



EVER STATUTES

EVER, European Association for Vision and Eye Research is an International non-profit association, formed in agreement with the Belgian Law of October 25, 1919.

Chapter 1: The non-profit association

Article 1.00 Name of the non-profit association

The international non-profit association “European Association for Vision and Eye Research” abbreviated as “EVER”, was founded in accordance with the Belgian Law of 25 October 1919 and recognized by Royal Decree of 20 September 1998. This international non-profit association is governed by the regulations of title III of the Belgian Law of 27 June 1921 concerning the non-profit organisations, the international non-profit organisations and the foundations.

All acts, invoices, announcements, publications, letters or any other piece which go out from the international non-profit association, mention the name of the association, preceded or followed by the words “international non-profit association” or the abbreviation “INPA”, and the address of the registered office of the association.

Everyone who cooperates in the name of the association with a piece as mentioned in the paragraph above, in which one of the enumerated elements is missing, can personally be held liable for all or part of the obligations contracted in this piece.

Article 2.00 Aims of the non-profit association

EVER is a non-profit association. The aims of the non-profit association shall be to encourage research and the dissemination of knowledge concerning the eye and vision by means of meetings, publications and training as well as the financing, support and subsidizing of projects and people concerning the eye and vision in general. The activities of EVER are focused on the yearly organised congress, where, by means of lectures knowledge on the research of the eye is exchanged and new projects are discussed.

Article 3.00 The Seat of the non-profit association

The seat of EVER is situated in Belgium. Its present address is Kapucijnenvoer, 33, 3000 Leuven, Belgium. The seat of the non-profit association may be relocated to any other place in the Flemish Region or the Brussels-Capital Region by decision of the Board, which must be published in the Belgian Official Journal.

Chapter 2: Membership

Article 4.00 Membership

4.01 Categories of Membership

There shall be two categories of membership: Effective members and Non voting members. Each category may be subdivided in classes as stipulated in the Bye Laws.

Effective members shall be individuals of any nationality engaging in or with an interest in ophthalmic and vision research who meet such requirements as shall be established from time to time by the EVER Board.

There shall be the following classes of Effective membership:

- a) Full Members
- b) Family Members
- c) Life Members
- d) Supporting Members.

There shall be the following classes of Non Voting membership:

- e) Members-in-Training
- f) Associate Members
- g) Emeritus Members
- h) Honorary Members
- i) Contributing Members.

4.02 Application Procedure

A candidate for membership shall apply to the General Secretary following the procedure designated by the EVER Board.

Application Procedure

To become a Full, Family, Supporting or Associate Member or become a Member-in-training, a candidate shall apply to the General Secretary on the form prescribed by the EVER Board. The application must be endorsed by one (1) Full, Supporting, or Life Member, and the applicant shall pay the application fee in effect at that time.

All information submitted on the application form shall be subject to review and verification by or under the supervision of the EVER Board.

The candidate becomes a member upon recommendation by the EVER Board and upon payment of all applicable dues and assessments for the then current year.

4.03 Voting and Holding office in EVER

Only Effective members are entitled to vote on any matter or to attend any General Assembly of members. Only Effective members are entitled to hold any elected office in EVER.

4.04 Fees, Dues and Assessments

The application fees, dues, assessments, and other fees for each class of membership shall be established annually by the EVER Board.

4.05 Termination of Membership

(a) Every Member can resign from the non-profit association at any time. In order to resign one's membership, a Member offers his resignation in writing to the secretary-general of the Board. His membership ends on the day of the sending of his resignation letter.

(b) A Member whose required dues, assessments, or other fees are not paid in full as stipulated in the Bye Laws, shall be considered "delinquent" and his membership in EVER shall automatically terminate on the last day of that year, unless membership is terminated sooner or extended by the EVER Board.

A Member whose membership has been terminated as provided in this paragraph may again become a Member of EVER only by applying for a renewal of his membership and being elected in the manner provided.

(c) A Member may be expelled for gross or persistent activities against the objectives of the non-profit association, or for behaviour which damages the reputation of the non-profit association. The decision to exclude a Member shall be made by a two-thirds majority of the Board after a disciplinary hearing which the Member will be asked to attend and the reasons for expulsion shall be stated. The member may appeal this decision for the General Assembly. In that case the exclusion can be confirmed or annulled by an assembly to which the member concerned is invited by registered mail. The decision or confirmation of annulment is taken with a majority of 2/3 of the votes. The decision will be made public to the party concerned within 8 days.

(d) The membership ends automatically by the death of a member, or in case of a legal person, by liquidation, merger, or bankruptcy.

Chapter 3: Organisation

Article 5.00 Bodies of the non-profit association

The bodies of the non-profit association shall be

- a) The General Assembly
- b) The Sections
- c) The Board
- d) The Committees

Article 6.00 The General Assembly

The General Assembly has the largest competence to fulfil the purposes of EVER. The General Assembly consists of the effective members.

The following decisions are of the sole competence of the General Assembly:

1. Approval of the budget and of the accounts.
2. Appointment and retirement of elected Board members.
3. Discharge of the Board members.
4. Modification of the Statutes.
5. Dissolution of EVER.
6. Exclusion of members.
7. All cases in which the statutes demand it.

6.01 Annual General Assembly

- a) Every year a General Assembly is held on the date and time fixed by the Board during the previous annual General Assembly, and in the place, mentioned in the invitations.
- b) There shall be not less than one (1) General Assembly at each Annual Meeting of EVER, and only Effective Members shall be entitled to attend the General Assembly. The primary purpose of the Annual Meeting of EVER shall be to provide forums for the presentation of scientific papers and related material.
- c) The General Assembly is composed of all the Effective Members and is chaired by the president of the Board.

6.02 Place of Meeting

An Annual General Assembly of members of EVER shall be held each year at the place and date designated by the EVER Board.

6.03 Invitations

The invitation to the General Assembly is sent at least 8 days before the Assembly by post, by fax or by e-mail and contains the agenda. An extraordinary or special General Assembly may be convened when the Board deems it necessary or when 1/5 of the effective members request it. The invitation to an extraordinary or special General Assembly will be sent at least 8 days before the meeting.

6.04 The General Assembly agenda

The General Assembly agenda is prepared by the Executive Committee. Items proposed by 1/10 of the Effective members or by 1/5 of the members of the Board must be added to the agenda.

No decision can be taken on topics which were not announced in the agenda, unless all members are present or represented and decide unanimously to decide on the topic which was not announced in the agenda.

6.05 Voting Procedure

a) Proxy

An Effective Member, who is not able to attend the General Assembly may grant power of procuration to another Effective Member. Each Member may not hold more than two such procurations.

b) Quorum for voting and voting procedure at the General Assembly

Members entitled to cast a total of at least one hundred (100) votes, either in person or represented by proxy, shall constitute a quorum at any meeting of the Members of EVER for the transaction of any and all business at such meeting, except where a greater quorum may be required by these Statutes.

If a quorum is present, a majority of the Members present in person or by proxy and voting, shall be required to constitute action by the Members on any matter, unless otherwise provided by applicable law or these Statutes.

If a quorum is not present, a special General Assembly may be called into session, at the earliest 15 days later, where decisions can be made whatever the number of Members present.

The Effective members can pass any resolution within its competence in writing by unanimous vote, except for the resolutions which need to be passed in a notarial deed.

6.06 Minutes

The decisions are put in writing in a register, signed by the President and the General Secretary and kept by the General Secretary. The members are entitled to access the register. The decisions taken are notified to the membership by letter, mail or via the website.

Article 7.00 Scientific Sections

The Effective members of the General Assembly are subdivided in sections.

7.01 The number and subject of these sections shall be decided by the Executive Committee. The Scientific Sections of EVER are listed in the Bye Laws.

7.02 Members shall annually identify a primary scholarly interest corresponding to a Scientific Section. Members shall have voting rights in only one Scientific Section of EVER.

7.03 Each Scientific Section shall be represented by one Effective member on the EVER Board.

Management of EVER

The general management of the affairs of EVER shall be vested in the EVER Board. Between regular or special meetings of the EVER Board, management shall be vested in the Executive Committee, established within the Board as mentioned below.

Article 8.00 The Board

8.01 Composition of the Board

The non-profit association is managed by a Board, composed of at least three Board members, natural or legal persons, which belong to the category of the Effective members of the association.

The determination of the number of Board members and their nomination is decided by a majority vote. The Board members are nominated for a term determined by the General Assembly. This term can be no longer than five years.

The nominations end immediately after the annual General Assembly of the year in which they end.

The Board can appoint, among its members, a president, a president-elect, a past president, a vice-president, a vice-president-elect, a secretary-general, a treasurer, a programme-secretary and a co-opted member or any other officer which the Board deems necessary. A Board Member cannot, after the termination of his function, be immediately re-elected in the same function.

In case there are only three to six Board members, the above mentioned functions can be cumulated.

In case none of the elected Board members has the Belgian nationality, the Board will immediately co-opt a supplementary Board member of Belgian nationality.

The Board members who represent the scientific sections are elected by the Effective members by written ballot or by mailing a ballot. The list of candidates is presented by the sections. The procedure for the elections and the nominations is determined in the Bye Laws.

The Board members which are local representatives are elected by the Effective members by written ballot or by mailing a ballot. The list of candidates is presented by the other Board members. Only Effective members who have their domicile in the country where the annual meeting is held, and which can assist the Board in the organisation of the annual congress, can be candidates for this function. The procedure for the elections and the nominations is determined in the Bye Laws.

The immediate Past President is an ex officio member of the Board.

Any Board member of EVER elected by the Effective Members may be removed from office for cause, by the affirmative vote of a majority of the Effective Members at a General Assembly where at least one hundred Effective Members are present or represented.

The mandate of a Board member is unsalaried.

Any nomination, resignation or dismissal will take place and will be published according to the applicable laws.

The Board members are in their function not personally committed and they are only responsible for the performance of their duties.

8.02. Meetings of the Board

The Board is convoked by the chairman or two Board members whenever the interest of the non-profit association requires it. The Board must be convoked whenever 1/3 of the Effective members request it. The invitations are sent at least two days before the meeting to the Board members by post, by fax or by e-mail and they contain the agenda. The meeting is held on the date, time and in the place mentioned in the invitation.

The agenda is prepared by the Secretary-General or two Board members. No decision can be taken on topics which were not announced in the agenda, unless all Board members are present or represented and decide unanimously to decide on the topic which was not announced in the agenda.

The Board may only validly deliberate and pass resolutions when at least half of its members are present or represented. Every resolution of the Board shall be passed by a simple majority. In the event of an equality of votes, the person chairing the meeting shall have the casting vote. In case of absence of the chairman, the secretary-general or the vice-president will take the place of the chairman.

The resolutions of the Board can, in exceptional cases, when urgent necessity and the interest of the non-profit association require it, be taken in writing by unanimous vote. This procedure can not be followed for drawing up the annual accounts and the budget.

8.03. Powers of the Board

The Board manages the non-profit association and represents it in court and in deeds. The Board shall have the fullest powers to carry out all transactions which are necessary or useful in order to realise the object of the non-profit association, except those for which the General Assembly is competent by law or according to these statutes.

The board shall prepare Bye Laws governing the function of the membership, the General Assembly, the Board, the Executive Committee and its members. These rules become effective after approval by the General Assembly. These rules can be amended by the General Assembly acting on proposals of the Board or those supported by at least 1/10 of the Effective members.

The Board shall have the final responsibility and authority for all actions and policies that are recommended or adopted by any and all of its advisory councils and committees.

8.04. Day-to-day administration

The Board can, on it's own responsibility, delegate some of its powers to one or more of its members.

The Board can nominate among its members a managing director, who will be charged with the day-to-day administration of the non-profit association. He will take care of the daily business, except the financial matters, and the daily mail and he signs these documents validly in name of the non-profit association.

The term of this delegation of powers can be no longer than five years and will end at the same time as the mandate of the Board member. The Board can also end the mandate or the delegation of powers at any time.

8.05. Minutes of the Board meetings

Minutes shall be taken of the deliberations of the Board, signed by the members present, and they will be notified to the Board members. The minutes shall be recorded or entered in a special register. Copies or excerpts for submission in court or elsewhere shall be signed by the chairman or by two Board members.

Article 9.00 The committees

The standing Committees of the EVER Board shall consist of the Executive Committee and Special Committees.

9.01 The Executive Committee

The Executive Committee shall have and may exercise all of the authority of the EVER Board, or such lesser authority as may be set forth by resolution.

The Executive Committee consists of elected and appointed officers.

The elected Officers are the General Secretary and the Treasurer. They are elected by the effective members at the Annual General Assembly of EVER by mail ballot or personally by written ballot (using an identical form prepared by the General Secretary).

The appointed Officers are the President, The President-Elect, the Vice president(s), the Vice president(s)-Elect and the Programme Secretary. They are appointed by the Board. The procedure for appointment, the period of stay in office, the responsibilities of the officers are decided by the General Assembly and stipulated in the Bye Laws.

A majority of the Executive Committee shall constitute a quorum for the transaction of business and a majority vote of the members of the Executive Committee present and voting at a meeting shall be necessary to adopt any action to be taken by the Executive Committee.

9.02 Special Committees

Both the EVER Board and the President shall have the authority to establish and appoint special committees of the EVER Board and to confer upon them all duties and authority deemed necessary and appropriate.

Article 10.00 Legal Representation

Without prejudice to the general power to represent the non-profit association of the Board, the non-profit association can be represented validly in court and in deeds, by the president of the Board, acting alone, except for the financial matters, to which the treasurer is entitled, and within the limitations of the day-to-day administration, by the managing director, acting alone, who does not need to prove the prior authorization.

The President, or in the absence or disability of the President, a Vice-President or a delegate appointed as stipulated in the bye laws is entitled to sign contracts binding the association.

Article 11.00 Accounts

The financial year shall begin on the first of January and end on the thirty-first of December each year. The Board will submit the accounts of the preceding year and a budget for the following year to the annual General Assembly for approval.

Accounts kept by the Treasurer will be checked annually by an auditor.

The auditor should have no link with the Executive Committee. The auditor is elected on the proposal of the Board by the General Assembly, for maximum three years. The auditor is re-eligible. The auditor will present his report to the annual General Assembly.

Chapter 4: Amendments of the Statutes, Dissolution

Article 12.00 Amendments

The General Assembly can only validly deliberate and decide on amendments of the statutes when the amendments are mentioned in the convocations of the meeting and when at least 1/4 of the effective members are present or represented.

If the latter condition is not met, a new meeting may be convoked which shall validly deliberate and pass resolutions on all items that were on the agenda of the previous meeting, with the majorities mentioned, regardless of the number of Members present or represented. The second meeting cannot be convoked within 15 days after the first meeting.

These statutes may be amended by a two-thirds vote of the members present or represented.

If the amendment concerns the object or the activities of the non-profit association, the decision has to be taken by a 4/5 majority vote of the Members present or represented.

Article 13.00 The dissolution of the non-profit association

The proposal to dissolve the non-profit association shall be submitted to the president no less than six months before the proposed date of dissolution and shall be communicated to all voting members with an explanatory letter from the president no less than three months prior to the voting deadline.

The General Assembly convened for the dissolution of the non-profit association can decide if two thirds of the effective members are present or represented. The dissolution of the non-profit association shall require an affirmative vote by two thirds of the voting members. In case the General Assembly does not attain the required quorum of two thirds of the Effective Members, another General Assembly will be convened, respecting the same guidelines. This General Assembly can decide irrespective the number of Members present or represented. In the event of dissolution by the General Assembly or by the court, one or more liquidators shall be appointed and their powers and the liquidation method will be determined. In case of dissolution, the property of the non-profit association shall be donated to a non profit, world-wide operating, scientific organisation, to be determined by simple majority vote of the General Assembly.

Article 14.00 General stipulations

For all matters that are not explicitly regulated in these statutes, reference is made to the legislation concerning the international non-profit associations.