

EABIP *Association subject to the Law of 1901*
European Association for Bronchology
and Interventional Pulmonology
Service d'Oncologie Thoracique,
Maladies de la plèvre, pneumologie interventionnelle
C/o Hôpital NORD
Chemin des Bourrely
13015 – MARSEILLE
FRANCE

MEMORANDUM AND ARTICLES OF ASSOCIATION

UPDATED AS AT 15.09.2014

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ARTICLE 1 - NAME

Those signing these articles of association hereby form an association governed by the Law of 1st July 1901 and the Decree of 16 August 1901 under the name of: "EABIP"

ARTICLE 2 - OBJECT

The non-profit-making association, EABIP, set up at the initiative of European pulmonology practitioners, has the object of fostering:

- 1- The emergence of a European association bringing together highly qualified specialists in the field of bronchology, interventional pulmonology, medical thoracoscopy, together with all related medical activities,
- 2- Promoting high standards of clinical practice, education and research in bronchology, interventional pulmonology, medical thoracoscopy, together with all activities related thereto combined under the name of "interventional pulmonology",
- 3- Promoting a high quality education and learning experience for members of the association,
- 4- Contributing to the improvement of public health and the well-being of the population by promoting international scientific and academic exchange and the sharing of knowledge in relation to the objects of the association,
- 5- The sharing of knowledge with other national and international associations,
- 6- The organisation, every two years, of a congress of the association under the name of "European Congress for Bronchology and Interventional Pulmonology",
- 7- The organisation of meetings of the association during the European Respiratory Society's annual congress,
- 8- To support, as far as possible in the intervening period, European events (conferences, symposiums, practical case studies) related to interventional pulmonology,
- 9- The submission of articles to the journal "Respiration", which is the association's publications body, through the allocation of a dedicated space,
- 10- Promoting national branches of the association in Europe,

ARTICLE 3 - REGISTERED OFFICE

The registered office is fixed at:

**Service d'Oncologie Thoracique,
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It may be transferred to any location on decision of the members within an ordinary general assembly.

ARTICLE 4 - DURATION

The duration of the association is unlimited.

ARTICLE 5 - MEMBERSHIP

The association is made up of:

- Founder Members

The following persons, having taken part in setting up the association, are treated as founder members:

- | | |
|------------------------------|---------------------------------------|
| - Felix J Herth (Germany) | - Paola Gasche-Soccal (Switzerland) |
| - Hervé Dutau (France) | - Stefano Gasparini (Italy) |
| - Semra Bilaceroglu (Turkey) | - Syed Arshad Husain (United Kingdom) |

They are ex officio members of the executive by right.

In the event any of their fellows disappears, the founder members may grant this status to other member(s). The remaining founder members take decisions in the conditions of simple majority.

- Emeritus Members

Emeritus Members are persons on whom the general meeting will have called because of their standing, competence or authority. This honorary title may also be awarded by the executive to persons who have rendered particularly significant services to the association.

They do not have to pay a subscription fee.

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- Honorary Members

This honorary title is conferred by the executive on former directors of the association.

They do not have to pay a subscription fee.

They may attend the general meetings on a consultative basis.

They may not vote nor may they stand for election.

Mr Professor Chris T Bolliger is hereby posthumously designated Honorary Member of the association.

- Benefactor members

These are persons who have made a significant financial contribution to the association or who have agreed to pay a membership fee equivalent to ten (10) times the annual subscription fee.

Also in the benefactor member category are persons having made a tangible or intangible contribution to the association and recognized as such by the executive.

- Active members

They participate in the activities of the association and pay an annual subscription fee of which the amount is fixed each year by the executive.

- To be an active member, one must apply in writing to the executive. The executive has sole discretion to accept or refuse this application and is not obliged to give reasons for its decision.

- Legal entities may be members of the association. They are represented by their legal representative or any other person duly authorised for this purpose.

They take part in the general meetings on a consultative basis only.

Regardless of the number of natural persons who represent it, the legal entity is entitled to one vote only.

-Board of National Delegates (BOND)

The board of National Delegates is composed of active members representing their country.

A national delegate per European country is chosen among paid members by the executive board.

The term of the National Delegate mission is 4 years.

His role is to be the link between the EABIP and his country in order to promote our association and enrol new members.

He can ask the EABIP for support in terms of education and training.

National delegates take part in the general meetings on a consultative basis.

They can be active in different committees or task forces.

ARTICLE 6 - LOSS OF MEMBERSHIP STATUS

The capacity of member of the association is lost:

- by letter of resignation sent to the president of the association;

- by death;

- by disappearance, winding-up or merger, in the case of a legal entity member;

- in case of non-payment of the annual subscription for two consecutive years;

- in case of exclusion decided by the executive on serious grounds, the member in question having been previously invited to explain him/herself.

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In this event, notice of exclusion is served by letter sent to the excluded member in recorded delivery, 10 days after the decision. The excluded member may, within 30 days of this notification, appeal against this decision to the general meeting convened for the purpose within 180 days.

ARTICLE 7 - THE ASSOCIATION'S RESOURCES

The association's resources consist of:

- subscription fees paid by the members who are liable;
- grants that may be agreed by the State or other public authorities;
- individual donations, specifically in the context of sponsorship or patronage;
- capital derived from savings made on its annual budget,
- any other resource authorised by the law;
- the price of services supplied or goods sold by the association.

ARTICLE 8 - ACCOUNTING RECORDS

A daily record of accounts of income and expenditure is kept and, where appropriate, a set of stock records.

The accounts are kept in accordance with the legal rules in the conditions defined at articles L.612-1 to L.612-3 of the Commercial Code, with preparation of a balance sheet, profit and loss account and schedule, in accordance with the accounting plan in force.

ARTICLE 9 - EXECUTIVE

- Composition

The association is administered by an executive composed of no more than 8 members, elected for 2 years by the general meeting, with the exception of the secretary who is elected for 3 years.

The 8 members will hold the following offices:

- President;
- Vice-President;
- Past President;
- Secretary;
- **Member at large;**
- Treasurer;
- Membership Manager
- Editor of the association's journal (Respiration);

Legal entities are represented by their legal representative in office or by any other person duly authorised for this purpose.

The elected members of the executive are chosen from a list approved by the ex officio members or by the outgoing executive.

- Conditions of eligibility

To be eligible to stand for election to the executive, the following conditions must be met:

- to be an active (or enrolled) member;
- to be over 18 years of age;
- to have been enrolled in the association for more than 4 years;
- to have submitted one's candidacy for the executive no later than 8 days before the date of general meeting.

For this purpose, a minimum of 15 days before the date of the general meeting at which the mandatory ballot for renewing the executive takes place, the secretary must:

- inform members of the date of the general meeting and the number of seats to be filled on the executive;
- remind people of the deadline for admissibility of candidacies.

- Method of ballot

Members of the executive are by the "first-past-the-post" system on a relative majority.

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- Majority

The majority is that of members present or represented.

- Representation of absent members

Proxies may be given to another member of the association only.

- Postal ballot

Postal ballot is authorised in accordance with the procedures fixed in the internal rules of procedure.

- Renewal of the executive

The executive is renewed by half every year; outgoing members may stand for re-election.

For the first renewal(s), members to stand down are drawn by lots (with exception of the secretary).

- Vacancies

In the event of a vacancy, the executive will see to the temporary replacement of the member or members. A permanent replacement will be made at the next general meeting. The powers of the members thus elected cease at the time when the terms of office of the replaced members should normally expire.

In the event of a vacancy, the executive will see to the replacement of the member or members. The powers of the members thus co-opted cease at the time when the terms of office of the replaced members should normally expire.

In the case where their term of office expires and failing new elections, the members of the executive and, in particular, the president, stay in office until the following election in order that the association is always provided with organs empowered to represent it, direct its affairs and act on its behalf.

The executive has all the powers that are not reserved to the general meeting by the articles to manage, direct and administer the association in all circumstances.

The executive is charged with implementing the decisions and policy defined by the general meeting. It deals with the day to day management of the association and reports on its management to the general meeting.

The executive may delegate powers for any given question and for a limited period of time.

ARTICLE 10 - EXECUTIVE MEETING

The executive meets as many times as is necessary, and at least once a year, on notice from the president, or at the request of at least a quarter of its membership.

Decisions are taken on a simple majority vote.

In the event of a tied vote, the president has the casting vote.

The executive may only pass resolutions validly if 50% of its members are present or represented.

Proxy voting is authorised without limitation of mandate, blank powers being allocated to the president.

Proxies may be given to another member of the executive of the association only.

Postal ballot is authorised in accordance with the procedures fixed in the internal rules of procedure.

Any member of the executive who fails to attend 3 consecutive meetings without excuse shall be treated as having resigned.

The agenda of meetings is determined by the president.

Members of the executive may ask for items to be included on the agenda. In this event, the request must reach the association at least 8 days before the date of the meeting.

The executive may co-opt persons capable of shedding light on a particular item on the agenda, on a consultative basis only.

Minutes are drawn up of meetings, signed by the president and the secretary.

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The minutes are written up with no blanks or erasures, on numbered sheets initialled by the president and consigned in a special register, kept at the registered office.

ARTICLE 11 – THE PRESIDENT

The president is charged with carrying out the decisions of the executive and ensuring the association operates properly.

The president represents the association in all acts of civil life. He is in particular authorised to be a party to legal proceedings as defendant in the name of the association and as applicant, with the authorisation of the executive. In the same conditions, he may enter appeals and applications for re-trial.

He may reach a settlement only with the authorisation of the executive.

The president convenes the general meetings and executive.

He chairs all the meetings.

In case of absence or sickness, he is replaced by the vice-president, and in the event the latter is prevented, by the most senior member or by any other member of the executive specially delegated by the executive.

He opens and operates any deposit or current account in the association's name, with any bank or lending institution. He generates, signs, accepts, endorses and pays any cheque and payment order to operate accounts.

He may delegate to another member of the executive, to a representative of the association or any person whom he considers relevant, some of the powers listed above.

However, representation of the association in justice, failing the president, can only be dealt with by an authorised representative acting by virtue of a special power of attorney.

ARTICLE 12 – THE SECRETARY

The secretary is charged with everything connected with correspondence and archives. He drafts the minutes of meetings of the general meetings and executive and, in general, all written matter relating to running the association, with the exception of that relating to keeping the accounts. He keeps the special register provided by article 5 of the Law of 1st July 1901 and by articles 6 and 31 of the Decree of 16 August 1901. He ensures the formalities laid down by the said articles are enforced.

ARTICLE 13 – THE TREASURER

The treasurer is charged with management of the association, collects income, makes payments, under the control of the president. He keeps regular accounts of all transactions and renders account thereof to the general meeting which rules on the management.

However, expenditure in excess of 500 euros must be authorised by the executive and countersigned by the president or, failing him in case of impediment, by any other member of the executive.

The purchase and sale of negotiable securities are carried out with the authorisation of the executive.

The treasurer and the Vice-President open and operate any deposit or current account in the association's name, with any bank or lending institution. Both can generate, sign, accept, endorse and pay any cheque and payment order to operate accounts. They are able to delegate some of their powers and duties to other members of the executive.

ARTICLE 14 - UNPAID OFFICE

Members of the executive may not receive any payment in respect of the offices with which they are entrusted.

Reimbursement of expenses alone is possible. Expenses must be the subject of an express decision of the executive, deciding without the presence of the interested parties; supporting evidence must be produced which will be verified.

ARTICLE 15 – GENERAL MEETINGS

General meetings are composed of all the members of the association.

Its decisions are binding on all. The general meetings are ordinary or extraordinary.

Absent members may be represented by any person holding a power of attorney.

Blank powers are allocated to the president of the association.

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Resolutions of the general meeting are passed by a show of hands. A secret ballot may be requested by the executive.

ARTICLE 16 – ORDINARY GENERAL MEETINGS

An ordinary general meeting is convened once a year and every time it is necessary, by the president or at the request of at least 20% of the membership.

The agenda is fixed by the executive and is stated on the notice of meeting.

The notice of meeting must be sent out at least 15 days in advance by simple post or e-mail, through the good offices of the secretary.

Only items included on the agenda may be the subject of a decision.

Any questions lodged with the secretariat by members 8 days before the date fixed for the general meeting, will be added to the agenda.

The general meeting receives the reports on the executive's management and on the financial and moral standing of the association.

It approves the accounts of the previous fiscal year, votes on the budget for the following fiscal year and, where appropriate, renews the members of the executive.

The decisions of the ordinary general meeting are validly taken if 50% of the membership is present or represented.

For this purpose, a list of members is kept which every person present signs in his own name and for the person or persons they are representing, where proxy voting is possible.

If this quorum is not reached, the meeting is reconvened at fifteen days interval and may then pass resolutions regardless of the number of members present or represented.

Decisions are taken on a simple majority vote.

In the event of a tied vote, the president has the casting vote.

Only members whose subscription fees are up-to-date have the right to vote.

ARTICLE 17 – EXTRAORDINARY GENERAL MEETINGS

The extraordinary general meeting has sole competence to modify the articles of association, decide on the dissolution of the association and the allocation of the association's assets, its merger with any other association pursuing a similar aim or its affiliation to a union of associations, proposed by the executive or 20% of the membership of the association.

It must be convened specially for this purpose, by the president or at the request of 20% of the membership, 15 days before the date fixed.

The notice of meeting must state the agenda and contain the wording of the proposed modification in appendix.

Changes to the articles of association may be put before the extraordinary general meeting by the executive only, with the prior assent of the ex officio members.

It must be made up of 75% of members present or represented, having the right to vote at meetings.

No member present may hold more than 2 powers of representation. An attendance register is initialled and certified exact by the members of the executive.

If this quorum is not reached, the meeting is reconvened as soon as possible and may then pass resolutions regardless of the number of members present or represented.

Decisions are taken on a majority of 75% of the members present or represented.

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ARTICLE 18 – CONGRESS OF THE EABIP (ECBIP)

The congress of the EABIP is held every two years. Its location is decided during the general assembly after a secret vote of the present members.

The ECBIP president builds the scientific program that has to be approved by the EABIP executive.

Fifty percent of the profit made from the ECBIPs should be given to the EABIP and all losses should be met by the local organizing society, not by the EABIP.

ARTICLE 19- EABIP ENDORSED COURSES

The course organizer should initially send the meeting program and a request letter to the executive board asking endorsement.

There should be 1-2 speakers invited from the executive committee or from the board of the national delegates.

ARTICLE 19- DISSOLUTION

In the event of dissolution decided voluntarily or by the articles of association or a court, the extraordinary general meeting appoints one or more liquidators and, where appropriate, the assets are devolved in accordance with Article 9 of the Law of 1st July 1901 and with the Decree of 16 August 1901.

ARTICLE 20 - MINUTES

The proceedings and resolutions of general meetings are written up with no blanks or erasures, on numbered sheets initialled by the president and consigned in a special register, kept at the registered office.

ARTICLE 21 – INTERNAL RULES AND REGULATIONS

If it considers it necessary, the executive may draw up a set of internal rules of procedure designed to determine the detail for implementing these articles of association.

These are put before the general meeting for approval.

ARTICLE 22 - FORMALITIES

The president is charged with accomplishing the formalities of declaration and publication, on behalf of the executive, as provided by the law of 1st July 1901 and by the Decree of 16 August 1901.

The executive may give an express power of attorney to any person of his choice to accomplish the formalities of declaration and publication provided by the law of 1st July 1901 and by the Decree of 16 August 1901.

These articles of association have been approved by the constitutive general meeting on 25 November 2013.

They have been drafted in as many original copies as there are interested parties, of which one for declaration and one for the association.

President

Vice-President