



# European Society for Swallowing Disorders

## CONSTITUTION

---

### Articles of Association

#### Chapter I. Name, Goals and Seat

##### **Article 1**

The society is constituted under the name "European Society for Swallowing Disorders" (ESSD) hereto called the Society. The Society has been founded on the old society, the "European Study Group for Diagnostics and Surgery of Dysphagia and Globus (EGDG)" founded in Groningen, the Netherlands in 1991.

##### **Article 2**

###### **The goals of the Society are:**

- To promote care, education and research in swallowing physiology and swallowing disorders.
- To associate health care professionals working in the field of normal and disordered swallowing.
- To contribute to the development of the field
- To provide a forum for the interchange of ideas and research
- To contribute to the scientific and professional development of its members
- To encourage clinical and basic research in all areas related to normal and disordered swallowing
- To represent and promote the field to national and international authorities and societies and the European Union
- To encourage collaboration between professional groups and societies in the field.
- To create professional standards of practice and guidelines.
- To cooperate with similar scientific societies worldwide.
- To consolidate the Society as the society for dysphagia and swallowing disorders in Europe.

###### **To achieve these goals, the Society will:**

- Make available services that facilitate communication and learning such as a website and a scientific journal.
- Organize scientific congresses and meetings
- Promote the development of guidelines and best practice and recommended reading using the network of experts and associations
- Organize or promote training through workshops and courses
- Facilitate collaboration between research groups and health care and academic centers
- Represent the field to the European Union and Commission and to international and national institutions and national governments.



# European Society for Swallowing Disorders

- Promote and encourage clinical and basic research on swallow physiology and the pathophysiology of swallow disorders.

The Society is a nonprofit association.

The official language of the Society is English.

## Article 3

1. The seat of the Society is the Col·legi Oficial de Metges de Barcelona (Official College of Physicians and Surgeons of Barcelona), Passeig de Bonanova 47, 08017, Barcelona, Spain.
2. The Society is an international association, principally European.

## Chapter II. Members: Rights and Obligations

### Article 4

Health care professionals working in the field of normal or disordered swallowing, training or doing research in the field can be members of the Society. The number of members is unlimited and they can be from anywhere in the world.

Applications for membership must be approved by the Board and presented to the General Assembly.

The Society has regular members and honorary members. A regular member is any natural person who meets the criteria of paragraph 1, Article 4, has been admitted by the Board (President or Secretary) and has paid the membership fee. An honorary member is any natural person, who shall have rendered distinguished service to the cause which this Society is formed to promote, who has been elected as such by the Board and has accepted this membership. Honorary members do not pay fees and do not have the right to hold office.

### Article 5

#### **Regular members' rights:**

1. To attend the General Assembly, to speak and to vote, and to be informed previously of the agenda.
2. To elect or be elected to positions representing or directing the Society.
3. To represent the Society if they have been elected to do so.
4. To participate in the government and management, in the services and activities of the Society in accordance with the legal and statutory regulations.
5. To propose to the General Assembly and the Board anything that they consider could contribute improve the society and reach the goals.
6. To ask and receive explanations about the administration and management of the Board or committee chairs.



# European Society for Swallowing Disorders

7. To be heard before being subject to disciplinary measures.
8. To receive information about the activities of the Society.
9. To use the common services provided by the Society or available to it.
10. To participate in working groups.
11. To have a copy of the articles of association.
12. To examine the books of the Society.

## **Honorary members' rights:**

All of the above except points 2,3, and 4

## **Article 6**

### **Regular members' obligations:**

1. To adopt the goals of the Society and actively participate to achieve them.
2. To pay the annual membership fees.
3. To comply with the constitution and bylaws.
4. To comply with any other statutory regulations.
5. To respect and comply with valid agreements and decisions decided by the Society's governing bodies.

### **Honorary members' obligations:**

All of the above except point 2.

## **Article 7**

Termination of membership occurs when:

1. A member decides to terminate their membership, which should be done in writing to the Board.
2. A member ceases to pay the annual membership fees.
3. A member does not fulfill the statutory obligations.

## Chapter III. General Assembly

### **Article 8**

1. The General Assembly is the highest authority of the Society; all members have the irrefutable right to form part.
2. Members of the Society participating in a legally constituted General Assembly decide by simple majority the affairs that are competence of the Assembly.



# European Society for Swallowing Disorders

3. All members must abide by the decisions of the General Assembly, including those members who voted against or abstained from voting.

## Article 9

**The General Assembly has the following tasks and authority:**

- a) To modify the articles of association.
- b) To elect and remove members from the Board and to control its activity.
- c) To approve the annual budget and the closing of the annual accounts as well as to determine the type and amount of membership fees and approve the management of the Board.
- d) To dissolve the Society.
- e) To join or separate from other associations.
- f) To apply for the status of public utility.
- g) To approve the bylaws.
- h) To suspend or dismiss members, after due warning and deliberation. Members have the right to be heard.
- i) To be informed about the membership applications and the members joining and leaving the Society.
- j) To resolve any other question that is not the responsibility of another board or committee of the Society.

## Article 10

1. The General Assembly will meet in an ordinary session at least once a year, during the second half of the calendar year.
2. The Board can call an extraordinary meeting when it considers necessary, and must do so if 10% of the members request it, and hold it within 30 days of the request.

## Article 11

1. The Assembly is called by the Board in an announcement which must include the agenda and the place, date and time of the meeting.
2. The Assembly must be called at least 30 days in advance, individually by email, from the updated members list the Society keeps, with read receipt. In the case of no response a week after sending the email, a letter will be sent to the member's address.
3. The president will preside at the General Assembly. In his or her absence, a substitute will be selected by the president from the Board. The secretary will act as secretary of the Assembly.
4. The secretary will take the minutes and will sign them together with the president. They must include a summary of the discussion, the text of the decisions taken, the results of the



# European Society for Swallowing Disorders

voting and the number of participants. Members can request that a proposal or observation be textually recorded.

The minutes of the previous meeting will be read at the beginning of the Assembly and approved or amended. The minutes and any other relevant documents have to be available to the members five days before the Assembly.

## **Article 12**

1. The General Assembly is validly constituted when 20% of the number of members are present or represented.

2. Members can ask the Board to include one or more items in the agenda of the Assembly if 5% request it. If the Assembly has already been convened, the request must be made in the first third of the period between receiving the call for Assembly and the date it is to be held. The Assembly can only decide items included in the agenda except to fix the date of a new General Assembly.

## **Article 13**

1. In the General Assembly, each member has the right to cast one single vote. Members can send their vote by written proxy to a fellow member. A member can act as proxy to a maximum of three other members.

2. Decisions are taken by simple majority of votes of the members present or represented.

3. To adopt decisions on the modification of the articles of association, the dissolution of the society, the constitution of a federation with similar associations or the integration into an existing association and the disbursement of assets or liabilities, a two-thirds majority of votes of members present or represented is needed. To elect the Board in the case that various candidates have presented, a simple majority of votes of members present or represented will be decisive.

4. Candidates who formally present for election have the right to address all the members via the secretariat of the Society.

## Chapter IV. The Board

### **Article 14**

1. The Board directs, administrates and represents the Society. The Board is made up of the president, the secretary and the treasurer and a minimum of four councillors, positions which have to be taken by separate persons. Other positions can be created from the councillors within the Board if necessary.

2. The election of members to the Board is done by voting at the General Assembly and can be extended to online voting. All members who have been in the Society for at least one year are eligible for election. Elected persons take their position once they have accepted it.



# European Society for Swallowing Disorders

3. Changes to members of the Board must be registered in the Associations Register by a certificate sent by the outgoing secretary with the agreement of the outgoing president and which also has the acceptance of the incoming president and secretary.

4. Members of the Board are not remunerated.

## Article 15

1. Members hold Board positions for a term of 4 years and can be re-elected to the same position for a second term.

### 2. **Terms of office can be interrupted by:**

a) death or declaration of absence.

b) incapacity or incompetence

c) renouncement notified to the Board.

d) suspension decided by the General Assembly

e) any other reason in accordance with the law or the articles of association.

3. Vacancies on the Board have to be filled at the next General Assembly that takes place. Meanwhile a member of the Society can fill the position temporarily, the positions of president, secretary or treasurer should be filled by another Board member.

## Article 16

### 1. **The Board has the following tasks and authority:**

a) To represent, direct and administer the Society in the broadest sense of the law; to carry out the decisions taken by the General Assembly in accordance with the procedures, instructions and directions the General Assembly establishes.

b) To make the necessary agreements in relation with appearing before public institutions and to exercise all kinds of legal action and to make appeals.

c) To defend the interests of the Society to the General Assembly.

d) To propose the establishment of membership fees that members have to pay.

e) To convoke the General Assemblies and ensure that the decisions are adopted.

f) To present the balance and the state of the accounts each financial year for the Assembly to approve, and to draft the budget for the following year.

g) To contract any employees the Society needs.

h) To oversee the accounting and ensure all services run normally

i) To establish working groups to achieve the goals of the Society in the most efficient and efficacious way and to authorize the activities that these groups propose to carry out.



# European Society for Swallowing Disorders

*j)* To nominate the councillors on the Board that will form part of each working group as proposed by the groups themselves.

*k)* To make the necessary negotiations to public and private institutions and organizations to seek grants and other subsidies.

*l)* To open bank accounts, current and savings, in which to deposit the funds of the Society. Also referred to in Article 29.

*m)* To resolve provisionally any situation that is not included in the articles of association until it can be dealt with in the next General Assembly.

*n)* Any other task that is not specifically attributed to another organ of government of the Society or that has been specifically delegated to the Board.

## **Article 17**

1. The Board will be convoked by secretary at the request of the president and will meet in ordinary session as often as its members decide but no less than twice a year.

2. Extraordinary sessions will be held when the president or one third of the Board members request it.

## **Article 18**

1. The Board is constituted correctly when it is convoked in advance and there is a quorum of at least half the members plus one.

2. Members of the Board are obliged to attend all the meetings that are convoked although they can be excused for justified reasons. The president or secretary or the persons that substitute them must attend the meetings.

3. The decisions of the Board are taken by simple majority of the Board members present. The president has the casting vote in case of a draw.

## **Article 19**

1. The Board can delegate some of its tasks to one or more commissions or working groups if two thirds of the Board members vote in favour. The representation of the Board can only be delegated to other Board members.

2. The Board can also select members from the same quorum to be in charge of a task with the means that are needed in each case.

## **Article 20**

The Board decisions must be recorded in the minutes and signed by the secretary or in his/her absence, by the president and sent to the board members. The minutes of the previous meeting must be read at the beginning of each Board meeting and be approved or amended.



# European Society for Swallowing Disorders

## Chapter V. The Presidency

### **Article 21**

#### **1. The president will have the following tasks:**

- a) To lead and legally represent the Society, delegate by the General Assembly and the Board.
- b) To preside and lead the debates, both of the General Assembly and the Board.
- c) To cast the deciding vote in the case of a draw.
- d) Call the meetings of the General Assembly and the Board.
- e) Approve the minutes and the certificates prepared by the secretary.
- f) Other attributions belonging to the presidency or conferred by the General Assembly or the Board.

2. The president is substituted, in case of absence or illness, by the member of the Board that he/she chooses.

## Chapter VI. The Treasurer and Secretary

### **Article 22**

The treasurer is responsible for keeping and controlling the funds of the Society, as well as drafting the budget, preparing the balance and the closing of the accounts, and paying the invoices. The treasurer will apply the membership fees and other fees and expenses that the Board or General Assembly have decided with the agreement of the President.

### **Article 23**

The secretary keeps the documents of the Society, approves the agendas and signs the minutes of the General Assembly and the Board meetings, authorizes the certificates that are given and controls the members' register. The secretary convokes the General Assembly and Board meetings on request of the president. The president must ask the secretary to convoke a board meeting if one third of the board members request one.

## Chapter VII. Commissions or Working Groups

### **Article 24**

The creation and constitution of all commissions and working groups has to be planned by the members of the Society that want to form them and they have to inform the Board and explain the activities they want to carry out. One member of the Board has to form part of each commission or working group.

## Chapter VIII. Finances

### **Article 25**

The Society has no initial estate.



# European Society for Swallowing Disorders

## Article 26

The financial resources of the Society are:

- a) membership fees determined by the General Assembly
- b) private or public subsidies
- c) donations, inheritance or legacies.
- d) interest on the estate or other investments
- e) benefits, if there are any, from the courses and congresses organized.

## Article 27

All regular members of the Society have the obligation to support it economically through fees in the way and proportion the General Assembly determines on the proposal of the Board.

## Article 28

The financial year coincides with the natural year and closes on 31 December.

## Article 29

The savings and current bank account must carry the signatures of the president and the treasurer.

## Chapter IX. Disciplinary measures

### Article 30

The organ of government can sanction members who do not fulfil their obligations or infringe the articles of association. Members can be removed from positions of representation and responsibility and can be expelled from the Society. The Board must inform the member and listen to their defence and then approve the sanction if it is still to be applied. The member concerned may take the case to the next General Assembly who will take the final decision in these cases.

## Chapter. Dissolution

### Article 31

The Society can be dissolved if the General Assembly decides to do so, in an extraordinary session specifically dedicated to this.

### Article 32

1. Once dissolution has been decided, the General Assembly must take appropriate action as to the destination of the assets and rights of the Society, the termination and liquidation of any outstanding affairs.
2. The Assembly can elect a dissolution commission if necessary.



## European Society for Swallowing Disorders

3. The members of the Society are exempt of personal responsibility. Their responsibility is limited to fulfilling the obligations that they have voluntarily accepted.
4. The remaining profit after dissolution has to be donated to the public or private not-for-profit entity which, in the same field as the Society, has done more for charity.
5. The procedures of dissolution and carrying out the agreements concerning the above articles are responsibility of the Board if the Assembly has not conferred this mission to a special dissolution commission created for this purpose.

Barcelona, 7 May, 2011