

**Statutes**

**of the**

**European Society for Virology**

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## **Preamble**

- (1) The Third European Congress of Virology was held in Nuremberg from 1 to 5 September 2007. Virologists from all over Europe met to exchange information and to promote scientific knowledge in all fields of Virology.
- (2) Based on the positive experiences made during the course of the congress and in the conviction that it is desirable to strengthen European Virology, the participants of the congress agreed that they wish to expand the collaboration beyond holding further congresses.
- (3) They agreed that this goal could best be achieved by a new scientific organization speaking with a common voice in Europe.
- (4) The European Society for Virology (referred to below as the Society) is thus to be founded on this basis. While established as an association according to German law, it sees itself as a multinational European society which serves to represent the interests of Virology throughout Europe, regardless of language and country of origin.

## **I. General aspects**

### **§ 1**

#### **Name, Registration**

- (1) The name of the association is "European Society for Virology". It is to be entered in the register of associations. After registration, the Society will be called "European Society for Virology e.V."
- (2) The Society is registered in Nuremberg.
- (3) The Society's financial year is the calendar year.

### **§ 2**

#### **Language of the Society**

- (1) The language of the Society is English.
- (2) As required by German laws of association, applications and the like shall be submitted to German courts and official offices in the German language. Translations required for this purpose shall be executed or confirmed by the Executive Board.

### **§ 3**

#### **Aim of the Society**

- (1) The aim of the Society is to promote and support the advancement of Virology in all research disciplines and fields of application throughout Europe.

- (2) In this context, the objectives of the Society include the following tasks:
- a) The Society promotes the exchange of information and the collaboration among national and international Virology associations and scientists.
  - b) The Society represents the interests of European Virology towards governmental and regulatory institutions of the European Union, such as e. g. ECDC or EMEA.
  - c) The Society aims to obtain and secure existing and future promotional subsidies and intends to improve the conditions for scientific work and continuous education in Virology.
  - d) The Society can also obtain funds for the implementation of the tax-privileged purposes designated in Para. 1 by another legal entity or for the implementation of the tax-privileged purposes designated in Para. 1 by a legal entity under public law; a prerequisite for obtaining funds for a legal entity under private law with unlimited liability to pay tax is that this itself is tax-privileged.
  - e) The Society supports the promotion of young scientists in the field of Virology.
  - f) The Society decides upon the time and place of the European Congress of Virology and advises the organisers in the financial arrangements. The scientific and financial arrangements for the congress are, in general, not made by the Society. This is rather the responsibility of the respective appointed organisers.

#### **§ 4**

##### **Non-profit-making status**

- (1) The Society solely and directly pursues charitable purposes in the sense of the "tax-privileged purposes" section of the fiscal code in the prevailing version.
- (2) The Society does not act to make a profit, it does not primarily pursue its own financial goals, its funds must only be used for the purposes laid down in the statutes.
- (3) The members of the Society do not receive any dividends nor any other benefits from the Society's funds. The Society shall not use its funds to support or promote political parties or groups of voters either directly or indirectly.
- (4) The Society may not grant favours to any person by means of expenditure which is contrary to the statutes or by paying unreasonably high remuneration.
- (5) If the Society is dissolved or its present tax-privileged purpose expires, the Society's remaining assets shall be transferred to the Gesellschaft für Virology a non-profit association under the rule of German law, for the purpose of promoting non-profit interests of European Virology.

## **II. Membership**

### **§ 5**

#### **Acquisition of membership**

- (1) Membership in the Society can take the form of a full, student, corporate, associate and honorary membership.
- (2) The following can be members of the Society:
  - a) Natural persons as full members
  - b) Individuals in training positions in Virology as student members
  - c) Juristic persons with legal capacity, such as societies, divisions of societies, associations and confederations with professional scientific qualification from European countries which serve to promote Virology, in particular national societies and groups dedicated to Virology as corporate members
  - d) Natural persons who are members of societies, divisions of societies, associations and confederations as per Para. 2 c) as associate members. They automatically become associate members of the Society when they join the respective national organizations
  - e) Natural persons can furthermore, regardless of the prerequisites as per Para. 2 a) and d), be designated honorary members for lifetime by the Assembly of Members
- (3) The acquisition of membership – with the exception of automatic membership as per Para. 2 c) and honorary membership as per Para. 2 e) – requires a written application for membership which is to be addressed to the Membership Committee of the Society. The Membership Committee forwards the application to the Executive Board with a recommendation. If a Membership Committee does not exist or if it is incapable of acting, applications should be addressed directly to the Executive Board.
- (4) The Executive Board decides upon applications for membership at its discretion. If it rejects an application, it is not obliged to give reasons for the rejection.

### **§ 6**

#### **Termination of membership**

- (1) Membership ends by exclusion, deletion from the membership list, departure from the Society and, in the case of natural persons, upon departure from the national association and death, and in the case of corporate members upon dissolution. In case of the dissolution of a corporate membership, its members become regular members of the Society as per § 6 Para. 2 a) when the membership of the corporate member ends, unless they contradict this within three months from the dissolution of the corporate member in writing to the Membership Committee. In such cases, membership ends upon receipt of the contradiction.
- (2) Departure is announced in writing to the Membership Committee or to the Executive Board. Departure can only be declared to the end of a calendar year, whereby notice of 3 months must be observed.

- (3) A member can be deleted from the membership list by resolution of the Executive Board if he or she is in arrears with membership fees or contributions, despite two written reminders. Deletion may not be resolved until two months have passed from the dispatch of the second reminder, this reminder must also indicate possible deletion. The resolution of the Executive Board for deletion must be notified to the member.
- (4) A member can be excluded from the Society by resolution of the Executive Board if there is an important reason to do so, in particular if a member violates the interests of the Society. The Executive Board must give the member the opportunity to present his or her case verbally or in writing before the resolution is passed. The resolution of the Executive Board must be justified in writing and sent to the member.

### **§ 7 Membership fees**

- (1) An annual fee is payable by the regular and the corporate members, a reduced fee by student members.
- (2) Contributions of up to twice the amount of the annual fees can be levied to finance special projects.
- (3) The amount and due date of the annual fees and contributions are set by the Assembly of Members.
- (4) Honorary members and associate members are released from the duty of paying fees and contributions.
- (5) In appropriate cases, the Executive Board can waive fees and contributions in part or in full.

## **III. Organs**

### **§ 8 Organs**

The organs of the Society are the Executive Board, the Advisory Council, the committees and the Assembly of Members.

### **§ 9 The Executive Board**

- (1) The Executive Board consists of the President, the First and Second Vice-President, the Treasurer and the Secretary General.
- (2) The Society is represented judicially and extrajudicially by two member of the Executive Board together.

## **§ 10**

### **Responsibilities of the Executive Board**

- (1) The Executive Board is responsible for all the Society's affairs, unless the statutes have transferred these to another organ of the Society.
- (2) In particular, the Executive Board has the following responsibilities:
  - a) Preparing for and convening the Assembly of Members and compilation of the agenda
  - b) Passing resolutions on the acceptance of members
  - c) Representing the Society's interests in public, towards national and international authorities
  - d) Deciding upon the time and place of the European Congress of Virology
  - e) Advice of funding agencies and political institutions of the European Union
- (3) Before making a decision in cases concerning technical questions of science, the Executive Board shall obtain an appraisal and a recommendation for action from the Scientific Advisory Committee and shall pay sufficient heed to this advice in making its decision.
- (4) Para. 3 does not apply if such a committee does not exist or if the Scientific Advisory Committee fails to issue an appraisal within a reasonable time. In assessing what is reasonable and what is not, adequate consideration shall be given to the complexity of the question at hand and to the professional and other duties of the members of the Scientific Advisory Committee.

## **§ 11**

### **Election of the Executive Board and term of office**

- (1) The Executive Board is elected for the term of three years, starting from the date of the election, but remains in office until a new Executive Board has been elected. Each member of the Executive Board shall be elected individually. Only regular members of the Society can be elected as members of the Executive Board. Membership in the Executive Board ends spontaneously upon termination of membership in the Society.
- (2) Each member of the Executive Board can be re-elected to a position on the Executive Board that he or she has already occupied for no more than seven consecutive years. This does not apply if the position has been occupied by another person in the meantime and a period of at least three years has expired between the member's last and renewed activity in this position on the Executive Board.
- (3) If a member of the Executive Board leaves prematurely, the remaining members of the Executive Board can then resolve to appoint a successor for the residual term of office of the departed member.

**§ 12**

**Meetings and resolutions of the Executive Board**

- (1) The Executive Board passes resolutions in meetings which are convened and chaired by the President, or if he is not available, by the First Vice-President. The agenda should be announced. The period of notice for convening a meeting is six weeks, beginning on the third day following the date on which the invitations were sent and ending on expiry of the day of the last week preceding the date corresponding to the starting date of the deadline by its nomination. If a date has been determined in the previous meeting of the Executive Board, this can be conveyed with an appropriate deadline.
- (2) A shorter deadline can be selected in urgent cases, although this must be reasonable with regard to the international composition of the members and their professional activities. The Executive Board can unanimously waive observance of the periods of notice for invitations.
- (3) Invitations shall be sent to the last address notified to the Society. If an invitation is not received due to non-notification of a new address, the member concerned cannot invoke the argument of a non-conforming invitation.
- (4) The Executive Board is quorate if at least three of its serving members are present. The Executive Board is also quorate if it consists of fewer members than determined by these statutes. Resolutions are passed by a majority of the valid votes cast; in the case of a tied vote, the President has the casting vote; in his absence, this passes to the First Vice-President.
- (5) The Executive Board can also pass resolutions in writing without a formal meeting. The members of the Advisory Council do not participate in such resolutions. These resolutions require a majority of 75 % of the serving members of the Executive Board, their votes must be received within a deadline set by the President in writing. The deadline must be at least four weeks from the dispatch of a request to submit a vote in writing, whereby the date of dispatch for the request to submit a vote is not included and votes received on the last day of the deadline shall still count. If two members of the Executive Board object in writing within the deadline, the resolution is not tabled.
- (6) The Advisory Council shall likewise be invited to meetings of the Executive Board in observance of the same period of notice for invitations applicable to the Executive Board. The members of the Advisory Council shall be allowed to participate in and offer advice during meetings of the Executive Board. In urgent cases, the Executive Board can decide by unanimous resolution to waive the obligation to invite and to allow the Advisory Council to participate.

**§ 13**  
**The Advisory Council**

- (1) The Advisory Council consists of the chairmen of the committees and a further 12 regular members of the Society. These are elected for the term of three years, calculated from their election by the Assembly of Members. The members of the Advisory Council are hereby not elected individually, but rather the twelve members are elected who have received most votes and who accept the vote.
- (2) The members of the Advisory Council participate in meetings of the Executive Board in an advisory capacity, unless resolved otherwise by the Executive Board. They are invited in the same way as members of the Executive Board.
- (3) A place on the Advisory Council also ends upon termination of membership in the Society.

**§ 14**  
**The Committees**

- (1) The Society can form committees. Their duty is to support and advise the Executive Board.
- (2) In particular, the Society can form committees for the following functions:
  - a) Scientific Advisory Committee
  - b) Award Committee
  - c) Meeting Committee
  - d) Funding Committee
  - e) Membership Committee
  - f) Finance Committee
  - g) Communication Committee
- (3) In order to establish a committee, the Assembly of Members elects a regular member upon a proposal put forward by the Executive Board as chairperson of the committee to be established. The chairperson appoints the committee at own discretion, in consideration of the international character of the Society, with an appropriate number of persons who do not necessarily need to be members of the Society.
- (4) After the further committee members have been nominated by the chairperson, it is no longer possible to substitute the members or nominate new ones. The Executive Board can resolve to dismiss the further members if there is an important reason to do so, the chairperson has no right to vote in this resolution.

- (5) The members can resolve to dissolve an existing committee.

## **§ 15**

### **Committee meetings and resolutions**

- (1) The committees pass resolutions in meetings which are convened and chaired by the respective chairperson, if he is not available, by another member of the committee. The agenda must be notified. Documents which serve to prepare for the subject matter shall be enclosed. The period of notice for convening a meeting is six weeks, beginning on the third day following the date on which the invitations were sent and ending on expiry of the day of the last week preceding the date corresponding to the starting date of the deadline by its nomination. The date of the meeting is not included in this deadline. A shorter deadline can be selected in urgent cases, although this must be reasonable with regard to the international composition of the members and their professional activities. The committee can unanimously waive observance of the periods of notice for invitations.
- (2) Invitations shall be sent to the last address notified to the chairperson of the committee. If an invitation is not received due to non-notification of a new address, the member concerned cannot invoke the argument of a non-conforming invitation.
- (3) A committee is quorate if at least three of its members are present. Resolutions are passed by a majority of the valid votes cast; in the case of a tied vote, the chairman has the casting vote.
- (4) The committees can also pass resolutions in writing without a formal meeting. These resolutions require a majority of 75 % of the serving members of the committee whose votes are submitted within a deadline set by the chairman in writing. The deadline must be at least four weeks from the dispatch of a request to submit a vote in writing, whereby the date of dispatch for the request to submit a vote is not included and votes received on the last day of the deadline shall still count. If two members of the committee object in writing within the deadline, the resolution is not tabled.

## **§ 16**

### **The Assembly of Members**

- (1) Each regular full member as per § 5 Para. 2 a) has the right to vote in the Assembly of Members with one vote. Votes can be cast by representatives, providing the representative presents written powers of proxy for the authorised member. Exercising a total of more than three voting rights is inadmissible.
- (2) Corporate members as per § 5 Para. 2 c) have the right to vote in the Assembly of Members. To this end, they authorize natural persons who are also empowered to receive notices from the Society. The current address, e-Mail address and fax number of the authorised representative shall be notified to the Executive Board. Corporate members dispose of one vote for 50 regular full members as counted the previous 31 December to a maximum of 10 votes. The Executive Board can request a written confirmation from the national association concerning the appointed representative and the number of members. In case the confirmation is not provided, the board can refuse the delegate. The authorised representatives can participate in and contribute to the discussions preceding the passing

of resolutions. They furthermore have the right to submit resolutions for the Assembly of Members to decide upon.

- (3) Associated members as § 5 Para. 2 d) do not have the right to vote in the Assembly of Members, yet they may participate and have the right to speak.
- (4) The Assembly of Members is responsible for the following matters:
  - a) Electing and dismissing members of the Executive Board and of the Advisory Council
  - b) Setting the membership fees and contributions
  - c) Passing resolutions on amendments to the statutes
  - d) Designating honorary members
  - e) Electing the chairpersons of committees
  - f) Dissolution of committees
  - g) Dissolution of the Society

#### **§ 17**

#### **Convening the Assembly of Members**

- (1) The regular Assembly of Members is held at the same time and place as the European Congress of Virology. They are convened by the Executive Board in number with right of representation, giving notice of six weeks in writing and stating the items on the agenda. The period of notice begins on the third day following the date on which the letter of invitation was sent and ends on expiry of the day of the last week preceding the date corresponding to the starting date of the deadline by its nomination. The date of the meeting is not part of this deadline. The letter of invitation is regarded as having been received by the member if it is sent to the address last notified to the Society in writing by the member.
- (2) Any member can apply to the Executive Board in writing for an addition to the agenda. Applications for additions to the agenda can be rejected if these are not received by the Executive Board at least two weeks before the Assembly of Members. The chairperson of the meeting shall announce the addition at the start of the Assembly of Members.
- (3) The Assembly resolves upon applications for additions to the agenda which are to be put forward to the Assembly of Members.

#### **§ 18**

#### **Extraordinary Assembly of Members**

- (1) An extraordinary Assembly of Members shall be convened by the Executive Board if required by the interests of the Society or if at least three corporate members or 10 % of the regular members apply the Executive Board for this in writing, thereby stating the reason.

- (2) In principle, an extraordinary Assembly of Members can be held in any European country. The Executive Board decides upon the event location at its own dutiful discretion, and giving particular consideration to the overall European character of the organisation.

## **§ 19**

### **Passing of resolutions by the Assembly of Members**

- (1) The Assembly of Members is chaired by the President, if he is not present, by the First Vice-President, if he, too, is not available, by another member of the Executive Board. If no member of the Executive Board is present, the Assembly elects a chairperson. In the case of elections, the leadership of the Assembly can be executed by an election committee during the election process and the preceding discussions.
- (2) The chairperson of the meeting determines the nature of voting. Votes must be cast in writing if this is required by a third of the members present who are eligible to vote.
- (3) The Assembly of Members passes resolutions by a simple majority of the valid votes cast; Abstentions are regarded as invalid votes. An amendments to the statutes, however, requires a majority of three quarters of the valid votes cast, the dissolution of the Society requires a majority of nine tenths. An amendment to the purpose of the Society as per § 3 Para. 1 of these statutes can only be resolved by a majority of nine tenths.
- (4) In the case of elections, the person who receives the most of the valid votes is elected. In case of a tied vote, the election is decided by lot to be drawn by the chairperson of the meeting. In case the candidate who receives the most votes has been elected to another function previously or at the same time as the election by the Assembly of Members, and this person accepts the election, the candidate with the second most votes is then elected.
- (5) Minutes shall be kept of resolutions passed by the Assembly of Members which are to be signed by the keeper of the minutes.

#### **IV. Miscellaneous provisions**

##### **§ 20**

##### **Dissolution of the Society**

- (1) The dissolution of the Society can only be resolved in an Assembly of Members with a majority of nine tenths of the valid votes cast.
- (2) Unless resolved otherwise by the Assembly of Members, the President and the First Vice-President are the liquidators with joint powers of representation.

##### **§ 21**

##### **Text form, recording of minutes**

- (1) Insofar as the statutes require the written form, the text form as required by § 126 b BGB is satisfied, in particular, by a simple e-Mail without electronic signature.
- (2) The Secretary General shall keep minutes of meetings which are to be signed by him or her and by the Chairperson of the meeting. If the Secretary General is not present, the Chairperson of the meeting shall nominate a keeper of the minutes.
- (3) The recording of resolutions is not a prerequisite for their effectiveness.

Nuremberg, 30 October 2008

The founding members

Gabriella Campadelli-Fiume  
Bernhard Fleckenstein  
Rob Goldbach  
Otto Haller  
Nikolaus Müller-Lantzsch  
Giorgio Palù  
Axel Rethwilm  
Thomas Stamminger