

BYLAWS¹²

of the International Society of Cryosurgery

§ 1: Name, headquarters and field of activity

The society has the name "**International Society of Cryosurgery**".

(1) It has its headquarters in Vienna, Billrothstrasse 78, A-1190 Vienna, Austria, and it extends its operations throughout³ Austria as well as the entire world.....

(2) The establishment of affiliate societies is planned.

§ 2: Purpose

The society, whose activities are not directed at profit, states as its aims⁴

Each innovation in medical and scientific sectors, especially on the level of cryosurgery, cryomedicine, cryobiology and cryoscience as well as other minor subjects in conjunction with the use of low temperatures, which is obvious and beneficial to man, to help implement it in practice quickly and unbureaucratically as well as international collaboration and cooperation.

Furthermore, it aims to help the training and further education of young scientists in the area of cryosurgery and associated interdisciplinary scientific and medical subjects and to make their achievements known to the public.

§ 3: Means to Achieve the Objective of the Society

(1) The objective of the society shall be achieved through those ideational and pecuniary means listed in para. 2 and 3.

¹ **Template in terms of the Vereinsgesetz 2002 [2002 Laws regulating societies] valid as of 01.07.2002, BGBl. [Federal Law Gazette] I no. 66/2002.**

(This by-laws template is suitable for further processing. It can also be supplemented. Please delete that which is not applicable as well as the footnotes before you submit the bylaws to the authority governing the society)

Necessary changes towards the previous template in terms of the *Vereinsgesetz* 1951 can be found in Sec. 5 para. 3 (previously para. 4), Sec. 9 para. 2, Sec. 10 lit d (previously lit c), Sec. 13 para. 1 first sentence (second sentence previously para. 5), Sec. 13 para. 2 second sentence (previously para. 1), Sec. 13 para. 4 second half sentence (previously para. 3), Sec. 14 para.1 second sentence, Sec. 14 para. 2, Sec. 15 para. 2 last sentence, Sec. 15 para. 3 first sentence.

Other further adjustments are based on practical considerations (Sec. 5 para. 1, Sec. 6 para. 1, Sec. 9 para. 1 first sentence, Sec. 9 para. 3 first sentence, Sec. 9 para. 4, Sec. 9 para. 6 fourth sentence deleted, Sec. 9 para. 7, Sec. 9 para. 8 first sentence, Sec. 11 para. 3 first sentence, Sec. 11 para. 7 second sentence, Sec. 12 second sentence, Sec. 12 lit a and e, Sec. 14 para. 3 first and second sentence, Sec. 15 para. 1 second sentence).

This includes the expression of a few amendments.

² In particular with regard to the organisational structure of larger societies and the operation of society-owned enterprises specific amendments and/or supplements of the bylaws are recommended. For a harmonised bylaws template to obtain tax advantages for non-profit, charitable or religious purposes (§§ 34 ff BAO [Federal Fiscal Code])

see: <https://findok.bmf.gv.at/findok/showBlob.do;jsessionid=AE7154615A1014B97EFD83E68444AEDE?rid=13&base=GesPdf&qid=>

³ e.g. across the whole world, all over Austria, the region of the Federal State of XY or the area of the city/municipality of YZ.

⁴ The *Vereinsgesetz* requests a clear and comprehensive alteration of the purpose.

(2) As ideational means shall serve⁵

- a) *International congresses, including national scientific events*
- b) *International and national presentations and conferences*
- c) *International research*
- d) *Scientific projects*
- e) *Publications*
- f) *Seminars and workshops*

(3) The necessary pecuniary means should be raised through⁶

- a) Admission fees and membership fees
- b) Sponsoring
- c) Donations

§ 4: Categories of Membership

(1) The memberships of the society consist of full, associate and honorary members.

(2) Full members are those who are fully involved in the work of the society. Associate members are those that support the society's work predominantly through payments of increased membership fees. Honorary members are people who are officially nominated because of their special merits for the society.

§ 5: Acquisition of Membership

(1) All physical persons⁷ *without restriction, e.g. in terms of age, gender, nationality, occupation*, as well as legal entities and partnerships with legal capacity⁸ are eligible to be members of the society.

(2) The *Board of Governors* shall make the final decisions concerning the admission of full and associate members. The admission may be refused without reasoning.

(3) Until the development of the society, the preliminary admission of full and associate members shall be carried out by the founders of the society; in the case of an already-appointed *Board of Governors*, said Governors shall make the decision. This membership shall only become effective with the initial development of the society. If a *Board of Governors* is only appointed after the establishment of the society, the (definitive) admission of full and associate members shall also be executed by the founder of the society.

(4) The nomination of an honorary member takes place at the request of the *Board of Governors* through the *Assembly*.

§ 6: Termination of the Membership

⁵ Activities such as presentation and conferences, social gatherings, discussion events, publication of publications, and the establishment of a library.

⁶ Apart from the common admission fees and membership fees the following also come into question, e.g. proceeds from the events or from own-society enterprises, donations, collections, bequests and other contributions.

⁷ Restrictions e.g. in terms of age, gender, nationality, occupation, integrity are possible but not offered.

⁸ These are the open society (OS) and the private limited partnerships (PLP).

- (1) The membership expires upon death with physical persons, in case of legal entities and partnership with legal capacities it expires through the loss of the legal personality, by voluntary resignation or expulsion.
- (2) Resignations can only take place on⁹ *31st December of each year*. The *Board of Governors* must be informed of it in writing at least *3 (three) months* in advance. If the notification is not submitted on time, it shall only become effective at the next available date for resignation. The date of the postmark is decisive for punctuality.
- (3) The *Board of Governors* can expel a member if, despite two written warnings providing an appropriate period of grace of more than six months, they fall behind with the payment of membership fees. The obligation to pay the due membership fees remains unaffected.
- (4) The expulsion of a member from the society can be demanded by the *Board of Governors* even due to gross violation of other membership obligations and due to dishonourable conduct.
- (5) The termination of an honorary membership can be concluded by the reasons stated in para. 4 by the *Assembly* at the request of the *Board of Governors*.

§ 7: Rights and duties of the members

- (1) The members are entitled to participate in all events of the society and to make use of the facilities of the society. The right to vote in the *Assembly* as well as the right to run for office or the right to vote is only available for full and for honorary members.
- (2) Each member is entitled to request the *Board of Governors* to hand over the bylaws.
- (3) At least one tenth of the members can request the *Board of Governors* to convene an *Assembly*.
- (4) In each *Assembly* the members must be informed about the tasks and the financial conduct of the society by the *Board of Governors*. If at least one tenth of the members request this by stating reasons, the *Board of Governors* must provide the members concerned with the information or to provide them with the information within four weeks.
- (5) The *Board of Governors* must inform the members of the audited balance of accounts (financial statement). If this takes place within the *Assembly*, the auditors must also be involved.
- (6) The members are obligated to promote the interests of the organisation to the best of their ability, and are obligated to refrain from any activity that could damage the reputation and the objectives of the society. They must comply with the bylaws and the decisions of bodies of the society. The full and associate members are obligated to pay the admission fees and the membership fees on time to the amount which has been concluded by the *Assembly*.

§ 8: Society Bodies

⁹ E.g. 31st December of each year.

The bodies of the society are the *Assembly* (§§ 9 and 10), the *Board of Governors* (§§ 11 to 13), official press organ, the auditors (§ 14) and the board of arbitrators (§ 15).

§ 9: “General Meeting” – Assembly

- (1) The *Assembly* is the “General Meeting” in terms of the *Vereingeseztz* 2002. An *Assembly* of full members takes place¹⁰ every 2 (two) years.
- (2) An extraordinary *Assembly* shall be convened subject to
 - a) The resolution of the *Board of Governors* or the *Assembly* of full members,
 - b) The submission of a written statement by at least one tenth of the members,
 - c) The request of the auditors (§ 21 para. 5 first sentence of the *VereinsG* [law regulating societies]),
 - d) The resolution of the auditor (§ 21 para. 5 second sentence *VereinsG*, § 11 para. 2 third sentence of these bylaws),
 - e) The resolution of the legally-appointed curator (§ 11 para. 2 second sentence of these bylaws), within four weeks.
- (3) All members must be invited to the *Assembly* of both the full as well as the associate members at least two weeks before the appointed date in writing via fax or e-mail (to the fax number or e-mail address given to the society by the member). The setting of the *Assembly* shall be announced in the agenda. The summoning shall be served by the *Board of Governors* (para. 1 and para. 2 lit. a – c), by the auditors (para. 2 lit. d), or through a legally-appointed curator (para. 2 lit. e).
- (4) Applications to the *Assembly* must be made in writing via fax or e-mail at least three days before the date of the *Assembly* at the *Board of Governors*.
- (5) Valid resolutions – with the exception of those pertaining to the summoning of an extraordinary *Assembly* – can only be passed if they appear on the agenda.
- (6) All members are allowed to participate in an *Assembly*. Only the full and honorary members are entitled to vote. Each member has one vote. The delegation of voting rights to another member is only permissible through written authorisation.
- (7) The *Assembly* has a quorum regardless of the number of persons present.
- (8) The elections and the passing of resolutions in the *Assembly* generally take place with a simple majority of the valid votes cast. Resolutions concerning the amendment of the bylaws of the society or dissolution of the society, however, require a qualified majority or more than two thirds of the valid votes cast.
- (9) The governing board of the *Assembly* is chaired by the *President* or in his absence the *Honorary President*. If he too is absent, the board shall be chaired by the *Secretary General*, in the case of his absence the *first Councillor* shall take over the chair, in case of absence of the *first Councillor* the *second Councillor* shall take over the chair, in case of absence of the *second Councillor* the *third Councillor* shall take over the chair, in case of

¹⁰ E.g. annually, every two or every four years (tailored to the functional duration of the governing board according to § 11 para. 3). The *Vereinsgesetz* demands that a meeting of members is convened at least every four years.

absence of the *third Councillor* the oldest member present of the *Board of Governors* shall take over the chair.

- (10) The head office of the society is bound to the election of the *President*, because according to the election of the *President* the head office of the society is placed in the area of his residence.
- (11) In the *Assembly* the *Board of Governors* discuss the publication of media such as journals, brochures, etc. and it shall make the decision about their publication.

§ 10: Tasks of the Assembly

The *Assembly* is reserved the right to take over the following tasks:

- a) Passing resolutions on the submitted motions;
- b) Receiving and approving the statement of accounts and the closing of accounts with participation of the auditors;
- c) Electing and suspending the members of *Board of Governors* and the auditors;
- d) Approving legal transactions between the auditors and the society;
- e) Discharging the *Board of Governors*;
- f) Determining the amount of the admission fee and the membership fees for full and associate members;
- g) Awarding and terminating honorary memberships;
- h) Passing resolutions on amendments of the bylaws and the voluntary dissolution of the society;
- i) Consulting and passing resolutions on other items present in the agenda.

§ 11: Supervisory board – Board of Governors

- (1) The *Board of Governors* is comprised of *at least 9 (nine) and no more than 11 (eleven)* members, namely comprised of a *President - Honorary President - Secretary General - 3 (three) Councillors, General Treasurer*, as well as *at least 2 (two) to maximum 4 (four) full members*¹¹.
- (2) The *Board of Governors* is elected by the *Assembly*. In case an elected member resigns, the *Board of Governors* has the right to co-opt another eligible member in their place, whereby the subsequent approval at the next *Assembly* is required. Should the *Board of Governors* fail to appoint a new member, or take an unforeseen length of time, the auditor is obligated to immediately call an extraordinary *Assembly* for the purpose of appointing a new *Board of Governors*. If the auditor is also incapable of fulfilling his duties, any full member that recognises the severity of the situation must immediately file for a judicially-appointed curator who must immediately convene an extraordinary *Assembly*.
- (3) The term of office for the *Board of Governors* is ¹² *2 (two) years*. *The repeated re-election of the Board of Governors is possible, except for the President, who can only be elected for 2 (two) legislation periods*. Each function in the *Board of Governors* shall be exercised personally.

¹¹ The *Vereinsgesetz* demands that the management body of the society is comprised of at least two natural persons.

¹² e.g. two or four years (depending on the distance between the regular general meeting in accordance with Sec. 9 para. 1).

- (4) The *Board of Governors* shall be convened in writing or orally by the *President*, in the absence of the *President* by the *Honorary President*, in the absence of the *Honorary President* by the *Secretary General*. If the *Secretary General* is also absent for an unforeseen period of time, he is represented by the *first Councillor*, if he is absent for an unforeseen period of time, he is represented by the *second Councillor*, in the absence of the *second Councillor* he is represented by the *third Councillor* and in case of absence of the *third Councillor* any other member of the *Board of Governors* can convene the *Board of Governors*.
- (5) The *Board of Governors* has a quorum if all the members have been invited and at least half of them are present.
- (6) The *Board of Governors* passes its resolutions with a simple majority of votes; in case of a tie of votes, the chairperson shall have the deciding vote.
- (7) The chair is chaired by the *President*; in the absence of the *President* by the *Honorary President*, in the absence of the *Honorary President* by the *Secretary General*. If the *Secretary General* is also absent, the *first Councillor* is entitled to the chair, if in turn, he is absent, *second Councillor* shall take the chair, in the absence of the *second Councillor* he will be represented by the *third Councillor* and in case of absence of the *third Councillor* the chair shall fall to the oldest member present of the *Board of Governors* or any member of the *Board of Governors* elected by majority of the remaining members of the *Board of Governors*.
- (8) With the exception of death or the expiration of the period of office (para. 3) the function of a member of the *Board of Governors* ceases with the removal from office (para. 9) and retirement (para. 10).
- (9) The *Assembly* is entitled to dismiss the entire *Board of Governors* or any individual member thereof at any time. The dismissal shall be made effective with the election of a new *Board of Governors* and/or a member of the *Board of Governors*.
- (10) The members of the *Board of Governors* may, at any time, announce their resignation in writing. The resignation letter must be addressed to the *Board of Governors*; in case the entire *Board of Governors* resigns it must be addressed to the *Assembly*. The resignation becomes effective with the first election and/or co-option (para. 2) of a respective successor.
- (11) Should the *Board of Governors* not be able to come together in 3 (three) consecutive meetings due to the absence of one member, their board should be seen. Should the number of members not be reliable enough for the normal function, the *President* and the remaining members must employ temporary (interim) members until the next election at the *Assembly*.

§ 12: Duties of the Board of Governors

The administration of the society is incumbent on the *Board of Governors*. It is the "administrative body" in terms of the *Vereinsgesetz* 2002. It is responsible for all tasks not allocated to another body of the society according to the bylaws. The following tasks are reserved for the *Board of Governors*:

- (1) Establishment of an accounting system which meets the requirements of the society with a continuous record of the income/expenses and the management of a list of assets as a minimum requirement;
- (2) Compilation of the annual budget, the annual reports and the annual financial statements;
- (3) Preparing and convening the *Assembly* pursuant to § 9 para. 1 and para. 2 lit. a – c of these bylaws;
- (4) Informing the society members about the society's activities, financial conduct of the society and the audited balance sheets;
- (5) Administering the assets of society;
- (6) Admission and expulsion of full and associate members of the society;
- (7) Appointment and dismissal of society employees.

§ 13: Particular Obligations of the Individual Members of the Board of Governors

- (1) The *President* conducts all the current business of the society. The *Honorary President* supports the *President* in the administration of the society's business.
- (2) The *President* represents the society to the outside world. To attain validity, the written documents of the society and the monetary matters (disposition of assets) require the signatures of the *President* and the *Honorary President*. Legal transactions between members of the *Board of Governors* and the society require the approval of another member of the *Board of Governors*.
- (3) Authorisations for legal transactions to represent the society to the outside and/or to sign for the society may only be issued to members of the *Board of Governors* named in para. 2.
- (4) In the event of imminent danger, the *President* is entitled to give orders independently on his own authority, even in matter falling within the sphere of action of the *Assembly* or the *Board of Governors*. However, in internal affairs, these arrangements are subject to approval from the appropriate authority of the society.
- (5) The *President* acts as the chairman in the *Assembly* and in the *Board of Governors*.
- (6) The *Secretary General* shall keep the minutes of the *Assembly* and the *Board of Governors*.
- (7) The *President* is responsible for the orderly financial conduct of the society.
- (8) In case of incapacitation, the *Honorary President* shall represent the *President*.

§ 14: Auditors

- (1) Two auditors will be appointed by the *Assembly* for a period of¹³ 2 (*two*) years. Re-election is possible. The auditor must not be affiliated with any body of the society - with the exception of the *Assembly*, whose activities are subject to the audit.

¹³ e.g. two or four years (depending on the distance between the regular general meetings in accordance with Sec. 9 para. 1).

- (2) The auditors are responsible for the ongoing monitoring of business as well as the assessment of the financial conduct of the society with regard to the correct rendering of accounts and the use of the funds in accordance with the bylaws of the society. The *Board of Governors* must supply the auditors with the necessary documents and provide all necessary information. The auditors must inform the *Board of Governors* of the result.
- (3) Legal transactions between the auditors and the society require the approval of the *Assembly*. Furthermore, the auditors are further subject to the provisions of § 11 para. 8 to 10.

§ 15: The Board of Arbitration

- (1) Any disputes arising in the course of the society's affairs are to be arbitrated by the court of arbitration within the society. It is a "mediating authority" in terms of the *Vereinsgesetz* 2002 and not a court of arbitration in accordance with §§ 577 ff *ZPO* [Code of Civil Procedure].
- (2) The court of arbitration is comprised of three full society members. It is formed in such a way that one party in dispute submits in writing a name of a member to the *Board of Governors* as the arbitrator. Upon the request of the *Board of Governors* within seven days, the other party in dispute must also nominate a member as an arbitrator within 14 days. After being notified by the *Board of Governors* within seven days, the appointed arbitrators elect another member as the chair of the board of arbitration within an additional 14 days. In case of a tie of votes, a draw among the suggested names is decisive. The members of the board of arbitration must not be affiliated with any body of the society - with the exception of the *Assembly* - whose activities are subject to the dispute.
- (3) The board of arbitration shall make its decision by a simple majority after hearing both parties in the presence of all members. The decision is made to the best of its knowledge and conscience. Its decisions are final within the society.

§ 16: The Voluntary Dissolution of the Society

- (1) The voluntary dissolution of the society can only be decided upon in an *Assembly* and only by two-thirds majority of the eligible votes cast.
- (2) If the society owns assets, this *Assembly* becomes responsible for concluding the liquidation. In particular, it must appoint a liquidator and decide to whom the remaining funds will be transferred to after all liabilities has been taken into account. The assets¹⁴ must, provided this is possible and permitted, be transferred to an organisation which pursues the same or similar purpose as this society, otherwise to non-profit or charitable purposes.

§ 17: Prizes

¹⁴ The *Vereinsgesetz* also permits a provision through which the remaining assets of the society should be distributed among the member if possible since it does not exceed the value of these paid deposits. In this case additional information is required as to what should happen with the remaining assets.

(1) For the contribution in the area of cryoscience, cryomedicine, cryosurgery, cryobiology and cryotechnology, the following prizes can be won. The nomination shall take places in the up coming world congress:

The following prizes are awarded:

- (1) Grand Gold Medal
- (2) ISC Gold Medal
- (3) Original Paper Prize
- (4) Book Prize
- (5) Oral Presentation Prize

(2) The nomination takes place at each up-coming world congress and are submitted at the committee. The candidates shall be discussed in the meeting of the *Presidents* of the International Society of Cryosurgery and the *Board of Governors* and presented at the *Assembly*. After a vote of majority (50 + 1 votes) the prizes are awarded to the respective candidates at the same congress.



Prof. Dr. Sajio SUMIDA, Japan



Prof. Dr. Nikolai N. KORPAN, Austria



Dr. Patrick J. le PIVERT, USA



Prof. Dr. Kecheng XU, China

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Hofburg, Redouten Hall, Vienna, Austria
Sunday, October 30th, 2011, 15:00-17:30*