

Date of amendment: 8 September 2021

## EUROPEAN MENOPAUSE AND ANDROPAUSE SOCIETY ARTICLES OF ASSOCIATION

### ARTICLE 1 - NAME

The European Menopause and Andropause Society is a non-profit society organized pursuant to the Swiss Civil Code Art. 60 et seq.

The European Menopause and Andropause Society is hereinafter referred to as

«EMAS».

### ARTICLE 2 - SEAT OF THE EUROPEAN MENOPAUSE AND ANDROPAUSE SOCIETY

The legal seat of EMAS shall be Geneva, canton of Geneva in Switzerland.

### ARTICLE 3 - OBJECTIVES

The objectives of EMAS shall be:

- a) to promote and coordinate information, education and scientific studies on all aspects of the health of women and men in the years after middle age;
- b) to organize, prepare and participate in international meetings and congresses on subjects related to the health of women and men in the years after middle age;
- c) to advance the interaction of research and experience between members of EMAS.

EMAS shall take all necessary measures to achieve its objectives by organizing meetings and cooperating with Corporate bodies, institutions, societies, associations and groups which pursue similar objectives.

### ARTICLE 4 - MEMBERS promise

a.1.) **Ordinary members** of EMAS are individuals who have an interest in the health of women and men in the years after middle age.

a.2.) **Junior members** of EMAS are individuals **under** 35 years of age/ doctors in training who have an interest in the health of women and men in the years after middle age.

Ordinary as well as Junior members shall be admitted irrespective of gender, race, language, religion or political creed.

#### President

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Thessaloniki, Greece

#### Vice-President

Angelica Lindén Hirschberg, Professor  
Stockholm, Sweden

#### Secretary-General

Fatih Durmuşoğlu, Professor  
Istanbul, Turkey

#### Treasurer

Petra Stute, Professor  
Bern, Switzerland

#### Executive Director

Margaret Rees, Professor  
Oxford, United Kingdom

#### Scientific Director

Irene Lambrinoudaki, Professor  
Athens, Greece

#### EMAS Executive Office (for correspondence by email and postal mail)

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b. **Corporate members** of EMAS may be any commercial body engaged in the field of the health of women and men in the years after middle age.

c. **Affiliated members** of EMAS are National or International Societies or Professional Groups of established scientific relevance, whose objectives are similar to those of EMAS. Individual members of Affiliated societies or professional groups are not automatically Ordinary members of EMAS.

d) **Honorary members** of EMAS shall be individuals of outstanding merit who have rendered outstanding services to EMAS at a national and international level. Honorary members shall not pay any membership fee. They will be appointed by the Board.

#### **Article 4.1. - Application for membership**

Applications for **Ordinary and Junior** membership shall be made in writing to the EMAS Administration stating the applicant's willingness to join EMAS.

Application for **Corporate** membership of EMAS shall be made in writing to the EMAS Administration.

Application for **Affiliated** members of EMAS shall be made in writing to the EMAS Administration. A special application form will be sent to each applicant National Society.

#### **Article 4.2. – Membership**

The Executive Officers and the Board may remove a person's membership if they believe it is in the best interests of EMAS. The Board of EMAS resolves the expulsion with a majority of 2/3 of all the Board members.

Where the vote relates to a Board member, that member shall not be entitled to participate to the relevant ballot.

The expulsion of any member is resolved without the Board having to communicate the grounds of its resolution. However, the concerned member shall be given the opportunity of being heard, orally or in writing, by the Board before the Board takes its resolution. The resolution of the Board is final and conclusive; it cannot be subject to any appeal before the General Assembly or any other body of the EMAS.

#### **Article 4.3. - Member categories and right to vote**

- Ordinary members one (1) right to vote
- Junior members one (1) right to vote
- Corporate members no (0) right to vote
- Affiliated members no (0) right to vote

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- Honorary members one (1) right to vote

#### **Article 4.4. - Ordinary and Junior Members' rights**

##### **Ordinary members**

Ordinary and Junior members benefit from:

- a) a discounted registration fee at the EMAS Congresses for current EMAS members; a subscription to the official Journal of EMAS on request; access to the members' area on the EMAS web site.
- b) Each Ordinary and Junior member can access the Articles of Association of EMAS and any regulation which may apply to EMAS.
- c) Each Ordinary and Junior member has the right to participate in all activities organized by EMAS, to receive all relevant invitations, including invitations to participate at the General Assembly of EMAS.
- d) Each Ordinary and Junior member has one vote at the General Assembly of EMAS.
- e) All Ordinary and Junior members receive the minutes of the General Assembly.

##### **Honorary members**

Honorary members benefit from:

- a) a discounted registration fee at the EMAS Congresses; a subscription to the official Journal of EMAS on request; access to the members' area on the EMAS web site.
- b) Each Honorary member receives can access the Articles of Association of EMAS and any regulation which may apply to EMAS.
- c) Each Honorary member has the right to participate in all activities organized by EMAS, to receive all relevant invitations, including invitations to participate at the General Assembly of EMAS.
- d) Each Honorary member has one vote at the General Assembly of EMAS. All Honorary members receive the minutes of the General Assembly.

##### **Corporate members**

The rights and duties of the Corporate members are described in the separate agreement concluded between EMAS and each Corporate member pursuant to Article. 4.1 above.

Corporate members are not allowed to attend and to vote at the General Assembly of EMAS.

##### **Affiliated members (National Societies)**

EMAS recognizes National Societies if their objectives are sufficiently close to those of EMAS as Affiliated members.

The Affiliated members are not authorized to attend or to vote at the General Assembly of EMAS. Only EMAS Ordinary, Junior and Honorary members are entitled to vote.

#### **Article 4.5. - Members' duties**

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### Ordinary and Junior members

By joining EMAS, each Ordinary and Junior member undertakes to abide by the Articles of Association and any other regulations applicable to EMAS and its members. In particular, each member undertakes to pay the annual membership fee.

Members shall be considered in good standing by the payment of the annual membership fee. Only members in good standing will receive the relevant documents enabling him/her to attend and vote at the General Assembly of EMAS.

### Corporate members

The Corporate members undertake to abide by the Articles of Association and the separate agreement concluded between EMAS and each Corporate member pursuant to Article. 4.1 above.

### Affiliated members

By joining EMAS, each Affiliated member undertakes to abide by the Articles of Association and by the conditions stated in the application form for Affiliated members.

### Article 4.6. - Membership fee

#### Ordinary and Junior members

Ordinary and Junior members shall pay an annual membership fee which is set by the Board.

#### Corporate members

Corporate members shall pay an annual membership fee which is set by the Executive Officers of EMAS. The amount of the membership fee is mentioned in the separate agreement concluded between EMAS and each Corporate member pursuant to Article. 4.1 above.

#### Affiliated members

The Affiliated member shall not pay any membership fee.

#### Honorary members

Honorary members shall not pay any membership fee.

### Article 4.7. - Termination of membership

Membership shall be terminated:

- **Ordinary and Junior members**
  - a) upon resignation given in writing to the EMAS Administration with a 3 (three) months notice period as per the end of the current year, whereby the annual fee is due;
  - b) upon death of the member;
  - c) upon failure to pay the annual membership fee after two reminders

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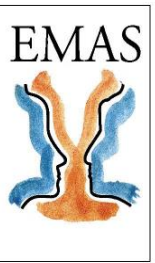
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- remained unreplied upon decision of the Board;  
d) upon expulsion by the Board of EMAS according to Article. 4.2.

- **Corporate members**

- a) upon termination by the Corporate member to the EMAS Administration given in writing with six (6) months prior notice period as per the end of the current year;  
b) upon failure to pay the annual membership fee after two reminders remained unreplied upon decision of the Board;  
c) upon expulsion by the Board of EMAS according to Article.4.2. and termination by EMAS of the separate agreement concluded with the expelled Corporate member with six (6) months prior notice period for the end of the current year.

- **Affiliated members**

- a) by not complying with the conditions mentioned in the application form for affiliation to EMAS.

## ARTICLE 5 - BODIES OF EMAS

EMAS's bodies shall consist of:

- a) The General Assembly (Ordinary and Junior members);  
b) The Board (Executive officers and elected Board members);  
c) The Sub-committees (provided for by these Articles of Association or by regulations of the Board).

## ARTICLE 6 - GENERAL ASSEMBLY OF THE ORDINARY AND JUNIOR MEMBERS

### Article 6.1. - Notice to the General Assembly

The General Assembly is convened by the Board at least once every three years, preferably at the time and place of the European Congress of EMAS.

#### Article 6.1.1. Inclusion of an item in the agenda by Ordinary and Junior members

Any Ordinary and Junior member may request the inclusion of an item in the agenda of the General Assembly. Such a request shall be made in writing and must be submitted to the EMAS Administration at least ninety (90) postmarked days before the date of the meeting of the General Assembly.

The Board shall include the items which have been submitted in time in the agenda and may join to it its own motion and statement thereto.

#### Article 6.1.2. Formal notice

A formal notice to the meeting of the General Assembly shall be e-mailed to each member of EMAS in good standing at least thirty days prior to the

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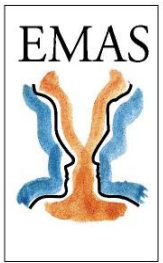
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date of the meeting of the General Assembly. For those members not having an e-mail address, the notice shall be sent by mail within the same timeframe. The notice shall at least include the following points: the agenda of the meeting of the General Assembly including a description of every item to be voted on, specifying whether the inclusion of the item is proposed by the Board or by an Ordinary or Junior member of EMAS; the motions of the Board as regards election or reelection of Board members according to Art. 7.2 of the Articles of Association.

### **Article 6.1.3. Elections/All other matters/Proxies/Auditor of votes**

#### **a) Elections**

Members will be invited by e-mail to apply for Board membership at least 120 days before the next General Assembly. The elections will take place by on-line voting. Votes must be received at least 20 days before the General Assembly. On-line voting means that the members of EMAS will identify themselves on the EMAS website by entering their personal password in the protected members' zone.

#### **b) All other matters**

All other matters/issues will in principle be voted on at the General Assembly itself (e.g., report of the treasurer and report of the auditors, budget). No voting form for these matters will be mailed to the members. On-line voting can exceptionally be required for such other matters. The process will be as described in section (a) above. If members have a conflict of interest, they must declare it and the decision of whether they can take part in voting will be at the discretion of the President and Executive Officers.

#### **c) Proxies**

No proxies are allowed or accepted for all elections and other matters submitted to the General Assembly.

#### **d) Independent auditor of voting and election**

Board elections will be audited by the EMAS administrative authority, the President and President-elect. The final detailed results of the ballots are available to all EMAS members.

### **Article 6.2. - Extraordinary General Assembly (EGA)**

The Board or one fifth (1/5) of the members of EMAS pursuant to Article 4 above (whether entitled to vote or not) may request the calling of an Extraordinary General Assembly. Such a request shall be addressed to the EMAS Administration in writing. It shall state the items to be submitted to the Extraordinary General Assembly and their urgency. Within ninety (90) days after having received the request for the calling, the Board will resolve on the date and place of the EGA. The EGA shall take place within 6 months from the date when the request was received by the EMAS Administration.

If not provided for otherwise in these Articles of Association each Ordinary, Junior and Honorary member shall have one vote only each

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and resolutions shall be taken by a majority vote. The Extraordinary General Assembly takes resolutions by majority of the votes of the members present and the votes duly cast on-line in advance.

### **Article 6.3. - Powers of the General Assembly**

The General Assembly shall be the supreme authority of EMAS. The General Assembly shall:

- a) approve the minutes of the last General Assembly;
- b) ratify election of board members pursuant to Article. 6.1.3;
- c) review and act upon the reports of the Board and of the Auditor;
- d) review and act upon the budget strategy proposed by the Board;
- e) amend the Articles of Association at the Board's instigation;
- f. dissolve EMAS pursuant to the procedure provided for in Article 17;
- g) deliberate and/or vote on all other matters or items of the agenda submitted to the EMAS members by notice of the Board pursuant to Art. 6.1. above.

### **Article 6.4. - Course of the General Assembly**

- a) The General Assembly shall be composed of the members of EMAS pursuant to Article 4 above. Only members in good standing shall be entitled to attend and vote.
- b) The General Assembly shall be presided by the Chairperson of the General Assembly. The chairperson of the General Assembly shall be elected among the Board members of EMAS.
- c) If not provided otherwise in these Articles of Association each Ordinary, Junior and Honorary members shall have one vote and resolutions shall be passed by a majority of the votes of the members present together with the votes duly cast on-line in advance.  
In the event of a tie, the Chairperson of the General Assembly shall have a casting vote.

### **Article 6.5. - Decision of the General Assembly**

In principle, the Association decisions are adopted during the General Assembly as indicated in Article. 6.4.

However, a decision adopted by way of on-line voting among the majority of the Association members is also equivalent to a decision of the General Assembly.

## **ARTICLE 7 - BOARD**

### **Article 7.1. - The Board**

The Board shall be composed of a minimum of six (6) members, but not more than fifteen (15) members including the Executive officers. In the

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event that there are less than fifteen (15) elected Board members, the President has the prerogative to co-opt two (2) additional EMAS members onto the Board, provided that the total Board elected members shall not exceed fifteen (15) members. Each of the Board members should originate from a different country, irrespective of the size of the Board.

The Executive officers may identify the need for advisors to the board. This may be because the officers have decided that advisors with specific skills are needed to help run EMAS more effectively. After agreeing what skills, experience and knowledge are needed, the officers will have the prerogative to recruit up to ten advisors.

### **Article 7.2. - Election of the Board:**

The members of the Board shall be elected by the Ordinary, Junior and Honorary members as provided for in Article 6.

The Board shall consist of the following:

- the President
- the Vice-President
- the President Elect
- the Secretary General
- the Treasurer
- the Chairperson of the General Assembly
- members of the Board

All Board members shall be members of EMAS.

The ordinary, junior and honorary members shall elect the Board members. The outgoing Board can propose candidates to be elected as Board members. The candidates must expressly agree in writing to their election and/or reelection.

Any EMAS member wishing to be candidate for election to the Board must apply at least one hundred and twenty days before the next General Assembly.

Board members shall be elected for a two (2) year period and may seek reelection for a second period. A Board member who is in his/her second term of office and who is currently serving as President Elect shall be the only Board member eligible to serve for a consecutive third period.

Any Board member stepping down after two terms or having had to step down from the Board after having served six-years cannot seek reelection for 2 further years. **To ensure continuity between boards, a Scientific Director and Executive Director selected from retiring members after having served two or three terms will be invited to contribute to board activities and advise the Executive Officers.**

The immediate past president will be given the title of Executive Director and will be an advisor to the Executive Officers. After this time they cannot seek re-election for 2 further years. These two members will not affect the geographic distribution of the incoming board (Article 7.1)

### **Article 7.3. Elections within the Board:**

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The Board elects among its members the Executive Officers (President, Vice-President, Secretary General and the Treasurer), the President Elect, the Chairperson of the General Assembly and the Board members. Board members seeking election to be an Executive Officer should preferably have served as a Board member for at least one term, which immediately precede the election.

#### **Article 7.4. - Executive Officers**

- a) The Executive Officers of EMAS shall consist of the following:
- the President
  - the Vice-President
  - the Secretary General
  - the Treasurer
- The President Elect may assume charges and act as Executive officers upon resolution of the Board.
- b) The Executive Officers act on behalf of the Board and for the account of the EMAS with a view to ensuring its current management. All decisions taken by the Executive Officers which go beyond the ordinary and current management of EMAS (infra c [i]) must be approved by the Board unless the Board has specifically delegated this task to the Executive Officers in writing.
- c) The duties of the Executive Officers shall include those duties commonly performed by such Executive Officers, in particular:
- i. the ordinary and current management of the affairs of EMAS;
  - ii. to determine the actions and expenditures necessary to achieve the objectives of EMAS;
  - iii. to prepare submissions to the General Assembly of proposals for the establishment of standing activities of EMAS;
  - iv. to prepare the agenda for the General Assembly;
  - v. to ensure that the Articles of Association are correctly applied;
  - vi. to keep the Board updated on Executive Officers activities on a regular basis.

The past-president of EMAS can be invited to the Board meetings to ensure continuity of the affairs of EMAS. The duration of his/her participation at these meetings is limited at the discretion of the Executive Officers and/or Board. The past-president shall not be able to vote at Executive Officers and Board meetings.

#### **Article 7.5. - The Board members**

The Board members shall fulfill the following functions and prepare the respective decisions to be taken by the Board:

- a) they shall help and advise in the preparation of congresses and meetings;
- b) they shall review people's membership in the best interests of EMAS;
- c) they shall promote the exchange of information between members;
- d) they shall promote the formation of national and regional

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##### EMAS Executive Office (for correspondence by email and postal mail)

European Menopause and Andropause Society  
c/o K.I.T. Group GmbH  
Association & Conference Management  
Kurfürstendamm 71  
10709 Berlin, Germany  
Phone: +49 30 246 03-0  
Fax: +49 30 246 03-200  
Email: [emas@kit-group.org](mailto:emas@kit-group.org)

##### EMAS Registered Office

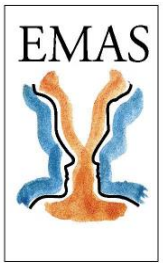
European Menopause and Andropause Society  
Rue du Rhône, 118  
CH-1204 Geneva, Switzerland  
Phone +41 (0) 22 510 1278  
Email: [info@emas-online.org](mailto:info@emas-online.org)

Registered in Geneva, CH  
HrID: CH-035.6.019.883-7

VAT: CHE-100.978.432

##### Bank Account Holder

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Account: 1337935-12  
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- societies;
- e) they shall promote research in the health of women and men in the years after middle age;
  - f) they shall designate the journal in which decisions or information concerning EMAS may be published;
  - g) they shall propose amendments to the Articles of Association as they may deem necessary;
  - h) they shall prepare the implementation of the decisions of the General Assembly;
  - i) they shall decide on the location of future EMAS congresses in the best interests of the society;
  - j) if Board members have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.

### **Article 7.6. - Powers of the Board**

The Board shall meet from time to time, at its discretion, and shall be convened by the President or Vice-President whenever they deem it appropriate or upon request of a Board member. Notice of the Board meeting shall be sent to all Board members by mail with at least a 20 (twenty) days prior notice period.

The President shall chair the meetings of the Board. In his/her absence he/she shall be replaced by the Vice-President (1) or the Secretary General (2).

The Board may take all decisions on all matters which by law or these Articles of Association are not allocated to another body of EMAS. It shall be responsible for all operations of EMAS within the scope of its objectives and for the administration of all properties belonging to EMAS. The Board shall have the power to establish Committees, which are not already provided for in these Articles of Association by means of an organizational regulation. Moreover, by means of a regulation, the Board is authorized to fully or partially delegate any power or duty conferred upon it to a Committee provided for by these Articles of Association or by a regulation issued by the Board, or to one or several Executive Officers.

The Board and its Committees may establish rules and regulations within the framework of these Articles of Association.

The Board takes decisions by a majority vote of the members present (face to face or on-line), each Board member having one vote. In the event of a tie, a second ballot shall be held immediately. If the vote is split equally in the second ballot, the President, or in his/her absence the Vice-President or the Secretary General shall have a casting vote.

The Board shall keep minutes of every official meeting in which the relevant decisions shall be recorded. The minutes are drawn up by the Secretary General or by any other person specifically designated by the Board for achieving this task.

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Thessaloniki, Greece

#### Vice-President

Angelica Lindén Hirschberg, Professor  
Stockholm, Sweden

#### Secretary-General

Fatih Durmuşoğlu, Professor  
Istanbul, Turkey

#### Treasurer

Petra Stute, Professor  
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In the event of any Board member resigning from the Board for any reason whatsoever, the remaining Board members may at any time call upon another member of EMAS to serve on the Board as a replacement. Board members so appointed shall remain in office until the next election by the General Assembly. This appointment will be accounted as one of two consecutive terms if this new member is in office more than 18 months.

The new Board shall take over office immediately following the General Assembly.

## ARTICLE 8 - EMAS CONGRESS

Decisions about the location of EMAS congresses will be taken by the Board and the Executive Administrator in the best interest of the society. If appropriate, the congress will be hosted by the National Society of the elected city ("Host Society"). The overall organization of the congress is the responsibility of EMAS according to the agreement between EMAS and the host society.

The resolution of the Board and the Executive Administrator is final. The decision to relocate and/or cancel the congress is left to the judgment of the Board and the Executive Administrator.

## ARTICLE 9 - EXECUTIVE ADMINISTRATOR

The Board may appoint a paid Executive Administrator to be charged with the supervision of all relevant administrative tasks.

The Executive Administrator shall, in cooperation with the Secretary General, the President or the Vice-President, draft the agenda of the Board meetings, keep and preserve the minutes of such meetings and invite EMAS members to meetings of the General Assembly.

Together with the Treasurer, the Executive Administrator shall also be responsible for accounting and keeping books of all funds and properties of EMAS and to proceed to payments on behalf and for the account of EMAS.

In order to ensure continuity in EMAS management a copy of each letter / fax / E-mail referring to EMAS matters must be sent to the Executive Administrator.

## ARTICLE 10 - EMPLOYEES

The Board may, if so required in order to discharge its duties, appoint and dismiss employees.

## ARTICLE 11 - RULES, REGULATIONS AND POLICIES OF THE BOARD

Rules and regulations may be adopted by the Board as provided for in

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Article 7.6. and as may be necessary for the proper conduct of its work. Such rules and regulations and policies shall be consistent with the general principles of these Articles of Association.

## ARTICLE 12-FINANCES

Members of EMAS shall be exonerated from personal liability with respect to the financial commitments of EMAS which shall be guaranteed solely by EMAS's assets.

## ARTICLE 13 - REPRESENTATIVE AUTHORITY

Unless otherwise resolved by the Board, only the President, the Vice-President, immediate Past President (Executive Director), the Treasurer and the Secretary General shall be entitled to validly represent and bind EMAS vis-a-vis third parties by signing individually.

All the powers of representation conferred to any member of the Board or to any other person with a view to representing EMAS vis-a-vis third parties shall be registered with the commercial register in Switzerland. In order to protect the President, the Vice-President, immediate Past President (Executive Director), the Treasurer, the Executive Administrator as well as EMAS itself, every contract or agreement executed by the aforementioned persons on behalf and for the account of EMAS shall be formally approved/ratified by a resolution of the Board.

## ARTICLE 14-AUDITOR

The annual financial results of EMAS shall be verified at the end of each calendar year by an auditor (the « **Auditor** ») in accordance with current Swiss law. The Auditor of EMAS shall be independent of any member of the Board.

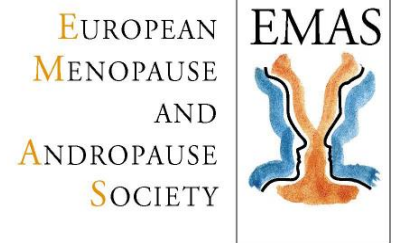
The Auditor shall have the power to examine all documents and papers pertaining to accounts of EMAS and in that purpose shall have the power to question any Board member, the Executive Administrator or employees of EMAS.

The Auditor shall submit the annual auditing reports directly to the General Assembly on the occasion of EMAS's Ordinary General Assembly. Furthermore, the annual auditing report shall be notified to the Board upon its completion.

## ARTICLE 15-MAIL

All mail must be addressed to the EMAS Administration at the following address: EMAS, Rue du Rhône 118, 1204 Geneva, Switzerland Email: [emas@kit-group.org](mailto:emas@kit-group.org)

## ARTICLE 16 - AMENDMENTS OF THE ARTICLES OF ASSOCIATION



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Decisions on any amendments of these Articles of Association shall require approval by a majority of two thirds (2/3) of the votes of members who are entitled to vote.

## ARTICLE 17 - DISSOLUTION OF EMAS

The dissolution of EMAS shall be resolved by the General Assembly with a majority of two-thirds (2/3) of the members present who are entitled to vote.

Once the dissolution resolved, one or more liquidators shall be appointed by the Board. After payment of any debts, the balance of the net assets shall be distributed by the liquidators to a non-profit society or institution based in Switzerland of a medical, educational or charitable nature, provided that such societies or institutions are exempted from paying taxes as a result of their non-profit or public benefit character. However, if a new society or institution is founded replacing the dissolved one, the assets of EMAS may, by decision of the General Assembly, be transferred to this new society or institution with its seat in Switzerland which must also be exempted from paying taxes as a result of its non-profit or public benefit character.

## ARTICLE 18 - REGISTRATION OF EMAS

The European Menopause and Andropause Society has been registered with the commercial register in Switzerland on September 9, 1998. (TB-Nr: 4259; TB-Datum: 09.09.1998; Firmennummer: CH-035.6.019.883-7).

If these Articles of Association were to be translated in another language, the English version shall prevail. By using his we refer to both genders.

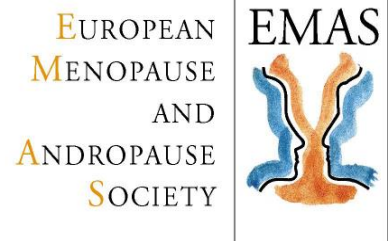
The present Articles of Association were initially approved at the Extraordinary General Assembly held in Berlin on June 10, 2002 and came into force for the first time on January 1, 2003.



Thessaloniki, date: 8 September 2021  
Professor Dimitrios G. Goulis President



Istanbul, date: 8 September 2021  
Professor Fatih Durmuşoğlu Secretary General



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