“Portuguese Stroke Society”

BYLAWS

INTRODUCTION

These Bylaws were developed to assure that the purposes published in the Statutes are feasible and accurate. The Bylaws include a set of provisions, rules, and procedures to guide the Board's intervention and make clear to every Member our society's structure, operation, management, and social representation. Furthermore, it aims to emphasise that our society is competent, organised, and solid, and to consolidate its internal and external credibility.

Our society, named “Sociedade Portuguesa do Acidente Vascular Cerebral – AVC” and translated into English as “Portuguese Stroke Society,” will hereinafter be called by its abbreviation “SPAVC”.

This document of work enriches SPAVC by representing a strong incentive for the Board members to strictly comply with their important functions, for which they have earned the Members’ trust, and for a more intense and active participation of the Members in SPAVC's social life.

TITLE 1 - General Provisions

Article 1. (Activity)

In the pursuit of its purpose defined in the Statutes, SPAVC will be dedicated to, namely:

1. Organise scientific meetings for the presentation and discussion of works conducted in the domain of “Cerebrovascular Disease” and associated areas;

   b) Promote, sponsor, and coordinate scientific training or other activities that contribute to the dissemination and development of the best approach to Stroke;

   c) Conduct and/or sponsor epidemiological, laboratory, clinical, or other studies on Stroke and associated areas;

   d) Create and promote sections, delegations, or other forms of representation that, directly or indirectly, might interest their members;

   e) Create and promote work groups for the study and resolution of specific problems;

   f) Participate or be represented in conferences, seminars, courses, internships, and other activities, on a national and international level, related to Stroke and associated areas;

   g) Educate and raise awareness among the public of Stroke's characteristics;

   h) Provide patients and their relatives information about the disease;

   i) Collaborate with the health authorities in intervention programmes about the disease;

   j) Collect the members' fees and other revenues, and guarantee its proper management;

   k) Represent its members before sovereign bodies, social partners, the Portuguese Medical Association, and other health-related entities.
Article 2. (Categories of Members)

SPAVC members will be admitted according to the following categories:

a) Full Members;
b) Registered Members;
c) Honorary Members;
d) Benefactor Members;
e) Organisational Members

Article 3. (Full Members)

The following individuals may apply to become Full Members:

a) Graduates of Medicine with a particular interest in Stroke or who have stood out in their clinical practice regarding the several features and manifestations of Stroke.
b) Graduates of Medicine who have stood out for publishing investigation papers with scientific value within the domain of Cerebrovascular Disease

Article 4. (Registered Members)

Graduates and other health-care professionals that are particularly interested in Stroke or that have conducted activities or works dedicated to Stroke may apply to become Registered Members.

Article 5. (Honorary Members and Benefactor Members)

Honorary and Benefactor Memberships can only be awarded, respectively, to someone who provides undeniable scientific value or to someone who has contributed remarkably with relevant services or aids to SPAVC or its purposes.

Article 6. (Organisational Members)

SPAVC may accept as Organisational Members any entity that has shown interest in promoting or collaborating in the pursuit of the purpose established in its Statutes.

Article 7. (Admission of Full and Registered Members)

1. The application for Full Membership and Registered Membership is conducted by presenting an application before the Board of Directors, endorsed by two members in full enjoyment of their rights.
2. The application implies the acceptance of the Statutes and these Bylaws.
3. The applications should be accompanied by a brief CV.
4. SPAVC's Board of Directors shall deliberate on the application and make a decision within thirty days.

**Article 8. (Admission of Honorary, Benefactor, and Organisational Members)**

The admission of Honorary Members, Benefactor Members, and Organisational Members is determined in General Assembly, after a reasoned application by the Board of Directors, and is approved by a majority of two-thirds of the present members.

**Article 9. (Refusing an application)**

1. In case the Board of Directors refuses the application of an associate, their reasoned deliberation shall be communicated to the person concerned through a registered letter with acknowledgement of receipt, sent to their address.
2. The person concerned might always appeal against that decision before the General Assembly, within the first eight days after receiving the communication, and shall do that referring the claims that may justify that.
3. The lodged appeal shall be sent to the Board of Directors, who shall present it to the General Assembly, together with the reasons for their decision.
4. The General Assembly shall ultimately make a decision in the first meeting organised after receiving the appeal.

**Article 10. (Members' Rights)**

Members have the right to:

a) Elect and be elected to the bodies of SPAVC, under the terms of the present Bylaws;
b) Participate and vote in the General Assemblies;
c) Access every document of SPAVC, published in the area reserved for members in its website;
d) Attend and participate in the scientific meetings of SPAVC, namely through the presentation of scientific works, free communications, reports, etc.;
e) Propose the creation of work groups for the study and resolution of specific problems;
f) Require a General Assembly to be convened, under the terms of the Statutes and these Bylaws;
g) Claim and appeal against the deliberations of SPAVC's bodies that are contrary to the terms of the Statutes and of these Bylaws;
h) Appeal against any sanction that might be applied to them;
i) Enjoy the benefits given by SPAVC to its members.
**Article 11. (Members’ Duties)**

Members have the duty to:

a) Comply with the Statutes and these Bylaws.
b) Carry out the tasks for which they are elected or designated, except if they have a specific acceptable reason of refusal.
c) Act in solidarity under every circumstance in defence of the group's interests.
d) Communicate to the Board of Directors, within fifteen days, a change of residence.
e) Accept the decisions made by the General Assembly and the Board of Directors.
f) Pay their member's fees under the terms determined by the General Assembly

**Article 12 (Disciplinary competence)**

1. Disciplinary power is exercised by the Board of Directors.
2. The application of disciplinary actions, which may include suspension and expulsion, are preceded by a disciplinary process initiated by the Board of Directors, during which the accused shall defend himself/herself in writing, within a deadline established by the Board of Directors that shall never be inferior to ten work days after receiving the guilt note sent by the Board of Directors by registered letter with acknowledgement of receipt

**Article 13. (Cessation of membership)**

1. Membership may cease depending on the decision made by the General Assembly after a severe or reiterated violation of the members' duties. That decision, besides determining the members’ exoneration, shall also establish whether they may or may not reapply to become a member, depending on the severity of the case.
2. Any member who contributes for discrediting SPAVC, misuses its assets or services, affects its good reputation, its credit, or its image, or does not repeatedly comply with the statuary members' duties is considered guilty of severely violating the members’ duties.
3. The decision of losing the status of member shall be made by secret ballot by a majority of four-fifths of the present members.
4. However, memberships shall automatically cease when members resign or do not settle the member’s fees for more than a year nor the 10% penalty of the total debt, within 30 days after receiving a reminder of that payment

**TITLE 2 - BOARD**

**Chapter 1 - General provisions**

**Article 14.(Term of office)**

1. The SPAVC’s Board, which is statutorily acknowledged, is elected for three-year
Article 15. (Elections)

1. Board members are elected every three years in unitary lists, by direct secret ballot.
2. Applications for the Board shall be signed by at least ten members entitled to vote and in full enjoyment of their rights, and shall be directed to the President of the General Assembly.
3. Lists shall include the names of the members who are applying and the position in the Board they are applying to.
4. Every document related to electoral activities shall be available in SPAVC's headquarters for its members, at least fifteen days before the scheduled date for the related General Assembly.

Article 16. (Resignation)

Board members may resign from their positions by issuing a written communication directed to the President of the Board of Directors; if the member resigning is this President, he/she shall direct the resignation to any Vice-President or the President of the General Assembly. That resignation shall be effective eight days after the corresponding communication has been issued or delivered.

Article 17. (Cessation of mandate)

The mandate of Board members who are in a situation that makes them unelectable shall cease.

Chapter 2 - General Assembly

Article 18. (General Assembly)

1. The General Assembly is composed of every member in full enjoyment of their rights.
2. The General Assembly meets by order of its President, and its functions are eminently deliberative.
3. The General Assembly meets in regular session:
   a) Once a year, to approve the Report and Accounts;
   b) Once a year, at the annual SPAVC Congress or Scientific Meeting;
   c) Every three years, to elect the Board.
4. The General Assembly shall meet in special session by order of its President, by request from the Board of Directors, the Audit Committee, or at least ten percent of the members in full enjoyment of their rights.

5. The General Assembly is convened by sending an email to each member's email address found in their record, with at least twenty-one days’ advance notice.

6. Alternatively, the General Assembly might be convened by means of a registered letter or through a post on the website of the Ministry of Justice, on the page specifically designated for that purpose, which, at this date, is http://publicacoes.mj.pt.

7. In the latter case, the post must be published at least a month before the date of the meeting. In the case of the registered letter, there must be a period of at least twenty-one days between its issuance and the date of the meeting.

8. The notice must include the date, time, and place where the meeting will be held, as well as the corresponding order of business.

**Article 19. (Competences)**

a. The General Assembly is responsible for:
   a) Electing and dismissing its members, the Board of Directors, and the Audit Committee, as well as deciding the potential compensation to be given to the Board;
   b) Studying and deliberating every subject of interest for the Society and its members;
   c) Studying and voting on the financial statement of the Board of Directors and its evaluation by the Audit Committee, as well as on the Budget and balance;
   d) Deliberating any change to the Statutes and Bylaws;
   e) Deliberating the fees amount to be paid by members;
   f) Allowing the Board of Directors to dispose or burden the fixed asset and request loans.

b. The General Assembly shall not deliberate issues that are not directly related to the subjects in the order of business.

**Article 20. (Operation)**

1. Works are led by the President of the General Assembly, in a committee that is also composed of a Vice- President and a Secretary.

2. The President is responsible for:
   a) Leading the works of the sessions;
   b) Empowering the remaining Board members;
   c) Ordering the issuance of certificates of the session minutes.

3. The Vice-President shall assist the President and replace him/her in his/her absence.

4. The Secretary is responsible for:
   a) Assuring the writing of minutes and their drawing up in the corresponding minute book;
   b) Assuring the administration of the General Assembly committee in meetings and
other occasions.
5. When the President and the Vice-President are both absent, works are led by a Member entitled to vote, elected by the Assembly.
6. After completing the order of business, if any member suggests it, the General Assembly might deliberate extending the meeting for a maximum of thirty minutes to discuss other subjects of general interest for SPAVC; however, no decision may be made related to these subjects.

**Article 21. (Deliberations)**

1. Unless otherwise determined, decisions shall be made by majority vote.
2. Each member has the right to vote once, and proxy voting and voting by representation are not allowed.
3. The General Assembly session for dismissing the Board shall be specifically convened for that purpose, and it can only be validly composed on the first meeting if a majority of members are present.
4. Any decision regarding the dismissal of the Board shall be taken by absolute majority.

**Chapter 3 - Board of Directors**

**Article 22. (Composition and operation)**

1. The Board of Directors is the executive body of SPAVC.
2. The Board of Directors is composed of a President, two Vice-Presidents, a Secretary, and a Treasurer.
3. The members of the Board of Directors answer in solidarity for their activities before the General Assembly during their mandate, and shall give any explanation required by that body.
4. The Board of Directors is elected in the electoral session of the General Assembly for a three-year mandate, under the terms of the Statutes and of these Bylaws; the elected list is the one with most votes cast.
5. The Board of Directors, which will draw up minutes of its meetings, meets validly in the presence of a majority of its members in office, and its decisions shall be made by majority vote of the members present; in the case of a tie, the President has the casting vote.
6. The Board of Directors shall meet regularly with the frequency that it considers necessary and in special session every time it is convened by its President.
7. When absent or unable to act, the President shall be replaced by the Vice-President, who is replaced by the Secretary, who is replaced by the Treasurer.
Article 23 (Competences)

a) To manage and coordinate every activity of SPAVC in conformity with its purposes, according to the principles established in the Statutes and these Bylaws;
b) To execute the decisions of the General Assembly;
c) To represent SPAVC in and out of court, by its President or Vice-President;
d) To present to the General Assembly for study every issue on which this body shall statutorily adjudicate, and to require a special session of the General Assembly when necessary;
e) To create committees and groups to study and resolve specific problems, including scientific meetings and conferences;
f) To create and dismiss permanent or temporary committees;
g) To propose or support the creation of Study Groups dedicated to Stroke;
h) To produce and present annually to the General Assembly the report of activities and accounts from the previous year;
i) To assure the financial and patrimonial management of SPAVC;
j) To elaborate the Bylaws of SPAVC and submit them for approval to the General Assembly;
k) To approve and dismiss members, and inform the immediately next General Assembly of the approvals and dismissals;
l) To propose to the General Assembly whom to award as Honorary Members, Benefactor Members, and Organisational Members;
m) To maintain or establish partnerships between SPAVC and similar societies, medical institutions or other national or foreign entities, and nominate the corresponding delegates;
n) To hire personnel when required and establish their payment;
o) To propose the member's fee amount to be approved by the General Assembly;
p) To assure the dissemination of SPAVC’s activities.
q) To judge violations of the Statutes and these Bylaws.

Article 24. (Competences of the members of the Board of Directors)

1. The President shall represent SPAVC, coordinate the activities of the Board of Directors, and preside the Scientific Meetings organised by SPAVC.
2. The Vice-Presidents shall assist the President in every function and replace the President when he/she is absent or unable to act.
3. The Secretary shall assure the administration of SPAVC, coordinate the organisation of Scientific Meetings and other activities, and produce the minutes of every Board of Directors’ meeting.
4. The Treasurer shall be responsible for receiving the revenues and paying expenses, assuring the financial administration, and for producing the corresponding Annual Report.
Chapter 4 - Audit Committee

Article 25. (Composition and operation)

1. The Audit Committee is composed of three Full Members, who are elected by the General Assembly every three years.
2. The Audit Committee shall meet by order of its President, in the presence of a majority of its members, and its decisions shall be made by majority vote of the members present; in the case of a tie, the President has the casting vote.

Article 26. (Competences)

1. The Audit Committee has access to every administrative and accounting document of SPAVC, and meets with the Board of Directors when necessary.
2. The Audit Committee is particularly responsible for:
   a) Monitoring and supervising the administrative and financial activities of the Board of Directors;
   b) Evaluating the accounts, financial reports, budgets, acquisition or burden of fixed assets, and request of loans.
   c) Annually producing the report on its supervisory activities and evaluating the report, balance, accounts, and financial proposals presented by the Board of Directors;
   d) Assure the exact compliance with the law, the Statutes and these Bylaws

Chapter 5 - Committees

Article 27. (Purpose, composition, and assignments)

1. With the aim of supporting the Board of Directors and stimulating the several activities conducted for the pursuit of the specific purposes of the Statutes and the Rules of Procedure, the Board of Directors may create and nominate temporary or permanent Committees.
2. Temporary Committees might be created by any member, except Organisational Members, and are aimed to assist the Board of Directors in solving practical problems in the short term. Temporary Committees shall be dismissed after a decision by the Board of Directors when their purposes have been achieved.
3. Permanent Committees shall be composed of Full Members or Registered Members and are aimed to assist the Board of Directors in accomplishing its statutory purposes.
TITLE 3 - Economic and financial regime

Article 28. (Revenues)

SPAVC revenues include:

a. Members’ fees;
b. Contributions and subventions;
c. Interests on deposits;
d. Donations, bequests, and legacies and corresponding incomes;
e. Revenue from the disposal of assets or resulting from its activity;
f. Reserve fund and income from every hereditary value;
g. Revenue from publicity and sponsors;
h. Potential incomes and revenues.

Article 29. (Expenses)

SPAVC expenses include:

a) The ones related to facilities and personnel, maintenance and operation;
b) Any other expense required for achieving its purposes.

Article 30. (Budget)

1. The Board of Directors shall annually organise, until the end of December, a provisional Budget concerning every service and activity of SPAVC, with the assent of the Audit Committee, and deliver it to the General Assembly for approval.
2. The Budget shall be developed according to the model legally in force.
3. The Budget shall be balanced and respect the accounting requirements as determined by law.

Article 31. (Accounts)

The accounting shall be organised in accordance with the legal criteria and complying with the tax rules.

Article 32. (Budgetary Competence)

The Board of Directors shall collect the members’ fees and other revenues, authorise budgetary expenses, as well as promote the development of the SPAVC's Budget to be delivered to the General Assembly for approval, with the assent of the Audit Committee, until 31st March of the following year.