

CONSTITUTION
OF THE
VERBAND DER EUROPÄISCHEN OTORHINOLARYNGOLOGIE;
KOPF- UND HALSCHIRURGIE
/
CONFEDERATION OF EUROPEAN OTORHINOLARYNGOLOGY-
HEAD AND NECK SURGERY

„CEORL-HNS“

Name and Registration

- 1.1. The name of the Society shall be Verband der Europäeischen Otorhinolaryngologie, Kopf- und Halschirurgie / Confederation of European Otorhinolaryngology-Head and Neck Surgery, (abbreviation CEORL-HNS) hereafter referred to as “The Confederation”.
- 1.2. It is a non-profit making, non-political, scientific and educational organisation.
- 1.3. It aims to be active in all European countries.
- 1.4. The registered office of the Confederation is located in Vienna, Austria.
- 1.5. The working language of the Confederation is English.

Structure/ Acquisiton and Termination of Membership

- 2.1. Full membership is open to the following two groups of juristic persons and, provided that they are vested with legal capacity, (partial) institutions of international or European Organisations:
 - 2.1.1. Organisations dedicated to the advancement of the education, clinical practise, research and science in the field of Otorhinolaryngology-Head and Neck Surgery (“ORL-HNS”) or are based on subspecialty areas or multidisciplinary organisations in the field of ORL-HNS (“the Subspecialty Societies”).

2.1.2. The national ORL-HNS-societies of all European countries including Israel acknowledged by the United Nations (“the National Societies”).

(Individually also “the Group”, together: “the Groups”)

2.1.3. Societies consisting of the aforementioned juristic persons are also eligible as members.

2.2. A juristic person aiming at membership in the Confederation shall address a written application to the Presidential Council. In this application reference shall be made which Group the applicant wishes to be a member of.

2.3. The Presidential Council shall decide on the acceptance of Full Members. The acceptance can be denied without any reason. The Presidential Council decides by simple majority. The Presidential Council also suggests an assignment of the new Member to one of the Groups. The assignment of votes follows 5.5. Membership becomes effective after ratification (resolution) by the General Assembly.

2.4. Resignation from the Confederation can be declared with effect at the end of the year with six months prior notice and shall be addressed to the Presidential Council. All membership fees due until the end of the membership shall be paid in their full amount, any fees already paid are not refunded.

2.5. The Presidential Council can expel a Member if it is in falls behind with the payment of membership fees for more than three months in spite of a warning by means of a registered letter that granted an adequate time limit and threatened the expulsion. The Presidential Council can also expel a Member for another important reason, particularly in case of gross violation of other membership duties or a behaviour that is dishonourable or harms the Confederation. Prior to such expulsion the member shall be heard.

2.6. Every Member shall notify an e-mail address to which all communications of the Confederation can be addressed. The internal communication, including that to the respective Representatives, is incumbent on the member itself.

2.7. Individual membership is open to the following individuals:

2.7.1. ENT doctors who are practicing or retired that are members of a Subspecialty Society or National Society.

2.7.2. International members who are full members of a non-European ENT-society.

2.7.3. other ENT-related professionals.

2.7.4. all individual members have full access to all benefits of the Confederation; the Presidential Council will determine these benefits.

- 2.8. Individual members are allowed to attend the General Assembly (5.1.-5.7.), but do not have voting rights. 2.3. to 2.6. apply accordingly with the following modifications:
- 2.8.1. Individual members may resign from the Confederation at any time. The resignation becomes effective for the following year and can be declared until the end of the year.
- 2.8.2. The membership ends automatically with the death of the individual member. Individual members can be expelled by the Presidential Council (2.5.):
- 2.8.2.1. with immediate effect, if they fail to fulfill the obligation to pay the fees (7.1.1.) during a period of two years.
- 2.8.2.2. with immediate effect, if they no longer meet the conditions to be an individual member (2.7.1. to 2.7.3.).
- 2.8.2.3. without reason effective at the end of the respective year.

Aims and Objectives of the Society

- 3.1. The Confederation will be devoted to the advancement of science and research, education and lifelong learning in the field of Otorhinolaryngology-Head and Neck Surgery (ORL-HNS) and allied disciplines.
- 3.2. The Confederation will promote, coordinate and unify the advancement of ORL-HNS in Europe. It will collaborate with all European national ORL-HNS and allied societies and will maintain and improve the welfare of ORL-HNS Specialists.
- 3.3. The Confederation will organise and coordinate high-quality training and exchange programmes according to the Charter of the European Union of Medical Specialists (UEMS).
- 3.4. The Confederation will prepare and harmonise information on various training courses, educational programmes, guidelines and other activities of organisations devoted to any one of the fields of activity of the Full Members respectively of the latter's members.
- 3.5. The Confederation will represent the general and healthcare policy interests of ORL-HNS in other European organisations dedicated to the prevention and control of ORL-HNS related diseases and disorders, and also the training of ORL-HNS specialists.

- 3.6. The Confederation will coordinate and support research and scholarship applications and other fundraising activities for research and continuing medical education relating to ORL-HNS.
- 3.7. The Confederation will organise scientific events and support scientific events of other organisations by promotion and other measures, in particular conferences/congresses and courses which are affordable to Trainees, Specialists and Fellows.
- 3.8. The Confederation will work closely with allied European and International Organisations like the International Federation of Oto-Rhino-Laryngological Societies (IFOS).
- 3.9. The Confederation will collaborate with the UEMS ORL Section and EBEORL-HNS and their Boards and the aforementioned organisations to
 - 3.9.1. assist in the distribution and use by trainees of the UEMS-ORL logbook,
 - 3.9.2. encourage the principle of regular visitation of ORL-HNS Training Departments,
 - 3.9.3. develop programs for subspecialty training in the field of ORL-HNS,
 - 3.9.4. develop European Board Certification of ORL-HNS,
 - 3.9.5. recommend, encourage and facilitate continuing medical education (CME) and continuing professional development (CPD),
 - 3.9.6. ensure the highest possible standard of specialist certification in Europe in the field of ORL-HNS.
- 3.10. The Confederation can be member of other Organisations devoted to its goals and objectives.
- 3.11. The Confederation will support its Full Members in achieving their Aims and Objectives of the society.

Presidential Council

- 4.1. The Presidential Council consists of:
 - 4.1.1. The President and a President-Elect
 - 4.1.2. The Secretary General and a Secretary General-Elect
 - 4.1.3. The Treasurer and a Treasurer-Elect

- 4.1.4. one Representative delegated by UEMS ORL Section and Board and one Representative delegated by the European Board Examination in Otorhinolaryngology (EBEORL-HNS)
- 4.1.5. The Congress Presidents of the upcoming two biennial conferences/congresses
- 4.1.6. The immediate past-President and past Secretary General
- 4.1.7. Two Senior Councilors
- 4.2. Formation of the Presidential Council
 - 4.2.1. The President-Elect, the Secretary General-Elect and the Treasurer-Elect are elected by the General Assembly in accordance with 4.4 and 5.
 - 4.2.2. After the President has withdrawn from his office the previous President-Elect succeeds the President. In the same manner the Secretary General-Elect and the Treasurer-Elect succeed the Secretary General respectively the Treasurer.
 - 4.2.3. Members of the Presidential Council mentioned in 4.1.4 are delegated by the relevant members. Individual Persons to be delegated have to be member of a society that is a Full Member of the Confederation.
 - 4.2.4. The Congress Presidents of the upcoming two conferences/congresses are members of the Presidential Council by virtue of their positions in the winning bid for these conferences/congresses as voted for or affirmed by the General Assembly (5.6.8).
 - 4.2.5. The immediate past-President and past Secretary General are members of the Presidential Council by virtue of their past function in the Presidential Council.
 - 4.2.6. The Senior Councilors advise the Presidential Council and are elected and recalled by all other members of the Presidential Council entitled to vote.
 - 4.2.7. Members of the Presidential Council cannot hold more than one position within the Presidential Council simultaneously.
- 4.3. Tenure of office of the Presidential Council
 - 4.3.1. Unless otherwise stipulated in the bylaws, re-election of officers is not permitted.

- 4.3.2. The tenure of the President, the President-Elect, the Secretary General, the Secretary General-Elect, the Treasurer and the Treasurer-Elect is two years. The Treasurer can be re-elected as Treasurer-Elect one time.
- 4.3.3. The Presidents of the two upcoming biennial conferences/congresses that shall be organised by the Confederation are members for the four years preceding the respective conference/congress.
- 4.3.4. The tenure of the UEMS and EBEORL-HNS representatives is four years. It ends at any rate with the end of the representatives' terms of the function in the UEMS ORL Section and Board or the EBEORL-HNS respectively. Once only it may be extended for further four years.
- 4.3.5. The tenure for the immediate past-President and past Secretary General is two years and cannot be extended.
- 4.3.6. The tenure of the Senior Councilors is two years. Re-election is possible.
- 4.3.7. The officers remain in office beyond the tenures above until new officers for the respective positions have been elected or delegated.
- 4.4. Election of officers-elect:
- 4.4.1. Any individual person who is a member of a society that is a Full Member of the Confederation can be elected as President-Elect, Secretary General-Elect or Treasurer-Elect.
- 4.4.2. To be eligible for election by the General Assembly he or she has to present Letters of Support:
Firstly, from the National Society he or she is a member of. Secondly, from one of the following: EAONO, EHNS, ELS, ERS, EAFPS and ESPO. Thirdly, from another Subspecialty Society.
- 4.5. In case of hindrance of any one of the officers the officer-Elect temporarily takes over the task.
- 4.6. **Functions and internal organisation of the Presidential Council**
- 4.6.1. The President is the Chairman of the Presidential Council and represents the Confederation externally.
- 4.6.2. The Secretary General is responsible for the day-to-day administration of the Confederation. He has to endeavour to facilitate communication between and within the Groups.
- 4.6.3. The Treasurer is in charge of the financial matters.

- 4.6.4. The Presidential Council will meet at least once per year at a location and date to be decided, as far as possible, in the preceding meeting. The attendance of guests, in particular of staff that deals with day-to-day business, can be admitted by a simple majority of the members of the Presidential Council. Each National Society and each Subspecialty Society has the right to delegate one representative to meetings of the Presidential Council with no voting right.
- 4.6.5. The Presidential Council is the governing body of the Confederation.
- 4.6.6. The Presidential Council shall manage the business of the Confederation.
- 4.6.7. The Presidential Council shall report to the General Assembly of the Confederation on its activities and financial management.
- 4.6.8. The Presidential Council shall prepare the revenue and expense statement and balance sheet of the Confederation for the previous business year within the first five months of a business year.
- 4.6.9. The Presidential Council shall prepare the General Assemblies of the Confederation.
- 4.6.10. The Presidential Council is entitled to nominate an administrative secretary or other appropriate personnel for the day-to-day business of the Confederation and to entrust the secretary with setting up and managing the office.
- 4.6.11. The Secretary General of the Presidential Council is responsible for preparing the agendas for the Presidential Council and General Assembly meetings and convening the members not less than six weeks prior to the respective meetings. The dates of Presidential Council and General Assembly meetings shall be published on the Confederation's website six weeks in advance. The agenda shall be published on the Confederation's website and sent to the members electronically two weeks before the respective meeting.
- 4.6.12. All members of the Presidential Council can request additional items for the agenda of Presidential Council meetings up until four weeks before the respective meeting by written request (email sufficient) to the Secretary General. Full Members can request additional items for the agenda of the General Assembly by written request (email sufficient) to the Presidential Council, for the attention of the General Secretary, no later than four weeks prior to a General Assembly.
- 4.6.13. The Presidential Council nominates a webmaster to set up and maintain an open website for the Confederation. The National and the Subspecialty Societies are responsible for their respective components so as to facilitate a uniform website for all European ORL-HNS activities. The Presidential Council is responsible for the timely publication of

Presidential Council and General Assembly meetings and their respective agendas.

- 4.6.14. The Presidential Council is entitled to develop congress guidelines and to nominate a Professional Congress Organiser (PCO) to manage the congresses/conferences and meetings of the Confederation.
- 4.6.15. Decisions within the Presidential Council are reached by simple majority vote with at least 50% of its members present. In case of a tie vote the Chairman has a decisive vote. The EBEORL-HNS delegate and the Senior Councilors have no vote.
- 4.6.16. By order of the President the Presidential Council can hold its meetings and pass resolutions via (online) telephone or video conference, pass (circular) resolutions by electronic means as well as by telephone or other electronic attendance and voting by some members of the Presidential Council.
- 4.6.17. For urgent decisions that cannot be delayed or in cases of force majeure that make an in-person-meeting impossible, circular resolutions by email are admissible upon request of a member of the Presidential Council if two thirds of the members of the Presidential Council agree. The decision to be taken itself is reached by simple majority vote.
- 4.7. Notwithstanding 4.6.4 above, members may delegate representatives to meetings of the Presidential Council, if they have been announced to the General Secretary at least four weeks prior to a meeting. The representatives attend these meetings as guests with a right to speak.

General Assembly of the confederation

- 5.1. According to the number of votes, as layed down in 5.5, each Full Member has the right to delegate one or more Representatives to the General Assembly. Multiple Votes can be united in and executed by one Representative.
- 5.2. Every Full Member shall inform the Presidential Council, for the attention of the General Secretary, no later than two weeks prior to a General Assembly in writing who its Representative(s) is/are, otherwise its rights are forfeited.
- 5.3. All members of the Presidential Council have the right to attend the General Assembly and to speak therein. Other individuals may attend the General Assembly as guests – without a right to vote, to speak, to ask question or the right to information – if they sign up by means of a written request to the General Secretary at least four weeks prior to the meeting.
- 5.4. Officers of the General Assembly

5.4.1. The President and Secretary General act as Chairman respectively Secretary General of the General Assembly.

5.4.2. In the absence of the President and/or the Secretary General these offices are held by the President-Elect respectively the Secretary General-Elect.

5.5. Votes:

5.5.1. Each National Society has one vote.

5.5.2. The Subspecialty Societies have the following votes:

5.5.2.1. EAONO, EHNS, ELS, ERS, ESPO and EAFPS each have five votes.

5.5.2.2. All other Subspecialty Societies have one vote each.

5.5.3. The Young Confederation has two votes and delegates two eligible Representatives to the General Assembly: One representing doctors in specialised medical training. One representing fellows not holding senior positions.

5.5.4. UEMS ORL Section and Board has two votes. EBEORL-HNS has one vote.

5.5.5. Each member of the Presidential Council entitled to vote within the Presidential Council has one vote in the General Assembly. In case of a tie vote the Chairman of the General Assembly has a decisive vote.

5.5.6. Representation in voting by another eligible Representative of the member or any other member by means of a written power of attorney is permitted. One Eligible Voter can exercise votes of up to three members.

5.5.7. Notwithstanding 5.5.2 above, upon their admission, Subspecialty Societies have one vote. The General Assembly may assign more votes with ratification of membership upon a proposal of the Presidential Council.

5.5.8. None of the two Groups shall have more than 60% of all votes:

5.5.8.1. In case this limit would be exceeded due to admission of new members, ratification of membership(s) requires a majority of two-thirds of votes cast and a quorum of 50% of all votes.

5.5.8.2. In case this limit would be exceeded due to departure of members, the General Assembly shall decide on a new assignment of votes in accordance with 5.5.8.1. Until such resolution is passed, effective passing of resolutions

additionally requires a majority of votes within each of the Groups.

- 5.6. The General Assembly of the Confederation is the meeting of its members and has the rights and duties attributed to the meeting of members by the law, and particularly the following:
 - 5.6.1. It must meet biennially, if feasible in the scope of the conference/congress of the Confederation of that same year.
 - 5.6.2. The agenda shall be published two weeks in advance of the meeting.
 - 5.6.3. It shall confirm the fundamental policy of the Confederation.
 - 5.6.4. It shall accept the report of the President.
 - 5.6.5. It shall accept the report of the Treasurer.
 - 5.6.6. It shall accept and approve the report of the Auditors.
 - 5.6.7. It shall accept and approve the annual budget.
 - 5.6.8. It shall, according to the congress guidelines, endorse and vote on the location and the Congress President of the biennial conferences/congresses of the Confederation, at least four years in advance. If a decision on the location becomes necessary and the General Assembly cannot be addressed in due time, the Presidential Council can vote a location and have it affirmed in the next General Assembly.
 - 5.6.9. It can introduce membership fees and decide on the amount.
 - 5.6.10. The General Assembly passes its resolutions by simple majority vote unless a higher quorum is provided for.
 - 5.6.11. It requires a quorum of 50% of all votes. If the General Assembly has no quorum at the time the meeting is scheduled to start, it will start with a 30 minute delay. The General Assembly – unless a quorum is separately stipulated in the bylaws – will then have a quorum irrespective of the number of votes present or represented and will transact business according to the agenda.
 - 5.6.12. Additional agenda items for the General Assembly may be proposed by a two-thirds majority vote at the General Assembly if at least 50% of the votes are present or represented.
 - 5.6.13. Minutes of meetings shall be confirmed by the President and published within 10 weeks by the Secretary General. The minutes shall be approved at the next General Assembly of the Confederation.

5.6.14. In cases of force majeure that make a regular General Assembly meeting impossible or impractical, circular resolutions by email are admissible based on a decision of the Presidential Council.

5.7. The General Assembly is open to all individual persons who are a member of a society that is a Full Member of the Confederation as observers with no right to speak. The General Assembly can, at any time during a General Assembly, decide by simple majority vote to also open the assembly to guests, in particular congress participants.

Young Confederation

- 6.1. The Young Confederation is a group of individuals within the CEORL-HNS.
- 6.2. Any member of a Subspecialty Society, National Society or any individual member of the Confederation younger than 45 years of age at the time of the application to join, may apply to become part of the Young Confederation.
- 6.3. The membership with the Young Confederation ends automatically at the end of the year in which the respective member turns 45.
- 6.4. The members of the Young Confederation organise themselves in a transparent democratic process to select the delegates and exercise the votes (5.5.3.). They ensure that the provisions of 6.2. and 6.3. are complied with. They decide themselves who can join the Young Confederation and how membership ends.
- 6.5. The “Young Confederation List” as enclosed to these bylaws contains a list of the initial members of the Young Confederation.

Finances

7.1. Funding

The Confederation will be funded by

7.1.1. Membership fees,

7.1.2. contributions by corporate partners and donations,

7.1.3. profits from scientific conferences/congresses and events.

7.2. The Confederation shall bear the financial responsibility for the conferences/congresses it organises.

7.3. The Confederation conferences/congresses shall be organised according to the congress guidelines.

- 7.4. After allowing for ongoing costs, the residue of any income of the Confederation shall be used to implement the aims and objectives of the Confederation.
- 7.5. For the purpose of clarification: All members are independent entities and the Confederation can therefore not be held liable for a member's obligations.

Auditors

- 8.1. The General Assembly of the Confederation shall elect two Auditors for a term of two years. Re-election is permissible. The Auditors may not hold any offices/positions within the Confederation except for being members of the General Assembly.
- 8.2. The Auditors shall continuously audit all current financial transactions and the financial management of the Confederation. They shall report on the truth and fairness and the use of financial means as implied by this Constitution.
- 8.3. The Presidential Council of the Confederation shall make available to the Auditors all required documents and information.
- 8.4. The Auditors shall report the results of their audits to the General Assembly of the Confederation.
- 8.5. Legal transactions between the Auditors and the Confederation shall require the approval of the General Assembly.
- 8.6. In addition to the two Auditors elected by the General Assembly, the accounts of the Confederation can be checked and approved by an external chartered accountant by decision of and appointed by the Presidential Council or when required by law.

Internal Conciliation Board

- 9.1. Any dispute arising within the Confederation shall be settled by the Internal Conciliation Board which is not a Court of Arbitration in terms of Section 577 et seq. of the Austrian Code of Civil Procedure (ZPO).
- 9.2. The Internal Conciliation Board shall consist of three arbiters who are individuals and members of a full member of the Confederation themselves. It shall be set up as follows: One party to the dispute shall nominate one arbiter and so inform the Presidential Council in writing. Upon the request of the Presidential Council the other party to the dispute shall, within four weeks, also nominate an arbiter. Within further seven days the so nominated arbiters shall elect a third arbiter to chair the Internal Conciliation Board. In case of a tie, the person to be selected is determined by lot.

The arbiters shall not be members of a Confederation body the activities of which have caused the dispute, except for membership to the General Assembly.

- 9.3. The Internal Conciliation Body shall hear both parties and shall decide by a simple majority of its members. It shall decide to the best of its knowledge. Such decisions shall be final as regards the internal affairs of the Confederation

Dissolution of the Society

- 10.1. The voluntary dissolution of the society can only be resolved in a General Assembly with a two-thirds majority of votes if at least one half of the votes is present or represented.
- 10.2. The General Assembly shall also – in case funds of the society are on hand – decide on the liquidation of the society. The General Assembly shall appoint a liquidator and decide whereto the net assets of the society remaining after all liabilities have been covered shall be transferred. In case of a dissolution of the society its assets shall, if possible and permissible, be transferred to a non-profit organisation devoted to non-profit oriented objectives preferably promoting the research and science in the area of the fields of activity covered by the aims and objectives of the society. The same shall also apply if the preferential non-profit purpose of the society ceases to exist.

Special Memberships

- 11.1. **Honorary Membership**
Honorary Membership may be conferred on persons who have rendered special services to the Confederation. The Presidential Council awards honorary memberships. An Honorary Member has the right to attend General Assemblies, but has no voting right.
- 11.2. **Corporate Partnerships**
Companies active in the field of ORL-HNS can apply to the Presidential Council for a Corporate Partnership. The conditions, scope and duration of the Corporate Partnership are decided on an individual basis. Congress services in connection with Corporate Partnerships shall be coordinated and handled according to the congress guidelines.
- 11.3. **Co-opted Membership**
National ORL-HNS-societies of non-European countries can become Co-Opted Members. The Presidential Council decides on the admission of Co-Opted Members. A Co-Opted Member has the right to nominate one Representative for the General Assembly. 5.2 applies analogously. They have no voting right.
- 11.4. **Affiliated Membership**
Societies related to the science or practice of Oto-Rhino-Laryngology not listed in 2.1.1 to 2.1.3 as well as multinational European ORL-HNS societies can

apply for an Affiliated Membership. The Presidential Council decides on their admission. They shall have the right to attend the General Assembly, but no voting rights.