

**STATUTE**  
**of**  
**SLEuro –European Lupus Society**

**Art. 1 – Name and Seat**

The Association European Lupus Society, also named “**SLEuro**” (and Society in this Statute), is a voluntary, non-political Association established in Italy, having its initial seat in Via Giuseppe Ripamonti n. 129 – 20141 Milano (MI).

**SLEuro** is a permanent, non fixed term Organization.

**Art. 2 – Purposes**

The Society is a non-profit association and pursues the following goals

- Building up a community of clinicians and researchers interested in SLE at an European and international level, with special focus to engage younger physicians in the field
- Promoting and coordinating the organisation of research and educational meetings on SLE and related syndromes
- Promoting equal access to best standard of care for SLE patients across Europe
- Facilitating research projects and clinical trials in SLE

In order to achieve the above mentioned goals, the Society can gain profit from partnerships, corporations and agreements that pursue similar or compatible purposes, and can establish, fund and promote Societies, corporations, foundations and other institutions that may be useful to its scientific goals and its assets management.

**Art. 3 - Members**

The Society consists of Ordinary, Associate and Honorary Members.

Ordinary Members must work in the scientific sector pursuant to Art. 2, have a proven education and formation and shall exercise a professional activity as researchers, clinicians, nurses and healthcare professionals

Institutions or individuals sharing an interest in SLE ad related syndromes may become Associate members.

Any applicant shall address to the Executive Committee a written demand, that may be regulated by Executive Committee.

Members shall pay an annual membership fee, fixed by the General Assembly.

The annual membership fee shall be paid before the General Assembly meeting.

Members are required to accept without reservation the present Statute, and to agree on the Society's purposes.

Ordinary Members are enabled to exercise one and only right to vote, personally or on the basis of another Ordinary Member proxy, for the General Assembly decisions. Any Ordinary Member can represent not more than ten other Ordinary Members in the General Assembly.

Ordinary Members that has not accomplished to the annual membership fee payment shall not intervene and vote during the General Assembly.

Associate members have no right to vote or be elected.

Honorary Members, known for their scientific and cultural efforts, are nominated by the General Assembly, on the basis of the Executive Committee' proposal. At the termination of the mandate the Past-Presidents automatically become Honorary Members of the Society.

Honorary Members shall not pay membership fees; they participate to the General Assembly decisions, and have the right to vote.

Every Member terminates its office:

- a) on specified written demand addressed to the Executive Committee;
- b) following its omission of the annual membership fee payment, for two consecutive years;
- c) as a consequence of its verified or occurred deficiency with regard to the membership requisites specified above.

Furthermore, when a Member has not legal capacity, has a conduct in conflict with the Society's spirit or is subjected to a conviction that damage its honorability, on the basis of the Executive Committee statement, the Member itself terminates its office.

The Executive Committee declares the membership termination.

#### **Art. 4 – Society's structure**

The Society structure consists of:

- a) the General Assembly;
- b) the Executive Committee;
- c) the President;
- d) the President Elect
- e) the Past President
- f) the General Secretary;
- g) the Treasurer;

h) the Auditor.

### **Art. 5 - General Assembly**

The General Assembly is composed of all the Members of the Society.

In particular, it is to the role of the General Assembly:

- a) to elect the Executive Committee, according to the procedures established in electoral rules, if any, and to Art. 7 and 8 of the Statute;
- b) to appoint the Auditor, when it deemed necessary;
- c) to approve guidelines and strategies of the Society;
- d) to approve annual reports on the activities of the Society;
- e) to approve annual financial statements and budgets for every following fiscal year;
- f) to approve any amendments to the Statute, proposed by the Executive Committee or by at least one third of the Ordinary Members;
- g) to determine, on Executive Committee' proposal, the annual membership fee;
- h) to decide on the dissolution of the Society;

The General Assembly shall meet in ordinary session during the European Lupus Meeting and in any case once a year. It may be convened in extraordinary session whenever the Executive Committee deems it necessary, or upon request of at least one third of Ordinary Members, which must also specify the agenda.

The General Assembly, both in ordinary and in extraordinary session, shall be convened by notice to each member, that shall be sent at least fifteen days before the date of the meeting. The notice must contain the date, time, location and the agenda of the meeting, also for the second call. The notice may also be transmitted to Members *via* e-mail (to the e-mail address communicated by the members) or any other way allowing the confirmation of receipt or communicated on the website of the Society.

The General Assembly is chaired by the President or, in case of his absence or impediment, by the older Ordinary Member. The General Secretary shall arrange the minutes of the meeting.

The General Assembly is validly constituted, on first call, at the presence of at least half of Ordinary Members and, on second call, with any number of Ordinary Members. In any case decisions are determined on the basis of the majority of the attendees.

With regard to the point f) of this Art., the General Assembly is validly constituted both on first and second call at the presence of at least of one third of the Ordinary Members and decisions are determined on the basis of the majority of the attendees.

With regard to the point h) of this Art, decisions are determined on the basis of the majority of three quarters of the Ordinary Members.

### **Art. 6 - Executive Committee**

The Executive Committee is granted with any and all powers for the day to day management of the Society (ordinary management), as well as the authority to acquire and dispose of assets and liabilities on behalf of the Society (extraordinary management), except the powers which are reserved to the General Assembly by the law or the Statute.

In particular, *inter alia*, it is to the role of the Executive Committee, :

- a) to propose the amendments of the Statute to the General Assembly;
- b) to decide on the applications for admission of Society's new members and on the loss of membership;
- c) to propose to the General Assembly the appointment of Honorary Members;
- d) to propose to the General Assembly the amount of the annual membership fee;
- e) to manage the assets of the Society;
- f) to draw up the annual financial statement and the final budget that must be approved by the General Assembly;
- g) to draw up and approve any regulations of the Society and their changers;
- h) to propose to the General Assembly all appointments may be necessary for new bodies or entities in which the Society intends to participate;
- i) to propose to the General Assembly the establishment of special commissions to solve specific problems of the Society.

The Executive Committee may assign specific proxies to the President, to other Directors and to external subjects which, as part of the assignment, can act on the behalf of the Society in front of third parties.

### **Art. 7 - Operation of the Executive Committee**

The Executive Committee is composed of not less than six nor more than twelve members and shall be elected by the General Assembly among the ordinary members .

Each member of the Executive Committee remains in charge for two years and its mandate can be renewed just one time. If for any reason a member of the Executive Committee must be replaced,

the General Assembly appoints a new member, that remains in charge until the mandate of the Executive Committee expires.

At the termination of the mandate, the outgoing President assumes the position of Past President and the General Assembly elects the new members in accordance with the provisions of Art. 5, letter a) this Statute.

The Executive Committee shall elect/have, among its members:

- the President;
- the President Elect;
- the Past President;
- the General Secretary;
- the Treasurer.

The Executive Committee shall meet whenever the President deems it necessary or upon request of two members of the Executive Committee.

Executive Committee's meetings are convened by the President or, in his absence or incapacity, of another member of the Executive Committee, *via* written notice sent by fax, e-mail, SMS or other suitable means, at least seven days before. In urgent cases, the Executive Committee may be convened by means of a prior notice of at least forty-eight hours. The Auditor, if appointed, shall participate in the meetings of the Executive Committee, without the right to vote.

Executive Committee' meetings are valid if there is a majority of the Directors in office. Executive Committee' decisions are determined on the basis of the majority of the participants. In case of equality of votes, the President's vote counts twice.

The General Secretary shall control the functioning of the Secretariat and shall draw up the minutes of the meetings of the General Assembly and the Executive Committee.

The Executive Committee' meeting may be held by video or teleconference.

With regards to the validity of the meetings by video or teleconference, it is necessary that every participant can be identified and can be able: i) to follow the discussion, ii) to participate in the discussion, iii) to vote and iv) to view, receive or send documents. Such meetings are considered held in the place where the President or the General Secretary are located, in order to allow them to draft and sign minutes.

### **Art. 8 - The President**

The President is the President Elect of the previous two years and:

- a) presides over the meetings of the General Assembly and the Executive Committee;
- b) monitors the technical-organizational coordination of the Society;

- c) supervises the financial and administrative activities of the Society, acting in accordance with the powers conferred to him by the Executive Committee;
- d) has the power to sign on checking and / or postal accounts of the Society;
- e) may appoint tax and legal consultants.

The President of the Executive Committee has: i) the representation of the Society before third parties and in legal proceedings and ii) the powers of signature for acts of ordinary and extraordinary administration.

With the expiry of its mandate, the outgoing President assumes the position of Past President.

The Past President is a member of the Executive Committee, with the right to vote, and remains in charge for two years.

#### **Art. 9 - The President Elect**

The President Elect is nominated by the Executive Committee among its members. At the end of its mandate the President Elect automatically becomes the President of the Society.

#### **Art. 10 - The Treasurer**

The Treasurer is appointed by the Executive Committee and must be an expert on financial and organizational aspects of scientific Societies and conference activities.

The Treasurer monitors the administrative and financial situation and the assets of the Society, , according to the powers granted the Executive Committee and/or by the President. The Treasurer oversees the drawing up of the financial statement and of the budget. The President can assign to the Treasurer the authority to sign checking and / or postal accounts of the Society.

#### **Art. 11 - Auditor**

When it is deemed necessary, the General Assembly may appoint an Auditor; his remuneration shall be fixed by the General Assembly upon nomination for the entire term in office.

The Auditor controls the keeping of accounts and the drawing up of the financial statement and of the budget to be submitted to the General Assembly.

The Auditor holds office for two years.

#### **Art. 12 - Assets**

The income of the Society shall consist of the annual membership fees, contributions, grants and donations from Members or by third parties, public and private, and other income.

Any profits will increase the assets of the Society.

When a Member terminates, for any reason, to be a part of the Society, he does not have any rights to the assets of the Society.

### **Art. 13 - Financial Statements**

The financial year begins on 1 January and ends on 31 December of each year.

The annual financial statement and the budget of the next financial year shall be drawn up according to the law and to the Statute and within four months after the end of each financial year.

The annual financial statement and the budget of the next financial year must be approved by the General Assembly in the term of Art. 5.

The Society shall not distribute profits.

### **Art. 14 - Final Provisions**

The dissolution of the Society is approved by the General Assembly, which: i) will appoint one or more liquidators, determining their powers, and ii) will approve the devolution of assets to other non profit entities.

### **Art. 15 - Transitional Rules**

For the first mandate following the establishment of the Association, the President Elect can be appointed by the Executive Committee even after its first meeting.

The members of the first Executive Committee appointed in the articles of association are automatically Ordinary Members of the Society..