

## ESC Council on Stroke Constitution

Final version

### **Article 1 – Form & rationale**

The Council on Stroke is established as a Constituent Body of the European Society of Cardiology (ESC) according to the Statutes and By-laws of the ESC. The Council has been developed based on the recommendations of an ESC dedicated Task Force involving representatives of the ESC and Sister Societies. The internal governance of the Council is regulated by ESC Board approved Rules and Regulations. The ESC Council on Stroke was created following a vote at the ESC Ordinary General Assembly on 30 August 2016.

### **Article 2 - Objectives of the Council**

The Council was created to encourage research, teaching, knowledge exchange and educational activities focused on cerebrovascular disease and stroke, and thereby contribute to the mission of the ESC: -To reduce the burden of cardiovascular disease.

Specific objectives include:

- To promote, organize and/or co-ordinate research and educational activities on cerebrovascular disease and stroke
- To contribute to the preparation, organization, and delivery of the scientific program of the annual ESC Congress and to support and participate in other ESC scientific meetings and symposia
- To establish links with -sister societies, organize scientific meetings and contribute to joint sessions and focused workshops.
- To contribute to task forces for the development and implementation of ESC Clinical Practice Guidelines or joint Position Papers with sister societies
- To develop position papers or consensus documents on suitable niche topics in keeping with ESC Clinical Practice Guidelines and upon approval of the ESC Committee for Practice Guidelines, and— if deemed appropriate—in collaboration with sister societies
- To develop a quarterly e-newsletter
- To contribute to the ESC advocacy activities and the ESC work with regulatory authorities, as appropriate

- To contribute to the Council web pages within the ESC website
- To collaborate with the Cardiologists and Scientists of Tomorrow with an interest in cerebrovascular disease.

The Council on Stroke may also:

- Establish links with patient organisations and develop educational tools directed to patients as well as physicians.
- Organise an annual or bi-annual scientific meeting.
- Organise educational workshops.
- Propose grants and awards to its members and participate to fundraising activities.

### **Article 3 – Council Board**

The structure of the Council is defined to optimally serve its mission.

#### **The Nucleus**

The activities of the Council will be directed by a Nucleus acting as a steering committee. To be eligible to such a position, members are encouraged but not required to be Fellows of the ESC (FESC) in good standing. Nucleus members must be ESC members.

The 2016-2018 Council leadership consists of:

#### **1. The Acting (non-elected) Nucleus**

- **Chairperson:** Petr Widimsky (Czech Republic)
- **Vice-Chairperson:** Wolfram Doehner (Germany)
- **Secretary:** Alison Halliday (United Kingdom)
- **Treasurer:** Isabelle van Gelder (Netherlands)
- **Communications Officer:** Michael Mazighi (France)
- **Liaison Officer :** Hans Christoph Diener (Germany)

The Nucleus members are voting members and **will be** elected as detailed in article 5 as of 2018.

Other positions can be created in the Nucleus to serve the specific mission of the Council but the Nucleus must not exceed 10 persons.

Nucleus members must be elected by a democratic voting process.

All Nucleus members are voting members.

Provision is made in the annual Council budget for travel expenses related to the other

meeting (see Article 11 Finance, Budget and Expense – Annual Budget for Councils).

## **2. Ex-officio members**

Ex-officio members can be appointed by the Chairperson after consultation with the Nucleus. They are invited to meetings to report on their specific area of expertise not included in the Council structure and have an advisory role only. They are not entitled to vote at Nucleus meetings.

### **Representatives of sister societies, and ESC Working Groups & Councils**

To encourage turnover of scientific society representatives, a letter is sent by the Council Chairperson to the President / Chairperson of each affiliated group within two months of taking up office. This letter will include the length of time the representative has been in the Council and ask the President / Chairperson to provide the name of the official representative for the next two-year period. Such representatives are expected to be appointed for a period of 2 years, renewable (if required) for 2 further years (4 years maximum).

The ESC Council on Stroke will seek representatives of the following sister societies or ESC Constituent Bodies:

- ESO
- ESMINT
- EAN
- WIST
- ESVS
- EANS
- ESNR
- ESC Associations
- Relevant ESC Working Groups
- ESC Councils
- Cardiologists of Tomorrow
- Scientists of Tomorrow

The representatives of sister societies, ESC Working Group and Councils are ex-officio members and cannot vote on Council matters.

## Article 4 - Roles & responsibilities

### The Chairperson – Vice-Chairperson – Past Chairperson

The Council is led by the **Chairperson** with support from the Vice-Chairperson. He /she:

- Defines the strategy and objectives of the Council in collaboration with the other Nucleus Members
- Supervises the activities to ensure the Council's goals are pursued
- Prepares the agendas and conducts the General Assemblies and Nucleus/Board Meetings
- Ensures that the Council functions according to ESC corporate governance rules maintaining transparency in all matters
- The Chairperson represents the Council at official functions of the European Society of Cardiology.

The Chairperson serves for two years and automatically becomes the Immediate Past-Chairperson. The Immediate **Past-Chairperson** ensures continuity in the activities and initiatives of the Council and is automatically Chair of the Nominating Committee. The Immediate Past-Chairperson serves for two years and then leaves the Nucleus.

The **Vice-Chairperson** has a two-year mandate before automatically becoming the Chairperson. He/she works in close cooperation with the Chairperson with the aim to create continuity of strategies once he/she assumes the role of Chairperson and may take on the responsibilities of the Chairperson should he/she be unable to perform his duties.

Vice-Chairpersons, Chairpersons and Immediate Past-Chairpersons may re-enter the Nucleus after a period of 4 years and by election only; however, they cannot be re-elected to these leadership positions.

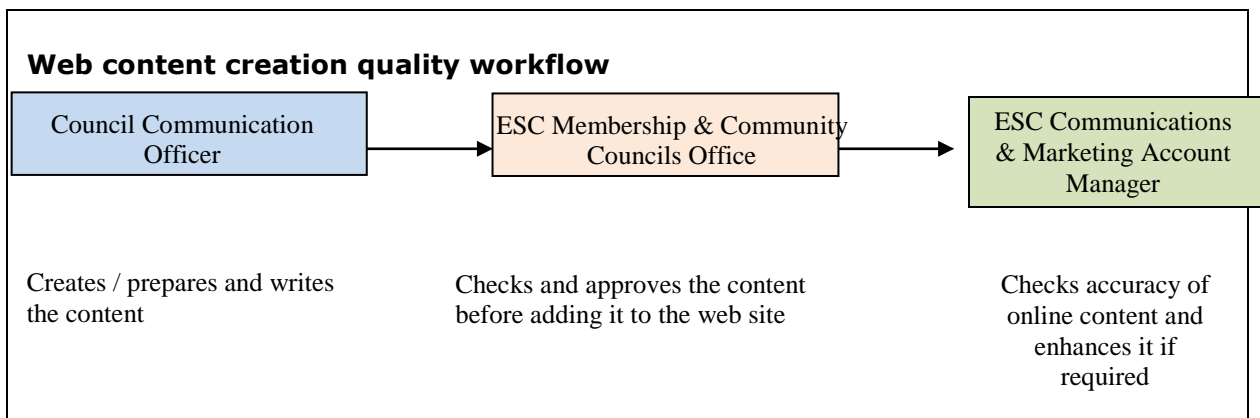
The **Secretary** is responsible for preparing an annual report on the activities of the Council to the ESC Board and to the membership, in agreement with the Chairpersons. The Secretary may take on specific responsibilities in relation to the organisation of the Council's meetings and annual agenda. However this position can be combined with the position of Treasurer if appropriate. The Secretary is elected for 2 years and may be re-conducted for a further 2 years (4 years maximum).

The **Treasurer** is responsible for the financial affairs of the Council, which are regulated in accordance with the governance of the ESC. The book-keeping is done by the ESC. The

Treasurer prepares and follows the budget in collaboration with the Chairperson and works in close collaboration with the ESC Councils Coordinator who assists and guides the Council on all matters including finance and who reports to ESC Executive Management. The Treasurer is elected for 2 years and may be re-conducted for a further 2 years (4 years maximum).

The **Liaison Officer** (i.e., the Immediate Past-Chairperson) is responsible for the relationships with ESC Constituent Bodies and national and international Societies devoted to stroke or with an interest in specific aspects of stroke for 2 years and may be re-appointed for a further 2 years (4 years maximum).

The **Communications Officer** collects and proposes content for the Council's e-newsletter and web site and any other communication media used by the Council. He/she ensures that the Council's web site is updated with new content on a regular basis to inform the public and the Council's members (information on new techniques, scientific material, reviews of papers etc.). If a social media platform is introduced by the Council, the Communications Officer ensures that discussions are moderated correctly and in accordance with current ESC recommendations. He/she works in collaboration with the ESC Councils Team and with the assigned Communication Account Manager at the EHH.



The Communications Officer is elected for 2 years and may be re-conducted for a further 2 years (4 years maximum).

**The Role of the Nucleus Members**

The activities of a Council are a measure of its success. All Nucleus members are actively engaged in the strategic objectives of the Council and its activities.

Volunteers are asked not to accumulate mandates within the ESC.

### **Decisions at Nucleus/ Board Meetings**

The Nucleus meets at least once a year and can meet in conjunction with other events and hold conference calls when required. The complete Council Board (the Nucleus and the Ex-Officio Members) meets once a year at the ESC Congress. Provision is made in the annual Council budget for travel expenses related to other meetings (see Article 11 Finance, Budget and Expense – Annual Budget for Councils).

The presence of 4 voting Nucleus Members is needed for any decision to be considered valid. Decisions of the Council's Nucleus will be made by a simple majority of the votes cast by the voting Nucleus members. Null and blank votes are included in the number of votes cast. In the event of a tied vote, a second round of voting will take place. In case of a second tied vote, the Chairperson will have the casting vote.

The Immediate Past Chairperson has the right to vote in Council Nucleus Meetings.

### **Article 5 – Nominating Committee**

The Nominating Committee is in charge of supervising the good running of elections following a call for candidates for open positions.

The Nominating Committee:

- Ensures that the criteria for eligibility are pre-defined and adhered to
- Evaluates the candidates and ensures that candidates who are put forward for election are representative of the Council's areas of interest, the geographical reach of the ESC, and balanced by gender.

The list of candidates is submitted to the Nucleus for approval.

- The Nominating Committee of the Council on Stroke is composed of a Chairperson and 3 members. The 3 Nominating Committee Members are elected from and by the Councils Membership every two years. For the 2016-2018 term, the Nominating Committee will be composed of the Chairperson, Vice-Chairperson, Secretary and Treasurer of the Council. Subsequently, elections will be organized to replace all positions.
- The Chairperson of the Nominating Committee is the Immediate Past-Chairperson of the Council.

- The members of the Nominating Committee are not eligible for election to Nucleus or Nominating Committee positions for 4 years after the end of their mandate in the Nominating Committee.

### **Article 6 – Elections of Nucleus Members**

The members of the Council should elect the Nucleus (Chairperson, Vice- Chairperson, Secretary, Treasurer, Communications Officer, Liaison Officer and any other Nucleus Officer) by a democratic process. Elections are held every even year.

**The Vice-Chairperson** is elected for a period of 2 years, non-renewable. The Vice-Chairperson automatically becomes the Chairperson for 2 years, then Immediate Past-Chairperson for the next period of 2 years. **The position of Vice-Chairperson is open only to Nucleus members who have had voting rights in Council matters (as described in Article 3) in the last two to four years (except the Immediate Past-Chairpersons).** A person may not be re-elected to this position.

The other positions on the Nucleus are elected for a period of 2 years with possible renewable for a further 2 years (4 years in total in the same position) after evaluation of the activity by the Nucleus. After a 4-year period or part of a 4-year period, a person cannot be re-elected to the same position.

The Secretary, Treasurer, Communications Officer, the Liaison Officer and any other Nucleus Officer are elected for a period of 2 years, renewable for 2 years (4 years in total in the same position).

Ex-officio members of the Board are appointed by the respective ESC Constituent Bodies, sister societies and by the Cardiologists and Scientists of Tomorrow. The ex-officio members are appointed for a period of 2 years, renewable for 2 years.

### **Elections of Nucleus Members: eligibility to vote and to be elected**

- Only Council members whose place of work is an ESC member country can be elected to Nucleus positions.
- Only Council members whose place of work is an ESC member country have voting rights.
- Persons are not considered eligible if they expect to simultaneously hold positions on Nuclei/Boards of other ESC Constituent Bodies.

- Members of the Nominating Committee and the Immediate Past-President cannot vote in elections.

### **Election process**

- To ensure a democratic voting process, elections are managed by the ESC Councils Office Staff by electronic voting. Results must be formally presented and accepted by the ESC leadership, in accordance to the ESC policy.
- The Nominating Committee defines the required competencies for the positions open and a call for candidates is made:
  - To Nucleus members who have had voting rights in Council matters (as described in Article 3) in the last two to four years (excepting the Immediate Past-Chairpersons).
  - To the entire Council membership and to non-voting Board members for the other positions available in the Nucleus.

The call provides clear information on the position, eligibility, selection criteria and deadlines to apply.

- The Nominating Committee checks the eligibility of the candidates and proposes the final list of candidates for each position to the Nucleus.
- Voting is by secret ballot (electronic). Each person addressed receives a unique link allowing them to vote once only.
- At least 20% of the persons eligible to vote must vote for the election to be valid.
- Null and blank votes are included in the number of votes cast.
- The candidates who obtain the majority of votes are elected.
- In the event of a tied vote, a second round of voting will take place. In the case of a second tied vote, the Chairperson will have the casting vote.
- If only one candidate is proposed for any position, the vote will take place in any case. The proposed candidate will be elected by a 50% + 1 vote.
- The elected Board Members take up their positions at the end of the Council Meeting at the ESC Congress.

### **Article 7 – Membership**

- The Council consists of individual members from any country with an interest in the field of stroke/cerebrovascular disease.
- Potential individual members must complete the online membership application form.
- If an application is rejected, the reason for rejection may be given to the applicant but there is no obligation to do so.



- No membership fee is required.
- Only Council Members whose place of work is an ESC member country have voting rights and eligibility to hold a Nucleus position.

Members of the ESC Council on Stroke are automatically ESC Members at no charge. However, ESC members are not automatically members of the Council.

### **Article 8 – Council General Assembly**

A General Assembly is held once a year during the annual ESC Congress.

The agenda of the General Assembly is drawn up by the Chairperson and circulated to the Council Members no less than thirty (30) days in advance.

### **Article 9 – Decisions requiring a voting process**

- Decisions that require the vote of the Councils members will be voted at least two months prior to the General Assembly. Voting will be electronic and will be made by a simple majority of the votes cast by the membership. 20% of the persons eligible to vote must vote for the election to be valid.

Null and blank votes are included in the number of votes cast. In the event of a tied vote, a second round of voting will take place. In case of a second tied vote, the Chairperson will have the casting vote.

Only Council members whose place of work is an ESC member country have voting rights.

### **Article 10 – Changes in the rules & regulations**

Any provision in the Council rules and regulations may be changed but must remain in compliance with the ESC Statutes. Any change is subject to the vote of the nucleus and submission for approval to the ESC Board.

### **Article 11 – Finance, Budgets and Expenses**

As a non-profit association, the ESC must report and justify all funding received and spent.

From a fiscal point of view, the ESC is tax registered (VAT and corporate tax). All financial transactions should be reported and taxes should be paid in accordance with local regulations.

The Councils financial transactions must comply with the ESC policies. They are controlled by the ESC Audit Committee and the ESC external auditors (Ernst and Young) as part of the global ESC consolidated budget validation.

A member of the ESC Audit Committee, elected by the ESC General Assembly, represents the Councils.

### **ESC corporate financial rules**

In accordance with the ESC corporate governance rules, it is the responsibility of the Chairperson of each Council to ensure transparency and compliance to ESC legal procedures.

- Financial commitments are discussed by the Chairperson, the Vice-Chairperson and the Treasurer/Secretary. The Chairperson gives the written approval to the ESC Councils Coordinator. No financial transactions can be undertaken by Council Nucleus/Board members including the Chairpersons and the Treasurer/Secretary.
- All contracts, commitments, or written undertakings of any business nature that the Council wishes to contract, must follow an internal ESC review process that includes the Membership & Community Director, the Procurement Officer, the Director of Finance and the ESC Chief Executive Officer. After approval of the commitment, a contract is signed by the ESC Chief Executive Officer, who is the legal representative of the ESC and sub-specialty bodies.
- When activities require sub-contracting to external suppliers (not yet referenced within ESC), the ESC conducts a call for tender, selects the supplier and conducts the financial follow-up.
- For legal, fiscal and internal control purposes, it is critical and mandatory to have all the activities, assets and liabilities of a Council reported within the ESC structure.
- In case of non compliance with these obligations, the personal responsibility of the Council Chairperson and Treasurer as well as the ESC Board and Chief Executive Officer could be engaged (penal or civil offence).

**Example:** If a Council organises a meeting with the support of an external Professional Congress Organiser (so called PCO) or a hospital/institution, it is mandatory:

- To discuss the project with the ESC Councils Coordinator who is responsible to provide guidance in respect to the ESC policies.
- To have a contract set up and signed by the ESC with the institution or PCO in advance of the event in order to define financial responsibilities, including VAT and losses/surplus management. The ESC Council Coordinator and Procurement

Officer must be involved in the process at all times.

- This contract should define roles and responsibilities as well as the legal framework should any issue arise.
- To ensure that the actual financial result of the event (profit or loss) is recorded in the ESC accounting books.

### **Annual Budgets for Councils**

The ESC Board allocates an amount of funding per fiscal year (i.e. 1 April – 31 March) to each Council for its activities. All expected incomes and expenses for the period are included in the Council budget as part of the ESC consolidated budget. At the end of the period, any unused funding is not carried over to the next period.

Budget preparation begins at the ESC Congress when each Council meets with the ESC Councils Coordinator and presents its activities for the next financial year. The Councils Coordinator estimates the cost of all activities. If the estimated costs do not fit in the budget accorded by the ESC Board, the Councils Coordinator asks the Council to reconsider or adapt the scope of its activities. The budget process lasts from August/September up to March when the ESC Board approves the final Council budget.

A mid-year status of the annual budget (-forecast) is provided in September / October. Councils can then reconsider allocation of their available financial resources to be used before the end of March.

### **Extra financial support for specific projects**

Requests for the funding of specific well-defined projects by sponsorship can be made on the basis of a project description developed in collaboration with the ESC Councils Coordinator and submitted to the Industry Relations Department. If ESC resources (human and / or financial) are to be engaged in the project, a feasibility study will be performed to evaluate the proposal. If the results of the feasibility study conclude that adequate ESC resources are available to conduct such project, the Industry Relations Department will issue a contract with the sponsor and take on the financial follow-up.

If the Council wishes to launch a specific well-defined project which is not budgeted, a request needs to be made in writing to the ESC Board at the time of the forecast.

If ESC resources (financial, technical & human) are to be engaged in the project, a feasibility study will be performed to evaluate the proposal. If approved, the project must be finished within the same fiscal year (by the end of March).

### **Unrestricted grants**

Councils may receive unrestricted grants from donors. The allocation of an unrestricted grant implies that the donor will not receive any direct benefit. A donation letter is prepared and signed by all parties involved and a grant receipt is issued to the donor. The donation letter states the allocated amount, the purpose of the donation and the formal statement that no advantage is being granted in exchange of this amount. The formalities are conducted with the Industry Relations Department.

Council Chairpersons have the responsibility to ensure that the donator provides the ESC Industry Relations Department with the donation letter.

### **Expenses**

Any reimbursement of expenses should be claimed using the ESC online expense claim system (via MyESC interface). The original plane tickets or invoices must be provided. Without these original documents, no reimbursement is possible under French tax legislation.

The ESC Councils Office Staff must be aware in advance of all meetings and events likely to give rise to expense claims. Such meetings and events must be included in the annual budget. Identification of the participants must be known in advance and communicated to the Councils Office Staff to facilitate accounting reconciliation.

### **Article 12 – Endorsement of meetings**

Any group wishing to have the endorsement (official approval) of the Council for a meeting must contact the Council Chairperson who discusses with the Nucleus. If there is a consensus within the Nucleus to endorse, the Chairperson follows a specific endorsement request procedure for submission to the ESC Vice-President for Councils. If endorsement is approved by the ESC Board, it follows strict ESC corporate identity rules and regulations related to the visibility of this endorsement.

The ESC expects the Councils to receive some form of benefit for endorsing meetings (free stand space, promotion...).

### **Involvement in a non-ESC scientific meeting or congress**

When a Council actively participates in the elaboration of a scientific programme the following official sentence must be used on the meeting's web site and printed material:

**"Scientific Programme jointly organised with** (followed by the Council's –blockI logo)

### **Sessions organised by a Council**

When a Council organises a session and provides at least one speaker, the following official sentence must be used on the meeting's web site and printed material: "**Session organised by the ESC Council .....** The use of the Council's logo is optional.

*N.B. The phrase "organised under the auspices of" or similar is not accepted.*

### **Article 13 – Position Papers and Consensus Documents**

Before undertaking the writing of a **position paper** a Council must submit a proposal to the ESC Committee for Practice Guidelines (CPG) and Publications Committee via a specific request form. Only when permission is granted can writing begin. Any financial costs related to position papers (e.g. meetings) must be included in the Council's annual budget request.

- No more than two position papers projects can be active at the same time for a single Council.
- Position papers should be completed within one year and cannot be used to justify expenses in more than 2 consecutive fiscal years.
- A Declaration of Interest for each author must be submitted with the proposal.

The proposal form enumerates the essential points to follow when considering a position paper. It can be provided by the Councils Office Staff upon request.

**Consensus Documents** are papers written with other groups. If the Council is the leading group, it must submit a proposal to the ESC Committee for Practice Guidelines (CPG) and Publications Committee and take on the costs related to the development of the document.

If the Consensus Document is led by a different entity, the Council can accept to participate in the elaboration of the document but does not participate in the costs. A Declaration of Interest for each author must be submitted with the proposal.

The Council may contribute to the ESC Guidelines in Clinical Practice, but cannot participate in other societies' guidelines.

## **Article 14 – European Heart House support**

Administrative support for Councils is available from the ESC Membership & Community (Councils Office) at the European Heart House, Sophia Antipolis, France.

You may contact:

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