Proposed amendments to the ESA Bylaws (introduction)

Dear ESA member,

Below you will find our proposals for amendments to the ESA Bylaws. Although at the last ESA General Assembly (GA) in Berlin a proposal for changes in the Bylaws did not reach the required majority, there was a general feeling that 11 years after the amalgamation and inception of the new powerful ESA it is time for a review of the structure and governance of the Society. A joint Bylaws Taskforce, with ESA Board and Council members, was created with the intention of simplifying the Bylaws and making them more flexible (and avoid changes each year).

This is the Task Force’s work to date:

1. Lawyers were consulted to formulate the amendments;
2. Selection of articles to change in 2016 (small/urgent changes);
3. Final version of the strategy (vision, mission & strategy) and Bylaws Task Force minutes sent to Board Nov 2015;
4. Final version of strategy and Bylaws Task Force minutes sent to Council and NASC Dec 2015;
5. Selection of external supplier/lawyer to accompany Bylaws change process Q4 2015;
6. Board approved the plan in a strategic meeting in Paris Jan 2016;
7. Strategy presented at NASC meeting mid-February 2016, and further publication on ESA website;
8. Member questionnaire areas of interest defined;
9. Q1 2016 questionnaire prepared (external supplier) and plan explained to major stakeholders;
10. Questionnaire adapted & sent to Council & NASC Jan 2016;
11. Council and NASC approved the questionnaire Feb 2016;
12. Survey sent to ESA members March 2016;
13. Communication to Task Force on proposed changes April 2016.
Survey

All ESA members were consulted via an online survey; we have had more than 2,500 responses. We asked about your priorities and included open questions to get a better picture of the members’ opinions.

After receiving input from the Board, Council and NASC, the Task Force is proposing amendments to the structure and governance. The Task Force agreed that some urgent and some other, minor changes should be submitted to the GA in London in May 2016 and that more major and some other less urgent changes should be submitted to the GA in Geneva in 2017.

Urgent and minor changes to Bylaws proposed for May 2016

Changes related to the identity of the ‘Executive’ person:
Art 9.1. the phrase: ‘he/she will be an employee under contract’ is being removed. Change Executive Director to ‘Executive’

Changes related to proxy vote or replacement: ‘substitute’:
Two possible options for a substitute in case a Council member cannot be present are proposed: ‘substitute with vote’ or ‘substitute without vote’. The characteristics or details of the identity of the proposed substitute will be discussed by the Council.

Changes related to the annual fees and voting right:
The possibility of registering as a member of the Society at any time of the year is proposed. For logistical reasons, voting rights for the same year will be given to members registering not later than January 31st of the current year.

Plans and timeline for the remainder of the work

15. Council meeting May 2016 – discussion of survey results and who can be a ‘substitute’ (see ‘changes related to proxy vote’ above)
16. Consultation with members Q3 2016
17. Review of results by Council at November 2016 Council meeting
18. Final proposals to Board and Council early spring 2017
19. Final text approved by GA in 2017
What sort of changes might be discussed in 2017?

As said, in order to avoid changes each year for technical items, it would be good to take the operational items out of the bylaws and put them into regulations (they can be changed more easily). In this way, we split between constitution and regulations. Another discussion will be the persons/committee that will decide about the changes of the regulations. These are only examples of possible changes planned for next year.

On behalf of ESA Board, I want to express my gratitude to everyone participating in this important process.

Zeev Goldik, MD, MPH
President
Board of Directors
European Society of Anaesthesiology
goldik@netvision.net.il
### PROPOSAL FOR AMENDMENTS TO THE BY-LAWS

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<td><strong>ACTIVITIES OF THE SOCIETY</strong>&lt;br&gt;The objectives of this Society shall be achieved by the following means:&lt;br&gt;a. The Society shall hold scientific meetings at regular intervals.&lt;br&gt;b. The Annual Meeting of the Society and the Society’s Newsletter serve to promote the exchange of information between anaesthesiologists in European countries (as defined by the World Health Organisation) and to disseminate information in regard to anaesthesiology.&lt;br&gt;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 serve 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.&lt;br&gt;d. The Society will work closely together with the European Board of Anaesthesiologists (EBA), part of the European Union of Medical Specialists (UEMS), to promote and protect the interests of the Society’s Members.&lt;br&gt;e. The Hospital Visitation and Training Programme and other</td>
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<td>f. The Examination for European Diploma in Anaesthesiology and Intensive Care (EDAIC) serves to raise the standards of the speciality by requiring documentation of professional qualification. The Society organises the examinations of the European Diploma in Anaesthesiology and Intensive Care (EDAIC) and awards the European Diploma in Anaesthesiology and Intensive Care to candidates who have fulfilled the requirements set by the Examination Committee, subject to the decision of the Board of Directors.</td>
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<td>6.4.(b)</td>
<td>A quorum of at least one half of the Members of the Council is required to hold a valid Council meeting. There shall be no proxy vote. If such quorum is not achieved, the Council shall be reconvened within three months, at which meeting, no quorum will be required.</td>
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<td>6.4.(f) (1st option)</td>
<td>Should any Member of the Council not be able to attend a Council meeting, such Member may appoint a substitute to validly represent him/her, including the power to vote on behalf of the absent Member, by giving such substitute a written power of attorney, using the form approved for such purposes by the Board of Directors. Any single substitute may only validly represent one absent Member in accordance with this Section 6.4(f).</td>
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<td>6.4.(f) (2nd option)</td>
<td>Should any Member of the Council not be able to attend a Council meeting, such Member may appoint a substitute to validly represent him/her, excluding however the power to vote on behalf of the absent Member, by giving such substitute a written power of attorney, using the form approved for such purposes by the Board of Directors. Any single substitute may only validly represent one absent Member in accordance with this Section 6.4(f).</td>
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<td>7.1.(f)</td>
<td>At the discretion of the President, the Executive Director shall be in attendance at all meetings of the Board of Directors.</td>
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<td>7.5.5.</td>
<td>The Members of the Board of Directors may take decisions by e-mail or by fax without prejudice and subject to Section 7.6. Such decisions must be ratified at the next Board meeting.</td>
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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 President-Elect or the Immediate Past-President shall prevail.

9. EXECUTIVE DIRECTOR
9.1. The Board of Directors shall appoint an Executive Director who shall be the general administrative officer and business manager of this Society. He/she will be an employee under contract and 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. Administrative personnel and consultants shall be employed and retained by the Executive Director.
9.3. The Executive Director and other executive staff shall be under the direction of the President and Board of Directors.

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

a. by the Executive Director 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 (including the signature, execution, amendment, performance and termination of agreements with employees and consultants), 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.
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<td>Auditor(s) shall be appointed by the Board of Directors if required by law or as the Board may decide in accordance with Art. 53 of the Act of 27 June 1921.</td>
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