



***EAGLE***

**European Associated Group for endovenous Laser Evaluation**

# **ARTICLES OF ASSOCIATION**

## **CHAPTER I**

### **COMPANY NAME, PURPOSE, REGISTERED OFFICE AND TERRITORY**

**Article 1.** Under the company name of European Associated Group for endovenous Laser Evaluation (EAGLE), an association is established under the organic law 1/2002 of 22 March and complementary standards, with legal status and full capacity to work as a not-for-profit association.

**Article 2.** This association is founded for an open-ended period.

**Article 3.** The purpose of the existence of this association is:

- To develop and promote the concept and practice of treatments using lasers in the field of medicine and/or vascular surgery.
- To improve the treatment of men and women suffering from venous pathology.
- For this purpose, to conduct research, evaluation works and to improve knowledge on superficial venous pathology, by monitoring knowledge and practices.
- To ensure the training and information of practitioners specialised in the fields of angiology and vascular surgery concerning treatments using lasers and any other appropriate support.
- To carry out information actions with the general public.

**Article 4.** To accomplish these objectives the following activities shall be carried out:

- Experimental and clinical research works.
- Practical courses and scientific sessions for training specialists.
- Publications in the medical press.
- Setting up of a web page with information accessible to the general public and restricted information in the medical professional area.
- Publications of articles and participation in radio and TV programmes for broadcast to the general public.

**Article 5.** The association's registered office is in Barcelona (Spain), within the Vascular Surgery Department of the University Hospital of Sagrat Cor.c/ Viladomat no. 288, D.P. 08029, being the domain from which it will carry out its activities and mainly throughout the European Union.

## **CHAPTER II REPRESENTATION BODY**

**Article 6.** The association will be run and represented by a Board of Directors, comprised of: one Chairman, two Vice-Chairman, one Secretary, and optionally a Deputy Secretary; one Treasurer and optionally a Deputy Treasurer, and one or two National Coordinators per member country.

The outgoing Chairman shall also be part of it, with a duration of two (non-renewable) years from the date of the end of his presidency.

Only the associates may be part of the Board of Directors. To be a member of the Board of Directors, the persons need to be above the age of 18, have full power to exercise their civil rights and not be suspended for reasons of incompatibility established by the legislation in force (Art. 11.4 LO 1/2002).

All the board of directors' functions shall be free of charge. These functions shall be appointed and revoked by the General Meeting and its term of office shall be 4 years, with the possibility of being re-elected consecutively once only.

**Article 7.** The capacity of member is lost through:

- resignation;
- members who are removed by the Board of Directors for breach of the articles of association herein or of the internal rules or the professional code of ethics or for serious reasons, two weeks after being summoned, by registered letter, to provide their explanations in writing to the Board of Directors;
- through the expiry of their term of office;
- for non-payment of the annual membership fee after three reminders;
- through death or loss of the necessary capacity to correctly develop the functions for which he (she) has been appointed.

**Article 8.** The members of the Board of Directors who have finished the term of office for which they have been elected, shall continue to exercise their functions until the time those replacing them have been accepted.

**Article 9.** The Board of Directors shall meet whenever its Chairman so decides and upon the initiative or the petition of the simple majority of its members.

It shall be valid when half plus one of its members is present. For its decisions to be valid, these must be taken upon the simple majority of votes cast. In case of equality, the Chairman's vote shall be preponderant.

**Article 10.** Functions of the Board of Directors:

The functions of the Board of Directors shall extend, generally, to all actions specific to the purpose of the Association, whenever it is not necessary, in accordance with these articles of association, to obtain the express authorisation of the General Meeting.

The specific functions of the Board of Directors are:

- To manage the social activities and to ensure the financial and administrative management of the Association, by deciding to carry out opportune activities and conclude contracts.
- To execute the decisions of the General Meeting.
- To formulate and submit for the approval of the General Meeting the annual accounts and balance sheets.
- To resolve the admission of new associates.
- To appoint delegates for specific activities of the association.
- Any other function which is not the exclusive remit of the General Associates' Meeting.

**Article 11.** The Chairman shall have the following functions:

- To legally represent the Association before any category of public or private organisations.
- To convene, to preside over and to close the sessions held by the General Meeting and the Board of Directors, as well as to manage the deliberations of both.
- To order the payment and authorise with his signature the documents, deeds and correspondence.
- To adopt any emergency measure which the smooth running of the Association requires or if, in the development of its activities, it becomes necessary or suitable to take measures without prejudice of reporting on it later on to the Board of Directors.

**Article 12.** The Vice-Chairman shall replace the Chairman in his absence (due to an illness or for any other cause). The former shall have the same functions as the latter.

In the event of two Vice-Chairmen, the Vice-Chairman who has been a member for the longest and, in case of equal years' service, the oldest replaces the Chairman in his functions in case the latter is prevented from doing so.

**Article 13.** The secretary is responsible for everything concerning correspondence and the archives of the Association, the files of the associates and, in general, the purely administrative aspects of the Association. He shall issue the certificates and draw up the minutes of the meetings of the General Meetings and of the Board of Directors, and in general, all the reports concerning the operating of the Association, with the exception of those concerning accounts.

He shall keep the registers and documents in the correct, due manner and shall, in this respect, ensure the accomplishment of the legal provisions.

The Deputy Secretary shall replace the secretary in his absence (due to an illness or any other cause). The former shall have the same functions as the latter. Should there be no Deputy Secretary, the substitution shall be assumed by the Treasurer.

**Article 14.** The Treasurer shall receive and supervise the management of the funds belonging to the association; he shall carry out the payment orders issued by the Chairman.

The Deputy Treasurer shall replace the Treasury in his absence (due to an illness or any other cause). The former shall have the same functions as the latter.

In the event there is no Deputy Treasurer, the substitution shall be assumed by the National Coordinator of the country where the treasury is based.

In the event there are two National Coordinators, the substitution shall be made, initially, by the one who has been in the role the longest. In case of the same years' service, the oldest one will replace the Treasurer.

The Treasury's head office is located in Barcelona, the initial registered office of the Association.

**Article 15.** The National Coordinators shall have the obligations specific to their functions as board members and those which shall arise from the delegations or working committees which the board itself recommends.

**Article 16.** Vacancies which may occur during the term of office of any member of the board shall be temporarily covered by these until the final election by the General Meeting convened for this purpose.

## **CHAPTER III GENERAL MEETING**

**Article 17.** The General Meeting is the supreme governing body of the Association and shall be validated by all the associates.

**Article 18.** The General Meetings shall be ordinary and extraordinary.

The ordinary meeting shall be held once a year in the four months following the end of the financial year; the extraordinary meetings shall be held when circumstances so require, in accordance with the judgement of the Chairman, when the Board of Directors so requests or when it is proposed in writing by one tenth of the associates.

**Article 19.** The convocations to the General Meetings shall be done in writing, mentioning the place, time and date of the meeting as well as the agenda with full details of the subjects to be discussed.

Between the convocation and the day of the Meeting, upon first convocation, at least two weeks must have passed and may also show the date and time agreed for the Meeting, upon second convocation, without a period less than one hour being acceptable between both of these meetings.

**Article 20.** The General Meetings, both the ordinary and extraordinary ones, shall only deliberate validly upon first convocation when at least a third of the associates with voting rights are present. Upon second convocation there is no stipulation as to the number of associates with voting rights present.

The deliberation shall be made upon simple majority of the persons present or represented when the votes "for" are more than the votes "against". Null votes, blank votes or abstentions are not taken into account.

The simple qualified majority of the persons present or represented shall be required when the votes "for" exceed half of these for:

- a) Dissolution of the entity
- b) Modification of the articles of association
- c) Disposal or alienation of the consolidated fixed assets

**Article 21.** The General Meeting's prerogatives are:

- Approval of the management of the Board of Directors.
- Examination and approval of the annual accounts.
- Election of the members of the Board of Directors.
- Setting down the ordinary and extraordinary membership fees.
- Dissolution of the Association.
- Modification of the Articles of Association.
- Disposal or alienation of the assets.
- Any other competence which is not assigned to another social body.

**Article 22.** The following require the agreement of the Extraordinary General Meeting convened for this purpose:

- Modification of the Articles of Association.
- Dissolution of the Association.

## CHAPTER IV MEMBERS OF THE ASSOCIATION

**Article 23.** Any person with the ability to work and who has an interest in developing the aims of the Association may belong to the Association.

**Article 24.** Inside the Association, there shall be the following categories of associates:

- **Founding members**, are considered as such members who have signed the articles of association herein. The founding members are fellow members by rights.
- **Fellow members**, who shall be those who join the Association after it has been founded and who fulfil the following conditions, of being: vascular surgeons, surgeons practising venous surgery, phlebologists and angiologists, and any doctor with an interventional venous practice.
- They must personally apply in writing to the secretary, accompanied by a Curriculum Vitae mentioning their qualifications and works.
- The application shall rely on the sponsorship of the national coordinators in accordance with the requisites.
- This application shall be examined by the board (or a commission dedicated to admissions) upon petition of the national coordinators and shall be accepted upon simple majority.
- In case the admission is adjourned, the board does not have to justify its deliberation.
- **Associate members**, are all persons who carry out their activity in the field of vascular pathology and who do not fulfil the admission criteria specific to the fellow members but who contribute to the development, to the evaluation, to the improvement or to research in the field of vascular pathology.
- They must personally apply in writing to the secretary, accompanied by a Curriculum Vitae mentioning their qualifications and works.
- The application shall rely on the sponsorship of the national coordinators in accordance with the requisites.
- This application shall be examined by the board (or a commission dedicated to admissions) upon petition of the national coordinators and shall be accepted upon simple majority.
- In case the admission is adjourned, the board does not have to justify its deliberation.
- **Benefactor members** are those private individuals or entities who make a financial or physical contribution to the Association.

- **Honourable members** are those who, due to their prestige or for having obviously contributed or made eminent services to the development of the Association or to the development of phlebology, shall be elevated to such a distinction. The appointment of the honourable members shall be the remit of the board.

**Article 25.** The capacity of member is lost for one of the following reasons:

- For voluntary resignation, sent to the board in writing.
- For breach of the financial obligations, after non-payment of the annual membership fee and after three reminders remain without response.
- For non-fulfilment or breach of the articles of association herein, the internal rules, the professional code of ethics, two weeks after being summoned by the board to explain themselves in writing which remains without response.
- Through death.

**Article 26.** The fellow and founding members shall have the following rights:

- a) To take part in all activities organised by the Association in order to accomplish these objectives.
- b) To benefit from all advantages which the Association may obtain.
- c) To participate in the Meetings with voice and vote.
- d) To be voters and eligible for management positions.
- e) To receive information on the agreements adopted by the Association's bodies.
- f) To make suggestions to the members of the board to accomplish the most useful purposes of the Association.

**Article 27.** The fellow and founding members shall have the following obligations:

- a) To apply the articles of association herein and the decisions ratified by the Meetings and by the board.
- b) To establish the membership fees.
- c) To attend the Meetings and all activities which shall be organised.
- d) In each case, to fulfil the obligations inherent to the positions occupied.

**Article 28.** The associate members shall have the same obligations as the founding and fellow members with the exception of paragraph d) of article 27.

Hence, they shall have the same rights with the exception of articles c) and d) and may attend the Meetings without voice or vote.

**Article 29.** The financial income expected for the development of the Association's objectives and activities shall be the following.

- The membership fees paid for by the periodic or extraordinary members.
- The subsidies bequeathed or inherited which it may receive legally from associates or from a third party or any other public or private organisation of the state of the registered office of the Association or of the European Union.
- The payments made by protective members.
- And any other legal payment.

**Article 31.** When founded, the Association has no social fund.

**Article 32.** The association's financial year shall be annual and shall end on 31 December of each year.

## **CHAPTER V DISSOLUTION**

**Article 33.** The dissolution shall take place upon the decision of an Extraordinary General Meeting, convened for this purpose, in accordance with the provisions of article 20 of the articles of association herein.

**Article 31.** In case of dissolution, a liquidation committee shall be appointed. Once the debts have been paid off and if there are any liquid assets, these shall be used for purposes which shall not deviate from the not-for-profit nature of the ex-association.