



Articles of Association of the European Sleep Research Society (ESRS) e. V.

§ 1

Name, Registered Office, Fiscal Year

1. The society which is to be registered in the association register has the name

"European Sleep Research Society (ESRS) e. V."
2. The society has its registered office in Regensburg.
3. The fiscal year of the society is the calendar year.

§ 2

Purpose, Tasks and Public Benefit

1. The society pursues exclusively and directly non-profit purposes within the meaning of the section "tax-privileged purposes" of the German Tax Code. The purpose of the society is to promote research on sleep and related areas, to improve the care for patients with sleep-wake disorders and to facilitate the dissemination of information regarding sleep research and sleep medicine.
2. The goal of the society is exclusively and directly to serve the public interest within the meaning of the section "Purposes subject to lower tax rates" in the Tax Code. The purpose of the articles of association shall be fulfilled through scientific and practical activities of the members in all areas of sleep research, the care for patients with sleep-wake disorders and through the continuing education of all professional groups involved in this field. The purpose of the articles of association shall also be implemented through the holding of conferences, symposia, workshops, teaching courses and presentations in the area of sleep research and through the financing of

educational visits and the setting up of grants and scholarships. This shall include a publication such as the Journal of Sleep Research (JSR).

3. The society acts on a non-profit basis and selflessly; it does not pursue business purposes of its own.
4. The funds of the society may only be used for the purposes permitted by the articles of association. The members of the society do not receive any contributions from the funds of the society. No person may be favoured by expenses that are not in line with the purposes of the society (§2 paragraph 2) or by disproportionately high remuneration. The members of the society or other persons shall receive funds from the society only if this is necessary to fulfil the tasks of the society. The amounts of the funds have to be appropriate for the tasks. The consent of the board of officers is necessary for this purpose.
5. Upon dissolution or termination of the society or if the current purpose ceases to apply, the assets of the society shall fall to a legal person under public law or another tax-privileged corporation for the purpose of use for the promotion of research on sleep or related areas, for improvement of the care for patients with sleep-wake disorders or for facilitation of the dissemination of information regarding sleep research or sleep medicine.

§ 3

Membership

1. There are full members, student and retired members, associate society members, associate individual members and supporting members. Only full, student and retired members have active and passive voting rights as individuals, i.e. only full members, student and retired members can vote during and be elected for any kind of position by the general assembly of the membership.

2. The society is in principle a society for European members; however, applications for membership from individuals and groups outside Europe are welcome.
3. The society encourages applications for membership from individuals, European national sleep societies and supporting legal bodies (companies or societies other than National Sleep Societies) who are engaged in sleep research or sleep medicine.
4. Associate society membership of European national sleep societies is particularly encouraged. These members form the assembly of national sleep societies (ANSS) made up by one representative of each National society who must be a full ESRS member. This assembly phrases its own articles based on the following principles: (a) The ANSS meets at least every second year during the ESRS congresses. (b) The ANSS elects a committee of 5 representatives of National sleep societies which determine a chair and a co-chair. (c) This ANSS executive committee proposes one member to the ESRS board as full board member (d) The ANSS fixes annual fees to be paid by every associate society member. These fees, paid to the ESRS treasurer, are used for expenses of the ANSS.
5. Applications of National sleep societies to become associate society members are directed toward to ESRS board who decides on an individual basis.
6. Associate individual members are members of associate societies who are not full ESRS members. They have no active or passive voting rights within the ESRS, but they will receive privileged access to a wide range of ESRS material.
7. Supporting members are companies or societies other than European national sleep societies who wish to support ESRS. They do not have passive or active voting rights. The membership fee is fixed individually by the ESRS board.

8. Applications of companies or societies to become supporting ESRS members are directed towards the ESRS board who decides on an individual basis.
9. Applications of individuals for membership must be made in writing to the secretary of the society. The Board of officers shall decide on admission or non-admission. The name of the new member shall be made public through publication in the ESRS newsletter.

§ 4

Termination of Membership

1. Membership ends upon death, exclusion or resignation from the society.
2. Resignation shall occur by written notice to the board of officers.
3. A member may be excluded by a resolution of the general assembly of members, if that member culpably inflicts substantial damage on the interests of the society, or is deemed guilty of serious misconduct. For this purpose a majority of two-thirds of the valid votes cast, or a postal ballot with a two-thirds majority, is necessary. Members' responses must be sent to the board within fifty days after the start of the postal ballot. The board shall record the valid votes received. A board member has to sign the protocol; the result shall be made public in writing.

§ 5

Membership Fees

Each individual member shall pay a membership fee as set by the general assembly of members at the business meeting for the respective group (regular members, student members and supporting members). The membership fees for the coming two years shall be paid on a biennial basis prior to December 1 of the current year, and shall include the subscription to the Journal of Sleep Research published by the society. The members who join after October 30 shall

be exempt from payment of the membership fee for the current year. Members who do not pay their fees after a reminder letter of the treasurer shall be suspended until payment.

§ 6

Constituent Bodies of the Society

Constituent bodies of the society are:

1. the board of officers
2. the general assembly of members.

§ 7

Board of Officers

1. The members of board of officers of the society are elected from the group of the full members who have their residence in a European country or Israel.

The board of officers according to § 26 of the German Civil Code (BGB) consists of:

- a) President
- b) Vice President (clinical sleep science)
- c) Vice President (basic sleep science)
- d) Secretary
- e) Assistant Secretary
- f) Treasurer
- g) ANSS representative
- h) Editor of the Journal of Sleep Research as advisory member
- i) Past President as advisory member

The board of officers will represent the society vis-à-vis the members and third parties in both judicial and extrajudicial contexts (§ 26 BGB). Each member of the board of officers shall represent the society only together with another member of the board of officers.

The president, vice presidents, secretary, assistant secretary and treasurer shall be elected separately for the period between two business meetings. This will normally be a period of approximately two years. The election shall be decided by simple majority of the valid votes cast of the members of the society. Re-election is possible for one term of office; re-election of the treasurer is possible for an unlimited number of terms of office.

Proposals for the candidates for the board of officers must be submitted in writing and must reach the president at least two weeks in advance of the business meeting; later proposals cannot be accepted.

2. Within the society the following is decided:
 - a) The president shall chair the meetings of the board of officers as well as the business meeting. The president is generally responsible for all matters which relate to the administration of the society. In cooperation with the secretary, the president is responsible for the implementation of decisions made by voting members or by the board of officers. The president shall fulfil tasks which are important and desirable for the attainment of the goals of the society.
 - b) The vice presidents shall support the president and the secretary in their duties. One of the vice presidents shall take over the duties of the president upon the latter's absence or incapacity. In case of incapacity of the president and the vice presidents, they will be replaced by another member of the board of officers.
 - c) The secretary is the secretary to the members of the board of officers. Together with the president, the secretary is responsible for the implementation of decisions which were made by voting members or the board of officers. The secretary is responsible for the safekeeping of documents of the association. During the

business meetings, the secretary shall supervise minutes and recording of motions, the results of the elections and, if counted, the number of votes cast for and against. The secretary shall also ensure that notes are taken from the key points of the discussion. The secretary shall disseminate information on the activities of the society. In cooperation with the president, the secretary shall prepare the ESRS newsletter and send it to all members of the society. The secretary shall foster co-operation between national sleep societies within Europe.

- d) The assistant secretary shall support the secretary and shall take over the tasks of the secretary upon the latter's absence or incapacity.
- e) The treasurer shall manage the money and the commitments of the society. The treasurer shall keep complete and accurate books on the receipts and expenditures of the society. The treasurer shall deposit all moneys and other assets on behalf of and in favour of the society in accounts designated by the board of officers. The treasurer shall make payments on behalf of the society to the extent authorized by the board of officers, and shall render account to the general assembly of members and to the meeting of the board of officers regarding the financial situation of the society.
- f) The executive committee of the ANSS shall be responsible for interaction of the ESRS board with the ANSS.
- g) Advisory members of the board do not have the right to vote in the board of officers.
- h) The past president shall support the board of officers through information on previous policies, procedures, etc.

3. The board of officers shall manage the affairs and shall decide in particular on the expenditures of the society. The board of officers shall decide by simple majority on all matters.

§ 8

General Assembly of Members= Business Meeting

1. Only full ESRS members, student members and retired members in attendance are entitled to vote. Each member carries one vote.
2. The general assembly of members is responsible for all matters as far as the articles of association do not explicitly declare the board of officers to be responsible.
3. The board of officers shall determine the preliminary agenda of the business meeting and shall inform the members through the ESRS newsletter. The voting members by simple majority of the valid votes cast, shall decide upon the following:
 - a) Minutes of the previous business meeting;
 - b) Election of the members of the board of officers;
 - c) Election of the scientific committee;
 - d) Acceptance of the financial report of the treasurer and of an appointed accountant;
 - e) Determination of the amount of the membership fees;
 - f) Future conference locations.

§ 9

Convening a General Assembly of Members

1. At least every second year, a regular general assembly of members shall be held (business meeting). It shall be convened by the board of officers

with at least four weeks notice in writing, along with a notification of the agenda. The notice period shall begin on the day following the sending of the invitation letter. The agenda shall be set by the board of officers.

2. Each member may apply to the board of officers in writing for an amendment to the agenda. This application must be received at least one week before the business meeting. The chair of the meeting shall make the amendment known at the beginning of the general assembly of members. The general assembly of members shall decide on applications to amend the agenda which are put before it. This does not apply to elections and to changes in the articles of association.

§ 10

Special Membership Meetings

A special membership meeting shall be called by the board of officers if required in the interest of the society or if one tenth of the members request this from the board in writing, indicating the purpose and reasons.

The notice period may be reasonably shortened, but must be at least one week.

Otherwise, § 11 applies as appropriate.

§ 11

Resolutions by the General Assembly of Members at the Business Meeting

1. The business meeting shall be chaired by the president. If no member of the board of officers is present, the assembly shall determine who is to chair the meeting. In case of elections, the direction of the meeting may be transferred to an election officer for the duration of the election and the prior discussion. In case of the absence of the board, this procedure must be followed.

The votes shall be taken by show of hands. Upon application by one third of the voting members present, the vote must be taken by written ballot. In elections of persons the vote will be by written ballot if this is requested by one or more members present at the meeting.

2. The general assembly of members shall pass resolutions by simple majority of the valid votes cast, in so far as these articles of association do not explicitly require a different majority. Abstentions will not be counted. A two thirds majority of the valid votes cast is necessary to change the articles of association.
3. The board can initiate a postal ballot on important issues (including elections) between two memberships meeting if necessary. In this case resolutions shall pass by simple majority of the valid votes counted, which have been send to the board within fifty days after the dispatch of the postal ballot. In order to change the articles of association, a two thirds majority of the valid member received within fifty days of the dispatch of the postal ballot is necessary. The board shall minute the valid votes received and the minute shall be signed by at least one member of the board. The members must be informed of the result in writing.
4. In an election, a candidate is elected who has received more than half of the valid votes cast. If no one has received the necessary majority, a vote shall be held between the two candidates who received the most votes. The candidate who receives the most votes is then elected. In case of an equal number of votes, the chair shall have the casting vote.
5. If several posts are up for election (e.g. scientific committee, future conference locations) the vote will be carried out on the basis of a list system. The members will have one vote on each position to vote on. If there are more candidates than positions the election shall be carried out in one term. The candidates with the most votes are then elected.
6. Minutes shall be taken regarding resolutions of the general assembly of members at the business meeting. These minutes shall include the place

and time of the meeting, the number of attending voting members, non-members and representatives present, as well as the results of the vote. Minutes shall be signed by the minute taker.

§ 12

Voting

Matters that require voting by the Society members shall, where possible, be decided by electronic voting via the ESRS website. Appropriate precautions will be taken to ensure that such electronic voting is limited to one vote per eligible member. The decision to initiate an electronic vote on a specific matter shall be taken by the ESRS Board.

The election of the board of officers will remain a prerogative of the business meeting.

§ 13

Scientific Committee

The Scientific Committee shall be elected by the voting members from among the group of voting members by simple majority. Membership of the Committee shall maintain a balance between basic and clinical science. The members of the Scientific Committee shall be elected for the period between two business meetings; this will normally correspond to a period of approximately two years. Re-election is possible for one period. The Scientific Committee shall make proposals concerning the scientific program of the scientific congress, shall select the submitted abstracts for scientific presentations and shall help in the evaluation of manuscripts which are submitted for the congress publications.

The Scientific Committee shall designate a chair who shall maintain contact with the board of officers.

§ 14

Scientific Congress

The ESRS board, represented by the president and the treasurer, is responsible for the financial organization of the congress. The congress organizing committee will be constituted of the ESRS board, the hosting national sleep society and the ESRS scientific committee. Applications to host the ESRS meeting must be submitted by affiliated national sleep societies following the ESRS bid manual. In order to ensure the economic soundness of the congress, the board may preselect the hosting candidates to be presented to the membership vote at the business meeting. If necessary, the board may deviate from the decision on the conference location taken by the assembly of members according to §8.

§ 15

Further Committees and Working Groups

Further permanent or temporary committees may be set up and dissolved by the board of officers. Their members and chairpersons shall be appointed by the board of officers. Working groups can be set up and dissolved by vote of the regular members. The chairperson of a working group shall be elected by the voting members. The chairpersons of committees or working groups shall report on their activities to the membership meeting or, if desired, to the board. Any activity of the committees or working groups outside the society needs the approval of the board.