



By-laws of the International Society for the Study of Bladder Pain Syndrome (ESSIC)

1. NAME

- 1.1 The name of the society is *International Society for the Study of Bladder Pain Syndrome*.
- 1.2 The society can also use its short name "ESSIC".

2. OBJECTIVES

This society shall be a non-profit organisation. Its primary objectives shall be:

- 2.1 promote and support study and research of Bladder Pain Syndrome (BPS) in the widest sense possible;
- 2.2 to provide a forum for professional scientific communication among individuals and groups involved in studies and research concerned with BPS, including to organise and hold meetings and conferences with a view to exchanging research results, experiences and thoughts about BPS;
- 2.3 to establish steering groups for committees to conduct studies on epidemiology, aetiology, treatment and other areas of BPS;
- 2.4 to establish a database on BPS patients to promote insight into different aspects of BPS and promote the objectives in 2.1, 2.2. and 2.3;

3. FURTHERANCE OF OBJECTIVES

- 3.1 The society's objective may be pursued, inter alia, by the society directly and by following an action plan approved by the Executive Committee or by participating in the undertaking of activities carried out by any other entity or legal person or private individual that, in some way, may be pertinent to the objective pursued.

4. MEMBERSHIP

- 4.1 The society recognizes: a) full b) affiliated and c) honorary membership.
- 4.2 Membership in the society is contingent upon compliance with these By-Laws and maintenance of high moral and professional character.
- 4.3 To be eligible for membership in the society an applicant must be a scientist or medical practitioner who has demonstrated interest in the research and/or treatment of BPS. All prospective members must be of high moral and professional character and abide by the generally accepted standards of ethical practice for their field of endeavour.
- 4.4 Medical Companies may be affiliated members of the society at the discretion of the Executive Committee.
- 4.5 Application for membership shall be submitted to the chairman of the Executive Committee and shall include the details of the applicant, including name, title, actual position, address, phone number, and e-mail address.
- 4.6 The Executive Committee may turn down applications for membership if an applicant does not meet the requirements set out in 4.2. or if it is otherwise resolved by a majority of 2/3 of the members of the Executive Committee. An applicant, whose application has been rejected, is entitled to have the decision of the Executive Committee referred to the forthcoming annual General Meeting for final resolution.
- 4.7 Upon approval of an application for membership by the Executive Committee, the member shall be listed as such on the

membership roll of the society and shall pay proportional membership fee for the remaining calendar year.

5. RESIGNATION AND DISCIPLINARY ACTION

5.1 A member is entitled to terminate his membership of the society with immediate effect at any time subject to giving written notice to the Executive Committee. No part of the membership fees paid, including fees paid for the remainder of the calendar year, will be reimbursed on termination of membership.

5.2 The Executive Committee may, by a majority decision of 2/3 of the members of the Executive Committee, at any time suspend or expel any member who does not act in the best interest of the society or otherwise does not fulfil the obligations of members of the society. A member whose membership having so been suspended or who is expelled, is entitled to have the decision of the Executive Committee referred to the forthcoming annual General Meeting for final resolution.

5.3 Irrespective of the above, members who, despite being reminded to do so, do not pay their membership fees in due time are deleted from the membership roll.

6. MEMBERSHIP FEES

6.1 Membership fees shall be proposed by the Executive Committee and approved by the annual General Meeting. The Executive Committee shall notify the members in writing at least thirty (30) days in advance of an annual General Meeting of any proposed changes in membership fees. Approval shall be by simple majority of those members present and voting at the annual General Meeting.

6.2 Membership fees shall be due and payable annually on January 1st. All members who have not paid their fees within thirty (30) days of this date shall be sent a reminder. If the fees have not been paid within thirty (30) days after issue of the reminder, the member shall be deleted from the membership roll, cf. 5.3. Termination of membership and deletion from the membership roll due to late payment shall not relieve the member's duty to pay due membership fees.

6.3 A member expelled for non-payment of membership dues may apply to be reinstated upon payment of current and due fees.

7. GENERAL MEETINGS

7.1 The General Meeting of members has the supreme authority in all matters and things pertaining to the society, subject to the limits set by general Danish principles of law and these By-Laws.

7.2 The annual General Meeting shall be held each year preferably during the period 1 March – 30 June. Extraordinary General Meetings shall be held whenever so decided by the Executive Committee or if so requested in writing by at least 1/3 of the members. In the latter case the extraordinary general meeting shall be held no later than 12 weeks after receipt of the request.

7.3 General meetings are convened by the Executive Committee by ordinary mail, telefax or e-mail to each member or by announcement in the members' [newsletter/magazine], giving no less than 3 weeks notice. With the notice convening a general meeting shall follow the agenda, and in relation to the annual General Meeting, the accounts of the society.

7.4 Only full members are entitled to participate in and vote at General Meetings. The General Meetings are presided by a chairman elected by simple majority vote by the members. The chairman may not be a member of the Executive Committee.

8. ANNUAL GENERAL MEETING, AGENDA

The agenda for the annual General Meeting shall include:

- i. Report by the Executive Committee on the activities of the society during the past year.
- ii. Presentation and adoption of annual accounts.
- iii. Election of executive committee members.
- iv. Election of accountants.
- v. Any other business.

9. VOTING/AMENDMENTS TO BY-LAWS

9.1 Each member has one vote at General Meetings. If requested by one member, voting shall be effected in writing.

- 9.2 All resolutions of the General Meeting are resolved by simple majority of votes of members present, unless a qualified majority of votes is provided for elsewhere in these By-Laws or is required under applicable Danish principles of law.
- 9.3 Amendments to these By-Laws may be proposed by the Executive Committee, or by a petition from at least 1/3 of the members, presented to the Executive Committee no later than 1 February each year. All proposed amendments shall be distributed in accordance with 7.3. above, to the members at least three (3) weeks before the annual General Meeting with or without recommendation of the Executive Committee. The approval of at least 3/4 of the members of the society present and at least 1/2 of the total number of members, who vote upon the proposed amendment, shall be required for its adoption. If at least 3/4 of the members present vote for the change, but this is not 1/2 of the total members, the proposed amendment could be approved by simple majority at an extraordinary general meeting.
- 10. EXECUTIVE COMMITTEE**
- 10.1 The Executive Committee shall be responsible for the conduct of affairs and day-to-day activities of the society.
- 10.2 The Executive Committee shall comprise 4-6 members (Directors) all of whom shall be full members of the society and who shall have full legal capacity to act. Directors are appointed by the General Meeting for a period of one to six years. Directors may be re-elected.
- 10.3 The Executive Committee shall elect a chairman, a vice-chairman, and a secretary. Executive Committee meetings are held whenever deemed necessary by the chairman or if requested by a majority of the Directors, but in any event no less than 2 times a year. Executive Committee meetings shall be convened in writing by letter, telefax or e-mail to all Directors. Minutes shall be drawn up of all Executive Committee meetings. The Executive Committee shall draw up its own rules of procedure governing the performance of its duties.
- 10.4 Meetings of the Executive Committee shall be validly held whenever at least half of the Directors are present, and provided the attendees are never less than three in number. The meetings shall be directed by the chairman. Resolutions shall be adopted by simple majority vote of those in attendance at the meeting, unless otherwise required by these By-Laws.
- 10.5 Amongst others, the Directors shall be bound to ensure performance of the society's objectives, to attend meetings that are called, to undertake their office with the care of a loyal representative and in the exercise of their office, to perform the provisions of the legislation in force and these By-Laws.
- 10.6 The office of Director is honorific and gratuitous. However, Directors shall have the right to be reimbursed expenses that are duly proven and which relate to the exercise of their office.
- 11. POWER TO BIND THE SOCIETY**
- The chairman shall together with one other Director be entitled to represent the society before all persons, authorities and public or private entities.
- 12. FUNDS OF THE SOCIETY**
- 12.1 Funds of the society shall consist of income derived from membership fees, grants and contracts, donations, and other sources, including funds received from fund-raising activities. The society shall use all earnings and income from its property and rights and any other income or earnings for the purpose of its objectives.
- 12.2 Members are not liable for the duties and obligations of the society.
- 13. ACCOUNTING**
- 13.1 Every year the Executive Committee shall prepare the inventory, balance sheet and the operations accounts in such a way so as to faithfully show the economic, financial and asset situation of the society. In preparing the accounts the Executive Committee shall observe appropriate regulations relating to accounts and auditing.
- 13.2 The auditing of the society's annual accounts shall be carried out by one or two chartered accountant(s) or registered accountant(s) elected by the annual General Meeting for a

period of one year at a time. Accountants may be reelected.

- 13.3 The society's accounting year shall be the calendar year. The first accounting year, however, shall run from the date of the Society's creation until 31 December 2005.

14. DISSOLUTION

- 14.1 Dissolution of the society can only be resolved by a majority of 2/3 of the votes of

all full members of the society. In case it has not been possible to obtain votes from 2/3 of the full members, dissolution can be resolved in a new voting by a majority of 2/3 of given votes of full members.

- 14.2 In case of dissolution the funds of the society shall be given to a non-profit organisation fully or partly dealing with BPS.

AS ADOPTED BY THE GENERAL MEETING ON May 21st, 2010

SIGNED BY THE EXECUTIVE COMMITTEE:

Jørgen Nordling
Magnus Fall
Pierre Bouchelouche
Jean-Jacques Wyndaele
Joop van de Merwe
Mauro Cervigni