



Statutes of the EMGM – The European Meningococcal Disease Society

§1 Name and registered office of the Society

The Society will be known as EMGM - The European Meningococcal Disease Society, henceforth referred to as EMGM. After registration the society will use the appendix "e.V."

The registered office of the Society shall be located in Würzburg, Germany. The Society shall be subject to the laws of the country in which the Society has its registered office.

§2 Objectives of the Society

The Society is a non-profit making organisation of individuals dedicated to the reduction of the burden of meningococcal disease by the pursuit of scientific knowledge in the fields of meningococcal disease and *Neisseria meningitidis* (meningococci).

The Society acts exclusively unselfishly in accordance with §§ 51-68 German tax act and does not pursue economical purposes primarily. Funds of the society must be spent exclusively for the purposes of the society. The members, relatives or business associates of the members shall receive neither allowances from the funds of the Society nor any other personal financial benefit. No person shall benefit from disproportionately high reimbursement or from the dispensation of funds for reasons incongruent with the objects of the Society.

The Society has the objective of supporting non-commercial national and international bodies working with meningococcal disease and/or meningococci as follows:

promotion of clinical microbiological laboratory work and epidemiology as well as research, teaching, training quality assurance/control, study of the meningococcus, diagnosis, characterisation, pathogenesis, immunogenicity, prevention and therapy of disease including antimicrobial susceptibility testing and prescribing policy, infection control and good laboratory practice, and other

basic and clinical aspects of infection and immunity.

The Society shall provide expertise opinions on subjects defined within or outside the Society in the fields of its activities.

Non-commercial national and international bodies working with meningococcal disease and/or meningococci include

- European national reference laboratories for meningococci, or equivalent;
- professional representatives for the European national epidemiological surveillance bodies, or equivalent;
- persons who due to their interest, experience, competence and/or position are engaged in meningococcal issues and working in governmental, educational or non-profit organisations.

§3 Membership

The Society consists of full members, student members, associate members and honorary members.

Full members

The following persons are invited as full members:

- professional representatives of European national reference laboratories for *Neisseria meningitidis*, or equivalent;
- professional representatives for the European national epidemiological surveillance bodies, or equivalent;
- clinicians who have specific scientific interest in the field of meningococcal disease;
- other persons who because of their interest, experience, competence and/or position are involved in the field of meningococcal disease and who work in hospitals, governmental, educational or non-profit organisations. Such a person must have an educational qualification of at least a bachelor's degree or equivalent experience in microbiology or a related field.

Student member

A graduate student of microbiology, epidemiology, public health, medicine, infectious diseases, paediatrics or a related field with a special interest in meningococcal issues is eligible to become a student member. Student members pay a reduced fee to the Society, but have the same rights as full members.

Associate member

This membership is open for commercial companies or other organisations, who wish to have close ties to the Society and to take part of defined activities of the Society, but without voting rights.

Honorary member

The General Assembly can award honorary membership after proposition from the Executive Board. This type of membership is restricted to persons who have made exceptional contributions to the fields of the Society's interests/activities.

Application for membership will be addressed to the Secretary of the Executive Board. The Executive Board takes the decision on membership. There is no obligation to accept applications of members.

An annual fee is payable by full members, student members and associate members as determined by the General Assembly.

Resignation from the Society must be made in writing no later than 30 November of a given year. Resignation shall be effective as of 31 December of said year. A member of the Society who has not paid the annual fee for two successive years will lose membership.

§4 Organisation

The Society will be organised by an **Executive Board**, a **Scientific Advisory Board**, and a **General Assembly**.

§5 General Assembly

The General Assembly is the supreme body of the society and is composed of all members. Full members, Student members, and Honorary members have the right to vote at the General Assembly.

The General Assembly receives the report from the Executive Board and the Scientific Advisory Board and is responsible for:

- Election and approval of the Executive Board
- Discussion and approval of the reports of the above

- Decision of agenda proposals
- Amount of annual membership fees
- Approval of the Society's budget and financial reports
- Election of two auditors and one deputy auditor
- All other items not reserved to other bodies of the Society

Decisions on these items are made by simple majority of the members present.

A meeting of the General Assembly shall be held at least every two years in conjunction with a scientific conference. Notice of the meeting of the General Assembly shall be sent to the members at least one month prior to a meeting and should include, besides a letter of invitation, an agenda and additional material as

necessary. An extraordinary meeting of the General Assembly can be called either by the Executive Board, or when more than 1/3 of the full members make a written request for this to the Executive Board.

The General Assembly can relieve Executive Board members of their duties by simple majority vote.

§6 Executive Board

The Executive Board in the sense of § 26 BGB comprises one president, one vice-president, one secretary, one treasurer. The chairman of the Scientific Advisory Board is associate member of the Executive Board.

The president, the vice-president, the secretary and the treasurer are elected by the General Assembly for a period of 4 years and may be re-elected once.

The president, the vice-president, the secretary and the treasurer represent the society externally. Each member of the board can represent the society alone.

The **president** is responsible for carrying out fulfillment of the decisions of the General Assembly and the Executive Board. He calls the meetings of the General Assembly and Executive Board and presides over the General Assembly and Executive Board meetings. In situations when the president is absent, the **vice-president** will perform these functions.

The **secretary** takes written minutes of the General Assembly and the Executive Board meetings. He is responsible for the correspondence of the Society and keeps the list of memberships up to date. He has in his keeping all protocols of the General Assembly and Executive Board meetings and entrusts these to his successor.

The **treasurer** is responsible for the management of Society's funds according to the decisions of the General Assembly and the Executive Board. He is responsible for a yearly statement of account and preliminary estimate for the future 2 years at the meeting of the General Assembly.

The chairman of the Scientific Advisory Board is a member of the Executive Board with voting right.

Together with local organisers, the Executive Board is responsible for the scientific meetings of the Society.

In the case that an Executive Board member resigns or will not be able to fulfill the duties for the remaining period of office, the remaining Executive Board members selects a provisional Executive Board member until the next election.

§7 Executive Board Meetings

Each Executive Board meeting shall have an agenda and be documented with a written protocol. The president must call at least two meetings of the Executive Board in every economic year and a general meeting every 2 years. The president is obliged to call a meeting for the Executive Board if at least two members of the Executive Board so demand. If the president does not call the

required number of meetings, according to the constitution, he forfeits the position as president and the function is carried out till the next election by the vice-president. The Executive Board is authorised to make decisions when at least three Executive Board members are present.

§8 Election of the Executive Board members

The board shall call for nominations for elections to Executive Board positions at the General Assembly as required. Additional nominations must be supported by at least 10 full members. These nominations shall be presented at the meeting of the General Assembly as part of the agenda. The Executive Board members shall be elected by simple majority. Voting for the full members of the Executive Board and for the auditors is open unless a secret ballot is requested. When votes are even, decisions shall be made by drawing lots.

§9 Scientific Advisory Board

The General Assembly identifies areas that need special attention and decides on the tasks and field of activity of defined working groups and committees. Each working group and committee shall have a chairman chosen by the members of the working group and committee. The chairmen of all working groups and committees constitute the Scientific Advisory Board (SAB). The SAB elects from its members a chairman to coordinate the activities of the working groups and committees. The chairman of the SAB is a member of the Executive Board with voting rights.

§10 Financial year

The financial year for the Society is from 1st of January to 31st of December.

§11 Auditors

The responsibility of the auditors is the auditing of the accounts and the treasurer's annual report at the start of each financial year. The results of the audit shall be presented to the Board before the end of February each year. The result of the audit must be documented and signed by both auditors. The auditor cannot, during his time as auditor, also be a member of the Board.

§12 Amendments in the Statutes

Amendments in the Statutes require the approval of the General Assembly. Suggested changes should be sent to the Executive Board in writing at least 3 months before the meeting of the General Assembly. Amendments in the Statutes require assent of at least two thirds of the members present. Changes are effective the day after decision, unless otherwise stated.

Amendments in the Statutes suggested by the court or tax offices require the approval of the Executive Board.

§13 Language

The language of the Society and its publications is English. The German version of the Statutes shall be determinative in all cases.

§14 Resolution to disperse the Society

A resolution of two-thirds of the members of the Society shall be necessary to dissolve the Society. The funds of the Society at the time of dissolution are to be donated to a scientific cause agreed upon by the members with a simple majority after presentation of the last statement of account.

Drawn up in Paris, France, 2 June 2005

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Professor Dominique Caugant

Professor Matthias Frosch

Dr. Sigrid Heuberger

Dr. Edward Kaczmarek

Professor Martin Maiden

Professor Per Olcén

Dr. Muhamed-Kheir Taha