpersons of each Division of Professional Development
- The members and ex officio members of the Executive Committee.
- The President of ESPNIC is an invited attendee (non-voting).

The representatives of the members of the Association should be elected according to criteria detailed in the Standard Operating Procedures.

The terms for the President and President elect are two years, non-renewable, and the terms for each Council position are three years, non-renewable. Other elected membership terms are defined in the SOPs.

Office shall cease upon:

- a) Resignation by written notice to the President of the General Assembly, being the President of the Association.
- b) Expulsion according to the criteria detailed in the Standard Operating Procedures.
- c) Change in personal situation to a position that is not consistent with the eligibility criteria for the post.
- d) Death.

5.2 Meetings

A meeting of the Council shall take place at least twice a year and will be chaired by the President of the Association. Notification to attend shall be sent by the Secretariat.

5.3 Duties and Activities of the Council

a) The representative of the Association's members in the individual countries is responsible for mutual contacts between the Association and the members or potential members in the respective countries.

The full duties and activities of the Council are elaborated in the Standard Operating Procedures.

The Council elects the Secretary, the Treasurer and the Chairs of the divisions from its past or current Ordinary Council members. The Council elects also the Chairpersons and the Deputies of all committees, other than NAHP and NEXT, from the Ordinary members.

The Council shall make decisions and elections by majority vote. In case of equal vote, the vote of the President shall prevail.

Decisions made by the Council shall be communicated to the membership after each Council meeting via the Association's communication means.

b) Expulsion according to the criteria detailed in the Standard Operating Procedures.

Article 6: Executive Committee

6.1 Members of the Executive Committee

The Executive Committee shall consist of the President, the President elect, the Treasurer, the Secretary and the Chairpersons of the Divisions of Scientific Affairs and of Professional Development.

The Past-President, the Chairpersons of the Communication Committee and of the Research Committee, the ICM Journal's Editor-in-Chief, the Chairperson of the Nurses and Allied Healthcare Professionals (N&AHP) Committee, the Chairperson of NEXT and the Chief Executive Officer are ex-officio members of the Executive Committee but have no voting rights.

6.2 Elections and Eligibility

Nominations for the post of President elect will be submitted through the Executive Committee for election by Ordinary and International members. The election is organised by written or secured electronic vote prior to the General Assembly.

The President-elect becomes President after two years, for a duration of two years.

The Secretary, the Treasurer and the chairpersons and their deputies of the Divisions of Scientific Affairs and of Professional Development will be elected by the Council among current or past Ordinary members of the Council, according to the criteria detailed in the Standard Operating Procedures.

6.3 Duties and Activities of the Executive Committee

The Executive Committee shall direct the daily activities and conduct the routine business of the Association. The Executive Committee will fix the amounts of the annual membership fees annually.

The Executive Committee reports to the Council and the General Assembly. In legal actions and in financial matters, the Association shall be represented by the President and the Treasurer, but in those legal actions and financial matters involving sums of money not exceeding the amount of € 50,000, the Treasurer or the Chief Executive Officer are authorised to represent the Association.

The Secretary has the responsibility to develop and to implement the Standard Operating Procedures that must be approved by the Executive Committee.

The Executive Committee shall update and change the Standard Operating Procedures when appropriate and after Council approval.

The Executive Committee shall make decisions by majority vote. In case of equal vote, the vote of the President shall prevail.

6.4 Cessation of office

Office shall cease upon:

- a) Resignation by written notice to the Council.
- b) Expulsion according to the criteria detailed in the Standard Operating Procedures.
- c) Change in personal situation to a position that is not consistent with the eligibility criteria for the post.
- d) Death.

6.5 Meetings

The Executive Committee shall meet at regular intervals, at least four times a year. Notification to attend shall be sent by the Secretariat.

Article 7: General Assembly

7.1 General Assembly

The Association shall hold a General Assembly each year during the annual Congress organised by the Association, provided that the Executive Committee does not arrange a vote according to article 7.6.

Ordinary, Honorary, International, and Associate members may attend, but only Ordinary, International, and Honorary members may vote.

At the Assembly, the Executive Committee shall report upon its activities and demonstrate that these are consistent with the objectives of the Association. The Treasurer shall render an account of the financial management of the Association.

The agenda and the invitation to attend, including proposals for amendments to the Statutes, have to be sent to the members at least one month before the date of the General Assembly. Items which do not appear on the agenda and which are not regular items may be discussed, but not decided upon in the General Assembly.

7.2 Extraordinary General Assembly

An Extraordinary General Assembly shall be held at such a time as the Executive Committee may decide, or when requested in writing by at least one fifth of the Ordinary, International and Honorary members. In the latter case, the President shall be obliged to call such a meeting within one month. If the meeting is not organised within this period, the applicants are authorised to call this meeting themselves.

7.3 Duties and Rights of the General Assembly

The General Assembly endorses resolutions from the Executive Committee, presents proposals to the Executive Committee or to the Council, modifies the Statutes (see Article 7.5) and decides upon dissolution of the Association (see Article 14).

The General Assembly should approve the balance of the past year and the budget of the current year as formalised by the Executive Committee.

The Treasurer shall be relieved of personal responsibility by the approval of the financial report by the majority of members at the General Assembly meeting.

7.4 The Passing of Resolutions

Unless otherwise stated in these Statutes, any resolution must be adopted during an annual or extraordinary General Assembly by a majority of the present Ordinary, International and Honorary members.

7.5 Amendments to the Statutes

Amendments to the Statutes must be proposed in writing to the Secretary by the Executive Committee upon consultation with the Council or one fifth or more members (Ordinary, Honorary, Affiliated and/or International) not less than three months before the General Assembly and must be acted upon at the succeeding meeting, notice of which shall contain the text of the proposed amendment. Such an amendment shall require for its adoption an affirmative vote of three-fourths of the present members.

7.6 Substitution of a General Assembly by written vote

By decision of the Executive Committee, the General Assembly may be substituted by written or a secured electronic vote, in which all business to be discussed in the General Assembly may be decided upon.

Article 8: Annual Report

The Association shall publish an Annual Report.

Article 9: Journals

9.1 Journals of the Association

The Association shall publish at least one Scientific Journal, the electronic subscription of which is included in the membership fee of members. The relationship between the Editorial Boards and the Association shall be determined by the Council and documented in the SOPs.

9.2 Publication of Reports from the Association

The Editorial Boards have full responsibility and editorial oversight on all material published in the Association's journals.

9.3 Nomination of the Editors-in-Chief

Eighteen months before the position of any Editor-in-Chief is open, a Search Committee for the next Editor-in-Chief has to be formed. Eighteen months before the end of the first mandate, the Editor in Chief can apply for renewal, which has to be approved by the EC.

The composition of the Search Committee, the selection of the Editor-in-Chief and the criteria to be elected are defined in the Standard Operating Procedures.

Article 10: Congresses

The official Congress of the Association shall be held at least every year.

Article 11: Finances

The Association shall hold a double-entry bookkeeping according to the legal accounting regulations. The annual accounts shall be established by an external expert accountant.

The Treasurer shall render an account of the financial management of the Association at the Council meeting, in accord with the external expert accountant's report.

The auditing of the financial position shall be submitted to one or more external auditors, members of the Institute of Independent Auditors, appointed by the Executive Committee for a three-year, renewable, term. During such time that the Association does not fulfil the legal criteria for external financial audit, it may, with the approval of the Executive Committee, forgo the appointment of external financial auditors.

Article 12: Administrative Secretariat

The Association has a permanent Administrative Secretariat, which is established in Brussels, Belgium, managed by the Chief Executive Officer, who is appointed by the Executive Committee, and directed by the Secretary.

Article 13: Language

The language of formal communication of the Association shall be English. This includes the language of presentation and conversation at conventions; the language of official documentation of the Association and the language of the Association's journals and newsletters.

Article 14: Dissolution of the Association

14.1 Decision on Dissolution

The dissolution of the Association shall only be decided upon by the General Assembly by an affirmative vote of three-fourths of the Ordinary, Honorary and International members of the Association. When these conditions are not fulfilled, a second Assembly will be called for, that shall vote legitimately whatever the number of members present. A decision may be taken if three-fourths of the present members vote affirmatively.

14.2 Disposition of Assets

The General Assembly deciding on dissolution of the Association shall be competent to decide to which other non-profit making association sharing comparable objectives and methods the assets of the Association shall be transferred. In no way, the assets of the Association may be distributed to its members or returned to the donors.

APPENDIX 1

Countries in Europe area defined in Appendix in the SOPs.