Bylaws

Articles of the ECTRIMS Association

Name and registered office

Article 1

1. The name of the association is: The European Committee for Treatment and Research in Multiple Sclerosis (referred to as ECTRIMS).
2. The association has its domicile in the municipality of Basel, Switzerland.

Objective

Article 2

ECTRIMS is an independent representative European organisation that facilitates communication and creates synergies among clinicians and scientists to promote and enhance research and improve clinical outcomes in multiple sclerosis.

The objects for which the incorporation is established are:
— To support and promote basic and clinical research in multiple sclerosis in Europe;
— To act as representative of the multiple sclerosis research community;
— To be actively involved in coordinating initiatives in the field of research both in Europe and worldwide;
— To organize annual congresses in the field of treatment and research in the field of multiple sclerosis;
— To encourage young researchers in the field of multiple sclerosis.

Duration

Article 3

1. The association has been established for an indefinite period of time.
2. The financial year of the association shall be the calendar year.

Membership

Article 4

1. The association has members and those are members of the Council.
2. As members of the association only active multiple sclerosis researchers residing in Europe are permissible.
3. Members are proposed in writing by the National Neurological Association and/or by the medical advisory board of the Multiple Sclerosis Association of the country in question.
4. The number of membership shall be 1, 2, or 3 per country.
5. The period of membership shall not exceed two terms of two years, which period shall only be extended by another period of two years if at the end of the second period the member shall be on the Executive Committee of the association. The Executive Committee determines the rotation.
6. The Council Meeting decides with an absolute majority of votes validly given on the admittance of members.
7. Membership is highly personal and cannot be transferred nor be acquired through hereditary succession.

Article 5

1. Membership terminates:
   a. Through the death of the member;
   b. Through notice being given by the member;
   c. Through notice being given by the association;
   d. Through removal;
   e. Through expiration of the period as referred to in article 4 point 5.
2. Withdrawal of membership from a member shall only take place at the Council Meeting. Withdrawal shall take place in writing to the Executive Committee subject to a period of notice of at least four weeks. Membership shall terminate immediately:
   a. If a member cannot reasonably be asked to have his membership continued;
   b. Within one month following a decision whereby the rights of the members have been restricted or their obligations have been made heavier and have been made known or informed to a member;
   c. Within one month after a member has been informed of a decision to convert the association into a different legal form or amalgamation;
   d. Expiration of the period mentioned in article 4 point 5.
3. Withdrawal of membership on behalf of the association can be done by the Executive Committee:
   a. When a member, after repeatedly having been summoned in writing has not fully complied with his financial obligations toward the association on the current financial year;
   b. When a member has not complied with the requirements for membership as presented in the articles of association at that moment.

   The term of notice shall at least be four weeks. If a term of notice has not taken place in time, membership shall be continued for one term. Notice of termination shall always include the reasons for termination.
4. Expulsion from membership shall only be pronounced when a member acts in violation of the articles of association, regulations or decision of the association or whenever the member damages the association in an unreasonable manner. Expulsion shall be done by the Executive Committee, whilst informing the members as soon as possible of the decision, whilst stating the reasons. Within one month on receipt of the notification membership termination, the member in question has the right to appeal the decision to the Council Meeting. During the term of appeal process, the member shall be suspended. A member who has been suspended shall not have the right to vote.
5. If membership terminates during the course of a financial year, the annual dues for a terminated member shall entirely be payable by the member, unless the Executive Committee shall decide differently.

Donors

Article 6

1. Donors are those individuals or groups who are not members of ECTRIMS (individually or as council members) but who have been permitted as donors by the Executive Committee. The Executive Committee shall be authorized to terminate donorship by means of notice in writing.
2. Donors shall be obliged to grant the association annually a financial contribution, the minimum amount of which shall be laid down by the Council Meeting. They shall not have the right to vote, but they may address the meeting.

Contributions

Article 7

1. Every member may annually pay a contribution. The amount of this contribution shall be laid down by the Council Meeting.

Executive Committee

Article 8

1. The Executive Committee consists of eight natural persons who appoints from among their midst five of them as the Officers including a President, a Vice President, a Past President, a Secretary and a Treasurer. The Vice President will automatically be appointed as President, when the president's term ends or if the President resigns. The President will automatically become Past President when their term ends.
2. Those in the role of Member of the Executive Committee shall be elected at the Council Meeting by the members of the association. All members of the Executive Committee shall be domiciled in different countries.
3. All members of the Executive Committee can be suspended or dismissed at any time by the Council whilst stating the reasons. The Council may make a decision to suspend or dismiss an Executive Committee member with a majority of two/thirds votes validly given.
4. The member of the Executive Committee that is suspended or terminated shall be

given the opportunity to render account at the Council Meeting.

5. Member of the Executive Committee sits during a period of two years. This period can be prolonged only if, during or at the end of the initial two-year period, a Member of the Executive Committee becomes an Officer; and that for the period that they remain an Officer. The Executive Committee lays down the order of rotation. The term of office is two years. The Secretary and the Treasurer may be re-elected for one term. In any case it is impossible to stay as an Officer for more than 8 years.
6. If the number of Executive Committee members falls below the number referred to in Article 8, point 1, the Executive Committee shall nevertheless remain authorized to govern. The Executive Committee shall convene a Council Meeting as soon as possible, either in person or by electronic communications, at which the vacancy or vacancies are discussed and new appointments may be made.
7. The Treasurer oversees the financial activities of the secretariat, including needed audits, etc. The daily activities are done by the administrative secretariat.
8. If in any deliberation there is an equal number of votes, the President's vote is preponderant.

Article 9

1. The Executive Committee is charged with managing the association.
2. The authority to represent the association belongs to the President, the Vice President, the Past President, the Secretary and Treasurer, all of which have a signatory power at two together.

Council Meeting

Article 10

1. The Council Meetings will be held within Europe, unless in association with an organization based outside Europe.

Article 11

1. The members who are not suspended, donors and those who will be invited by the Executive Committee and/or the Council Meeting has admittance to the Council Meeting. A suspended member has admittance to the meeting whereat the decision of his suspension will be dealt with and he will be authorized to speak on the subject.
2. With the exception of a suspended member, every member shall have one vote at the Council Meeting. Every member entitled to vote can authorize another person who is entitled to vote to give their vote. A person authorized to vote can act as attorney for not more than two persons at the utmost.
3. A unanimous decision on the part of all the members who are authorized to vote, even if they are not present at the meeting, provided made with previous knowledge of the Executive Committee, has the same force as a decision made at the Council Meeting. This decision may also be brought about in writing.
4. The President shall determine the manner in which the votes will be given at the Council Meeting.
5. All decisions whereof the law or these articles of association do not require a greater majority, shall be made with an absolute majority of votes given. In the event of a tie on business matters the motion shall be rejected. In the event of a tie when electing persons lots are drawn. If at the election between more than two persons nobody will have acquired an absolute majority, a second ballot is held between the two persons who received the greatest number of votes, if necessary after an interim vote.

Article 12

6. The Council Meetings will be presided by the President or in his absence by the Vice President. In the event of there not being any members of the Executive Committee the meeting itself will appoint a president.
7. The Council Meetings shall be entitled to all the authorities in the association which have not been entrusted to other organs by the law or by the articles of association.
8. The proceedings of the Council Meeting shall be recorded in the minute-book by the Secretary or by a person appointed by the President. These minutes shall be adopted and confirmed at the same time or the next meeting and be signed by the President and the Secretary of said meeting.

Financial

Article 13

1. The financial year of the association shall be the calendar year. At least one Council Meeting shall be held within the subsequent calendar year following the termination of a financial year, except in the event of prolongation of this period by the Council Meeting. At this Council Meeting, the Executive Committee submits its annual report on the proceedings of the association and the management of its affairs. The Executive Committee submits the balance sheet and the statement of assets and liabilities with explanatory comments to the Council Meeting for approval.
2. The Council Meeting may elect auditors either for the annual report or for the investigation of specific topics.
3. For the use of any requested investigation by auditors, the Executive Committee shall give the auditors all and any information required, if necessary show the auditors the cash and values and permit them to inspect the books of accounts and documents of the association.
4. The auditors investigate the documents referred to in the point 1 and 3.
5. If in the opinion of the auditors this investigation requires special knowledge in the field of bookkeeping, the auditors may be permitted to be assisted by an expert at the expense of the association. The Treasurer reports to the Council Meeting.

Article 14

1. The Council Meeting shall be convened by the Executive Committee as often as thought desirable or necessitated by the law, at least once a year.
2. At the request in writing of at least two-tenths of the members authorized to vote, the Executive Committee shall convene a Council Meeting, to be held within four weeks following tabling the request. If within fourteen days following the request has not been responded to, the requesters themselves may proceed to convene the Council Meeting to be held in the manner laid down in paragraph 3. The requesters may then charge other members of the Executive Committee with the management of the meeting and drawing up the minutes.
3. Convening a Council Meeting shall be done by writing to those who are entitled to vote within at least seven days. In the written agenda for the meeting the subject to be dealt with shall be mentioned.

Alteration of the articles of association

Article 15

1. Alteration of the articles of association shall only take place by means of a decision of the Council Meeting, with a majority of at least two-thirds of the number of votes given, convened with the information that alteration of the articles of association shall be proposed.
2. Those who have convened the Council Meeting to deal with a motion to alter the articles of association, shall at least five days prior to the day of the meeting grant leave to inspect a copy of said motion in a suitable place for the members until the end of the day when the meeting was held.

Dissolution and Winding up

Article 16

1. The provisions of article 15 shall be correspondingly applicable to a decision of the Council Meeting to dissolve the association.
2. The Council Meeting establishes in its decision referred to in the previous paragraph the appropriation of the surplus, as much as possible in agreement with the objects of the association.
3. Winding up shall be done by the Executive Committee.
4. After its dissolution the association shall be continued as long as the winding-up of its capital will be necessary. During the winding-up, the provisions of its articles of association shall remain in force as far as possible.

In documents and announcements of the association, the words “in liquidation” shall be added.

5. During liquidation the association shall continue to use its assets according to the objective in article 2. In case this is not possible the remaining assets have to be transferred to another tax-exempt charitable organisation with objectives which are similar or as close as possible to the objectives in article 2.
6. The winding-up terminates at the moment when no assets shall be further known to the liquidator.
7. The book of accounts and any other documents of the dissolved association shall be kept for ten years following the end of the winding-up. The keeper shall be the person who will have been appointed by the liquidators.

Regulations

Article 17

1. The Council Meeting may lay down one or more regulations or alter them, in which subjects will be regulated which have not been provided for in these articles of association, or not fully.
2. The regulations shall not contain provisions which are in violation of the law or of these articles of association.
3. The provisions referred to in Article 15 shall be correspondingly applied to decisions to lay down or alter regulations.