

20 Jan 2022

EUROPEAN CHARITY OF THORACIC SURGEONS ("the Charity")

REGULATIONS

Adopted pursuant to Article [38] of the Articles of Association of the Charity ("the Articles of Association") by resolution of the Directors of ESTS dated 20 June 2022

1. Membership

- a. The Charity admits five classes of members: Honorary, Senior, Active, Trainee, and Corresponding members. Admission to membership in the Charity shall be by election. All members shall have the privilege of voting in the general meetings of the Charity. Only Active Members shall be eligible to be appointed as Directors. Honorary and Senior Members shall not be eligible to hold office as Directors, except for the position of Editor.
- b. All candidates for membership are investigated by the Membership Committee. The Membership Committee shall be appointed by the Board on such terms as the Board shall decide from time to time, and shall consist of the Past President (*ex-officio*) and four Active or Senior Members appointed by the Directors. The Directors may appoint not more than one serving Director to serve on this Committee.
- c. The duties of the Membership Committee are to investigate all candidates for membership in the Charity and to report its findings as expeditiously as possible to the Directors through the Past President. A Chair shall be appointed from among the current members [of the Membership Committee] who shall serve a single two-year term.

2. Classes of Member

- a. **Active Membership** of the Charity shall be open to those surgeons actively practicing the field of thoracic surgery and supporting the objectives of the Charity, who have paid the annual subscription laid down from time to time by the Directors.

Admission for Active Membership can be applied for at any time. Candidates for Active Membership must be formally seconded by not less than two Active, Senior or Honorary Members.

The regular application form, citing the 2 seconding members, must be sent to the Secretariat and transmitted to the Membership Committee. The application must have been in the hands of the Membership Committee for not less than three months, and the name of the candidate must have been distributed to all members of the Charity before final action may be taken on any new candidate for election to Active Membership.

Provided the candidates have been approved by the Membership Committee and by the Directors by a two-thirds vote, their names shall be presented to the Charity at its annual general meeting for final action. A two-thirds vote of those present and voting shall be required to elect. Election to Active Membership shall be for life. Any candidate for membership in the Charity who has failed to be elected three times shall automatically cease to be a candidate and may not be re-nominated until after a lapse of three years.

- b. **Senior Membership** is reserved upon request after the age of sixty-five for Active Members who retire from active clinical practice but who wish to remain members of the Charity.
- c. **Honorary Membership** is reserved for distinguished thoracic surgeons who have promoted the development of thoracic surgery in an outstanding manner. Honorary members are proposed by the Directors and appointed by two-thirds of the voting members in general meeting. Election to Honorary Membership shall be for life.
- d. **Trainee Membership** is open to individuals who are enrolled in an appropriately accredited or otherwise recognized medical school, and/or in a thoracic surgery educational program. The regular application form, citing 2 seconding Active, Senior or Honorary Members, must be accompanied by an attestation from the principal or other person responsible for the educational program stating the starting date of the training program for the applicant.
The application should be approved by the Membership Committee and by the Directors with a two-thirds vote. The term of the Trainee Membership is reached after five years from the starting date of the training program stated in the supporting letter or sooner once the member becomes board-certified in thoracic surgery either in his/her native country or according to the UEMS/EBTS (Union Européenne des Médecins Spécialistes/European Board of Thoracic Surgery) certification. Any Trainee Member in good standing may be eligible for Active Membership according to the process described in the above subchapter 2(a).
- e. **Corresponding Membership** is reserved for physicians and scientists who shall have contributed substantially to sciences related to the field of thoracic surgery. The regular application form, citing 2 seconding Active, Senior or Honorary Members, is handled by the Membership Committee for approval by the Directors. The Directors have to elect new Corresponding Members with a two-thirds vote. Corresponding Members have the right to vote in general meetings of the Charity.

3. Resignation of Membership

- a. A member whose resignation is acknowledged by the Directors is not required to pay dues after submission of the resignation.
- b. The Directors shall recommend that any Member whose dues are in arrears for two years shall have his/her membership terminated in accordance with the Articles.
- c. The Board by itself or on proposal from the Membership Committee may by majority vote terminate the membership of any individual due to member's misconduct in accordance with article [7.6.4] of the Articles of Association.

4. Disclosure

- a. Members should disclose their own or their institution's financial relationship with the manufacturer of a drug or device whenever clinical research or experience with a particular procedure or device is presented at any meeting organized by the Charity or is published in the Official Journal of the Charity.
- b. Members who serve as the principal investigator of any research project should report fully to the Directors any influence from funding sources on designing the project, controlling access to the data, preparing a presentation or paper, or controlling timing of presentation or publication.
- c. Members should attend a company-sponsored event only when the major purpose of the event is education and training in the proper use of the company's products; the only financial considerations should be reimbursement for travel, meals, and lodging. Members should not accept reimbursement for attending such an educational event if

the event's location constitutes an inducement that is independent of the event's educational value.

5. Composition of the Board

- a. **Directors with post:** In accordance to the Memorandum article 18.4.1 the Members shall appoint at an AGM individuals to fill the following posts:
 - i. the **President**, who is to serve as such until the end of the AGM in the following year;
 - ii. the **Secretary**, who is to serve as such until the end of the third AGM following his appointment
 - iii. the **Treasurer**, who is to serve as such until the end of the third AGM following his appointment
 - iv. the **Editor**, who is to serve as such until the end of the third AGM following his appointment
 - v. the **Director of AGM** who is to serve as such until the end of the second AGM following his appointment;
 - vi. the **Director of Database** who is to serve as such until the end of the second AGM following his appointment
 - vii. the **Director of Education** who is to serve as such until the end of the second AGM following his appointment
- b. **Other Directors:** In accordance to the Memorandum article 18.4.2. the Members shall appoint at an AGM not less than six, nor more than nine other individuals as Directors as necessary:-
 - i. one of whom is to serve as the **President Elect** until the end of the AGM in the following year (at which point he will automatically become the President unless he has ceased to hold office in accordance with Article 19);
 - ii. one of whom, at the AGM in the year preceding the point at which the Secretary's term of office is due to expire, is to serve as the **Secretary Elect** until the end of the AGM in the following year;
 - iii. one of whom, at the AGM in the year preceding the point at which the Treasurer's term of office is due to expire, is to serve as the **Treasurer Elect** until the end of the AGM in the following year;
 - iv. one of whom, at the AGM in the year preceding the point at which the Editor's term of office is due to expire, is to serve as the **Editor Elect** until the end of the AGM in the following year;
 - v. one of whom must be resident in a non-European country at the date of the AGM ("**the International Director**") and who is to serve until the end of the third AGM following his appointment; and
 - vi. **any other** of whom are to serve until the end of the second AGM following their appointment.
- c. **Duration of the terms:** In accordance to the Memorandum Article 18.6, an individual who has served
 - i. as the **Secretary**, or the **Treasurer** may be re-appointed to such office in accordance with Article 18.4 for a maximum of one further terms (and so being able to serve a maximum of 6 years in total);
 - ii. as the **Editor** may be re-appointed in accordance with Article 18.4 to such office for a maximum of one further term (and so being able to serve a maximum of 6 years in total)
 - iii. as the **International Director** may not be reappointed as a Director
 - iv. as the **Director of AGM**, or the **Director of Education**, or the **Director of Database**, or as a **Director** having been appointed in accordance with Article 18.4.2.6, may be reappointed to such office in accordance with Article 18.4.2.6 for a maximum of one further term (and so being able to serve a maximum of 4 years in total), provided always that in the case of the Director of AGM, the Director of Education, and the Director of Database, if the Board determines in exceptional circumstances that such a Director should remain in post to enable the completion of relevant tasks for the Charity needing additional time to be completed, such a Director may be re-elected for a maximum of two additional terms of two years each.

- v. The Past President and the Past Past President shall be entitled to act as Directors whilst they continue in post as such, subject to Article 19 of the Memorandum. The Past Past President shall serve as the Director of External Relations on an ex officio basis until the end of the AGM in the following year.

6. Nominations Committee

- a. The Memorandum states that the "Nominations Committee" means a committee of the Board exercising powers to deal with the nomination of Directors as delegated to it by the Board
- b. Membership of the Nominating Committee comprises the five immediate former Presidents (voting members) and the current President (non-voting member) who serve as the correspondent of the Nominating Committee within the Board. There must be a minimum of three former Presidents to make a quorum. In the case of an inadequate quorum, a new date should be set. The oldest in the rank of former President shall act as chairman.

7. Eligibility for election as Director

In accordance to Memorandum Article 18.5, no individual may be appointed a Director at an AGM unless

- a. he has been nominated for election by a Member in writing to the Charity by the end of February in any given year; and
- b. his nomination has been approved by the Nominations Committee in March in any given year;
- c. his nomination has been approved by a two-thirds vote of the Board;
- d. all Members who are entitled to receive notice of a General Meeting are given not less than 21 Clear Days' notice of any resolution to be put to the AGM to appoint a Director.

8. Nomination of Directors (i.e. members of the Board of Directors)

- a. The Secretary will invite all members of the Charity to propose candidates for the open director positions in January of the election year. Only Active Members working and residing in Europe are eligible. Members may propose one or more candidates, in writing or by email, to the Chairman of the Nominating Committee, whose address will be given with the election notice. Self-nominations are allowed with accompanying motivation, program and CV. The closing date for nominations will be the end of February.
- b. Nominations for election to the Board will be made by the Nominating Committee. This committee will prepare a list of nominations for Directors upon instruction from the Secretary to the vacancies to be filled.
- c. There will be no restrictions for the nominations committee and the board of directors on the number of candidates offered to the director positions.
- d. The Nominating Committee will discuss nominations within the Committee by telephone conference or, preferably, at a meeting in person within the first three weeks of March. Organization of the meeting or telephone conference is the responsibility of the Chairman. Nominations will not be based only on the number of nominations, but on the suitability of nominees for positions based on the objectives and needs of the Charity at that particular time. The Nominating Committee is

responsible for ensuring that their final nominated candidates are prepared to accept the position.

- e. The Nominating Committee will inform the Secretary on the names and scores of the nominees proposed by the members for each vacant position.
- f. The Chairman of the Nominating Committee will send a report of the proposed nominations to the Secretary at least 30 days before the date of the AGM . The Secretary will distribute the report to members of the Charity at least 21 days before the AGM. At the AGM the Chairman of the Nominating Committee will present the nominations and the Secretary will ask for votes for, against and abstentions. After disregarding abstentions, a majority vote is required to ratify each nomination.
- g. The Directors will discuss these proposals by telephone conference or, preferably, at a meeting in person within the next three weeks.

Election of directors without post:

- h. In accordance to article 8a of the Regulations, the Members propose candidates for Directors without posts.
- i. In accordance to article 8b and c of the Regulations, the Nominations Committee prepares the candidate/s list.
- j. The Board should review and discuss all nominees received from the NC. If any objection is raised by any of the Directors this should be discussed and voted. To exclude a nominee from the list a 2/3 majority is needed.
- k. If all positions are not covered, the Nominating Committee will reconvene and present a new candidate to an extra-ordinary meeting of the Directors.
- l. Regardless of the number of the candidates, the final decision and approval will be made by a direct vote by the ESTS members. The ranking after the ESTS members vote will be used to fill the vacant director position(s).

Election of Directors with post:

- m. The Nominations committee queries the board for nominees from the Board of Directors for director with posts positions.
The Nominations committee can propose more than one name to the Board for President, Secretary general, Treasurer and Editor.
If no expressions of interest are present from the Board the NC can organise an open call to select the candidate/s for this position/s.
- n. For President Elect, Secretary, Treasurer, or Editor: if at least two-thirds of the Directors vote for the candidate, the Board will ratify the nomination, otherwise the Nominating Committee will reconvene and present a new candidate to an extra-ordinary meeting of the Directors.
- o. Director of education should have experience in the learning affairs committee and similarly Director of database in the database committee. It is the responsibility of the current Directors to ensure a mechanism to periodically send recruitment emails to the membership to appoint new members to these committees.
- p. The Board of directors will propose a single candidate with 2/3 approval to the membership for 'Director with post' positions.
- q. The incoming Director with post will be in position a year in advance of appointment shadowing the current Officer.