

# BYLAWS

(valid from 16.03.2017)

## **Article 1. Name and seat of the association**

- 1) The association is named "OsEAN – Osteopathic European Academic Network"
- 2) The seat of the association is established in Vienna. Its activity covers the entire world.

## **Article 2. Purpose of the association**

- 1) The purpose of the association is the promotion of osteopathic training and education:
  - a. as an academically recognized discipline
  - b. on the basis of a common and standardized model for Europe
  - c. in institutions providing osteopathic training and education with comparable equipment and standards.
- 2) The association is a non-profit organization; its activities shall not be profit oriented.

## **Article 3. Means and resources to attain the purpose of the association**

- 1) Means
  - a. develop scientific, academic and professional communication structures
  - b. organize courses for training and further education
  - c. carry out research projects
  - d. publish, edit and distribute educational publications and manuals
  - e. organize study days and symposia
  - f. collect, look through and evaluate relevant literature
- 2) The association shall collect an annual membership fee to cover its expenses. The amount of those fees shall be determined by the General Meeting. In addition, the association shall allocate the revenues from seminars, courses, etc. and publications as well as subsidies, donations and contributions for the above mentioned purposes.
- 3) The means and resources of the association may only be used for the purposes stipulated in these bylaws. The members of the association may not perceive any parts

of the profits and, in their quality as members, no other funds stemming from the resources of the association. The same applies if a member resigns from the association or if the association is dissolved or abolished.

#### **Article 4. Classes of membership**

- 1) There shall be three classes of membership in the association:
  - a. ordinary membership
  - b. associate membership
  - c. extraordinary membership
- 2) Any European institution for osteopathic training and education certified by the "European Norm 16686 Osteopathic Healthcare Provision" and OsEAN "Standard for the Management of Osteopathic Educational Providers" (Version 1, from 2014, October 1st) may become an ordinary member of the association.
- 3) Any institution for osteopathic training and education whose seat or main educational activities is not located within Europe may become an extraordinary member of the association.
- 4) Any institution for osteopathic training that is audited by the "European Norm 16686 Osteopathic Healthcare Provision" and OsEAN "Standard for the Management of Osteopathic Educational Providers" (Version 1, from 2014, October 1st) and did not yet get certified, but is aiming to do so in the future, may become an associate member.

#### **Article 5. Admission of new members**

The General Meeting shall decide by simple majority of the representatives of the ordinary members on the admission of members. The admission may be refused without giving reason.

#### **Article 6. Termination of membership**

- 1) Membership shall terminate with the dissolution of the institution for education or training, with voluntary resignation, deletion or exclusion.
- 2) The resignation shall only become effective at the end of each month and after prior notice submitted to the Board of Directors at least one month before.
- 3) The Board of Directors may delete a member if it fails to comply with three summonses, whereas the original invoice counts as first summons, and is more than 6 months in arrears with the payment of the membership fees. The obligation to pay the outstanding membership fees remains untouched by the deletion.

- 4) The Board of Directors may exclude a member because of a serious violation of the membership obligations and/or by dishonourable behaviour. (An appeal against exclusion may be addressed within two weeks to the General Meeting. Pending any appeal the membership rights shall be suspended.)

## **Article 7. Rights and obligations of the members**

- 1) Each member agrees to:
  - a. participate regularly in the bimonthly online meetings
  - b. respond to e-mails within one week
  - c. pay the annual membership fee within the given deadline (otherwise a surcharge may apply)
  - d. participate in projects and respect the arrangements made by the assemblies
  - e. send a representative to at least one Meeting per year.
- 2) The members have the right to attend the Meetings of the association. The right to vote in the General Meeting and the right to vote and to stand for office are reserved to the ordinary members only. The Auditor may also be an associate member or a non-member of the association.

## **Article 8. Organs of the association**

The organs of the association are the General Meeting, the Board of Directors, the Court of Arbitration and the Auditors.

## **Article 9. General Meeting**

- 1) An ordinary General Assembly of the association is held once every year.
- 2) An extraordinary General Meeting must be convened within six weeks if at least five ordinary members address a formal request to the Board of Directors. The extraordinary General Meeting may be convened any time by the Board of Directors.
- 3) Both the ordinary and the extraordinary General Meeting are convened at least one month prior to the fixed date by the President, the convocation shall be accompanied by an agenda.
- 4) The ordinary members may participate in the General Meeting and in the votes thereof.
- 5) Motions to the General Meeting must be submitted to the Board of Directors at least 14 days prior to the fixed date.

- 6) In the General Meeting a quorum shall exist when at least half of the members are present. After half an hour the General Meeting shall have the quorum regardless of the number of members present.
- 7) The decisions of the General Meeting shall be taken by simple majority. Decisions concerning amendments to the bylaws or the dissolution of the association shall require a majority of two thirds of the votes expressed
- 8) The General Meeting shall:
  - a. receive and approve the activity report and the accounts
  - b. decide on the budget of the association
  - c. decide on the vote, the nomination and the removal of the members of the Board of Directors, the Auditor as well as the approval of the legal acts between the members of the Board of Directors, the Auditors and the association
  - d. decide on the discharge of the Board of Directors
  - e. decide on the appeals against the exclusion of members
  - f. decide on the amendments of the bylaws and voluntary dissolution of the association
  - g. deliberate and decide on any other question on the agenda

## **Article 10. Board of Directors**

- 1) The Board of Directors shall consist of 5-7 members, among them the President, one or two Vice Presidents, the Secretary and the Treasurer. The General Meeting decides how many members shall be elected for the coming term.
- 2) The members of the Board of Directors shall be elected by the General Meeting for a period of three years.
  - a. Every year a part of the Board (1st year 2 members, 2nd year 2 members, 3rd year 3 members) shall be put up for election.
  - b. The time on the board is limited to 2 consecutive terms of 3 years. After a maximum of 6 years one has to get off the board for at least one year, before one can be re-elected.
- 3) After the members of the Board of Directors are elected by the General Meeting, they elect from amongst themselves the following named officers
  - a. President,
  - b. one or two Vice-Presidents,
  - c. Secretary
  - d. Treasurer

Unless and until the Executive Committee revises the arrangements, all officers should serve two years renewable terms of office.

- 4) The Board of Directors shall be quorate in the presence of half of all its elected members.
- 5) The decisions of the Board of Directors shall be adopted by simple majority, in case of equality of votes, the vote of the President shall have the casting vote.
- 6) The authentic copies of the association shall carry the signature of the President, in case he is prevented, the signature of the Vice-President. The association is represented by the President or if the President is prevented, by the Vice-President.
- 7) In all financial matters the Treasurer shall be the sole representative of the association or if he is prevented, the President.
- 8) The Board of Directors may co-opt a new member, if an elected member withdraws and has to submit this decision for approval to the next General Meeting. If the Board of Directors is unable to nominate a new member by co-optation for an unforeseeable long period of time, an extraordinary General Meeting shall be convened immediately by the Auditor to elect a new Board of Directors. In case the Auditor is also incapacitated or not present, each ordinary member who recognizes the urgency of the situation may request a court order for the immediate nomination of a trustee who shall immediately convene an extraordinary General Meeting.
- 9) Other than through resignation or death, the members of the Board of Directors may also be removed from office.  
The members may be re-elected.
- 10) The Board of Directors may appoint not more than 2 co-opted members (who need not necessarily be members of the Organisation) to advise on matters such as governance and/or represent the views of the public. Each appointment of a co-opted member shall be made as a special resolution of the Board of Directors. Co-opted members will normally be appointed for a 1 year renewable term of office.

### **Article 11. The Board of Directors shall have the following duties**

- 1) execution of the decisions taken by the General Meeting
- 2) organization regular meetings to plan and coordinate the activities of the association
- 3) exclusion of members
- 4) decision on the convocation of an extraordinary General Meeting
- 5) establishment of the budget and drafting of the activity report
- 6) recruitment and dismissal of staff
- 7) administration of the assets of the association
- 8) any other duty not attributed to any of the other organs of the association

### **Article 12. Court of Arbitration**

- 1) Any dispute relating to the association shall be settled by the Court of Arbitration
- 2) The Court of Arbitration shall consist of three to five ordinary members of the association. In each dispute, one or two members must be nominated by each party as arbitrators, within seven days. They elect with majority of votes the chairman of the Court of Arbitration. At equality of votes, the chairman will be decided by lot.
- 3) The Court makes the arbitration in the presence of all members on a bare majority of votes. It arbitrates to the best of its knowledge and conscience. Its decisions are internally binding.

### **Article 13. Auditors**

- 1) The two Auditors will be elected by the General Meeting for a period of three years. They may be re-elected. Legal transactions between the Auditors and the association must be agreed by the General Meeting to be valid.
- 2) The Auditors shall monitor the transactions and the statements of the account and report the results thereof to the General Meeting.
- 3) Otherwise, the provisions of Article 11 (3 and 8) concerning the Auditors are applied mutatis mutandis (correspondingly)

### **Article 14. Dissolution of the association**

- 1) The dissolution of the association or the accession to another association may only be decided by a General Meeting specially convened for this purpose (see article 9/6).
- 2) In order for this decision to be valid, the extraordinary General Meeting must be convened according to the bylaws and the decision on the dissolution or the accession to another association must be put on the agenda of the General Meeting.
- 3) The General Meeting shall also – and insofar as there are any assets – decide on the liquidation of the assets. In particular, it shall nominate a liquidator and decide on the transfer of the remaining assets after all the liabilities have been covered.
- 4) In the case of liquidation of the assets or omission of the promotive purpose of the association, the existing assets and funds shall exclusively be used to support non-commercial purposes in terms of §§34 et seq. BAO.