



CONSTITUTION of the EUROPEAN ATHEROSCLEROSIS SOCIETY

As approved by the Members' General Assembly, May 28, 2024

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. The registered office of the EAS shall be situated in Gothenburg, Sweden.

ARTICLE §2 - OBJECTIVES

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

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

ARTICLE §3 - MEMBERSHIP

The EAS is based on individual membership and embraces scientists, physicians, laboratory workers, nurses, dieticians, and students, who are engaged in activities that are in line with the objectives stipulated in Article 2.

Membership of the EAS shall be subdivided as follows (with each individual falling into a category being identified as a Member):

(a) **Ordinary Members (Full Individual Members)** shall be entitled to all the benefits and privileges of EAS membership, namely, to vote, to take part in the business of the EAS, and to participate in its social and its scientific activities. To be entitled to vote, the membership must be registered and paid at the latest on the 31 December of the previous year. Ordinary Members shall pay annual membership subscription fees 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 (President, Treasurer, Vice President, Secretary) nor become a member of the Executive Committee. Honorary Members shall not pay an annual membership subscription fee.

(c) **Contributing Members.** Persons making an active contribution to the EAS as a committee member (whether elected under the rules set out herein or formed under the authorisation of the Executive Committee), course organizer or similar, are considered Contributing Members. They are entitled to the same benefits and privileges as Ordinary Members. Their annual membership subscription fee is waived during the period of their activity and they revert to being Ordinary Members.

(d) **National Society Members.** Where a national atherosclerosis society (a “NAS”) has an association with EAS by written agreement, the individual members of the NAS become National Society Members of EAS. They have selected EAS membership benefits as decided by the Executive Committee from time to time, but may not vote, nor hold office, nor become a member of the Executive Committee. The NAS annual collective membership subscription fee to EAS is paid by their NAS, and the National Society Member may elect to upgrade their membership to Ordinary Membership at a fee set by the Executive Committee.

(e) **Corporate Members.** Corporate partner companies may nominate a specified number of individual company representatives as Corporate Members, by written agreement. Corporate members have selected EAS membership benefits as decided by the Executive Committee from time to time, and may not vote, nor hold office, nor become a member of the Executive Committee, nor otherwise participate in the EAS activities.

(f) **Senior Scientists.** Former Presidents of the EAS, and other persons deemed by the Executive Committee to have made an exceptional contribution to the EAS activities, are considered Senior Scientists. They shall not pay annual membership subscription fees, and shall receive a complimentary invitation to the EAS' annual Congress. In other respects, their membership is equivalent to that of an Ordinary Member but shall neither be allowed to hold office (President, Treasurer, Vice President, Secretary) nor become a member of the Executive Committee.

For the avoidance of doubt, Honorary Members and Senior Scientists are entitled to vote despite not being subject to membership fees.

Membership fees are due annually, on the date of admission, and renewed annually on a 12-month basis. Membership fees are non-refundable.

Any Member is free to withdraw it's membership at any time by notice to the Executive Committee.

ARTICLE §4 - ORGANIZATION

Office-Bearers and Executive Committee

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(a) The business of the EAS shall be conducted by an Executive Committee, whose members are elected from the Ordinary Members of the EAS. The Executive Committee shall comprise the Officers of the EAS (President, Vice-President, Secretary and Treasurer) and four Ordinary Members and, where applicable, 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 voting 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. The President runs the EAS and is responsible for its strategic development. During that year, he/she serves as President-Elect, and will be a supernumerary member of the Executive Committee if not already a member of the Executive Committee.

The period of office for President is four years, and the President is not eligible for 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.

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 EAS. Vice-President is an elected position. Candidates must previously have served on the Executive Committee. The period of office is four years and the Vice-President is not eligible for 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 (if not already a member). At the conclusion of his/her term of office, the outgoing Vice-President remains a non-voting supernumerary member for four months.

(iii) The Secretary has the responsibility to uphold the legal requirements of running the EAS, and support the Executive Committee and (if applicable) the Office Manager in administrative matters. Secretary is an elected position. The period of office is four years and the Secretary is not eligible for 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 (if not already a member). At the conclusion of his/her term of office, the outgoing Secretary remains a non-voting supernumerary member for four months.

(iv) The Treasurer has the responsibility to oversee the handling of all the EAS' financial matters. The Treasurer is elected one year before he/she takes office. During this year he/she serves as Treasurer-Elect, and will be a non-voting supernumerary member of the Executive Committee if not already a member of the Executive Committee.

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The period of office for Treasurer is four years and the Treasurer is not eligible for re-election to the same position.

- (v) The ordinary, non-officer members on the Executive Committee are elected positions (Ordinary EC Members). The period of service is four years. During a period of four months prior to taking office the newly elected Ordinary EC member will serve as non-voting supernumerary member of the Executive Committee (if not already a member). At the conclusion of his/her term of office, the outgoing Ordinary EC Member remains a non-voting supernumerary member for four months. Ordinary EC Members are not eligible for immediate re-election to the same position.
- (vi) The Executive Committee may appoint an Office Manager and/or administrative assistants to assist the Executive Committee with the running of the EAS business and in the performance of its tasks. The EC may delegate such tasks and responsibilities as it deems appropriate to the Office Manager and administrative assistants, however, such delegation must always be in compliance with this Constitution..
- (vii) The Executive Committee shall meet, in-person or remotely/virtually, when convened by the President, as often as is necessary in the interests of the EAS. The President must convene the Executive Committee if requested to do so by one-fifth of its voting members.

The Executive Committee shall be authorized to create and disperse committee's to assist in the running and operations of the EAS from time to time.

ARTICLE §5 – MEMBERSHIP AND ELECTION PROCEDURES

(a) Ordinary Members and Corresponding Members

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

Admission criteria for individual Members are as follows:

- (i) The number of Members shall be unlimited.
- (ii) A Member shall undertake to comply with the EAS objectives and this constitution.
- (iii) A Member shall be active in or have interest of the field of atherosclerosis, either as scientists, physicians, laboratory workers, nurses, dieticians, student or other similar capacity.
- (iv) A Member must have paid their membership fees for the current year.

The Executive Committee is authorized to pass decisions on whether the admission criteria are fulfilled. If membership is denied for an individual Member, such Member may raise a claim with the Compliance and Ethics Oversight Committee (CEOC) or such other committee that the Executive Committee appoints from time to time. Such committee shall be allowed to overrule the Executive Committees decision and the committee's decision is final.

(b) Appointment of Honorary Members

Any Ordinary Member of the EAS is entitled to propose, with the support of at least four other Ordinary 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 with simple majority.

(c) Appointment of Election Committee

- (i) The Election Committee (ELCOM) shall be composed of a chairman and four other 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 be re-appointed. The Executive Committee retains 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 a resolution on removal of the chairman is passed 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) ensuring that no two nominees are from the same country. 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 EAS, with voting rights**, vote for the **Election Committee** members in a manner announced by the Executive Committee on the EAS web page. The four nominees that receive 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 of being re-elected.
- (iv) If any of the members of the Election Committee 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 of the Election Committee agree. The new member should be the nominee during the previous election that received the highest number of votes without being elected.
- (v) The new **Election Committee** is presented to the General Assembly. The members of the Election Committee should be physically present at the General Assembly unless there is objective reason for their absence.

(d) Election of Office-Bearers and Executive Committee Members

- (i) The name of a voting Member proposed to replace retiring Officers or Ordinary EC Members of the Executive Committee may be proposed by a Member of the EAS 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 the 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

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existing Executive Committee members and (c) gender balance. There should be no more than five candidates standing for election for any one elected position.

Nominated candidates may not hold leadership positions or positions as paid employees within an industry that provides pharmaceuticals, nutraceuticals, medical devices, treatment services or similar, with a potential conflicting interest with the EAS.

Potential candidates may not hold a senior position within another international organisation or society with a competing interest and/or objectives with the EAS, if such position creates a conflict of competing interest between the nominated Members function within the EAS and the members function in another organisation .

If such circumstance referenced above occurs during an Officers or Ordinary EC Members term of office in the Executive Committee, the aforementioned conditions are upheld, and the Member will be required to step down from their role on the Executive Committee.

Voting is held via a website-based ballot containing the (i) names of the retiring members of the Executive Committee and (ii) the names of the candidates selected by the Election Committee, to replace the retiring member. The completed ballot is submitted through the electronic voting system and is tabulated electronically. The past and current chairman of the Election Committee shall monitor and review the election results for accuracy. If any of these are incapable to perform the monitoring and review work, the Election Committee shall be allowed to appoint one or more deputies to perform the task.

(ii) In the event of an incidental vacancy occurring on the Executive Committee, where a Ordinary EC Member or Officer is unable to serve the duration of their term, the vacancy shall be filled at the next General Assembly, electing a person to the vacant position from among the Ordinary Members of the EAS by the procedures stated in Article 5(d)(i).

This member shall only hold office for the unexpired term of office of the Officer or Ordinary EC Member replaced, but shall (with exception to the specific rules of re-election under Article 4(c) for the relevant Officer) 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 shall be handled by the remaining Executive Committee Members with the allocation decided between them.

(iii) Members shall be notified of the dates 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 made available on the EAS website.

(iv) Exclusion of a member of the Executive Committee for reasons related to conflicts of interest referenced in Article §5(d)(i) above, where the Executive Committee Member fails to step down, may be initiated by one other Executive Committee member and is subject to a vote with 2/3 majority, where all Executive

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Committee members with voting rights (except the member subject to exclusion) participates. The vote can not be held prior to the CEOC (or such other committee that the Executive Committee appoints to fulfil the role from time to time) giving a written statement on the evaluation of the circumstance that qualify as a conflict of interest. If so requested, the CEOC shall give its written statement within three weeks of the Executive Committees request.

ARTICLE §6 - SCIENTIFIC MEETINGS

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

For each Congress, a Scientific Programme Committee shall 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 Corporate Activities Committee.

ARTICLE §7 - JOURNAL

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

ARTICLE §8 - FINANCES

The EAS 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' General Assembly.

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

All Executive Committee members have joint legal responsibility for the management of the EAS finances. The President, the Vice-President, the Treasurer, the Secretary and Office Manager may act on behalf of and represent the EAS and may each sign contracts and other legal or financial documents for the EAS. The Executive Committee may adapt procedural rules on authorization for matters related to the operations of the EAS.

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

ARTICLE §9 - GENERAL RULES

(a) The name and logo of the EAS may not be used for any purpose without the prior written consent of the Executive Committee.

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(b) Unless decided otherwise by the Executive Committee, A Member shall be deemed to have resigned its membership in the EAS on January 1st if they have not paid their membership fees for the two previous years. The Executive Committee or a person whom the Executive Committee delegates such a task shall be entitled to remove such individual as Member.

(c) The EAS financial year shall be January 1 – December 31.

(d) The EAS accounts shall be kept according to Swedish accounting principles and applicable law.

ARTICLE §10 – MEMBER'S GENERAL ASSEMBLY

(a) The annual Members' General 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' General Assembly at least three months in advance. Ordinary Members are welcome to attend the General Assembly virtually; however, only those Members present in person have voting privileges.

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

(b) At the annual Members' General Assembly, the President or Secretary shall report on the work performed by the EAS during the preceding year, and the Treasurer shall present a statement of the EAS accounts and financial report.

(c) The following matters shall be decided by the Members' Assembly:

- a. Honorary membership proposals
- b. Proposed amendments to the EAS Constitution
- c. Financial report
- d. Membership fee
- e. Appointment or release of auditor
- f. Power of signature
- g. Discharge of liability for the Executive Committee members, the auditor and (if applicable) the Office Manager for the previous year's accounts

Notwithstanding the above, the Executive Committee may present other topics for discussion without organizing a vote on the subject.

(d) Voting procedures are separate from the Member's General Assembly and regulated in Article § 5.

(e) At the initiative of the Executive Committee, the EAS 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' General Assembly or via an electronically facilitated referendum.

ARTICLE §11 - DISSOLUTION

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The EAS can only be dissolved with the agreement of two-thirds of the Ordinary Members of the EAS. The convening of a Members' Assembly is mandated for such a decision, initiated by a minimum of 25 % of the Members through a written request submitted to the Executive Committee. Upon such notice, the Executive Committee shall convene a Member's Assembly for a decision within eight weeks. Any residual funds not allocated to a specific project at the time of dissolution shall be used for research purposes within the field of atherosclerosis. Under such circumstances an open call would be made among Ordinary Members for research projects, and allocation of funds is to be determined by the Executive Committee. The Executive Committee may, at its own discretion, elect to appoint one or more external officer to execute the dissolution in a proper manner and in line with applicable laws and regulations.

ARTICLE §12 - 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' General 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. The past and current chairman of the Election Committee shall and review the voting result for accuracy. If any of these are incapable to perform the monitoring and review work, the Election Committee shall be allowed to appoint one or more deputies to perform the task.

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 in person at the next Members' Assembly to become permanent.

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

ARTICLE §13 - CONFLICTS

The EAS operates under Swedish law. Any dispute arising from this Constitution shall be handled, if not otherwise specified by written agreement, by the Swedish courts, where the district court of Gothenburg shall be the first instance.