

EUROPEAN SOCIETY OF ANAESTHESIOLOGY AISBL

BY-LAWS

The **European Society of Anaesthesiology (ESA)** was originally constituted as an international non-profit organisation named the European Society of Anaesthesiologists under the Belgian Act of 25 October 1919 governing international non-profit associations. This Act has been amended and inserted in the Companies and Associations Code.

1. NAME, REGISTERED OFFICE AND WORKING LANGUAGE

- 1.1. The international scientific association hereby constituted shall be known as *EUROPEAN SOCIETY OF ANAESTHESIOLOGY* or, in abbreviated terms, *ESA* (the “Society”), and governed by the stipulations of Book 10 of the Companies and Associations Code.
- 1.2. The Registered Office of this Society is located at 24 Rue des Comédiens, 1000 Brussels, Belgium, within the judicial district of Brussels. The Registered Office can be relocated upon the decision of the Board of Directors of this Society to be published in the Appendices of the Belgian Official Gazette but must remain in Belgium.
- 1.3. The Society may extend its activities throughout Europe and beyond, as it deems appropriate. The activities of the Society shall be pursued predominantly within European countries. Where these By-Laws refer to “Europe”, “European countries”, “European”, these words shall be construed as referring to European countries as defined by the World Health Organisation or as recognised by a simple majority of the European Union member states.
- 1.4. The working language within the Society shall be English.

2. OBJECTIVES OF THE SOCIETY

Anaesthesiology as given in the name of the Society, and as mentioned throughout these By-Laws, comprises notably anaesthesia, intensive care, perioperative, critical emergency and pain medicine.

The Society shall be a non-governmental, non-profit organisation, exclusively and directly dedicated to promoting and coordinating the scientific, educational and professional activities of anaesthesiology in all European countries, and to serving the health care needs of the general public. The Society’s mission is to aim for the highest standards of practice and safety in anaesthesia and intensive care, perioperative, critical emergency and pain medicine through education, research and professional development throughout Europe.

It shall be the objective of this Society:

- a) to promote exchange of information between anaesthesiologists in European countries and beyond;
- b) to disseminate information to authorities and populations with regard to anaesthesiology and its pivotal role in providing health care;

- c) to raise the standards of the specialty by fostering and encouraging education, research, scientific progress and exchange of information;
- d) to promote and protect the interest of its Members;
- e) to promote continuity of care to improve patient outcome;
- f) to promote patient safety and quality of medical care by facilitating and harmonising the activities of national and international societies of anaesthesiologists in European countries;
- g) to strengthen, harmonise and integrate education into clinical practice;
- h) to stimulate and facilitate research and foster innovation;
- i) to develop and promote the professional role;
- j) to establish and promote good relations with other specialties as well as other scientific, academic, professional, industrial and patients' organisations, with a shared interest in and common goals for the development of anaesthesiology and patient safety and quality of health care.

In addition to this, the Society can take an interest, by all means possible, in all companies and associations which have a similar or related objective or are likely to encourage the development of its activities. More precisely, it can participate in contractual cooperation with or by means of financial participation, directly or indirectly, in all organisations with or without legal personality, associations or companies of private or public nature, according to Belgian law or foreign law, by means of registration, financial contribution, joint venture, credit loan, participation or participation in the management or administration, this of course with respect for the legal specialty as AISBL.

3. ACTIVITIES OF THE SOCIETY

The objectives of the Society shall be achieved by the following means:

- a) The Society shall hold scientific meetings at regular intervals.
- b) The Society's scientific meetings and communications will be used to promote the exchange of information between anaesthesiologists in European countries and beyond and to disseminate information in regard to anaesthesiology.
- c) The Society's affiliation to a scientific journal, which might be the European Journal of Anaesthesiology, and the Society's research grants and awards will be used to foster and encourage education, research, and scientific progress and, thus, raise the educational and scientific standards of the speciality of anaesthesiology. Subscription to such a journal may be included in the annual Personal Membership fee.
- d) The Examinations for European Diploma in Anaesthesiology and Intensive Care Medicine (EDAIC) will be used to raise the standards of the speciality by requiring documentation of professional qualification. The Society will organise the examination and award the EDAIC to candidates who have fulfilled the requirements set by the Examinations Committee, subject to the decision of the Board of Directors.
- e) The Society shall organise different educational activities to promote Continuous Medical Education (CME) and Continuous Professional Development (CPD) of anaesthesiologists and shall oversee educational grants and programmes for its members.

- f) The Society shall develop high-quality, evidence-based guidelines as a tool to harmonise and improve safe clinical practice in anaesthesiology.
- g) The Society shall provide an infrastructure for institutions, clinicians and scientists to facilitate, integrate and support collaborative research in the fields of anaesthesiology across international borders to improve patient care.
- h) The Society shall work closely together with the European Board of Anaesthesiology (EBA; part of the European Union of Medical Specialists or UEMS), the World Federation of Societies of Anaesthesiologists (WFSA), and other national and international societies and organisations to develop and promote the professional role and evidence-based guidelines, promote patient safety and quality of care, and protect the interests of the Society's members.
- i) The Council and National Anaesthesiologists Societies Committee (NASC) members serve to facilitate and harmonise the activities of national and international societies of anaesthesiologists in European countries.

In addition, the Society may enter into any other activities and undertake any other actions that are directly or indirectly related to the above-mentioned non-profit objectives of the Society, or that are necessary or useful for the realisation of such objectives, including accessory commercial and profit-making activities, including but not limited to the organisation, by itself or through another (legal) person, of industry exhibitions and networking activities at the occasion of its scientific and annual meetings, within the boundaries of what is legally permitted and of which the revenues shall be exclusively used to deliver the non-profit objectives of the Society.

4. PERSONAL MEMBERSHIP

All Personal Members of this Society shall at all times meet the requirements of their particular category of Membership and such other requirements as set forth by its By-Laws.

4.1. Categories of Personal Membership

4.1.1. Active Member

shall be a physician who has completed an accredited anaesthesiology training programme, who is certified in anaesthesiology, who is licensed to practise medicine, and who works professionally in a European country.

4.1.2. Associate Member

shall be any member of a Member Society as defined under Section 5 and who agrees to become ESA Associate Member.

4.1.3. Affiliate Member shall be:

4.1.3.1. A certified physician not working in the clinical practice of anaesthesiology.

4.1.3.2. A scientist or professional who, while not engaged in clinical anaesthesiology, is nevertheless interested in anaesthesiology.

4.1.3.3. A certified anaesthesiologist, or a certified physician (see 4.1.3.1.), or a scientist or professional (see 4.1.3.2.), who works professionally in a country outside of Europe.

4.1.4. Trainee Member

shall be a physician in training, employed in an anaesthesiology department and whose training programme is accredited by a national governmental body or by the national Board of Anaesthesiology training. Trainee membership of this Society is limited to a maximum of 6 (six) years.

4.1.5. Allied Members

4.1.5.1. Any medical student not yet registered as a physician with the licensing authorities in the country they are in training.

4.1.5.2. Any registered non-physician health professional working in anaesthesiology-related areas (nurses, bio-medical technicians, etc.).

4.1.5.3. An individual who would have qualified as an Active and/or Affiliate Member, but who has retired from active employment or self-employment for reasons of age, ill health or disability.

4.1.6. Honorary Member

shall be a physician, scientist or professional, who has attained outstanding eminence in anaesthesiology or related fields, or who has served with distinction this Society or organisations which joined the Society.

4.2. Applications and approval of applications

4.2.1. Each new applicant shall submit an application to the Secretariat of this Society. The applications for trainee membership category shall be endorsed by the director of the training programme certifying compliance with Section 4.1.4. Following receipt of a new application and verification of requirements as defined in Sections 4.1.1, 4.1.3, 4.1.4 and 4.1.5, respectively, the application shall be processed and confirmed by the Secretariat.

4.2.2. The application process for Associate Members (4.1.2) will be organised within the National Societies in line with the specific regulations governing the Society Member and shall be automatic if possible.

4.2.3. Any Active or Affiliate Member may propose in writing a candidate for Honorary Membership to the Secretary of this Society. The Secretary shall present the proposal to the Board of Directors for consideration and approval of the nomination.

4.3. Membership Fees

4.3.1. Active, Associate, Affiliate, Trainee and Allied Members shall pay annual fees in the amounts determined by the Board of Directors. The annual fee of Associate Members as defined under 4.1.2 will be paid by the National Society of Anaesthesiologists of their country, as defined under

5.5.1 Annual fees for all categories of Membership may vary for Members from countries with economic or social difficulties, as determined by the Board of Directors.

4.3.2. There shall be no annual fees required of Honorary Members.

4.3.3. Membership benefits, excluding voting rights, become effective as of the date of receipt of payment of the annual Membership fee for that calendar year. Voting rights attached to Membership are subject to the Membership fee having been received on or before 31st January of the relevant year.

4.4. Cessation of Personal Membership

Membership shall cease upon:

- a) Death; or
- b) Written notice by the Member, in which case Membership shall cease at the end of the year for which Membership fees have been paid; or
- c) Non-payment of annual Membership fee, unless Membership is reinstated through payment of the Membership fees in arrears, it being understood that all benefits from Membership for the period 1st January up to the date of payment are forfeited.

4.5. Termination of Personal Membership

The exclusion of Personal Members for other reasons than Cessation of Personal Membership can be proposed by the Board of Directors, after having heard the explanation of the Member concerned and be decided by the Council at the first upcoming Council meeting at the majority vote of two thirds of the present and voting Members. The Board of Directors can temporary suspend the membership of the Member concerned until the final decision taken by the Council at the first upcoming Council meeting.

4.6. A Personal Member who ceases to be part of this Society (by Cessation or Termination of Personal Membership) has no right to the assets of the Society or to the reimbursement of his/her annual fees.

4.7. Rights and Duties of the Personal Members of the Society

4.7.1. Personal Members shall be entitled to attend all activities of the Society and make appropriate use of its facilities subject to the due payment of all relevant fees.

4.7.2. Only Active and European Trainee Members (for the purposes of these By-Laws “European Trainee Members” will be understood to be Trainee Members training in a European country) shall have the right to vote at the General Assembly and in elections to the Council or Board of Directors, unless stated otherwise in these By-Laws. Only Active Members shall have the right to stand for election to the Board of Directors or apply for appointment as Chairperson of a Committee in this Society, unless stated otherwise in these By-Laws.

4.7.3. Personal Members shall further the vision and mission of the Society to the best of their abilities and refrain from any action which could harm the reputation and the objectives of the Society.

5. SOCIETY MEMBERSHIP

5.1. All societies, which hold Society Membership (Member Societies) of this Society shall at all times meet the requirements of their category of Membership and such other requirement as set forth by the By-Laws.

5.2. European National Societies of Anaesthesiologists

5.2.1. The National Societies of Anaesthesiologists in Europe, legally established according to the laws and customs of their country of origin, may hold Society Membership, subject to the approval of the Board of Directors.

5.2.2. Representatives of the National Societies of Anaesthesiologists within European countries which hold Society Membership shall constitute the National Anaesthesiologists Societies Committee (NASC).

5.2.3. The NASC will be a forum of the National Societies of Anaesthesiologists, which are Member Societies and shall be formed by one representative of each Member Society.

5.2.4. The NASC will have an advisory role to the Council and Board of Directors of this Society.

5.2.5. The representatives shall be appointed by the executive body of the respective National Society of Anaesthesiologists and must be an Active member of this Society. The NASC representatives cannot hold a position to the Council of this Society.

5.2.6. The NASC Chairperson will become an ex-officio member of the Board of Directors of this Society with voting rights.

5.2.7. Term of Office

The term of office of the members of the NASC shall be three years, renewable once for a further term of office of two years. The maximum term of office of the members of the NASC is five years in total.

The term of office of the NASC Chairperson shall be three years, without the possibility of re-election. The maximum term of office of the Chairperson of the NASC is three years, plus one year as Chair-Elect.

5.3. European Anaesthesiology Specialist Societies

The Board of Directors may approve the application for Society Membership by any European Anaesthesiology Specialist Society whose activities are associated with anaesthesiology or an allied discipline, legally established according to the laws and customs of their country of origin.

5.4. Affiliate Society

An Affiliate Society is a non-European association of anaesthesiologists that is legally established according to the laws and customs of their country of origin and with whom ESA has an extensive and specific collaboration due to shared scientific, educational or patient safety interest. The membership is subject to the approval of the Board of Directors.

5.5. Membership fees

5.5.1. Any Society approved for Society Membership will be subject to payment of an annual fee to this Society as determined by the Board of Directors.

5.5.2. Annual fees are payable on or before 31st January of each year. Membership benefits become effective as of the date of receipt of payment of the annual membership fee for that year.

5.6. Termination of Society Membership

Membership may be terminated for the following reasons and under the following terms:

5.6.1. Resignation: A Member Society may give three months' notice of termination of Membership to the Secretary of this Society, provided that all arrears of subscription for the current year, if any, have been paid.

5.6.2. Suspension: if a Member Society fails to reply to enquiries or questionnaires from the Secretary of this Society for two consecutive years, Membership of that Member Society may be suspended.

5.6.3. Membership shall cease upon non-payment of the annual Membership fee, unless Membership is reinstated through payment of the Membership fees in arrears, whereas all benefits from Membership for the period 1st January up to the date of payment are forfeited.

5.6.4. If a Member Society declares and justifies its economic inability to pay the annual subscription, that Member Society may be transferred to Temporary Society Member status to be defined by the administrative policies and procedures of this Society.

5.6.5. Exclusion: The Membership of any Member Society may be terminated by a resolution of the Council with a two thirds majority vote of the voting Members present after having heard the explanation of the Member Society concerned:

- a. if a change in the nature of the activities of a Member Society makes it inappropriate for continued Membership, or
- b. if a suspended Member Society fails to respond for a period of two years following its suspension.

5.7. A Member Society which ceases to be part of this Society (by Cessation or Termination of Membership) has no right to the assets of this Society or to the reimbursement of its annual fees.

6. COUNCIL

6.1. Council composition

The Council consists of a minimum of five members and includes the members of the Board of Directors and the elected national representatives of Active Members in individual European countries, and a maximum of two European Trainee representatives elected by all European Trainee members of this Society. Other individuals may be co-opted without voting rights, as determined by the Council.

6.2. Representatives to the Council

6.2.1. National representative to the Council

6.2.1.1. Duty

The national representative to the Council shall be responsible for contact and regular transfer of information between this Society and its Personal Members working professionally in the same country as the national representative and will also be responsible for contact and transfer of information between this Society and their respective National Society of Anaesthesiologists.

6.2.1.2. Eligibility for election

Only Active Members of the Society, in good standing can stand for election.

Only European countries with at least 25 Active/ Trainee Members of this Society or at least 10% of the practicing anaesthesiologists in that country as Active/Trainee Members of this Society (whichever is the smaller number) shall be entitled to elect one representative to Council. The Active Members of this Society elect the national Council representatives.

6.2.1.3. Election procedure

Elections for Council representatives shall be held in the autumn of the year before the start of term of office. The Secretary of the Society shall send a letter or e-mail to every Active Member calling for proposals of candidates as national representative to the Council. Applications must be supported in writing by two Active Members from their own country.

The Secretary of the Society shall send the list of applicants for Council representative for that country to every Active Member in each eligible country. Election of the national representative to the Council shall be by simple majority of votes cast by voting ballot by the Active Members working professionally in the concerned country. For the purposes of these By-Laws, unless otherwise provided, “simple majority” will be considered to be obtained where the votes in favour exceed the votes against, whereby abstentions will not qualify as votes cast.

Each Active Member of this Society is entitled to vote for only one Council representative candidate. A voting ballot with more than two nominations will be invalid. In the event of a tied vote, the candidate who has the longest duration of membership to this Society shall be elected. The election process may be organised electronically

6.2.1.4. Support to candidates

The National Society of Anaesthesiologists of the respective country may give its support to one or more of the candidates of its country by sending out a letter of support, through the Secretariat, to all Active members of this Society in that respective country.

6.2.1.5. Term of Office

The term of office shall be three years, following which a candidate can stand for re-election for a further term of two years. The term of office of the National representatives to Council starts on January 1st following the date of election and lasts until December 31st of the third or fifth year in the case of a re-elected appointment. The maximum

consecutive duration of office on the Council shall thus be five years. Following a minimum interval of three years, a member of this Society can stand again for election for one further term as a National representative to the Council, but if successful, the individual cannot be re-elected a second time, unless he /she did not stand for re-election following their first election to a three-year term. The total aggregated term of office of the National representatives to the Council must not exceed eight years and thus a candidate can only be successfully elected or re-elected up to a maximum of three times.

6.2.2. Trainee representative to the Council

6.2.2.1. Duty

To protect the rights of all Trainee Members the two trainee representatives to the Council shall be also responsible for contact and regular transfer of information between this Society and its Trainee Members. The Trainee representatives shall work in close collaboration with the national representatives in Council, NASC and the Trainees Committee.

6.2.2.2. Eligibility for election

Only European Trainee Members, in good standing with this Society can stand for election.

The Trainee representatives shall be elected by all the European Trainee Members of this Society.

6.2.2.3. Election procedure

Elections for Trainee representatives shall be held in the autumn of the year before the start of this term of office. The Secretary of this Society shall send a letter or e-mail to every European Trainee Member, inviting nominations for candidature as trainee representative to the Council. Applications must be supported in writing by two European Trainee Members from this Society. The Secretary of the Society shall send the list of candidates for trainee representatives to the Council to every European Trainee Member. Election of the trainee representatives to the Council shall be by simple majority of votes cast by voting ballot and the 2 candidates with the highest number of votes and not having the same nationality or working in the same country will be appointed as a Council member. Each European Trainee member of this Society is entitled to vote for a maximum of two Trainee Council members. A voting ballot with more than two nominations will be invalid. Only candidates for election who have received at least twenty-five votes can be appointed as a Council member. In the situation where more than two Trainee Members have a minimum of twenty-five votes the two candidates with the highest number of votes will be appointed as a Council member. In the event of a tied vote, the candidate who has the longest duration of membership to this Society shall be elected. The election process may be organised electronically.

6.2.2.4. Term of Office

The term of office shall be three years and is not renewable. The term of office of the Trainee representatives to Council starts on January 1st following the year of election and

lasts until December 31st of the third year. The Trainee Council member shall step down at the end of the calendar year in which the Trainee becomes a specialist.

6.3. Powers of the Council

6.3.1. The Council shall:

- a) Elect the Members of the Board of Directors (as described in Section 7.3);
- b) Dismiss the Members of the Board of Directors (as described in Section 7.8);
- c) Propose to the General Assembly any amendment to the By-Laws; (as described in section 8.6.1)
- d) Terminate Personal or Society Membership (as described in Sections 4.5 and 5.5.5).

6.4. Council meeting

- a) The Council shall meet at least once a year, after invitation by the secretary sent by any written means at least thirty calendar days in advance. If at least four Members of the Board of Directors with voting rights, or more than 50% of the Council Members so require, the President shall call additional meetings of the Council.
- b) A quorum of at least one half of the Council Members is required to hold a valid Council meeting. There shall be no proxy vote. If such a quorum is not achieved, the Council shall be reconvened within three months. At this meeting, no quorum will be required.
- c) Council meetings are chaired by the President or in his/her absence by the Vice-President or by the Secretary.
- d) Decisions shall be made by simple majority vote of the Members present and voting Council Members, unless stated otherwise in these By-Laws.
- e) In case of equal vote, the vote of the President or in her/his absence the vote of the Vice-President or the Secretary, whoever replaces the President in accordance with Section 6.4(c), shall prevail.
- f) A duly convened Council meeting shall be validly held even if all or some of the Council Members are not physically present or represented but participate in the deliberations via any means of telecommunication that allow the Members of the Council to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the Members of the Council shall be deemed present.

7. BOARD OF DIRECTORS

7.1. The Board of Directors consists of at least:

- a) Four officers
 - i. President
 - ii. Immediate Past-President or President-Elect (Vice-Presidents)
 - iii. Secretary
 - iv. Treasurer
- b) Up to three other Active Members elected by Council
- c) The Chairperson of the Scientific Committee of this Society will be an ex-officio member of the Board with voting rights.

- d) The Chairperson of the NASC will be an ex-officio member of the Board, with voting rights.
- e) The President of the European Board of Anaesthesiology (EBA) will be invited to become an ex-officio member of the Board of the Society without voting rights, provided that the EBA also agrees to have the President of this Society sitting on the Executive Board of EBA and under the same conditions.
- f) At the discretion of the President, the executive appointed in accordance with Section 9.1 shall be in attendance at all meetings of the Board of Directors, without voting rights.

7.2. Duties

The Board of Directors shall direct and conduct the general activities of this Society. The Board of Directors shall carry out all tasks not allocated to the Council or the General Assembly, directly or by delegation. The officers shall be ex officio Members of all Committees except the Nominations Committee and the NASC. The elected Board members cannot hold a Society Committee/Subcommittee Chair position.

7.2.1. President

- a) The President shall manage and administer the affairs of the Society according to the policies set by the Board of Directors, the Council, and the General Assembly, as defined in the By-Laws of this Society.
- b) The President shall automatically be:
 - Chair of the Board of Directors;
 - Chair of the Council;
 - Chair of the General Assembly.
- c) The President may delegate to other Members of the Board of Directors the responsibility of representing the President and the Society at meetings of national and regional societies, other medical organisations, other specialty societies, and allied health organisations and societies. The President may also delegate qualified individuals to speak on behalf of the President before various governmental bodies, agencies, and any other group so designated by the President.

7.2.2. President-Elect

- a) The President-Elect shall become involved in the administration of the affairs of the Society in anticipation of the term of office as President.
- b) The President-Elect shall serve in such other positions as provided in these By-Laws and as directed by the President.

7.2.3. Immediate Past-President

The Immediate Past-President shall be available for advice to the Board of Directors.

7.2.4. Secretary

The Secretary shall, amongst other responsibilities, ensure the maintenance and preservation of the records, and oversee the Secretariat of the Society.

7.2.5. Treasurer

The Treasurer shall be responsible for the security of the assets of the Society, as directed by the Finance Committee and the Board of Directors.

7.3. Election

With the exception of the Chairperson of the NASC the Chairperson of the Scientific Committee and the President of EBA, who shall automatically become members of the Board of Directors, the Members of the Board of Directors shall be elected by the Council as follows:

7.3.1. At any one time, at least three of the elected Members of the Board of Directors (as referred to in Section 7.1. a. and b. of these By-Laws) must have been Members of the Council at the time of their election to the Board. Subject to this restriction, Members of the Board of Directors may be elected by the Council from Active Members of the Society outside the Council. As of the election, the Member of the Board of Directors cannot take up or continue a mandate as a national representative to the Council.

7.3.2. There shall be no more than two elected Members of the Board of Directors working professionally in the same country. The President and the President-elect shall work professionally in different countries.

7.3.3. Each candidate for office shall be an Active Member of the Society. He/she shall have been an Active Member of the Society in good standing for a period of at least three calendar years, immediately prior to their election.

7.3.4. Applications for candidature for election to the Board of Directors shall be received by the Secretary in writing at least one month before the Council meeting at which the election will occur. Each candidate shall be supported in writing by at least two Active Members.

7.3.5. Election of each Board Member shall be by secret ballot of those Council members present at the Council meeting, conducted either electronically or using voting papers.

7.3.6. Election to a mandate in the Board shall require a simple majority of the votes cast. Abstention does not qualify as a vote cast. Each Council Member shall have a single vote. If there are more than two nominations for a mandate and no candidate receives a simple majority on the first ballot, the candidate receiving the fewest votes shall be eliminated, and a second ballot shall be taken. This process shall be repeated until a candidate receives a simple majority.

In case there are more than four nominations for a mandate, and no candidate receives a simple majority on the first ballot, only the four candidates with the highest number of votes will be withheld for the second ballot. In case no candidate receives a simple majority in the second or following ballots, the election will proceed by elimination of the candidate receiving the fewest votes as stated above.

7.3.7. The President-Elect shall be elected at a Council Meeting and shall, upon completion of the term of office of the President, immediately and automatically become the new President of the Society.

7.4. Term of Office

- 7.4.1. The President shall be limited to a two-year term of office, unless Section 7.7.1. or 7.7.2. is invoked.
- 7.4.2. Except in the events governed by Section 7.7.1. or 7.7.2., the President-Elect shall be limited to a one-year term of office and assumes office one year before the end of the term of office of the President.
- 7.4.3. Upon completion of the term of office of the President (or upon application of Section 7.7.1. or 7.7.2.), the latter immediately and automatically becomes Past-President for a one-year term of office which automatically expires upon the start of the term of office of the President-Elect.
- 7.4.4. The President-elect or the Past-President will assume the title of Vice-President, whichever holds office in a particular year.
- 7.4.5. The Secretary, Treasurer and the remaining elected Members of the Board of Directors referred to in Section 7.1.b. of these By-Laws shall be elected for a term of two years. They may be re-elected for two further terms, each of two years.
- 7.4.6. No individual may serve on the Board of Directors for more than 8 (eight) years in total, with the exception of the Past President for the completion of his/her term.
- 7.4.7. The term of office of elected Members of the Board of Directors (as referred to in Section 7.1. a. and b. of these By-Laws) begins on 1st January following the Council meeting at which they were elected, unless Section 7.7.1. is invoked.

7.5. Meetings

- 7.5.1. The Board of Directors shall meet at least four times a year, after invitation sent by any written means, at least thirty calendar days in advance. If at least four Members of the Board of Directors so require, the President shall call additional meetings of the Board of Directors.
- 7.5.2. A quorum of at least one half of the Members of the Board of Directors, including a minimum of four voting Members of the Board of Directors is required to hold a valid Board meeting.
- 7.5.3. The meeting will be chaired by the President or in his absence by the Vice-President or the Secretary.
- 7.5.4. Upon request by the Board of Directors, Chairpersons of Committees, or other individuals as deemed appropriate, shall attend meetings of the Board of Directors, but shall have no voting rights.
- 7.5.5. Subject to Section 7.6, Members of the Board of Directors may take decisions by e-mail, by conference call or by similar methods of telecommunication. Such decisions must be ratified at the next Board meeting.
- 7.5.6. A duly convened meeting of the Board of Directors shall be validly held even if all or some of the Members of the Board of Directors are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow the Members of the Board of

Directors to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the Members of the Board of Directors shall be deemed present.

7.6. Voting

- a) The Board of Directors shall make decisions by simple majority vote of the Members of the Board present and voting, each Board member having only one vote.
- b) In case of a tied vote, the vote of the President shall prevail. In the absence of the President and any appointed deputy, the vote of the Vice-President shall prevail.

7.7. Casual vacancy occurring among the Members of the Board of Directors referred to in Section 7.1.a. of these By-Laws

7.7.1. If a casual vacancy arises for the post of President, the Immediate Past-President shall assume office until the election of the President-Elect by the Council and, as an exception to the one-year term provided for in Section 7.4.2., the President-Elect shall become President immediately upon such election by the Council.

7.7.2. Should the President-Elect be unable or unwilling to continue in office, the Council shall elect a new President-Elect at its next meeting. As an exception to the one-year term provided for in Section 7.4.2., the new President-Elect shall assume office as President on 1st January of the following year, until which time the previous President shall remain in office.

7.7.3. Should the Secretary or Treasurer be unable or unwilling to continue in office, the Council shall nominate another Member of the Board of Directors to fill the office for the remainder of the term of office. The appointee shall be eligible for a further full term of office, subject to the restrictions set out in Section 7.4. If a vacancy occurs for Secretary or Treasurer between Council meetings, the President may appoint any Active Member of this Society to assume the office until a new appointment is made at the next meeting of the Council and until the new appointee takes up post.

7.8. Dismissal of Members of the Board of Directors

7.8.1. Unless otherwise provided by the Council upon their election, the powers of a Member or Members of the Board of Directors may be temporarily revoked by the Council at any time, if resolved by a majority of two thirds of the Members of the Council present and voting.

7.8.2. A proposal to change such temporary revocation to a permanent dismissal can be brought by the Council, after having heard the explanation of the Board Member(s) concerned and be confirmed by the General Assembly by a majority vote of two thirds of the present and voting Members.

7.8.3. A Board Member who ceases to be part of the Board by revocation of his / her powers has no right to the assets of the Society or to the reimbursement of his/her annual membership fees.

7.9. Temporary Offices

In the event that an elected Board Member dies, resigns or is suspended and without prejudice to Section 7.7., the Council shall elect a new Board Member at its first subsequent meeting and, for as long as such vacancy remains unfilled, the Board may either appoint a temporary new Board Member or reallocate the

tasks of the deceased, resigned or suspended Board Member among the remaining Members of the Board of Directors.

7.10. The temporary offices or reallocation of tasks pursuant to Sections 7.7. or 7.9. shall be considered as restrictive and temporary exceptions to the composition of the Board of Directors as defined under Section 7.1.

8. GENERAL ASSEMBLY

8.1. The Society shall normally hold a General Assembly in each calendar year at a place and time previously set by the Board of Directors, whenever possible in conjunction with an Annual Meeting organised by the Society, and at a place normally being determined at least one year in advance. Active, Affiliate, Honorary, Trainee, and Allied Members, may attend, but only Active and European Trainee Members may vote. There shall be no proxy votes.

8.2. At the General Assembly, the Board of Directors shall report on its activities and those of the Council and submit the annual accounts and the budget to the General Assembly for approval.

8.3. The General Assembly shall be empowered to approve the annual accounts and the budget, to relieve the Members of the Board of Directors and the auditors, if any, of their liability in respect of the past financial year, to modify the By-Laws, to decide on the dissolution of the Society, and to put forward any proposal to the Board of Directors and the Council.

8.4. Extraordinary Meeting

An Extraordinary General Assembly shall be held at such a time as the Board of Directors may decide, or when requested in writing by at least one fifth of the Active and/or European Trainee Members. In the latter case, the Board of Directors shall be obliged to call such an Extraordinary General Assembly within four months. If the Board of Directors does not do so within this period, the applicants are authorised to call this Extraordinary General Assembly themselves.

8.5. Passing of Resolutions

At Annual and Extraordinary General Assemblies, resolutions shall require adoption of an affirmative vote of the simple majority of the Active and European Trainee Members present and voting, unless stated otherwise in these By-Laws. A quorum of at least 50 Members of the General Assembly is required to hold a valid General Assembly meeting except where stated otherwise in these By-Laws.

8.6. Amendments to the By-Laws

8.6.1. Amendments to the By-Laws may be proposed by the Council at least one month before the General Assembly. Any other amendments to the By-Laws must be proposed in writing to the Secretary of this Society by at least 50 Active and/or European Trainee Members not less than three months before the General Assembly. Any amendment to the By-Laws shall require for its adoption an affirmative vote of at least three-quarters of those present and voting. Abstention does not qualify as a vote cast.

8.6.2. Amendments to Section 2 or Section 3 shall be effective only after approval by Royal Decree pursuant to Art. 2:5 §4, 2° of the Companies and Associations Code. Furthermore, final amendments to the By-Laws shall be filed together with the updated version of By-Laws for publication of the amendments in the “Moniteur Belge” (Belgian Official Gazette) within the term provided for in Art. 2:10 of the Companies and Associations Code.

8.7. Invitation and Agenda

The invitation to the General Assembly shall be sent to Personal Members and Member Societies at least one month before the date of the Assembly. Items which do not appear on the agenda accompanying the invitation may be discussed but not decided upon at the General Assembly.

9. EXECUTIVE

9.1. The Board of Directors shall appoint an executive who shall be the general administrative officer and business manager of the Society. The executive will be responsible for the day-to-day activities of the Society in accordance with the administrative policies and procedures of the Society as determined by the Board of Directors.

9.2. The executive staff shall be under the direction of the President and Board of Directors.

9BIS. SECRETARIAT

The Secretariat is the organisation which provides technical and administrative support to the Society, the Board of Directors, the Council and the Committees.

10. COMMITTEES

10.1. Purposes

To accomplish the objectives of this Society, certain activities may be effected more expeditiously by delegating such activity to a committee (e.g. Nominations Committee, Examinations Committee, etc.) consisting primarily of Members of this Society. In addition to committees referred to in these By-Laws, the Board of Directors may create other committees.

10.2. The rules governing membership, powers, operation, etc. of such committees shall be set by the Board of Directors through separate policies, as deemed necessary. All committees shall report to the Board of Directors.

11. REPRESENTATION OF THE SOCIETY

11.1. In engaging the Society in contractual obligations, this Society shall be represented as follows:

- a) by the executive appointed in accordance with Section 9.1. or his appointed deputy in all matters falling into the scope of the day-to-day management as defined in the administrative policies and procedures of the Society, or
- b) by the President, Vice-President, Treasurer and the Secretary, or their appointed deputy, in all matters falling outside the scope of the day-to-day management.

11.2. In litigation, this Society shall be represented by the President, or the Secretary or the Treasurer or their appointed deputy.

12. ANNUAL ACCOUNTS

The financial year of the Society begins on 1 January and ends on 31 December.

At least two months before the Annual General Assembly, the Treasurer shall render an account of the finances of the Society to the Board of Directors.

The Board of Directors shall agree upon and submit the annual accounts and the budget to the Council for approval. The annual accounts and the budget will be submitted to the Annual General Assembly for final approval pursuant to Art. 3:47 of the Company and Association Code. On request Active and European Trainee members can consult the accounts and budget prior to the General Assembly as soon as they are finalised.

The Board of Directors prepares an annual report, in which it accounts for its policy. The annual report contains the information mentioned in Art. 3:6 of the Company and Association Code.

13. CONTROL

Auditor(s) shall be appointed, at the proposal of the Board of Directors, by the General Assembly if required by law or as the General Assembly may decide in accordance with Art. 3:47, §6 of the Company and Association Code.

14. DISSOLUTION OF THE SOCIETY

Proposals for the dissolution of the Society, the appointment of one or more liquidators and the allocation of the net proceeds upon dissolution may come only from the Board of Directors or from at least one third of the Active and European Trainee Members. The Board of Directors shall give at least three months' notice of the date of the Extraordinary General Assembly, to be held in Brussels, called to decide on this proposal.

To be valid, decisions shall be carried by a majority of at least two-thirds of the votes cast by Active and European Trainee Members present and who voted. However, should less than two-thirds of the Active and Trainee Members of this Society be present at the Extraordinary General Assembly, a new Extraordinary General Assembly shall be convened under the conditions laid down above (8.4, 8.5) and shall take a final and valid decision on the proposal in question if the proposal is carried by a majority of at least two-thirds of the votes cast by Active and European Trainee Members present and voting, regardless of the number of Active and European Trainee Members present.

Upon dissolution of the Society and deduction of all outstanding commitments and liabilities, the net proceeds shall be allocated to a non-profit association as determined by the General Assembly.

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