



CONSTITUTION of the EUROPEAN ATHEROSCLEROSIS SOCIETY

As approved by the Members' General Assembly, May 2023

ARTICLE §1 - STYLE

The society is called *European Atherosclerosis Society (EAS)*. The society was founded in 1964 and is registered in Sweden as a charitable non-profit organization.

ARTICLE §2 - OBJECTIVES

The European Atherosclerosis Society is instituted for the purpose of advancing and exchanging knowledge concerning the causes, natural history, treatment and prevention of atherosclerotic disease.

The Society shall promote education and training in the prevention and care of atherosclerosis and its clinical manifestations, and equally in basic science, in the atherosclerosis field. The Society's educational activities are to be run according to transparency rules and free from bias.

The Society shall also strive to enhance awareness in Europe of the severity and magnitude of cardiovascular diseases. In order to promote these objectives, the Society shall actively interact with national and regional societies sharing similar objectives.

ARTICLE §3 - MEMBERSHIP

The Society is based on individual membership and embraces scientists, physicians, laboratory workers, nurses, dieticians, and students from, or residing in, Europe (as defined by the World Health Organisation) or neighbouring countries, who are engaged in activities that are in line with the objectives stipulated in Article 2.

Membership of the Society shall be subdivided as follows:

(a) **Ordinary Members (Full Individual Members)** shall be entitled to all the benefits and privileges of Society membership, namely, to vote, to take part in the business of the Society, and to participate in its social and its scientific activities. Ordinary Members shall pay annual membership subscription at Full Individual Member rate.

(b) **Honorary Members.** Persons of distinction, or who have been of particular service to the Society, shall be eligible for election as Honorary Members. Honorary Members shall have the same benefits and privileges as Ordinary Members, but shall neither hold office nor become a member of the Executive Committee. They shall not pay an annual membership subscription.

(c) **Corresponding Members.** Scientists from non-member countries are considered Corresponding Members. Corresponding Members shall be entitled to the same benefits

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and privileges as Ordinary Members, with the exception that they may neither hold office nor become a member of the Executive Committee. Corresponding Members shall pay annual membership subscription at Full Individual Member rate.

(d) **Contributing Members.** Persons making an active contribution to the Society as a committee member, course organizer or similar, are considered Contributing Members. They are entitled to the same benefits and privileges as Ordinary Members. Their annual membership subscription is waived during the period of their activity.

(e) **National Society Members.** Where a National Atherosclerosis Society has an association with EAS by written agreement, the members of that Society become National Society Members of EAS. They have selected EAS membership benefits, but may not vote, nor hold office, nor become a member of the Executive Committee. Their annual membership subscription to EAS is paid by their National Society.

(f) **Corporate Members.** Corporate Partners companies may nominate a specified number of individual company representatives as Corporate Members, by written agreement. Corporate members have selected EAS membership benefits, and may not vote, nor hold office, nor become a member of the Executive Committee, nor otherwise participate in the Society's activities.

(g) **Senior Scientists.** Former Presidents of the Society, and other persons deemed to have made an exceptional contribution to the Society's activities, are considered Senior Scientists. They shall not pay annual membership subscription, and shall receive a complimentary invitation to the Society's annual Congress. In other respects, their membership is equivalent to that of an Ordinary Member.

ARTICLE §4 - ORGANIZATION

Office-Bearers and Executive Committee

(a) The business of the Society shall be conducted by an Executive Committee, whose members are elected from the Ordinary Membership of the Society. The Executive Committee shall comprise the Officers of the Society (President, Vice-President, Secretary and Treasurer) and four Ordinary Members and, where appropriate, a President-Elect, Treasurer-Elect and, as a non-voting member, the immediate Past-President.

The Executive Committee shall be empowered to co-opt additional Ordinary Members to serve on the Committee for specific purposes. Co-opted members have no voting power.

(b) Four members shall form a quorum at a meeting of the Executive Committee.

(c) Periods of Office and Duties of Officers and Committee Members:

(i) The President is elected one year before he/she takes office. During that year, he/she serves as President-Elect, and will be a supernumerary member of the Executive Committee if not already a member.

The period of office for President is four years, and the President is not eligible for immediate re-election to the same position. The President shall preside at Executive Committee and Members' Assembly meetings and is empowered to nominate another member of the Executive Committee to preside in his/her absence if the Vice-President is not present. The President has a casting-vote at all meetings.

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At the conclusion of his/her term of office, the President becomes the immediate Past-President, and remains a non-voting member of the Executive Committee for a term of four years.

- (ii) The Vice-President assists the President in running the Society. Vice-President is an elected position. Candidates should previously have served on the Executive Committee. The period of office is four years and the Vice-President is not eligible for immediate re-election to the same position. During a period of four months prior to taking office the newly elected Vice-President will serve as non-voting supernumerary member of the Executive Committee. At the conclusion of his/her term of office, the outgoing Officer remains a non-voting supernumerary member for four months.
- (iii) The Secretary has the responsibility to uphold the legal requirements of running the Society, and support the Executive Committee and Administrative Office in administrative matters. Secretary is an elected position. The period of office is four years and the Secretary is not eligible for immediate re-election to the same position. During a period of four months prior to taking office the newly elected Secretary will serve as non-voting supernumerary member of the Executive Committee. At the conclusion of his/her term of office, the outgoing Officer remains a non-voting supernumerary member for four months.
- (iv) The Treasurer has the responsibility to oversee the handling of all the Society's financial matters. He/she is elected one year before he/she takes office. During this year he/she serves as Treasurer-Elect, and will be a supernumerary member of the Executive Committee if not already a member.

The period of office for Treasurer is four years and the Treasurer is not eligible for immediate re-election to the same position.
- (v) The Ordinary, non-officer Members on the Executive Committee are elected positions. The period of service is four years. During a period of four months prior to taking office the newly elected Ordinary member will serve as non-voting supernumerary member of the Executive Committee. At the conclusion of his/her term of office, the outgoing Ordinary member remains a non-voting supernumerary member for four months. Ordinary Executive Committee members are not eligible for immediate re-election to the same position.
- (vi) The EAS may appoint an Administrative Executive and/or administrative assistants to assist the Executive Committee with the running of the Society business.

ARTICLE §5 – MEMBERSHIP PROCEDURES

(a) Ordinary and Corresponding Members

Application forms for membership shall be available on the EAS website.

(b) Appointment of Honorary Members

Any Ordinary Member of the Society is entitled to propose, with the support of at least four other members, the name of a distinguished person judged suitable for Honorary Membership. Such proposals shall be made to the Executive Committee 3 months before the annual General Assembly. If the nomination(s) is(are) accepted by the Executive Committee, the election of the Honorary member shall be decided at the General Assembly by a members' vote.

(c) Election of Election Committee

- (i) The Election Committee shall be composed of the chairman and four members. The Executive Committee appoints the chairman of the Election Committee. The chairman should have requisite scientific qualifications for the position, and proven leadership experience and ability, The chairman is appointed for a period of three years, without possibility to re-appointment. The Executive Committee retain the right to remove the chairman of the Election Committee, if she/he is not capable to fulfil her/his obligations. All members of the Executive Committee should unanimously agree on the removal. If that is the case the whole Election Committee will cease to exist and a new one shall be formed.
- (ii) To determine the other members of the Election Committee, the chairman provides a list of 8-10 member names (nominees) all from different countries. These nominees should have requisite scientific qualifications for the position, proven leadership experience and ability, and there should be a gender balance.
- (iii) The **members of the Society** vote via the EAS web page for the **Election Committee** members. The four nominees that get the most votes become the members of the **Election Committee**. The members of the **Election Committee** will be elected for a period of 3 years, without possibility for re-election.
- (iv) If any of the members are not capable to fulfil his/her obligations, the **Election Committee** has the possibility to substitute the member, if the chairman and at least two members agree. The new member should be the first nominee who did not reach enough votes.
- (v) The new **Election Committee** is presented to the General Assembly. The members of the committee should be physically present at the General Assembly if possible.

(d) Election of Office-Bearers and Executive Committee

- (i) The names of members to replace retiring Officers or Ordinary Members of the Executive Committee may be proposed by a member of the Society who has obtained the written consent of the nominee. Such nominations shall be sent to the EAS office at least 3 months prior to the election.

The nominations will be reviewed by an Election Committee, who will select from them the candidates to stand for election, based on (a) the nominee's qualifications and suitability for the position (compared with the profile for the ideal candidate published on the Society's website), (b) geographical spread of candidates and existing Executive Committee members and (c) gender balance. There should be no more than five candidates standing for any one elected position.

Voting is held via a website-based ballot containing the names of the retiring members of the Executive Committee and the names of the candidates selected by the Election Committee. The completed ballot is submitted through the electronic voting system and is tabulated electronically. A member of the society is selected by the Executive Committee to monitor and review the election results for accuracy.

- (ii) In the event of an incidental vacancy occurring on the Executive Committee, where a member or officer is unable to serve the duration of their term, this shall be filled at the next annual election, electing a person to the vacant position from among the Ordinary Members of the Society by the procedures stated in Article 5(d)(i).

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This member shall only hold office for the unexpired term of office of the member replaced, but shall then be eligible for re-election. During the interim period between the vacancy occurring and the election taking place, the duties associated with the vacant position are handled by the remaining Executive Committee Members.

ARTICLE §6 - SCIENTIFIC MEETINGS

Regular scientific meetings shall be held each year in Europe. The Society shall organize one annual congress and when possible, sponsor additional workshop(s), symposia, or other educational activities including accredited programs.

For each Congress, a Scientific Programme Committee will be appointed by the Executive Committee. This Committee shall include the local chairs of that Congress, the chair of the Congress to be held the following year, the President and/or President-Elect of EAS, and the chair of the educational, corporate and guidelines activities Committee.

ARTICLE §7 - JOURNAL

The official journal of the European Atherosclerosis Society is *Atherosclerosis*. The Editor-in-Chief is appointed by the EAS Executive Committee in cooperation with the publisher. The Editor's term is four years, and the Editor is eligible for immediate re-appointment for not more than one further period of office. Online access to the Journal is a benefit of membership.

ARTICLE §8 - FINANCES

The Society's annual membership subscription shall be proposed by the Executive Committee but requires approval by a simple majority of the voting members present at the Members' Assembly meeting.

The liability of the Society shall be limited to its own assets and members shall not be personally liable for debts incurred by the Society. The Society's finances are subject to an annual external audit, which shall be subject to approval by the Members' Assembly.

All Executive Committee members have joint legal responsibility for the management of the Society's finances. The President, the Vice-President, the Treasurer, the Secretary, the Administrative Executive and Office Manager can each officially sign contracts and legal or financial documents for the Society.

The Members' Assembly shall also resolve dischargement from personal responsibility and economic liability to the Executive Committee members, the Administrative Executive and Office Manager.

ARTICLE §9 - GENERAL RULES

(a) The name and logo of the Society cannot be used for any purpose without the prior agreement of the Executive Committee.

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(b) A member whose subscription is two years in arrears and who has been duly notified of the fact shall, if the Executive Committee sees fit, be removed from membership of the Society.

(c) The annual Members' Assembly shall be held during the annual EAS Congress or, if appropriate, during EAS-related workshops or symposia. Members shall be notified of the date and place of the next annual Members' Assembly at least three months in advance.

Documents to be discussed at the Members' Assembly shall be posted on the EAS website at least one month in advance of the next Members' Assembly and protocols from each meeting shall be posted on the EAS website within three weeks of the annual Members' Assembly.

(e) At the annual Members' Assembly, the President or Secretary shall report on the work done by the Society during the preceding year, and the Treasurer shall present a statement of the Society's accounts.

(f) Members shall be notified of the date of the next annual voting for Officers, members of the Executive Committee and members of the Election Committee at least four months in advance. This information shall be available on the EAS website.

(g) At the initiative of the Executive Committee, the Society may wish to obtain consensual feedback from the members on specific issues in a timely manner. Such official feedback may be obtained by a simple majority of the voting members either at the annual Members' Assembly or via an electronically facilitated referendum.

ARTICLE §10 - DISSOLUTION

The Society can only be dissolved with the agreement of two-thirds of the ordinary members of the Society. Any residual funds not at the time of dissolution allocated to a specific project shall be used in research on atherosclerosis. Under such circumstances an open call would be made among ordinary members for research projects, allocation of funds to be determined by the Executive Committee.

ARTICLE §11 - ALTERATIONS AND AMENDMENTS

(a) Any alteration, addition or amendment to the above Constitution and Regulations of the Society must be circulated to all members at least one month in advance of the next Members' Assembly. This information shall be available on the EAS website.

(b) In urgent matters, voting on alteration and/or amendments to the Constitution may be performed electronically. A member of the society shall then be selected by the Executive Committee to monitor and review the voting result for accuracy.

Alterations and amendments approved via an electronically-facilitated referendum will take effect upon announcement of the approved voting result: they must then be verified by voting at the next Members' Assembly to become permanent.

(c) The changes require the agreement of two-thirds of the voting members.

ARTICLE §12 - CONFLICTS

The Society operates under Swedish law and conflicts should be handled, if not otherwise specified, in signed contracts, by Swedish courts.