

European Association for Vision and Eye Research (EVER)
Zug, Switzerland

Founding statutes

20.08.2020

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I. Name, Registered Office, Purpose, Activities and Financing

Article 1 - Name and Registered Office

There is hereby formed under the name of

European Association for Vision and Eye Research (EVER)

an association (hereinafter "EVER") as defined by Articles 60 et seq. of the Swiss Civil Code.

The registered office of EVER shall be in Zug, Switzerland.

Article 2 – Purpose

EVER is a public interest, non-profit, scientific organization, active in Europe and whose purpose is to encourage research and the dissemination of knowledge concerning the eye and vision by means of meetings, publications and the exchange of information.

Article 3 – Activities

In order to promote the purpose as stated in Article 2 of these statutes, EVER may in particular carry out the following activities:

- a) the organization of a yearly research congress, where, by means of lectures, knowledge on research on the eye is exchanged and new projects are discussed;
- b) the organization of symposia, lectures or other means of scientific interaction at meetings;
- c) the organization of educational events;
- d) the publication of scientific information and knowledge;

- e) the financing, support and subsidizing of projects and people concerning the eye and vision in general;
- f) the collaboration with other organizations and institutions concerning the eye and vision in general;
- g) the development and publication of best practice guidelines.

Article 4 - Financing

Sources for the financing of EVER's activities shall be obtained in particular through:

- a) Fees and dues from the membership;
- b) Additional voluntary contributions from the membership;
- c) Revenues from the organisation of congresses, conferences, meetings, educational activities, etc;
- d) Contributions from companies, private persons, non-profit organisations, public donors etc;
- e) Revenues from other sources.

II. Membership

Article 5 - Categories of Members

The Association shall have two categories of members:

- Active Members
- Passive Members

Each category of membership may be further subdivided into classes as stipulated in EVER's By-Laws. The requirements for membership of each class shall be established from time to time by EVER's Board.

5.1 Active Members

Individuals of any nationality engaging in or with an interest in ophthalmic and vision research who meet such requirements as shall be established from time to time by EVER's Board may become an Active Member of EVER.

There shall be the following classes of Active Members:

- i) Full Members
- ii) Life Members

Active Members are entitled to attend and to vote at the General Assembly and to hold any elected office in EVER.

5.2 Passive Members

There shall be the following classes of Passive Members:

- i) Members-in-Training
- ii) Associate Members
- iii) Emeritus Members
- iv) Honourary Members
- v) Contributing Members

Passive Members have neither the right to attend nor to vote at the General Assembly.

Article 6 - Admission of New Members

6.1 Procedure

Requests to become a member of EVER shall be by written application to the Secretary-General of the Board on the form prescribed by the Board.

Any application to become a Full, Associate or Contributing Member shall be accompanied by a written recommendation from a Full or a Life Member.

All information submitted on the application form shall be subject to review and verification by or under the supervision of the Board.

The candidate shall only be admitted as a Member upon approval of the Board and upon payment of all applicable dues for the then current year.

6.2 Members of EVER Belgium

All persons registered as members of the existing "European Association for Vision and Eye Research" in Leuven, Belgium, have the right to be admitted as Members of EVER (the present new association in Switzerland), if they comply with the criteria for membership according to Article 5 of the statutes. A written declaration of such compliance to the Secretary-General of the Board within one year of the establishment of EVER shall be sufficient for acceptance as a Member of EVER.

Article 7 – Fees and Dues

The application fees, dues and any other charges for each class of membership shall be established by the Board according to the By-Laws.

Article 8 - Termination of Membership

Membership of EVER shall be terminated:

- a) By the death of the Member or, in case of a legal entity, through its dissolution;
- b) By written resignation sent to the Secretary-General of the Board no later than six months before the end of the calendar year (Article 70 para. 2 of the Swiss Civil Code). Membership shall be terminated with effect at the end of the calendar year;
- c) By a decision of the Board:
 - i) If the Member's activities change such that the Member no longer meets the criteria for admission as a Member.
 - ii) If a Member fails to fulfil any financial obligations it has towards EVER. Upon such failure, the Member shall be requested to pay and be notified, that in case of non-payment, his membership with EVER will be terminated automatically with effect at the end of the calendar year, unless membership is terminated sooner or extended by decision of the Board.

A Member whose membership has been terminated for failing to comply with the financial obligations may again become a Member of EVER only by applying for a renewal of membership and being admitted by the Board according to Article 6 of these statutes.

- iii) A Member may be expelled for gross or persistent activities against the objectives of EVER or for behaviour which may damage the reputation of EVER. The decision to exclude a Member shall be made by a two-thirds majority of votes of the members of the Board after a disciplinary hearing which the Member will be asked to attend and at which the reasons for exclusion shall be stated.

The Member may appeal against such a decision to the General Assembly to which the Member concerned shall be invited by registered mail. Unless two-thirds of those present at the General Assembly vote against expulsion the Board's expulsion decision shall stand. A General Assembly decision against expulsion shall annul the Board's decision *ab initio*. If the Member does not attend the General Assembly, the decision shall be sent to the Member concerned within 8 working days of the General Assembly.

A Member whose membership is terminated has no right or claim whatsoever against EVER or the Board. The dues paid for the current year shall be forfeited.

Article 9 – Members’ Rights

Active Members have in particular the following rights:

- a) Participation in the General Assembly, with in particular the right to vote;
- b) The right to propose topics and motions for inclusion in the agenda of the General Assembly;
- c) Participation in the conferences, meetings, etc. organised by EVER.

The rights of the Passive Members are described in the By-Laws.

Article 10 - Members’ Obligations

Members of EVER have the following obligations:

- a) Compliance with the statutes, regulations and decisions of EVER’s bodies designated in Article 12 below;
- b) Compliance with their financial obligations according to Article 7 of these statutes and the By-Laws (for Passive Members).

Article 11 - Members’ Liabilities

Only the assets of EVER shall be drawn from in satisfaction of any obligations of EVER. The Members and the Board shall not be liable for any obligation of EVER. Their only financial obligation shall be complying with their financial obligations according to Article 7 of these statutes and the By-Laws.

III. Organisation

Article 12 - Bodies of EVER

The Bodies of EVER are:

- A. The General Assembly
- B. The Scientific Sections
- C. The Board
- D. The Committees of the Board

A. General Assembly

Article 13 - Powers

The General Assembly is composed of the Active Members of EVER and is the supreme authority of EVER. The General Assembly has the following exhaustive powers:

- a) Modification of EVER's statutes;
- b) Approval of changes made to the By-Laws by the Board;
- c) Election of the members of the Board;
- d) Confirmation or annulment of a decision by the Board to expel a Member of the association according to Article 8(c)(iii) of these statutes;
- e) Election of an auditor, if applicable;
- f) Approval of the budget, the Board's report on the activities of EVER and the yearly financial statements;
- g) Discharge of the members of the Board from liability;

- h) Other powers, which by law, these statutes or decision of the General Assembly are reserved to the General Assembly;
- i) Dissolution of EVER.

Article 14 - Ordinary General Assembly

An Ordinary General Assembly to which all Active Members shall be invited shall be held every year on the date and at the time fixed by the Board during the previous Ordinary General Assembly and in the place decided by the Board and mentioned in the invitation.

The Ordinary General Assembly shall take place during the annual congress of EVER.

Article 15 - Extraordinary General Assembly

An Extraordinary General Assembly may be convened:

- a) By a decision of the Board; or
- b) By request in writing of at least one-fifth of EVER's Active Members (Article 64 para. 3 of the Swiss Civil Code). The request shall specify the items for the agenda and set out the reasons why these items cannot wait until the next Ordinary General Assembly to be considered.

Article 16 - Convocation

The invitation to an Ordinary or Extraordinary General Assembly shall be sent at least 30 days in advance to the Active Members' addresses known to the Secretary-General at that time. The invitation shall contain the agenda and, for the Ordinary General Assembly, the yearly financial statements, the report of the Board and the auditor's report (if applicable) as well. The invitation may instead refer to EVER's website where these documents are found.

The General Assembly's agenda shall be prepared by the Executive Committee of the Board. Items proposed by one-tenth of the Active Members or by one-fifth of the members of the Board must be added to the agenda. A request to add an item to the

agenda must be made at least 20 days before the invitation to a General Assembly is sent out to the Active Members.

No decision can be taken on topics which were not announced in the agenda.

Article 17 – Form and Decision-making

Each Active Member shall have one vote in the General Assembly. Representation of an Active Member in the General Assembly is not permitted. There are two ways to hold a General Assembly:

- A. Meeting of the Active Members
- B. Written inquiry of the Active Members

A. Meeting of the Active Members

Any attendance quorum required by these statutes or by law must be satisfied, and, in the absence of any such specifically stipulated attendance quorum, at least 10% of the Active Members must be present (attendance quorum) for the General Assembly to be validly held.

If the attendance quorum is not reached, a second General Assembly may be convened by the Board at the earliest 30 days after the first was scheduled, where decisions can be made whatever the number of Active Members present.

The General Assembly shall decide by simple majority of the Active Members voting unless provided otherwise by law, under these statutes and the By-Laws. Active Members present at the vote but who abstain from voting shall not be taken into account in the calculation of the simple majority.

B. Written inquiry of the Members

The Active Members may adopt any resolution within their competence if the Board decides to hold a written inquiry. The same majorities (calculated on the Active Members voting) apply as in the case of a (physical) meeting of the Active Members according to Part A of this Article 17.

Article 18 – Chair and Minutes

The President of the Board shall chair the General Assembly.

The Secretary-General, a member of the Board or any third party designated by the Chairman of the General Assembly shall be nominated as minute taker and draw up the minutes of the decisions of the General Assembly. The minutes shall be signed by the Chairman and the minute taker. The President of the Board shall also designate a vote counter.

A copy of the minutes of the General Assembly shall be sent to all Active Members by letter, email or posted on EVER's website no later than 30 days after the General Assembly has taken place.

B. Scientific Sections

The Active Members of EVER are subdivided into Scientific Sections.

Article 19 – Number, Subjects and Voting Rights

The number and the subject of the Scientific Sections shall be decided by the Executive Committee of the Board (Article 29). EVER's Scientific Sections shall be designated in the By-Laws.

Active Members shall annually identify a primary scholarly interest corresponding to a Scientific Section. Active Members shall have voting rights in only one Scientific Section of EVER.

Article 20 – Scientific Officer - Representation on the Board

Each Scientific Section shall have a representative (Scientific Officer) on the Board, who shall be elected by the Active Members from among the candidates nominated by each Scientific Section. The procedure for nomination and election shall be set down in EVER's By-Laws.

C. Board

Article 21 - Powers

The Board is responsible for the general management of EVER and shall represent it towards third parties. The Board shall adopt decisions on all cases that do not come within the sphere of responsibility of the General Assembly or are not reserved to other bodies of EVER by law or under these statutes. The Board has in particular the following powers:

- a) Carrying out of tasks and adopting of resolutions on all items that do not come within the sphere of responsibility of the General Assembly or which are not reserved to another body of EVER by law or under the statutes;
- b) Convocation of the General Assembly (including the determination of the place where it will be held) and the organisation of the General Assembly;
- c) Drafting of the By-Laws, which shall in particular govern the functioning of the membership, the General Assembly, the Board, the Executive Committee of the Board and its members. The By-Laws shall become effective upon approval by the General Assembly. The By-Laws may be changed upon the request of at least one-tenth of the Active Members;
- d) Adoption of any regulation for the organisation of EVER;
- e) Execution of the General Assembly's resolutions;
- f) Admission of new Members of EVER and termination of membership (subject to review by the General Assembly according to Article 13(d) of these statutes);
- g) Proposing of new members of the Board to the General Assembly;
- h) Organisation of the Permanent Secretariat (Article 36);
- i) Organisation of EVER's events and activities (congresses, conferences, meetings, etc.). The Board may delegate the organisation of these events to local committees or third parties;
- k) Setting up of ad-hoc committees composed of the Board's own members and/or third parties;
- l) Representation of EVER towards third parties; it decides on the right to sign for and to represent EVER; and

m) Determination of the amount of the financial contributions of the Members.

Article 22 – Delegation of Powers

The Board may, on its own responsibility, delegate individual powers and responsibilities to individual members of the Board, to an Executive Committee of the Board (Article 29) or to third parties.

The Board may also nominate from among its members a Managing Director or commission a third party (Permanent Secretariat) who will be charged with the day-to-day administration of EVER as shall be defined by the Board and these statutes.

Any such delegation of powers as mentioned above may be cancelled by the Board at any time. In case of any delegation, the Board shall always retain the final responsibility and authority for all actions and policies.

The Board may elect any other Active Member or any third party for any specific responsibilities within EVER.

Article 23 – Election

At least three Active Members of EVER shall sit on the Board. Each representative of a Scientific Section must also be a member of the Board.

The members of the Board shall be elected by the General Assembly from the candidates proposed by the Board.

The members of the Board shall be appointed for a term determined by the General Assembly. The maximum term is five years. Re-election is possible.

The term of appointment, for the designated number of years, begins and ends immediately after the Ordinary General Assembly.

Article 24 – Termination of Membership

Membership of the Board shall be terminated prior to the expiry of the term:

- a) By resignation of the member; or
- b) By decision of a two-thirds majority of the members of the Board upon just cause.

Article 25 – Composition, Constitution and Distribution of Tasks

Individual members of the Board shall hold and exercise the following offices:

- a) The **President**
The President shall chair the Board and shall represent EVER towards third parties.
- b) The **President-Elect**
- c) The **Past-President**
The immediate Past-President is an ex-officio member of the Board.
- d) The **Vice-President**
The Vice-President shall represent the President as necessary.
- e) The **Vice-President-Elect**
- f) The **Secretary-General**
- g) The **Treasurer**
The Treasurer shall be responsible for the financial management and for producing the annual accounts of EVER. The Treasurer shall have overall responsibility for the collection of the Members financial contributions.
- h) The **Programme-Secretary**

A Board member can, after termination of his or her office, only be re-elected in the same office after the expiry of one year.

In the case that there are less than eight Board members, two or more of the above-mentioned offices may be held and exercised by a single Board member.

Board members shall receive no remuneration for serving on the Board and for holding and exercising any office, but they shall be compensated for expenses which they substantiate that they have incurred in the exercise of their Board membership and office.

Board members who are resident in the country where the annual congress is held may be elected by the Board to the office of local representative for the purpose of assisting the Board in the organisation of the annual congress.

Article 26 – Meetings and Decision-making

A Board meeting may be convoked by the President or by any two Board members whenever the interest of EVER requires it. The Board shall also be convoked whenever one third of the Active Members request it.

The invitation with the agenda shall be sent out to the members of the Board at least 20 days before the meeting will take place. The meeting shall be held on the date, at the time and in the place mentioned in the invitation.

The agenda shall be prepared by the Secretary-General or two Board Members. No decision can be taken on topics which were not announced in the agenda, unless all Board members are present and they decide unanimously that the Board can decide on a topic which was not announced in the agenda.

Subject to any contrary provisions in these statutes and the law, every resolution by the Board shall be passed by a simple majority of those taking part in the vote. Each member has one vote. A member of the Board not present at a meeting cannot be represented by another member or a third person. In the event of an equality of votes, the person chairing the meeting shall have the casting vote. In case of the absence of the President or the Vice-President, the Secretary-General will chair the meeting.

Board meetings may take the following forms:

- A) Physical meetings of the Board
- B) Resolutions by circulation, or
- C) Virtual meetings of the Board (conference call, video conference etc).

A. Physical Meeting of the Board

Subject to any contrary provisions in these statutes, the Board may only validly deliberate and pass resolutions when at least half of its members are present (attendance quorum).

B. Resolutions by circulation

Resolutions by the Board may also be adopted and votes taken by correspondence by circulating the minutes of the resolutions to the members of the Board, if no member of the Board requests an oral debate within the term indicated in the minutes. This procedure shall not apply to the drawing up of the annual accounts and the budget.

C. Virtual meeting of the Board

The Board may also take its decisions by a virtual meeting such as for example a phone call or a video conference.

Article 27 – Minutes of the Board Meetings

Minutes shall be taken of the deliberations and decisions of the Board when meeting physically or when resolutions are made in a virtual Board meeting. These minutes shall be signed by the Chairman of the meeting and the minute taker (who may be a Board member or a third party). The minutes of the Board meetings shall be notified to the Board members within 20 days of the meeting. Any opposition to these minutes shall be made by any Board Member within 20 days of receiving them. If no opposition is raised within this term, the minutes shall be considered final and binding.

The minutes shall be kept by the Secretary-General in EVER's archives.

Article 28 – Signatory Power

The Board shall designate the members that have the right to represent and to sign for EVER. All those members have, in principle, joint signatory power with one other signatory.

If EVER is registered in the commercial registry of the place of its registered office, legal representation shall be determined by inscription in this commercial registry.

D. Committees

The standing committees of the Board shall consist of:

- The Executive Committee of the Board
- Special Committees of the Board

Article 29 – The Executive Committee of the Board

The Executive Committee of the Board shall have and may exercise all of the authority of the Board, or such lesser authority as may be set forth by resolution of the Board.

The Executive Committee consists of the President, the Secretary-General, the Treasurer and other members of the Board (except the Past-President) who shall be appointed (Appointed Officers).

A quorum of 50 % of the total members of the Executive Committee is necessary for any of its decisions to be valid (attendance quorum). Decisions shall be taken by a majority of the members voting.

Article 30 – Special Committees of the Board

The Board shall have the authority to establish and appoint Special Committees of the Board and to confer upon them all duties and authority deemed necessary and appropriate.

IV. Auditor

Article 31– Appointment

The General Assembly may appoint an independent external auditor for a maximum term of three years. There shall be no limit on the number of times an auditor may be re-appointed.

Article 32 – Tasks

The auditor shall conduct an annual audit of EVER's accounts and present a written report to the General Assembly. The Board may confer other tasks upon the auditor.

V. Amendment of the Statutes, Dissolution and Liquidation

Article 33 – Amendment of the Statutes

Amendment may be made to the present statutes at the General Assembly where 20 % of Active Members are present (attendance quorum). Failing this condition, a new meeting may be convoked no earlier than 30 days following the first meeting. At this second meeting this attendance quorum shall not apply.

These statutes may be amended by a two-thirds majority of the members voting. If the amendment concerns the object (Article 2) or the activities (Article 3) of EVER, the amendment shall only be adopted upon a four-fifths majority vote of the Active Members voting.

Article 34 – Dissolution

No vote to dissolve EVER may take place unless at least one third of its Active Members are present (attendance quorum). EVER shall be dissolved if two-thirds of the Active Members voting at a General Assembly so decide.

In case the General Assembly does not attain the required attendance quorum of one third of the Active Members, another General Assembly shall be convened, in compliance with the same guidelines. This second General Assembly may decide on dissolution irrespective of the number of Active Members present.

Article 35 – Liquidation

Any liquidation of EVER shall be carried out by the Board, unless it transfers this task to a third party. In the event of such dissolution of EVER - if EVER has obtained tax exemption from the Swiss authorities -, after payment of all debts, the Board shall transfer the remaining net assets to a tax-exempt scientific entity having its registered office in Switzerland. Restitution of the assets to Members of EVER or members of the Board or any other person or their legal successors is excluded.

VI. Miscellaneous

Article 36 – Permanent Secretariat

A Permanent Secretariat may be established by the Board. It shall be run by a secretary who may not be a Member of EVER. It shall be responsible for all administrative matters which are not handled by the Board or one of its committees or by individual members of the Board. The Permanent Secretariat may be entrusted, in particular, with the following tasks:

- a) Keeping the list of Members updated (membership database);
- b) Dealing with new membership applications;

- c) Keeping EVER's records;
- d) Notifications to EVER's Members (General Assemblies, etc.);
- e) The correspondence of EVER;
- f) Assistance in communication and acting as a liaison between EVER's Members;
and
- g) General support of the Board, especially the President.

The Board may entrust the Permanent Secretariat with additional tasks.

Article 37 – Communications

All communications, notifications, notices, etc. in relation to EVER may be made by post, fax, or e-mail, or by any other usual and reliable means of communication.

Article 38 – Registration in the Commercial Register

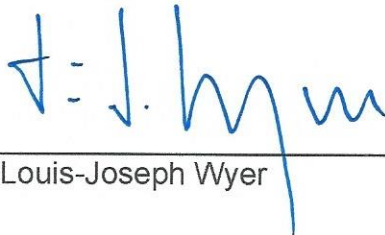
The Board may decide to register EVER at the Commercial Register of its registered office.

Article 39 – Enforcement

These Statutes and the By-Laws dated 20.08.2020 were adopted unanimously at the founding General Assembly of EVER held on 20.08.2020 in Zug, Switzerland, and come into force immediately upon their adoption.

On behalf of the five founders:

20.08.2020

A handwritten signature in blue ink, appearing to read 'L.-J. Wyer', is written over a horizontal line.

Louis-Joseph Wyer