

# STATUTES

Approved by the Extraordinary General Assembly by majority vote on 20 July 2021

## **Article 1 : Name and registered seat**

The "European Society of Intensive Care Medicine (ESICM)" is a non-profit association according to Article 60 ff of the Swiss Civil Code is formed. The registered seat of the Association is in Geneva (Switzerland).

## **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 these objectives by:

- a) promoting and coordinating the 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 in Europe;
- 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) organising and coordinating international congresses and meetings.

## **Article 4 : Financial resources**

The financial resources of the Association are composed of the membership fees, income resulting from congresses, donations and subsidies.

The financial resources will be allocated to pursue directly or indirectly the purpose of the Association.

The elected members of the Council and of the Executive Committee are exercising their duties free of charge. As far as are concerned duties that are exceeding the usual framework of the function, each member may receive an appropriate indemnification.

## **Article 5 : Membership**

### **5.1 Classes**

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

#### 5.2 Ordinary Members

An Ordinary Member may be any physician, nurse, allied healthcare professional (AHP), scientist or trainee, domiciled in Europe, who is interested in intensive care medicine in Europe.

#### 5.3 International Members

An International member may be any physician, nurse, allied healthcare professional, scientist or trainee, domiciled outside Europe, and who is interested in intensive care.

#### 5.4 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.

#### 5.5 Associate Members

An Associate Member may be any nurse or other allied healthcare professional and scientist, who is interested in intensive care medicine.

#### 5.6 Affiliate Member

These are organisations, groups or associations, intensive care medicine (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.

#### 5.7 Membership fees

Ordinary, International, and Associate members shall pay annual fees according to criteria detailed in the Standard Operating Procedures. The Membership fees are determined each year by the Executive Committee.

#### 5.8 Rights and privileges

Ordinary and Honorary Members have the following rights:

- participate in the business and scientific meetings of the Association;
- vote at the general meeting
- be eligible for office in the Association according to the rules as defined in the SOPs.

International Members have the following rights:

- participate in the business and scientific meetings of the Association;
- vote at the general meeting;
- be eligible for office in the Association according to the rules as defined in the SOPs.

Associate Members have the following rights:

- participate in the business and scientific meetings of the Association;
- vote at the general meeting;
- be eligible for office in the Nurse and Allied Healthcare Professional Committee of the Association.

Membership benefits are described in the Standard Operating Procedures.

#### 5.9 Cessation of Membership

Membership shall cease upon the following:

- 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 6 : Corporate bodies of the Association**

The corporate bodies of the Association are the following:

- a) The General Assembly
- b) The Council
- c) The Executive Committee
- d) The Auditor

#### **Article 7 : General Assembly**

##### 7.1 Duties and Rights of the General Assembly

The General Assembly is the supreme corporate body and has the following powers:

- a) to adopt and amend the Statutes
- b) to approve the annual financial report of the current year as formalized by the Executive Committee
- c) to approve the Auditor proposed by the Executive Committee
- d) to monitor the activities of the corporate bodies
- e) to present proposals to the Executive Committee or to the Council
- f) to elect the President-elect
- g) to discharge the members of the Executive Committee including the Chief Executive Officer
- h) to decide upon dissolution of the Association
- i) to take decision on all matters provided by law

##### 7.2 Organisation

The Association shall hold a General Assembly each year. The General Assembly shall usually be held during the annual Congress organized 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 reports on the financial management of the Association which is submitted to the General Assembly upon prior notice of the Council.

### 7.3 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 organized within this period, the applicants are authorized to call this meeting themselves.

### 7.4 Agenda and invitation

The agenda and the invitation to attend, including any 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.

### 7.5 Passing of resolutions and qualified quorum

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

Proposed amendments of the Statutes 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 vote (including by e-mail), in which all business to be discussed in the General Assembly may be decided upon.

## **Article 8 : Council**

### 8.1 Members

The Council members are:

- a) The national representatives of the members of the European countries, as defined in the SOPs;
- b) The representatives of the members of countries outside Europe (called "International Members") as defined in the SOPS;
- c) The Chairpersons of each scientific section of the Association;
- d) The Chairpersons of each Education Committee;
- e) The members and *ex officio* members of the Executive Committee;

The representatives of the Members of the Association should be elected according to criteria detailed in the SOPs.

The terms for the President and President elect are two years, non-renewable, and the terms for each Council position are two 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;

- b) expulsion according to the criteria detailed in the SOPs;
- c) change in personal situation to a position that is not consistent with the eligibility criteria for the post;
- d) death

## 8.2 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.

## 8.3 Duties and Activities of the Council

The representatives of the Association's members in the individual countries are responsible for mutual contacts between the Association and the members or potential members in the respective countries. They promote the Association and recruit Members.

The Council members can actively participate in specific committees, present proposals to the Executive Committee, vote on the resolutions submitted by the Executive Committee and ratify the SOPs, respectively any amendments proposed by the Executive Committee.

The Council elects the Secretary, the Treasurer, the Chairpersons of the Congress Committee, of the Research Committee, of the Education & Training Committee and of the Social Media & Digital Content from its past or current Council members, according to the rules as defined in the SOPs.

The Council elects the Chairpersons of other specific committees including NEXT from the Ordinary Members according to the rules as defined in the SOPs.

The Council elects the chairperson of N&AHP Committee from the N&AHP membership according to the rules as defined in the SOPs.

The entire duties and activities of the Council are elaborated in the SOPs.

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 Members of the Association after each Council meeting via the Association's communication means.

## **Article 9 : Executive Committee**

### 9.1 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 Congress Committee and the Education & Training Committee.

The Past-President, the Chairpersons of the Research Committee and of the Social Media and Digital Content Committee, the Editors-in-Chief of the Journals of the Society (after approval of the Executive Committee), the Chairperson of the Nurses and Allied Healthcare Professionals (N&AHP) Committee, the Chairperson of NEXT Committee and the Chief Executive Officer are ex-officio members of the Executive Committee but have no voting rights.

## 9.2 Elections and Eligibility

Nominations for the position of the President elect will be submitted by the Executive Committee for election by Ordinary and International Members. The election is organised by written vote prior to a General Assembly.

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

The other members of the Executive Committee are elected by Council according to the rules as defined in the SOPs.

## 9.3 Duties and Activities of the Executive Committee

The Executive Committee is responsible of the activities of the Association, in so far as it did not delegate the management to the Chief Executive Officer according to the Standard Operating Procedures.

The Executive Committee shall 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, provided the specific competences in favour of the Chief Executive Officer according to the Standard Operating Procedures or based on an ad hoc proxy granted in favour of the latter related to a specific matter.

The Executive Committee is responsible to adapt an organization chart of the Association according to its needs. The Executive Committee may propose to the Council the creation of scientific sections and specific committees. The organization chart including the scientific sections and specific committee and the conditions of eligibility result from the SOPs.

The Secretary elaborates the Standard Operating Procedures and submits the wording and any amendments to the Executive Committee which upon prior recommendation will submit the wording and possible amendments to the Council for ratification. The Secretary makes sure that the SOPs are implemented.

The Executive Committee elaborates any amendments of the Statutes and submits the wording to the Council for approval at least three months before proposing the amendments to the vote by the General Assembly; the proposed wording has to be sent to the General Assembly along with the invitation and agenda at least one month before the date of the assembly.

The Treasurer elaborates an annual budget to be approved and regularly followed up upon by the Executive Committee.

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

## 9.4 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.

## 9.5 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 10 : Chief Executive Officer**

The Chief Executive Officer works closely with the President and the other members of the Executive Committee, with a view to establish and applying policies, procedures and projects of the Executive Committee.

The Chief Executive Officer is responsible of the daily management of the activities of the Association, for the operations and politics of the Secretariat as well as of the staff employees by the Association. He is subject to the ultimate authority of the Council,

The Chief Executive Officer reports to the Executive Committee.

The Chief Executive Officer has a veto right on the proposals that would impose an undue risk to the budget of the Association; this veto right can only be levied with a decision adopted by the Council at the three fourths of the majority.

### **Article 11 : Annual Report**

The Association shall publish an Annual Report.

### **Article 12 : Journals**

#### 12.1 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 Standard Operating Procedures.

#### 12.2 Publication of Reports from the Association

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

#### 12.3 Nomination of the Editors-in-Chief

At least twelve months before the position of any Editor-in-Chief is open, a Search Committee for the next Editor-in-Chief has to be formed.

At least twelve months before the end of the first mandate, the Editor-in-Chief can apply for renewal, which has to be approved by the Executive Committee. Either new appointment or renewal has to be completed at least six months before the start of the mandate.

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

### **Article 13 : Congresses**

At least one official live event shall be held by the Association every year.

#### **Article 14 : 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 15 : Administrative Secretariat**

The Association has a permanent Administrative Secretariat managed by the Chief Executive Officer.

#### **Article 16 : 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 17 : Dissolution of the Association**

##### **17.1 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.

##### **17.2 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.

Approved by the Extraordinary General Assembly by majority vote on 20 July 2021.