

BY-LAWS
for The European Microscopic Colitis Group (EMCG)

Adopted at the statutory annual meeting in Vienna, 15th October 2016



General regulations

1. Name and location of the association

The name of the association is *The European Microscopic Colitis Group*, abbreviated as EMCG. The association has its seat in Linköping, Sweden, and is established under the laws of Sweden. EMCG is a non-profit, non-governmental entity.

2. Purpose of the association

Microscopic colitis (MC) is a chronic inflammatory bowel disease and a common cause of chronic, non-bloody diarrhea.

For MC a proper diagnosis and regular follow-up are important to provide relevant treatment and to improve quality of life. The knowledge about MC is still limited and more research is needed to further investigate the aetiology and pathophysiology of MC and to improve the clinical management and care of MC patients.

The primary objectives of the EMCG are to create awareness on MC among patients, general practitioners, gastroenterologists, surgeons, pathologists, and the general public as well as to promote scientific collaborations in clinical trials and basic science.

The aims of the EMCG shall thus include:

- Planning, supporting and coordinating research activities
- Planning, supporting and coordinating training
- Being a point of contact for patients, physicians and pharmaceutical companies
- Being a partner of patient advocacy groups
- Being a partner for professional organizations
- Being a point of contact for advice and information for the public

The Board may carry out tasks as it deems necessary or appropriate for purposes of furthering the objective of the EMCG.

3. Membership and annual fee

Membership in EMCG is open to medical doctors, nurses and scientists in Europe, who agree to work in accordance with the purpose of the association and follow the by-laws.

A person applying for membership must reveal his/her major affiliations with relevance to EMCG interests and keep the Assembly informed of important changes in affiliations.

Criteria for membership include:

- Interest in the field of MC
- Contribute to research in MC
- Have published in the field of MC
- Promotion of MC in his/her hospital/university and country
- Active participation in EMCG studies
- Attendance at EMCG meetings
- Participation in EMCG activities

Rules for applying for membership: Interested individuals should send a written application to the board, including brief motivation and CV per paper, fax or email. The Board decides upon membership. This will then be mentioned at the annual Assembly.

Resignation from EMCG applies immediately after written application to to the Chair of Board.

A member has one vote, in accordance with the regulations specified in these by-laws.

Each member shall have the following rights and obligations:

- Pay fees and/or dues established and approved by the Assembly
- Comply with all other obligations imposed in these by-laws, under EMCG regulations and under resolutions issued by the Assembly or the Board
- Receive notice of, attend and vote at meetings of the members of the EMCG
- Be elected as a EMCG officer
- Enjoy the benefits provided by EMCG

The term for membership shall be based on the calendar year.

A membership is terminated when:

- The member fails to maintain qualifications for membership
- Failure to pay membership fees
- The member resigns by a written resignation to the Chair of Board
- The member is expelled in accordance with any disciplinary regime that may be established by a Board resolution including one or more of the following grounds – violating any provisions of the by-laws or work against the interests of EMCG and its members or misconduct in the member's official position having regard to the purpose of EMCG.

In the event that the Board proposes to the Assembly that a member should be expelled from membership in EMCG, the member shall be informed within 30 days from receiving the decision appeal to the Assembly. The Assembly decision shall be final and binding.

4. Corporate membership for industry

The EMCG is interested in establishing a regular collaboration with the industry and will welcome support as a regular Corporate Member. EMCG Corporate Members shall follow the EMCG by-laws and ethical standards. Two representatives of Corporate Members are invited to participate in the scientific program at the EMCG meetings, but cannot attend the internal meetings and have no voting rights.

For a Corporate Membership, there is an annual fee which is to be discussed with the EMCG board. Signature of the Corporate Membership form imposes a 2-year commitment to the EMCG as Corporate Member.

With interest to join EMCG as a Corporate Member, contact should be made with the EMCG president and the Corporate Membership form has to be filled in. If wished by the industry a separate Corporate Membership contract can be signed.

5. Financial year

EMCG's financial year is from September 1. to August 31.

6. Official language

The official language of EMCG shall be English.

7. Decision-making bodies, etc.

EMCG's highest decision-making body is the Assembly.

The annual Assembly meeting takes place in conjunction with the United European Gastro Week (UEGW).

Extra meetings may take place. Meetings have to be announced at least eight weeks before assembly.

The Board consists of a President, Vice-President, and Treasurer. The Board is EMCG's point of contact between meetings. The Board will follow the regulations and decisions made by the Assembly.

The President will lead EMCG's negotiations and work at the Assembly. In the absence of the President, the Vice-President will take over.

The Board has the right to approve non-members (guests) to be present at the meeting.

The minutes of the Assembly meetings will be recorded by a person designated by the Assembly. The minutes will be signed by a Board Member and at least one other member of the Assembly present at the meeting.

At each meeting there will be a clause in the minutes where the presence of members is noted. Any members who arrive/depart during the meeting will be noted on arrival/departure.

The Assembly constitutes a quorum when at least 10 members are present, one of whom is the President or the Vice-President.

8. Signing authority

The President, Vice-President and the Treasurer each individually have signing authority for the EMCG. Any official document must be signed by all Board Members.

The Assembly can authorize a private person, with the limitations determined by the Assembly, to be a signatory for the firm of EMCG. This authority may be revoked at any time by the Assembly.

9. Auditing

The operations and accounts of EMCG will be annually inspected by two accountants who are not members of the EMCG board designated by the Assembly at the annual general meeting. The appointment of the accountants applies for the time specified in these by-laws. The accountants report to the annual Assembly.

10. Capital and resources

The EMCG's capital comprises all resources obtained by means of a) regular or special fees and/or dues paid by members, b) any donations, inheritances, legacies and subsidies from for-profit entities, individuals and non-for-profit entities, c) revenues from benefits, raffles, festivals or any other income it might obtain by legal means in accordance with these by-laws.

11. Changes to by-laws

Any changes to these by-laws must be approved by the Board and require identical decisions made by a two thirds (2/3) majority of the Assembly at two consecutive meetings, held at least two months apart.

12. Dissolution

To dissolve EMCG two identical resolutions by the Assembly are required at two consecutive meetings held with at least two months in between. The number of votes submitted for dissolution must exceed at least three fourths (3/4) of the number of votes at each meeting.

13. EMCG meetings

The Board must call a *general meeting* taking place in conjunction with the UEGW. On written request by a member of the Board or accountant, or members representing at least four votes the Board must call an *extra meeting*. At an extra meeting only the item(s) which has given rise to the meeting may be decided.

Members must be informed at least eight weeks in advance of an EMCG meeting. Proposals and statements to be presented at the meeting must be sent in at least 4 weeks before the meeting. The members must receive the final agenda for all EMCG meetings at least two weeks before the meeting in writing or via e-mail. In advance of general meetings, the Board will make EMCG's annual report and the accountant's report available to members at the same time.

Proposals for a change in the by-laws, conducting or cancelling elections may not be treated as "other business".

Minutes should be sent to all members 4 weeks after the meeting.

13A. The agenda for the annual general meeting

At the annual general meeting the following will be discussed and entered into the minutes:

1. Determining the electoral register for the meeting (by roll-call)
2. Election of one member to take minutes
3. Ratifying whether the meeting has been announced properly
4. The right of a specified non-member to be present and have the right to speak at the meeting
5. Confirming the agenda
6. Approval of minutes from the last meeting
7. EMCG's annual report for the previous year
8. EMCG's administration report (financial statement) for the previous financial year

9. The accountants report on EMCG during the previous business and financial year
10. Discharge from liability for The Board for the period the auditing applies to
11. Granting resignation
11. Elections are held for:
 - a) a President of EMCG (elected for 2 years)
 - b) a Vice-President of EMCG (elected for 2 years)
 - c) a Treasurer of EMCG (elected for 2 years)
 - d) possibly other committee members with particular duties (i.e. officers)
 - f) two accountants (elected for 1 financial year)
12. Introduction and/or announcement of new members
13. Determining the annual member fees
14. Determining the plan of operations and the budget for the current financial year
15. Determining the date of the next annual general meeting and any other EMCG meeting.
15. Discussion and decisions of proposals and suggestions received
16. Any other business
17. End of meeting

13B. The agenda for extra meetings

At an ordinary/extra meeting the following will be discussed and entered into the minutes:

1. Election of one member to take minutes
2. Ratifying whether the meeting has been announced properly
3. The right of a specified non-member to be present and have the right to speak at the meeting
4. Determining the date of the next meeting and any other EMCG meeting.
5. Discussion and decisions of proposals and suggestions received
6. Any other business
7. End of meeting

Right to vote

14. Membership and right to vote

An individual noted in the register of members by at the latest day before any EMCG meeting has the right to vote.

A member needs to pay the annual membership fee during the year in order to maintain the membership. To exercise the right to vote, the fee should have reached EMCG's account at least four weeks before the meeting.

A member must be present at a meeting to execute his/her voting rights. As an exception, voting for elections can take place prior to the meeting via e-mail.

A motion is passed when a proposal receives more than 50 percent of the votes of the members who are present (simple majority), except from what is stated in clause 10

(Changes to by-law) or clause 11 (Dissolution). In the event of more than two alternatives, the two alternatives with most votes are contested in a final vote.

If a member so desires, election of Board members will take place by secret ballot.

The rules for Quorum are specified in clause 6 above.

Accountants

15. Auditing

The accountants have continuous access to EMCG's accounts, minutes of Assembly and Board meetings as well as other documents.

EMCG's accounts must be made available to the accountants at least six weeks before the annual general meeting.

The accountants will in accordance with good auditing practice examine the accounts of the previous financial year and make the audit report available to The Board at least two weeks before the annual general meeting.

The Board

16. Constitution

A Board member must be a member of EMCG.

17. Duties of the Board

The Board is responsible in particular for:

- proposing budget and plans of operations for the following financial year and for preparing to a certain degree other items that will be discussed at the ordinary Assembly meetings and annual general meetings,
- administrating EMCG's funds and owned rights,
- the EMCG website and the membership register
- promote EMCG activities

At Board meetings, Board members are allowed to vote through tele-conferencing mechanisms. The Board has the right to approve individuals to be present and have the right to speak at the Board meeting. Minutes must be kept during Board meetings.

The President presides at governing Board meetings as well as EMCG meetings. It is the President's duty to plan the meetings of the Board and distribute notice with a final agenda at least two weeks before the meeting.

The Vice-President shall preside at EMCG meetings and act as a chairman at governing Board and Assembly meetings whenever the President is unable to serve.

The Treasurer shall have custody of accounts, securities, property and records of EMCG.

The members of the Board may be re-elected.

Other regulations

18. Register of members

A register of the members will be kept by the Board. All names of the members, their affiliations shall be available at the EMCG homepage; <http://www.emcg-ibd.eu/>
