



ISMST Constitution

*Internationale
Gesellschaft für
medizinische
Stoßwellentherapie*

*International Society
for Medical
Shockwave
Treatment*

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Constitution

of the
*International Society for Medical Shockwave Treatment*¹
(ISMST)²
German: *Internationale Gesellschaft für Medizinische Stoßwellentherapie*
November 4th, 2021, Vienna, Austria

1. Name, registered address and spheres of activity of the Society:

1.1. The Society bears the name

Internationale Gesellschaft für Medizinische Stoßwellentherapie
(*International Society for Medical Shock Wave Treatment, ISMST*)

1.2. The „Zentrales Vereinsregister“ (ZVR) is installed in Austria at the Federal Ministry of the Interior (Bundesministerium für Inneres). The Society is registered under the ZVR-number 941342744. The registered office is located at Ebelsberger Schlossweg 5, A-4030 Linz, Austria.

1.3. *The activities of the Society* extend across the world.

2. Purpose of the Society:

The Society is a not-for-profit medical and scientific association:

The Purpose is to support the development and research of extracorporeal shockwave therapy, to improve the education of shockwave therapy users.

Resources and activities to achieve the aims of the Society:

3. Idealistic and financial resources for the actualization of the Society's purpose

The main concern of the Society lies with the research and training of extracorporeal shockwave therapy in medicine.

3.1. Idealistic resources

3.1.1. Promotion of research and quality assurance:

The Society prepares criteria for quality assurance and postgraduate training of shockwave therapy users for medical applications. These criteria are created in cooperation with national shockwave societies and the producers of shockwave devices, implementing the principles of evidence based medicine (EBM).

3.1.2. Events for basic and advanced education:

¹ The amendment of the name from “International Society for Musculoskeletal Shockwave Therapy” to “International Society for Medical Shockwave Treatment” was ratified in Toronto, Canada, June 2007.

² The first version was ratified in Vienna, Austria in June 1997.

The Society organizes conferences, symposia, seminars, lectures, meetings, educational sessions, courses, and postgraduate training of shockwave therapy users. The Society is a communications platform for all matters concerning shockwave therapy in medicine.

3.1.3. Cooperation with other Shockwave Organizations:

The aim is to cooperate with scientific societies with similar interests, in particular with national organizations, which deal with shockwave therapy in medicine.

3.1.4. Provide cooperation with state health authorities and public health institutions

The ISMST compiles statements, reports and surveys for government authorities and other official bodies, such as health institutions, dealing with shockwave therapy, to define current established practice for extracorporeal shockwave therapy ESWT.

3.1.5. Cooperation with producers and suppliers of shockwave devices

The ISMST supports communication between producers, suppliers and users of shock wave devices to establish guidelines and standards for refining the use of those devices to improve clinical outcomes.

3.2. Financial resources

Membership dues, course and conference registration fees (including industrial sponsoring and financial contributions for social events organized in conjunction with professional meetings), donations, bequests and grants made possible and permitted by law.

4. Types of membership

4.1. Regular members

These are physicians with specific interest and experience in Medical Shockwave Treatment who are active in the work of the Society.

4.2. Members in retirement status

These are former regular members who wish to retain their membership following professional retirement; members in retirement status are entitled to the same rights as regular members without obligatory membership dues. A membership fee reduction can be granted at Society's events.

4.3. Honorary Fellows

These are individuals who have rendered exceptional services to the advancement of Medical Shockwave Treatment or to the Society itself.

4.3.1. Honorary Fellows are elected lifelong by the Annual General Meeting nominated by the Managing Board.

4.3.2. The Honorary Fellows are invited to join the meetings of the Managing Board in an advisory capacity and to support the Managing Board with consultancy services.

4.3.3. Honorary Fellows have full rights for attending meetings and voting, but the payment of the annual membership fee is optional.

4.3.4. One Honorary fellow can be nominated as Honorary President for the managing board. This position includes full voting rights on the managing board.

4.4. Associated members

These are scientists, physicians as well as individuals from medical and non-medical organizations who are active in fields related to Medical Shockwave Treatment

4.4.1. Associate Members may attend the annual general meeting, but do not have voting rights.

5. Becoming a member

5.1. Individuals who are certified to practice medicine and are actively practicing medicine are eligible to become regular members of the Society.

5.2. An application for membership shall be supported by two sponsors who are regular members of the Society. Admission of prospective members and Promoting Members is to be ultimately decided during the Annual General Meeting. Admission may be refused without indicating any reasons.

5.3. The nomination of Honorary Fellows and Associate Members shall be performed during the Annual General Meeting following recommendations of the Managing Board.

6. Termination of membership

Membership is terminated by death, voluntary withdrawal, deletion or expulsion.

6.1. Voluntary withdrawal

Voluntary withdrawal can be made anytime; it must, however, be declared to the Managing Board in writing and does not constitute a release from any obligations to the Society incurred prior to the date of withdrawal.

6.2. Expulsion due to membership arrears

The Managing Board can expel a member if the said member is more than two years in arrears with membership due payments despite having been sent two reminders. Expulsion shall not affect the obligation to pay outstanding membership dues.

6.3. Expulsion of a member due to gross violation of the interest of the Society or as a result of dishonorable conduct

The expulsion of a member from the Society due to dishonorable conduct or gross violation of the interests of the Society can be undertaken by the Managing Board. An appeal against an expulsion decision can be made at the Annual General Meeting if it is done within two weeks upon receipt of the written resolution of expulsion. The rights and duties of membership shall be suspended until a decision has been reached at the Annual General Meeting.

6.4. Withdrawal of honorary fellowship, supporting membership and associate membership

The decision to withdraw honorary membership, promoting membership and associate membership as a consequence of violation of the Society's interests or dishonorable conduct may be taken at the Annual General Meeting upon a motion moved by the Managing Board.

7. Rights and duties of members

7.1. Right to participate in events

Members are entitled to participate in all events of the Society and to avail of the Society's facilities, whose use may incur a financial charge (conference fees or the like).

Members shall be informed of all events in a timely fashion so that they may be able to exercise this right.

7.2. Voting and election rights in the Annual General Meeting

The right to vote at the Annual General Meeting, including active or passive election voting right, is reserved exclusively for regular members. Members who are granted regular membership status at the Annual General Meeting are not eligible to vote at the same meeting but will be entitled to do so starting at the next Annual General Meeting.

Promoting Members and Associate Members are not eligible to vote at the Annual General Meeting.

7.3. Right to information regarding the agenda of the Society

Regular members are entitled to be kept informed of the activities of the Society and the financial handling of affairs by the Managing Board at every Annual General Meeting.

7.4. Duty to promote the interests of the Society

Members shall promote the interests of the Society to the best of their ability and refrain from all acts that might prove detrimental to the reputation and purposes of the Society.

7.5. Duty to disseminate published scientific knowledge

To ensure that the Society is kept up-to-date of Shockwave Treatment knowledge (especially in regards to the musculoskeletal system) regular members are asked to inform the Managing Board of the latest scientific findings and submit copies of any publications to the Managing Board.

7.6. Membership dues

Regular members are obliged to punctually pay membership dues in the amount set by the Annual General Meeting.

The period of membership is from January 1st to December 31st of each calendar year.

7.7. Exemption from membership dues

Members in retirement status and Honorary Fellows are exempt from due payment obligations.

7.8. Automatic direct debiting of membership dues

Due to the difficulty of charging membership dues internationally, every member shall have the amount automatically deducted from his/her credit card account annually. In case of withdrawal of membership, the member shall cancel the direct debit by writing to the General Secretary.

8. Annual General Meeting

8.1. Frequency, date und location

The Annual General Meeting takes place once a year. The location and date of the Annual General Meeting shall be fixed at the previous Annual General Meeting. The Management Board must communicate any changes of date and/or location to all members at least four weeks prior to the appointed new date of the Annual General Meeting.

8.2. Extraordinary General Meeting

An Extraordinary General Meeting shall convene upon the resolution of the Managing Board or of the Annual General Meeting or upon a written application with sufficient grounds signed by at least 10 % of the active members or at the behest of the auditors. In the aforementioned cases, an Extraordinary General Meeting must take place no later than 6 months after the application for its calling has reached the Managing Board. The procedure of an Extraordinary General Meeting is the same as the procedure of the Annual General Meeting.

8.3. Invitation to the (extraordinary) general meeting

All members shall be invited in writing to ordinary and extraordinary general meetings at least four weeks in advance of the appointed date. The appointment of the date of the Annual General Meeting shall include a specification of the agenda. Meetings shall be called by the Managing Board.

Members who fail to notify in writing the Society's office of address changes or have not had the changes confirmed in writing are not entitled to timely reception of information from the Society.

8.4. Motions regarding agenda items

Motions concerning items on the agenda that reach the Managing Board (President or General Secretary) in writing at least 7 days in advance of the date of the Annual General Meeting have to be included; the Managing Board may also appoint items on the agenda at short notice.

8.5. Valid resolutions

Valid resolutions – with the exception of a call for an extraordinary general meeting - may only be passed with regard to items on the agenda.

8.6. Participation, voting and election rights

All members with the exception of Associate and Promoting Members are entitled to participate in the Annual General Meeting. Voting and election rights are determined by Clause 7 of the Constitution. Every eligible member shall have one vote. The transfer of voting rights is prohibited. Written voting of an agenda item is permitted. The Annual

General Meeting shall constitute a quorum regardless of the number of voting members present if it has been called in accordance with the Constitution.

8.7. Elections and amendment resolutions

Elections and amendment resolutions at the Annual General Meeting shall normally be decided by a simple majority of votes. Resolutions to amend the Constitution of the Society or to dissolve the Society shall however require a qualified majority of two-thirds of the valid votes cast and occur after a secret ballot following the motion of one or more regular members.

8.8. Chair of the Annual General Meeting

The President shall chair the Annual General Meeting. If s/he is unable to attend, the chair shall be assumed by the Vice President. If the Vice President is also unable to attend, the chair shall be assumed by the General Secretary. If s/he is unable to attend as well, the chair shall be assumed by the most senior member of the Managing Board.

9. Duties of the Annual General Meeting

9.1. Approval of the statement of account and the closing of accounts.

9.2. Appointment and dismissal of the members of the Managing Board and of the auditors.

9.3. Setting membership dues.

9.4. Decisions about admissions and expulsions of members

Final decisions on the admission of members and on appeals against expulsions from membership.

Confirmation and expulsion of Honorary Fellowship, as well as Promoting and Associate Memberships.

9.5. Resolutions concerning the constitution and the dissolution of the Society

Ratifying resolutions concerning amendments to the constitution and the voluntary dissolution of the Society.

9.6. Consultation and ratification of resolutions of other issues and matters on the agenda.

10. Officers of the Society

10.1. Managing Board

10.1.1. Members of the Managing Board:

- President
- Vice President
- Congress President
- Future Congress President

- Past Congress President
- Honorary Presidents
- General Secretary
- Membership Secretary
- Scientific Secretary
- Education Secretary
- Business Affairs Coordinator
- Treasurer
- Research Coordinator
- Compliance Committee Officer
- (Up to two) Compliance Committee Members

10.1.2. Appointment procedures of the Managing Board

Board members should be from diverse professional fields as well as different countries.

The officials are elected by the members at the Annual General Meeting. All members are able to nominate candidates. The proposals have to be sent to the General Secretary on time, so the proposals can be discussed at the Managing Board Meeting.

The term of office for the officials is regularly three years (except the Congress Presidents, see next section).

The term of office for the Congress President, the Future Congress President and the Past Congress President is regularly one year. The election for the Future Congress Manager means, that the term is one year, afterwards the status changes automatically into the Congress President for one year, afterwards into the status of the Past Congress President.

An annual change of the officials can be concluded on the suggestion of the Managing Board every year at the Annual General Meeting.

Re-election is permitted.

A meeting of the Managing Board has to be called in writing or orally by the General Secretary with authorization of the President, if the President is unable to do so, the function of the Presidency shall be transmitted to the Vice President.

The Managing Board shall constitute a quorum when all its members have been invited and at least four are present.

The Managing Board shall pass its resolutions by a simple majority. In the event of a tie, the Chair shall cast the deciding vote.

The Managing Board shall be chaired by the President. If s/he is unable to attend, the meeting shall be chaired by the Vice President, or the General Secretary (in this order).

With the exception of death or expiration of the term of office, the function of a member of the Managing Board shall terminate through resignation.

The members of the Managing Board can announce their resignation in writing at any time. The announcement of resignation shall be submitted to the Managing Board. In the event of the resignation of the entire Managing Board it shall be submitted to the Annual General Meeting. In this case the resignation shall come into effect only upon the election of the new Managing Board.

10.1.3. Duties of the Managing Board

The Managing Board is responsible for the running of the Society. It is charged with all duties not allocated to another body of the Society by the Constitution.

The following matters fall within its domain:

- coordination and planning of scientific activities
- documentation of the scientific activities of its members
- administration of the assets of the Society
- preparation of the annual budget, as well as the annual report and statement of accounts
- preparation and calling of the Annual General Meeting and extraordinary meetings
- calling for and preparation of nominations for the Annual General Meeting
- admission, expulsion, and deletion of members of the Society
- hiring and termination of employment of Society staff

10.1.4. Finances

The Society is the owner of the Society's bank account.

The signatory power and power of disposal of the Society's estates are held by:

- The President
- The Treasurer
- The General Secretary
- Any individual who - to alleviate the financial activities of the Society - is given signatory power by the Managing Board (for instance, a secretary of the Society or in the case of the exclusively non-Austrian Managing Board Officer an Austrian member of the Society, who at the behest of the responsible parties (the President, Treasurer or General Secretary) assumes management of the Society's bank account and financial transactions)

The Managing Board decides by majority about the details, how the financial report and the financial book-keeping of its revenues, expenditures and credit balance has to be established.

A book-keeping period lasts from January 1st to December 31st of the book-keeping year.

10.1.5. Duties of individual Managing Board members

10.1.5.1. The President

10.1.5.1.1. The President shall represent the Society in all external negotiations. If the President is not available, his duties shall be assumed by the Vice President, or by the General Secretary, if the President and the Vice President are not available.

10.1.5.1.2. The President shall chair the Annual General Meeting and meetings of the Managing Board.

10.1.5.1.3. In case of emergency - this applies to matters that fall within the scope of activities of the Annual General Meeting or the Managing Board - s/he is authorized to issue instructions, though these require retroactive approval by the responsible body of the Society.

10.1.5.1.4. The President supports the organization of ISMST events.

10.1.5.1.5. The President supports the members in their discussions with state authorities and institutions charged with the preparation of guidelines for the implementation and compensation of shockwave treatment on national and international levels.

10.1.5.1.6. The President and the General Secretary are empowered to sign all contracts and agreements concerning the ISMST with acceptance of the Managing Board concerning.

10.1.5.2. The Vice President

10.1.5.2.1. The Vice President supports the President in all activities. The Vice President replaces the President for the time, that the President is unable to perform his duties, and in case of permanent prevention of the President until the General Meeting elected a new President. The Vice President assumes all competences and authorities of the President during the time he/she substitutes the President.

10.1.5.3. The Congress President

10.1.5.3.1. The Congress President is the organizers of the next annual ISMST Congress.

10.1.5.3.2. The organization of the Congress shall be supported by the whole Managing Board, the financial risk (the contingent liability) is an obligation of the Congress President ad personam.

10.1.5.4. The Past Congress President

10.1.5.4.1. After the organization of the ISMST Congress the Organizer shall stay in the Managing Board as the Past Congress President.

10.1.5.4.2. The Past Congress President supports and advises organizers of ISMST activities as the annual ISMST Congress.

10.1.5.4.3. The Past Congress President shall close the Congress organizationally and financially and shall create a report about the Congress details, which must be presented to the Managing Board and to the Annual General Meeting. The Annual General Meeting shall discharge the Past President of his/her duties in case of correct completion, otherwise the ISMST would not accept and assume the open dues and obligations.

10.1.5.5. The Future Congress President

10.1.5.5.1. The Future Congress President is the successor of the Congress President.

10.1.5.5.2. The Future Congress President is regularly the organizer of the annual ISMST Congress within the next year.

10.1.5.5.3. The Future Congress President supports and advises organizers of ISMST activities as the annual ISMST Congress.

10.1.5.6. The General Secretary

The General Secretary oversees the Society's everyday business matters and in this capacity he/she is also the Society's official representative to the outside world.

10.1.5.6.1. Coordination of Communication

- The Society's internal correspondence and messages
- Assisting the President and conference organizers in announcing the Society's events and activities.

10.1.5.6.2. Bookkeeping and processing of the financial transactions of the Society. Financial transactions are performed by one or more members of the Management Board that is authorized to sign or other assistance (such as a secretary). The Management Board assigns signing authority to individuals.

10.1.5.6.3. The Society may provide the General Secretary with personal assistance, such as a secretary, who aids him/her in his/her work, and the Society may also grant that assistant signatory power.

10.1.5.6.4. The General Secretary and the President are empowered to sign all contracts and agreements concerning the ISMST with acceptance of the Managing Board concerning.

10.1.5.6.5. Maintenance of the Web site: The Society considers the Web site its most important instrument of communication. It is the responsibility of the General Secretary to ensure that the Web site is kept up-to-date and to organize the presence of the ISMST at the social media. The General Secretary is empowered to delegate this task to a third party, the cost of which shall be assumed by the Society.

10.1.5.6.6. The General Secretary shall be responsible for taking the minutes of meetings and documenting in writing all resolutions of the Society.

10.1.5.6.7. The General Secretary is responsible for the handling of the formal duties of the Society (annual registrations at the state authority for societies and organizations).

10.1.5.6.8. Maintenance of the Web site: The Society considers the Web site its most important instrument of communication. It is the responsibility of the Communication Coordinator to ensure that the Web site is kept up-to-date. The General Secretary is empowered to delegate this task to a third party, the cost of which shall be assumed by the Society.

10.1.5.6.9. If the General Secretary is unable to perform these duties, they shall be assumed by the Membership Secretary or by the Scientific Secretary or by another member of the Society appointed by the president.

10.1.5.7. The Membership Secretary

10.1.5.7.1. The Membership Secretary is in charge of the membership list and all matters relating to membership.

10.1.5.7.2. The General Secretary aids the Membership Secretary in the communication and levying of annual membership fees.

10.1.5.8. The Scientific Secretary

10.1.5.8.1. The Scientific Secretary is responsible for the administration of scientific records and publications of the Society.

10.1.5.8.2. S/he oversees the development of scientific activities of the Society and in this capacity works closely with the organizers. S/he also initiates future activities and presents proposals and prospective organizers before the Managing Board for consideration. The final decision lies with the Managing Board.

10.1.5.8.3. S/he provides assistance on all the scientific publications of the Society.

10.1.5.9. The Education Secretary

10.1.5.9.1. The Education Secretary is responsible for the organization and the implementation of educational ISMST activities.

10.1.5.9.2. S/he works in this capacity closely with the organizers of the ISMST Congresses. S/he initiates future activities and presents proposals for prospective organizers before the Managing Board, which then makes a definite decision.

10.1.5.9.3. S/he provides assistance for all the scientific publications of the Society.

10.1.5.10. The Treasurer

10.1.5.10.1. The Treasurer is responsible for the proper handling of the finances of the Society. S/he shall administrate all the revenues and expenditures of the

Society and is in charge of its financial reporting and preparation of a budget proposal at the Annual General Meeting.

10.1.5.10.2. Accounting is done externally. The treasurer is responsible to task a tax accountant or auditor and provide all documents. The Managing Board has to be informed about the procedures at all times and may demand a change of accounting office with a majority vote.

10.1.5.10.3. Should the Treasurer be unable to perform his duties, they shall be assumed by a member appointed by the President.

10.1.5.11. The Business Affairs Coordinator

10.1.5.11.1. The Business Coordinator is responsible for liaising with the industrial sector. All members of the Society and in particular the Managing Board shall cultivate contact with the manufacturers and trade companies of shockwave devices, while the Business Coordinator shall coordinate such communication activities.

10.1.5.11.2. Industry should be obtained as sponsors to be part of the society's activities.

10.1.5.12. The Research Coordinator

10.1.5.12.1. The Research Coordinator shall follow the worldwide research activities about shockwave technologies, basic research and clinical studies. The Research Coordinator should support the organization of periodic Basic Research Meetings, to promote basic research to the society's members.

10.1.5.13. Managing Board Member without portfolio

10.1.5.13.1. An additional member without a portfolio can be invited to attend and vote as part of the Managing Board by agreement of the existing Managing Board members, if the Managing Board considers it necessary to accomplish upcoming challenges.

10.1.5.13.2. The entire Managing Board assigns the member of the Managing Board without a portfolio. This person has the same rights and duties as the other members of the Managing Board.

10.1.5.14. Compliance Committee Officer

10.1.5.14.1. The Compliance Committee is established to advise and assist the implementation of the ISMST Guideline of Compliance and Code of Conduct.

10.1.5.14.2. The Compliance Committee Officer is leading the Compliance Committee. He is collecting the cases and he is organizing the meetings of the Compliance Committee.

10.1.5.15. Compliance Committee Members

10.1.5.15.1. There are up to two Compliance Committee Members, who support the work of the Compliance Committee Officer.

10.1.5.15.2. The decisions of the Compliance Committee are reached by a simple majority according to democratic principles.

The deputies of the Members of the Managing Board may step into their function only if those are unable to attend their duties; this however shall not affect the validity of acts performed by the deputies.

10.2. The Former Presidents

10.2.1. All former Presidents of the ISMST have the right to participate at the Managing Board Meetings to counsel the Managing Board.

10.3. Non-Managing Board officers

10.3.1. The Auditors

10.3.1.1. The annual general meeting shall elect two auditors for the term of office of the managing board. Re-election to office is possible.

10.3.1.2. The auditors are responsible for the day-to-day supervision of business activities and the examination of the final accounts. They shall report the results of their scrutiny to the Annual General Meeting.

10.3.2. The Conference Secretary

10.3.2.1. A Conference Secretary may be appointed by the President of the Society or by the Managing Board; s/he may assume in part or in whole the responsibility of the President's agenda at the conference. The Conference Secretary may be granted the power to place orders or reservations orally or in writing or whatever else is necessary for the purpose of the conference. A written attestation must be made before this can come into effect (i.e. a written decision by the Managing Board or a letter from the President.).

10.3.2.2. The Conference Secretary is not a member of the Managing Board, though s/he should take part in the sessions of the Managing Board in order to be able to, on the one side, provide information to the Managing Board and, on the other, to better understand the wishes and ideas of the Managing Board.

10.3.3. The Advisory Committee Members

10.3.3.1. Up to 20 advisory committee members from possibly various countries or scopes of activity shall be appointed.

10.3.3.2. Advisory Committee Members shall have an advisory function and support the Managing Board in its respective activity.

10.3.3.3. Advisory Committee Members may be invited to the sessions of the Managing Board where they can contribute to the discussion and help finding the best possible resolution.

10.3.3.4. Advisory Committee Members may be entrusted with specific tasks, for example, the drafting of passages or information intended for the Society's Web site or the preparation of official statements for third parties which are then to be submitted by the Managing Board or the President.

11. The Court of Arbitration

- 11.1. The arbitration tribunal shall decide all disputes arising within the Society.
- 11.2. The arbitration tribunal shall be composed of five regular members. It shall be constituted in such a way that each party to the dispute shall name two regular members as representatives of its interests to the Managing Board. The representatives nominated shall thus elect a fifth regular member as chair of the arbitration tribunal with a majority vote. In the event of a tie another regular member shall be voted. Only if no regular member can get a majority vote, a decision among the nominees shall be reached by lottery and is to be drawn by the President.
- 11.3. The arbitration tribunal shall take its decisions in the presence of all its members by a simple majority of votes. Decisions are taken to the best of the tribunal's knowledge and belief. Its decisions are final within the Society.

12. Dissolution of the Society

- 12.1. The voluntary dissolution of the Society can only be resolved at an extraordinary general meeting called for this purpose and only with the majority of votes stipulated in Clause 8.7 of the constitution.
- 12.2. The final Managing Board of the Society must notify in writing the authority responsible for societies of the voluntary dissolution.
- 12.3. They shall be handed over by the retiring Managing Board or its representative to a legal entity (after the resolution of dissolution of the Society it is called Liquidator) which is recognized by the Annual General Meeting and acts non-profit, charitable, or ecclesiastical in its activities as defined in Sections 34 et seqq. of the Federal tax code in Austria, Bundesabgabenordnung §§34ff (BAO §§34ff). Remaining assets must be used for charitable causes according to Sections 34 et seqq. of the Federal tax code in Austria, Bundesabgabenordnung §§34ff (BAO §§34ff). This is also the case if the favored purpose of the Society has been eliminated.

Resolved by the members of the ISMST in Vienna, Austria, November 4th, 2021 at the 24th AGM (Annual General Meeting) of the ISMST³ according to democratic principles by a simple majority.

³ AGM = Annual General Meeting