



ARTICLES OF ASSOCIATION

of the

European Scientific Association on Schizophrenia and Other Psychoses (ESAS)

with registered domicile in Zurich, Switzerland.

I. Name, Domicile and Purpose

1. Under the name European Scientific Association on Schizophrenia and Other Psychoses (hereinafter called ESAS) there exists an Association in the sense of articles 60 et seq. of the Swiss Civil Code with registered domicile in Zurich.
2. The objective of ESAS shall be to initiate, encourage and promote Europe-wide (including Switzerland) scientific exchange and scientific study projects on schizophrenia and to broadly provide current information on schizophrenia, also to the public.
3. In order to achieve these objectives ESAS shall
 - organize meetings (congresses, seminars, workshops),
 - initiate and manage all kinds of collaborative research including basic, clinical and mental health services related issues,
 - develop and offer training and educational programmes,
 - lobby for destigmatization of schizophrenia and for schizophrenia research,
 - provide mental health education and consultation to the broad public.
4. ESAS may further engage in all activities suitable to promote the objectives defined above.
5. The Association pursues neither pecuniary rewards nor self-help purposes.

II. Members

1. The Association comprises the following categories of membership:
 - 1.1. Full Members:
Full Members of the Association can be natural persons with a professional

background in schizophrenia research according to criteria laid down in regulations by the Executive Committee.

1.2. Corporate Member:

Legal entities as well as non-profit corporations under public law which are active in the field of schizophrenia research or which have well-founded interest in schizophrenia may become corporate members.

1.3. Supporting Members

Supporting members are natural persons, non-profit corporations or profit corporations (e.g. pharmaceutical companies) supporting the Association by a annual membership fee of at least the tenfold fee of full-members and by active cooperation.

2. Members are admitted by the Executive Committee. Throughout the Articles of Association and the By-laws the use of terms in the male gender shall also refer to females.
3. Termination of membership can be declared with a three months notice period with effect at the end of a calendar year by written notice to the Executive Committee.
4. A member can be excluded from the Association by the Executive Committee for important reasons, including failure of paying membership dues despite at least two fruitless reminders. Two thirds of the votes of all members of the Executive Committee shall be required to expel a member from the Association. The member can appeal the exclusion to the General Assembly.

III. Organisation

- 1.1. The executive bodies of the Association are
 - the Executive Committee,
 - the General Assembly, and
 - the Auditors.

- 1.2. The business period of the Association comprises a period of one calendar year. The accounts are closed annually on December 31.

- 1.3. The terms of office begin and end at the conclusion of the respective General Assembly.

2. The Executive Committee

- 2.1. The Executive Committee consists at least of the President, the Vice-President, the Secretary and the Treasurer. The General Assembly can elect further members to the Executive Committee. Only members of the Association are eligible for the Executive Committee.

- 2.2. The Executive Committee decides on all matters which pursuant to the law or to the Articles of Association of the ESAS are not reserved to another body of the Association.
- 2.3. The Executive Committee shall be entitled to outsource planning, organization, and/or execution of the events of the Association to external parties like non-profit associations devoted to take over such tasks or to Professional Congress Organizers.
- 2.4. The Executive Committee is entitled to appoint committees to fulfill specific tasks (e.g. Congress Organization Committee, Research Committee, Training Committee, Finance and Budget Committee, Articles of Association Committee, External Advisory Board). Their period of office shall end with the period of office of the Executive Committee.
- 2.5. The Executive Committee shall be entitled to make regulations for business processes (By-laws), insofar as these do not contradict the Articles of Association of the ESAS. These regulations shall be subject to the approval of the next General Assembly.
- 2.6. The term of each member of the Executive Committee shall be two years. Re-elections shall be possible. Members of the Executive Committee who resign during the period of office shall be replaced for the remainder of the period of office by vote of the General Assembly.
- 2.7. The President shall serve as the chairman of the Executive Committee. He shall represent the Association externally and shall have sole signatory authority. The Executive Committee may extend the right to sign with legally-binding effect for the Association to further members of the EC.
- 2.8. If at any time the President is unable to fulfil his duties, the Vice-President shall do so but only after the approval of the Executive Committee.
- 2.9. Following the end of his term as President that person shall continue to serve on the Executive Committee as Vice-President until the conclusion of the next General Assembly following the end of this term in office. For the initial term after the inaugural meeting of the Association the Vice-President shall be elected by the General Assembly.
- 2.10. All members of the Executive Committee are acting on an honorary basis and will, in principle, only be reimbursed for out-of-pocket expenses. Members of the Executive Committee, however, may be compensated adequately for particular services provided.

3. The General Assembly

- 3.1. The ordinary General Assembly is usually held every two years, usually in conjunction with a scientific meeting of the Association or other international meeting at such place and on such date as the Executive Committee determines.

- 3.2. Extraordinary General Assemblies shall be called according to necessity or if so requested in writing by at least 20% of the members stating the purpose of such meeting.
- 3.3. The General Assembly shall be convened by the Executive Committee. Notice shall be given at least twenty days prior to the meeting in writing stating the agenda.
- 3.4. The General Meeting shall be chaired by the President or by the Vice-President. Minutes shall be taken of the General Meeting.
- 3.5. The duties and powers of the General Assembly are as follows:
 - election of the Executive Committee, and the Auditors,
 - approval of the annual accounts,
 - approval of By-laws developed by the Executive Committee,
 - stipulating the annual membership dues,
 - amending the Articles of Association,
 - dissolving the Association.
- 3.6. In the General Assembly each Full Member has one vote. Corporate members have one vote for every 500 registered members, although at least one vote. Supporting members may take part in the General Assembly but do not have a vote.
- 3.7. A member may not transfer a membership or right arising from it to another person.
- 3.8. As an alternative to voting at the General Assembly resolutions and elections may be submitted for a mail ballot vote. If a mail ballot is used, responses must be received by the secretariat within thirty days of the date the ballot is mailed to the active members. The votes necessary to approve an amendment as well as the votes necessary to make the election valid are the same as if the vote occurred at the General Assembly.
- 3.9. The General Assembly passes resolutions and carries out elections - to the extent the law or these Articles of Association do not provide otherwise - with the absolute majority of the members present at the General Assembly or casting their votes in the mail ballot. In the event of parity the President shall have the deciding vote.
- 3.10. Amendments to these Articles of Association may be proposed by the Executive Committee or by petition of 10% of the number of votes of Full and Corporate Members.

All proposed amendments must be submitted in writing to the members thirty days in advance of the vote. Approval of the amendments shall be subject to the approval of two thirds of the members present at the General Assembly or casting their votes in the mail ballot.

The vote shall be null and void if less than 10% of members eligible to vote do so.

4. The Auditors

- 4.1. The books and records shall be audited by two Auditors. The Auditors shall prepare a summary report in writing addressed to the Executive Committee which in turn presents such report to the General Assembly.
- 4.2. The Auditors shall be elected by the General Assembly. Both members of the Association as well as non-members are eligible as Auditors. The term of the Auditors shall be two years.

IV. Financial Means and Liability of the Association

1. For the accomplishment of its purpose the Association shall have at its disposal the membership dues, potential income from activities of the Association (e.g. conferences, educational activities) and the financial or other contributions of third parties (e.g. fund raising).
2. For all obligations of the Association only the Association's property is liable. Any personal liability of the members is excluded.
3. The membership dues are stipulated by the General Assembly for each business period, stating a fixed amount for each category of membership.
4. No part of the financial means of the Association shall inure to the personal benefit of any member. The property of the Association is irrevocably dedicated to charitable purposes.

V Dissolution

1. The General Assembly may at all times resolve the dissolution of the Association by open vote at the General Assembly or by mail ballot vote.
2. The dissolution of the Association requires an affirmative vote from two thirds of all members voting.
3. In case of dissolution of the Association the Association's assets shall be donated to a tax-exempt organisation promoting brain research and/or psychiatric research. The members are not entitled to the Association's assets.

VI Final provisions

1. The official language of the Association shall be English.
2. The present Articles of Association were approved by the Inaugural Meeting of the Association in Düsseldorf of 26 September 2011].