



BY-LAWS of the European Academy of Myopia Management (EurOK)

Chapter I

Constitution and duration

Art. 1. The European Academy of Myopia Management (EurOK) ("the Association") is established as an unincorporated, non-profit association in accordance with the Italian Civil Code, Legislative Decree No. 117/2017, and all applicable laws and regulations.

The Association operates exclusively for scientific, educational, informational, and professional purposes in the collective interest. No profits, surpluses, reserves, funds, or assets may be distributed directly or indirectly to members during the life of the Association except where expressly required by law..

The Association is the European continental section of the International Academy of Orthokeratology and Myopia Control (IAOMC), hereinafter referred to as the "International Academy," including any future change of name or successor denomination duly adopted by that organization. The European Academy pursues its objectives in coordination with, and in furtherance of, the mission, objectives, scientific activities, educational programmes of the International Academy, while maintaining its own legal identity and governance as provided in these By-laws.

Location

Art. 2. The registered office of the Association shall be located in the Municipality of Venice, Italy. The registered address may be changed within the same municipality without requiring an amendment to these By-Laws.

The Association may establish branches, representative offices, delegations, or national divisions in Italy or abroad as determined by the Board of Directors.

Goals and Objects

Art. 3. The Association shall promote the advancement, dissemination, and development of myopia management and related scientific disciplines.

To achieve these purposes, the Association may:

- (a) facilitate scientific, clinical, medical, educational and technical exchange;
- (b) organise congresses, conferences, seminars, educational programs, workshops, and exhibitions;
- (c) publish educational and scientific materials;
- (d) maintain websites and communication platforms;
- (e) promote research through grants, scholarships, awards, and collaborative projects;
- (f) develop professional standards, clinical guidelines, best-practice recommendations, and codes of ethics;
- (g) represent the collective interests of members before public and private institutions;



- (h) cooperate with professional bodies, scientific organisations, universities, public authorities, and private entities; and
- (i) undertake any lawful activity necessary to further the Association's objectives.

National Sections

Art. 4 – The Board of Directors may establish national divisions or Sections to coordinate local activities. The constitution, designation, and regulation of each national division are approved by the Board of Directors. Each Section may be assigned a Coordinator or Representative and, where appropriate, a Deputy Coordinator. National divisions shall operate in accordance with policies and regulations approved by the Board of Directors.

Chapter II

Members

Art. 5 – Membership Eligibility and Admission

1. Membership in the Association shall be open to individuals, institutions, associations, and other organisations that support the purposes and objectives of the Association.
2. Eligible members may reside within the European territory or in non-European countries where no local organisation dedicated to myopia management or related disciplines exists.
3. Applications for membership shall be submitted in the form and manner prescribed by the Association.
4. By accepting membership, each member agrees to comply with these Bylaws and with all resolutions, policies, and decisions duly adopted by the governing bodies of the Association.
5. The Executive Board shall have the sole authority to approve or refuse applications for membership. Registration and payment of the membership fee through the Association's website shall constitute an application for membership only and shall not automatically confer membership rights.
6. The Executive Board may refuse an application where the applicant does not satisfy the eligibility criteria established by these By-laws, has provided false or incomplete information, has previously been expelled from the Association, or where the Board reasonably determines that the applicant's conduct, activities, or interests are incompatible with the purposes, values, or proper functioning of the Association.
7. Any decision to refuse an application shall be made in good faith, on reasonable and non-discriminatory grounds, and shall be communicated to the applicant.
8. The Executive Board shall have sole discretion to approve or refuse applications for membership. A refusal of admission shall not constitute an exclusion or expulsion from the Association, and the Executive Board's decision shall be final.

There are three categories of members:

- a) Ordinary;
- b) Certified members: certification in Myopia Management (IACMM) and Fellowship



c) Honorary members;

In addition, members may be designated under the following classifications for administrative and fee purposes:

a. Student Members – individuals under twenty-five (25) years of age who are enrolled in a recognised educational institution.

b. Senior Members – individuals aged seventy (70) years or older.

Upon proposal by the Board of Directors, the Assembly may appoint Honorary Members in recognition of exceptional scientific, pedagogical, clinical, or professional contributions. The appointment of an Honorary Member shall require the affirmative vote of two-thirds (2/3) of the votes present or represented at the Assembly meeting. Abstentions shall not be counted in determining the required majority

The activities of each member must fall within the purposes of the Association. The member has the right:

- To participate in every activity organised by the Association
- To be informed of all activities of the Association and may be reimbursed for expenses incurred on behalf of the Association's goals.
- To vote for all resolutions permitted by this by-law
- Each member has the right to one vote.
- To participate, actively or passively, in the election of the Board of Directors
- Members registered for at least 3 months have the right to vote
- Legal entities, associations, and other organisations may be admitted as aggregated members. Such entities shall be subject to the same or substantially similar obligations and requirements as those applicable to individual members, as applicable. Legal entities, associations, and organisations may be admitted upon application and in accordance with the Association's Constitution, applicable laws, and these Bylaws. For commercial entities, proof of registration with the relevant Chamber of Commerce or equivalent authority shall be required.

Certification in Myopia Management and Fellowship

A Member in Good Standing may apply for certification in Myopia Management. Eligibility for Fellowship in Myopia Management requires that the applicant have been a Member in Good Standing for at least two (2) consecutive years immediately preceding the application date.

To maintain Fellow status, a member must attend national or international meetings concerning orthokeratology and myopia control in subsequent years and provide documentation of such participation with each fellowship renewal application.

Every two years, a Fellow must submit documentation demonstrating compliance with the educational requirements established by the International Academy for the continuation of Fellow status. The criteria for maintaining Fellow status shall be set out in the Regulations.



Art. 6 – Membership shall remain valid for a period of one (1) year from the date of initial subscription or renewal. Membership shall automatically renew for successive twelve (12)-month periods unless the member provides notice of cancellation before the renewal date. Where a member has authorised recurring payment by credit card or another approved payment method, the Association may automatically collect the applicable membership fee upon renewal.

Temporary membership or reimbursement of dues is not permitted. Each Member must pay an "annual membership fee" to the Association. The annual membership fee and its calculation parameters will be determined by the Board of Directors, considering different fees for different categories of Members or Countries, in accordance with budget needs. Membership dues cannot be revalued and are non-transferable except in case of mortis causa

Art. 7 – Membership may terminate by:

- (a) resignation;
- (b) non-payment of membership fees;
- (c) violation of these By-Laws or Association regulations;
- (d) loss of professional qualifications where relevant;
- (e) criminal conviction affecting professional standing;
- (f) insolvency proceedings; or
- (g) cessation of professional activity.

The exclusion of the member in case of subsection c) of this By-law is decided by the Board of Directors by an absolute majority (half plus one) of the present or represented votes. The Member shall be temporarily suspended from the Association upon the Executive Board's decision to exclude. The excluded Member may appeal the decision to the Assembly within fifteen (15) days of receiving notice of the exclusion.

The appeal shall be considered and decided at the first Assembly meeting following receipt of the appeal, or, alternatively, by electronic voting via a dedicated voting page on the Association's official website. For the purposes of quorum and voting, electronic votes shall have the same validity and effect as votes cast in person.

The Assembly shall decide the appeal by an absolute majority (more than one-half) of the votes cast by Members in good standing who are present, represented by proxy, or who have validly voted electronically, abstentions not being counted.

Chapter III

Governance bodies of the Academy

Art. 8 – The Academy shall carry out its mission through the following governance bodies:

- a) The General Assembly;
- b) The Executive/Board of Directors
- c) The Scientific and Clinical Board;
- d) The Education and Professional Development Board;
- e) The International Relations Board;



- f) The Communication Board
- g) The Ethics and Standards Board.

The Executive Board shall be the principal governing and decision-making body of the Academy between meetings of the General Assembly.

All the positions are voluntary. This does not exclude compensation for other tasks within the Association. All Members in good standing, excluding those registered in the special sections, can apply for social tasks in the Association.

Assembly

Art. 9 – The Assembly is the sovereign body of the Association and consists of all Members and those registered in the appropriate sections. Any legal person and/or association member represented by a delegate shall have one vote and may participate in Assembly proceedings.

Only Members in good standing, who have paid their membership fees, have the right to participate in the Assembly. The regularity of membership status shall be determined by the University of the Members.

The deliberations and decisions of the Assembly shall comply with these Bylaws and the applicable laws and regulations. Every Member shall have one vote.

Art. 10 – The Assembly shall meet:

- once each year to approve the budget and elect officers, if required;
- whenever the Board of Directors deems it necessary;
- upon the request of at least one-fifth (1/5) of the Members;
- in particularly urgent circumstances, upon the decision of the Board of Directors, the President, or, in the absence of the President, the Vice President.

The notice convening the Assembly shall be sent by the President of the Board of Directors through registered letter, telegram, fax, email, or another reliable means of communication at least eight (8) days before the meeting date. The notice shall specify the agenda, place, date, and time of the meeting.

At the first call of the Assembly, a quorum shall exist when Members present or duly represented hold not less than one-half (1/2) of the voting rights of all Members in good standing, excluding Members whose membership fees are in arrears. Resolutions shall be adopted by an absolute majority (more than one-half) of the votes cast by Members present or represented by proxy, abstentions not being counted.

At the second call of the Assembly, the Assembly shall be validly constituted regardless of the number of Members present or represented by proxy, provided that only Members in good standing, excluding those whose membership fees are in arrears, may exercise voting rights. Resolutions shall be adopted by an absolute majority (more than one-half) of the votes cast by Members present or represented, abstentions not being counted.



Voting may be conducted by secret ballot. In the event of a tie, the vote of the President of the Assembly shall be decisive.

The favourable vote of at least three-quarters (3/4) of the Members is required to deliberate on the dissolution of the Association.

Any amendment to these By-laws or to the Regulations of the Association shall require the favourable vote of at least two-thirds (2/3) of all Members of the Association.

Such voting may be conducted either in person at the Assembly or electronically via a dedicated voting page on the Association's official website. Electronic voting shall have the same validity and effect as voting in person, provided that the Member's identity and the integrity of the voting process are adequately ensured.

Minutes of the Assembly shall be prepared and signed by the President and the Secretary and entered into the Association's records.

Art. 11 – The Assembly has the right to:

- a) elect the Board of Directors;
- b) appoint the Control Body, when the conditions of law are met
- c) make amendments to the present By-law and Regulation;
- d) dissolve the Association and appoint liquidators;
- e) review each topic that the Board of Directors submits to the Assembly's attention;
- f) review any topic that one third of the members submit to the Assembly's attention;
- g) approve the preliminary and final budget and related and consequential deliberations.

Executive Board or Board of Directors

Art. 12 - The Executive Board shall be responsible for the overall governance, strategic direction, administration, financial management, and legal compliance of the Academy.

The Executive Board shall consist of: the President; the Vice-President; the Secretary/Treasurer; and three (3) Members elected by the Assembly or by electronic election through the website.

The Board of Directors;

- elects the President, the possible Vice-President and the Secretary-Treasurer, among its members.
- Implement the resolutions of the General Assembly;
- Approve annual programs, meeting venue, projects, and budgets;
- may establish Standing Boards and Committees as necessary to further the purposes of the Association, including but not limited to the Scientific and Clinical Board, Education and Professional Development Board, International Relations



- Board, Communications Board, and Ethics Board.
- shall appoint the Chair of each Standing Board. A member of the Executive Board may serve concurrently as Chair of a Standing Board
- may designate one or more of its members to serve as Chair or liaison to a Standing Board. Such a member shall oversee the Board's activities, report to the Executive Board, and ensure alignment between the Board's activities and the Association's strategic objectives.
- draws up, after hearing the Treasurer, the final balance sheet to be submitted to the Assembly for approval.
- Evaluate and approve the projects proposed by the Scientific, Educational, International and Ethical Boards
- Performs all acts of ordinary and extraordinary administration

Regulations:

1. The President shall be elected from among the members of the Board of Directors, except in the case of the first Board of Directors, which shall be constituted as provided in the founding documents.
2. The ordinary Board members shall be elected either by the General Assembly of Members or through online voting on the dedicated EurOK website page.
3. Except for the first Board of Directors, no more than three (3) ordinary members of the Board of Directors may be nationals of, or ordinarily resident in, the same European country.
4. Only members of the Association in good standing shall be eligible for election to the Board of Directors.
5. Members of the Board of Directors shall serve a term of three (3) years and may be re-elected without limitation unless otherwise provided by these Bylaws.
6. Each member of the Board of Directors shall disclose to the Board any actual, potential, or perceived conflict of interest that may arise in connection with the affairs of the Association. Such disclosure shall be made upon appointment or election to the Board and shall be updated promptly whenever relevant circumstances change. A Director who has a conflict of interest with respect to a matter under consideration by the Board shall disclose the nature of the conflict and shall refrain from participating in the discussion, deliberation, or vote relating to that matter, except to the extent necessary to provide factual information requested by the Board. The disclosure of the conflict and any recusal from discussion or voting shall be recorded in the minutes of the relevant meeting.
7. The Board of Directors shall meet at least once each calendar year and shall be convened by the President. Additional meetings may be scheduled by electronic notice and held electronically.
8. Meetings of the Board of Directors shall be validly constituted when a majority of its members is present.
9. Resolutions of the Board of Directors shall be adopted by a majority of the votes cast by the members present. Abstentions shall not be counted as votes cast. All resolutions shall be recorded in minutes signed by the President and the Secretary of the meeting.
10. All members of the Association, except those who are not up to date with the payment of their membership fees, shall have the right to inspect the minutes of the Board of Directors upon written request submitted to the Board.



11. In the event that one or more positions on the Board of Directors become vacant before the expiration of the term of office, the unelected candidates who received the highest number of votes in the most recent election for the Board of Directors shall fill the vacant positions in descending order of votes received. Such replacement directors shall serve for the remainder of the term of the directors they replace.
12. Each member of the Board of Directors shall have one (1) vote. In the event of a tie, the President shall have a casting vote. However, when voting is conducted by secret ballot, a tied vote shall result in the proposal being rejected.
13. The Board of Directors shall have the broadest powers necessary for the ordinary and extraordinary administration of the Association, except for matters reserved by law or by these Bylaws to the exclusive competence of the General Assembly.
14. Each year, the Board of Directors, after consultation with the Treasurer, shall prepare the annual financial statements and any other financial reports required by law or these Bylaws and shall submit them to the General Assembly for approval.
15. The financial year of the Association shall begin on 1 January and end on 31 December of each year.
16. The Board of Directors shall determine the amount of the annual membership fee.
17. The Board of Directors shall appoint four representatives from among its members to serve on the Board of Directors of the International Academy. Representatives shall serve for as long as they remain members of the EurOK Board of Directors, unless replaced by the Board.

Scientific and Clinical Board

The Scientific and Clinical Board shall serve as the Academy's principal scientific advisory body.

Its responsibilities shall include:

- a) Advising on scientific and clinical matters related to myopia management;
- b) Prepares the scientific program of EurOK Meetings
- c) Supporting the development of evidence-based guidelines, consensus statements, and position papers;
- d) Reviewing scientific content presented under the auspices of the Academy;
- e) Promoting research, innovation, and scientific excellence;
- f) Advising the Executive Board on emerging developments in myopia prevention, diagnosis, and treatment.

Education and Professional Development Board

The Education and Professional Development Board shall oversee the Academy's educational initiatives.

Its responsibilities shall include:



- a) Developing educational programs, courses, and training activities;
- b) Manages Certification and Fellowship programs
- c) Advising on certification and accreditation initiatives;
- d) Supporting conferences, workshops, webinars, and educational publications;
- e) Ensuring the quality and relevance of educational activities.

International Relations Board

The International Relations Board shall promote the Academy's international mission and visibility.

Its responsibilities shall include:

- a) Developing relationships with international scientific societies, professional organisations, universities, and institutions;
- b) Facilitating international cooperation and collaborative projects;
- c) Supporting the establishment of regional chapters and international networks;
- d) Advising on global strategies to advance myopia management and public awareness.

Communication Board

Shall promote external communication through:

- a) Media relations
- b) Social media
- c) Website
- d) Newsletter
- e) Branding
- f) Press communication

Ethics and Standards Board

The Ethics and Standards Board shall promote integrity, transparency, and professional excellence within the Academy.

Its responsibilities shall include:

- a) Advising on ethical matters affecting the Academy and its activities;
- b) Developing and reviewing codes of conduct and professional standards;
- c) Evaluating conflicts of interest and providing recommendations regarding their management;
- d) Supporting transparency and good governance practices;
- e) Advising the Executive Board on matters related to professional ethics and organizational accountability.



Nature of Advisory Boards

The Scientific and Clinical Board, Education and Professional Development Board, International Relations Board, and Ethics and Standards Board shall function as advisory and consultative bodies.

These boards may provide recommendations, opinions, and technical guidance but shall not exercise governing authority unless expressly delegated by the Executive Board.

Appointment and Terms

Members and Chairpersons of the advisory boards shall be appointed by the Executive Board based on their expertise, professional standing, and commitment to the mission of the Academy.

The Executive Board shall determine the number of members, terms of office, eligibility criteria, and operating procedures of each board.

Joint Meetings

The Executive Board may convene joint meetings with one or more advisory boards whenever matters requiring interdisciplinary expertise are under consideration.

The Chairpersons of the advisory boards may be invited to attend meetings of the Executive Board in a non-voting advisory capacity unless they are elected members of the Executive Board.

President of the Association

Art. 13 – The President of the Association shall be elected from among the members of the Board of Directors. In accordance with the Bylaws of the International Academy, the President may be re-elected for up to three consecutive terms. Any further re-election beyond this limit shall require a derogation approved by at least two-thirds (2/3) of the members entitled to vote.

The President is the legal representative of the Association for all purposes, both in dealings with third parties and in judicial proceedings, with the authority to appoint attorneys, legal counsel, and proxies.

The President shall ensure the implementation of the resolutions adopted by the General Assembly and the Board of Directors and shall oversee the administration of the Association. The President shall perform all duties and functions assigned by these Bylaws and by the regulations governing the Specialized Sections and the Documentation Centre.

The President may attend, or designate a representative to attend, meetings of the committees of the Specialized Sections and the Documentation Centre.



Should the office of President become vacant for any reason, the Board of Directors shall convene the General Assembly for the election of a new President within three (3) months. If the Board of Directors is unable to act or is no longer in office, the Assembly shall be convened by the longest-serving member of the former Board of Directors.

In the event of the President's absence or temporary inability to perform his or her duties, the President shall be replaced by the Vice-President designated by the President. If no such designation has been made, the President shall be replaced by the oldest member of the Board of Directors among those elected by the General Assembly.

In cases of particular urgency, the President may exercise the powers ordinarily vested in the Board of Directors, provided that such actions are submitted to the Board for ratification. For this purpose, the Board of Directors shall be convened within fifteen (15) days from the date on which the President exercises such powers on an urgent basis.

Vice-President

Art. 14 – The Vice-President is elected by the Board of Directors among its members. He represents and carries out the functions of the President in case of his/her impediment

Secretary – Treasurer

Art. 15 – The Treasurer is elected by the Executive Board, among its members. The Treasurer has the task to oversee the administration and all the transactions concerning the economic-financial management of the Association.

Control Body

Art. 16 – Within the cases provided by the art.30 of the Legislative Decree No. 117/2017, it is appointed and formed by an auditor registered in an official register.

The Control Body:

- Supervises compliance with the law, the bylaws and compliance with the principles of correct administration
- oversees the adequacy of the organizational, administrative and accounting structure and its concrete functioning;
- monitors compliance with civic and social utility finalities
- certifies that the financial statement has been drawn up in compliance with the guidelines set forth in art.14 of the mentioned decree. The financial statements acknowledge the results of the monitoring carried out.

The member of the control body may at any time carry out inspections and controls and may ask for information on the company transactions or on certain businesses.

Statutory Audit Body

Art. 17 – It consists of an auditor registered in an official register according to art. 31 of the d.lgs 117/2017. He/she performs his/her functions in compliance with the provisions of

Chapter IV

Company assets

Art. 18- The Association shall maintain a common fund to finance its operating costs and all expenses related to the pursuit of its purposes and activities.

The common fund shall consist of:

1. Annual membership fees paid by members;
2. Income and revenues generated from the Association's activities;
3. Donations, grants, and contributions in cash or in kind received from individuals, entities, or institutions;
4. Sponsorships and other financial support received from third parties;
5. Any surplus resulting from the Association's annual budgets or activities.

All assets and funds of the Association shall be used exclusively to further the Association's purposes and activities.

The common fund can be shared only upon dissolution of the Association; therefore, no claim to share and assign part of the common fund can be brought forward, not even in the hypothesis in which the member exercises the right of withdrawal.

In the event of dissolution, the assets will be donated to another association with a similar scope or to an entity of public utility (Art. 3, paragraph 190, L. December 23rd 1996, unless otherwise required by law).

Balance sheet

Art. 19 – Financial Statements and Fiscal Year

1. Final Financial Statement: For each fiscal year, the Association shall prepare a final financial statement consisting of:

- the balance sheet;
- the income statement;
- the explanatory notes, where required by law; and
- a report of the President of the Board of Directors on the activities carried out by the Association during the fiscal year.



2. Preparation and Approval

- the Treasurer prepares (or coordinates the preparation of) the financial statements;
- the Board of Directors reviews and approves them;
- the Treasurer presents them to the Assembly on behalf of the Board; and
- the Assembly approves them.

3. Surplus Assets

Any surplus resulting from the final financial statement shall not be distributed, either directly or indirectly, but shall be carried forward and used exclusively for the purposes of the Association, subject to applicable law.

4. Fiscal Year

The fiscal year shall begin on 1 January and end on 31 December of each year.

5. Presentation to the Assembly

The final financial statement shall be submitted to the Assembly for approval within 120 (one hundred and twenty) days following the end of the fiscal year, or within 180 (one hundred and eighty) days in cases of particular necessity or as otherwise permitted by applicable law.

Chapter V

Final provisions

Art. 20 – For whatever is not foreseen in these By-laws, please refer to the provisions set forth by the Civil Code.