

# EUROPEAN SOCIETY OF ANAESTHESIOLOGY AISBL

## BY-LAWS

Originally constituted as an international non-profit organisation named EUROPEAN SOCIETY OF ANAESTHESIOLOGISTS (ESA) under the Belgian Act of 25 October 1919 governing international non-profit associations, which has been amended and inserted by the Act of 2 May 2002 in the Belgian Act of 27 June 1921 presently governing non-profit associations, international non-profit associations and foundations.

### 1. NAME AND REGISTERED OFFICE

1.1. The international scientific association hereby hereby constituted shall be known as

*EUROPEAN SOCIETY OF ANAESTHESIOLOGY* or, in abbreviated terms, *ESA* (the “Society”), and governed by the stipulations of Section III of the Belgian Act of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

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.

### 2. SOCIETY OBJECT

It shall be the object of this Society:

- a. to promote exchange of information between anaesthesiologists in European countries (as defined by the World Health Organisation);
- b. to disseminate information with regard to anaesthesiology;
- 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 improvements in safety and quality of care of patients undergoing anaesthesia by facilitating and harmonising the activities of national and international societies of anaesthesiologists in European countries (as defined by the World Health Organisation).

In addition to this, the association can take 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

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

- a. 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).
- b. The Annual Meeting of the Society and the Society's Newsletter serve 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 serve to foster and encourage education, research, and scientific progress and, thus, raise the educational and scientific standards of the speciality of anaesthesiology.
- d. The links of the Society to the European Union of Medical Specialists (UEMS) and the European Board of Anaesthesiology (EBA) serve to promote and protect the interests of its Members.
- e. The Hospital Visitation Programme serves to promote improvements in safety and quality of care of patients undergoing anaesthesia.
- f. The Examination for European Diploma in Anaesthesiology and Intensive Care serves to raise the standards of the speciality by requiring documentation of professional qualification.
- g. A National Anaesthesia Society Committee serves to facilitate and harmonise the activities of national and international societies of anaesthesiologists in European countries (as defined by the World Health Organisation).

#### **4. PERSONAL MEMBERSHIP**

All Personal Members of this Society shall continuously 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**

4.1.1.1. A physician who has completed an accredited anaesthesia training programme, who is certified in anaesthesiology, who is licensed to practise medicine, and who resides in a European country (as defined by the World Health Organisation).

###### **4.1.1.2. Application**

Each new applicant shall file an application with the Secretary of this Society.

###### **4.1.1.3. Approval of application**

Following receipt of a new application and verification of requirements as defined in Section 4.1.1.1., the application is approved by the Secretary.

###### **4.1.2. Affiliate Member**

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

4.1.2.2. A scientist who, while not engaged in administering clinical anaesthesia, is nevertheless interested in anaesthesiology.

4.1.2.3. Non-physicians working in anaesthesiology-related areas.

4.1.2.4. A certified anaesthesiologist, or a certified physician (see 4.1.2.1.), or a scientist (see 4.1.2.2.), or a non-physician (see 4.1.2.3.) who resides outside a European country (as defined by the World Health Organisation).

4.1.2.5. Application

Each new applicant as described in Sections 4.1.2.1., 4.1.2.2., 4.1.2.3. and 4.1.2.4 shall file an application with the Secretary of this Society.

4.1.2.6. Approval of application

Following receipt of a new application and verification of requirements as defined in Sections 4.1.2.1., 4.1.2.2., 4.1.2.3. or 4.1.2.4., the application is approved by the Secretary.

4.1.3. Trainee Member

4.1.3.1. A 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.

4.1.3.2. Application

Each new applicant shall file with the Secretary of this Society an application endorsed by the director of the training programme certifying compliance with Section 4.1.3.1.

4.1.3.3. Approval of application

Following receipt of a new application and verification of requirements as defined in Section 4.1.3.1., the application is approved by the Secretary.

4.1.4. Retired Member

4.1.4.1. An individual who would have qualified as an Active and/or Affiliate Member, but who has retired from employment or self-employment, and has reached the age of 61 years.

4.1.4.2. An Active or Affiliate Member who, for reasons of ill health, has retired from paid employment.

4.1.4.3. Application

New applications shall be filed with the Secretary of this Society.

4.1.4.4. Approval of application

Following receipt of a new application and verification of requirements as defined in Sections 4.1.4.1. or 4.1.4.2., the application is approved by the Secretary.

4.1.5. Honorary Member

4.1.5.1. A physician or scientist who has attained outstanding eminence in anaesthesiology or related fields.

4.1.5.2. A physician or scientist who has served with distinction this Society or organisations which joined the Society.

4.1.5.3. Nomination

Any Active or Affiliate Member may propose in writing a candidate for Honorary Membership to the Secretary of this Society.

4.1.5.4. The Secretary of this Society shall present the proposal to the Board of Directors for consideration.

4.2. Privileges of Membership

Only Active Personal Members shall have the rights to vote, of election to the Council or Board of Directors, or appointment as Chairman of a Committee in this Society, unless stated otherwise in these By-Laws.

4.3. Membership Fees

4.3.1. Active, Affiliate, Retired and Trainee Members shall pay annual fees in the amounts determined by the Board of Directors, subject to approval by the General Assembly. Annual fees for these categories of Membership may vary for Members from countries with economic or social difficulties, as determined by the Board of Directors, subject to approval by the General Assembly.

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

4.3.3. Annual fees are payable on or before 1 January of each year. Membership benefits, including voting rights, become effective as of the date of receipt of payment of the annual Membership fee for that 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 1 January up to the date of payment are forfeited.

4.5. Members of this Society who held Academician status in the French non-profit association named *European Academy of Anaesthesiology* and who wish to continue to use this title may do so. The title confers no benefit or privilege beyond those of the relevant category of Personal Membership.

4.6. 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 defence of the concerned Member and be pronounced by the General Assembly at the majority vote of two thirds of the voting Members present.

- 4.7. 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 and the reimbursement of his/her annual fees.

## **5. SOCIETY MEMBERSHIP**

- 5.1. All societies, legally established according to the laws and customs of its country of origin, which hold Society Membership (Member Societies) of this Society shall continuously meet the requirements of their category of Membership and such other requirement as set forth by the By-Laws.

### **5.2. National Societies of Anaesthesiologists**

- 5.2.1. Representatives of the National Societies of Anaesthesiologists within European countries (as defined by the World Health Organisation) which hold Society Membership shall constitute the National Anaesthesia Societies Committee (NASC).

- 5.2.2. Any European National Society of Anaesthesiology, recognised by the World Federation of Societies of Anaesthesiologists (WFSA) will be approved for Society Membership by the Board of Directors, upon recommendation of the National Anaesthesia Societies Committee (NASC).

- 5.2.3. Any European National Society of Anaesthesiology approved for Society Membership will be subject to payment of an annual fee to this Society as determined by the Board of Directors and subject to approval by the General Assembly.

- 5.2.4. Annual fees are payable on or before 1 January of each year. Membership benefits become effective as of the date of receipt of payment of the annual Membership fee for that year.

### **5.3. European Anaesthesiology Subspecialty Societies**

- 5.3.1. The Board of Directors may approve application for Society Membership by any European Anaesthesiology Subspecialty Society, subject to payment to this Society of an annual fee determined by the Board of Directors and approved by the General Assembly.

- 5.3.2. Annual fees are payable on or before 1 January of each year. Membership benefits become effective as of the date of receipt of payment of the annual Membership fee for that year.

### **5.4. Termination of Society Membership**

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

- 5.4.1. Resignation: in any year, prior to 1 October, 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.

- 5.4.2. 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.

- 5.4.3. Membership shall cease upon non-payment of the 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 1 January up to the date of payment are forfeited.

- 5.4.4. If a Member Society declares and justifies its economic inability to pay the annual subscription, that Member Society may be transferred to an Associate Member status to be defined by the administrative policies and procedures of this Society.
- 5.4.5. Exclusion: The Membership of any Member Society may be terminated by a resolution of the General Assembly with a two thirds majority vote of the voting Members present after having heard the defence 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.
- 5.5. 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 and 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 Personal Members in individual European countries (as defined by the World Health Organisation). Other individuals may be co-opted to the Council as determined by the Council.

### 6.2. National representative to the Council

#### 6.2.1. Duty

The national representative to the Council shall be responsible for contacts and regular transfer of information between this Society and its Personal Members residing in the same country as the national representative.

#### 6.2.2. Eligibility for election

Only Active Personal Members can stand for election. Normally, Members of the Board of Directors will not stand for election.

Any European country (as defined by the World Health Organisation) with at least 25 Active Personal Members shall be entitled to elect one representative to Council. The national representatives shall be elected within each eligible European country (as defined by the World Health Organisation) by the Active Personal Members of this Society within that country.

#### 6.2.3. Election procedure

Elections for Council representatives shall be held every two years. The Secretary of this Society shall send in the autumn of every second year a letter to each Active Personal Member inviting nominations for candidature as national representative to the Council. Nominations must be supported in writing by two Active Personal Members from their own country. The Secretary of this Society shall send to each Active Personal Member in each eligible country the list of candidates nominated for representative to the Council from that country. Election of the national representative to the Council shall be by simple majority of votes cast by postal ballot and the results shall be ratified at the following meeting of the General Assembly. In the

event of a tied vote, the ballot shall be repeated and, should it result again in a tied vote, the President shall have a casting vote.

6.2.4. Term of Office

The term of office shall be two years. Term of office starts on January 1 and lasts until 31 December of the following year. The maximum consecutive duration of office on the Council shall be 4 years.

6.3. Powers of Council

The Council shall:

- a. Elect the Members of the Board of Directors, with the exception of the Chairman of the National Anaesthesia Societies Committee (NASC), if any;
- b. Dismiss the Members of the Board of Directors; and
- c. Propose to the General Assembly any amendment to the By-Laws.

6.4. Council meeting

- a. Council shall normally 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 so require, the President shall call additional meetings of the Council.
- b. A quorum of at least one half of the Members of the Council is required to hold a valid Council meeting. If such quorum is not achieved, the Council shall be reconvened and be empowered to adopt resolutions whatever the number of Members present or represented. There shall be no proxy vote.
- c. The meeting will be chaired by the President of this Society or in his absence by his appointed deputy. In the absence of the President and any appointed deputy, the meeting will be chaired by the President-Elect or the Immediate Past President.
- d. Decisions shall be made by simple majority vote of the voting Members of the Council present .
- e. In case of equal vote, the vote of the President or in his absence the vote of his appointed deputy 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.

**7. BOARD OF DIRECTORS**

7.1. Composition (as defined in Section 7.4. "Term of Office")

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 Personal Members elected by Council
- c. The Chairman of the National Anaesthesia Societies Committee (NASC), if any, under the understanding that this is an Active Personal Member of the Society.

## 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.

### 7.2.1. President

- a. The President shall manage and administer the affairs of this 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 this 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 witness the administration of the affairs of this 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 maintain and preserve the records of this Society, and direct the Executive Office of this Society.

### 7.2.5. Treasurer

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

7.3. Election

With the exception of the Chairman of the National Anaesthesia Societies Committee (NASC), if any, who shall automatically become a Member 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 five 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 Personal Members of this Society outside the Council.
- 7.3.2. There shall be no more than two Members of the Board of Directors residing in the same country or having the same nationality. The President and the President-elect shall reside in different countries and be of different nationality.
- 7.3.3. Each candidate for office shall have been an Active Personal Member in good standing of this Society or a member in good standing of an equivalent category in one of the organisations which joined the Society for a period of at least three years.
- 7.3.4. Nominations for candidature for election to the Board of Directors shall be made through the Nominations Committee. Nominations may also be made by Active Personal Members of this Society, provided that such nominations are received by the Secretary in writing at least one month before the Council meeting at which election will occur and that the nomination is supported in writing by two Active Personal Members. If the nominated individual is not one of the nominating Personal Members, then written permission of the nominated individual must be obtained.
- 7.3.5. Election of each Board Member shall be by secret ballot.
- 7.3.6. Election to office shall require an absolute majority of votes cast. If there are more than two nominations for an office and no candidate receives an absolute majority on a ballot, the candidate receiving the fewest votes shall be eliminated, and another ballot shall be taken. This process shall be repeated until a candidate receives an absolute majority.
- 7.3.7. The President-Elect shall be elected at a Council Meeting of this Society and shall, upon completion of the term of office of the President, immediately and automatically become the new President of this 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 Immediate Past-President for a one-year term of office which automatically expires upon the election of the President-Elect by the Council.
  - 7.4.4. 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 one further term of two years.
  - 7.4.5. The Chairman of the National Anaesthesia Societies Committee (NASC) shall have a term of office of two years.
  - 7.4.6. No individual may serve on the Board of Directors for more than seven years in total, except to allow a President, President-Elect and Immediate Past-President to serve their term of office, as defined in Sections 7.4.1., 7.4.2., 7.4.3. and 7.7.1.
  - 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 1 January following the Council meeting at which they were elected, unless Section 7.7.1. is invoked.
- 7.5. Voting
- a. The Board of Directors shall make decisions by simple majority vote of the Members of the Board present and voting.
  - b. In case of equal vote, the vote of the President or in his absence his deputy 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.
- 7.6. Meetings
- 7.6.1. The Board of Directors shall meet at least once a year, at least 30 days prior to the Annual Meeting of this Society, after invitation by the Secretary in writing 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.
  - 7.6.2. A quorum of at least one half of the Members of the Board of Directors or a minimum of four Members of the Board of Directors is required to hold a valid Board meeting.
  - 7.6.3. The meeting will be chaired by the President of this Society or in his absence by his appointed deputy. In the absence of the President and any appointed deputy, the meeting will be chaired by the President-Elect or the Immediate Past President.
  - 7.6.4. Upon request by the Board of Directors, Chairmen of Committees, or other individuals as deemed appropriate, shall attend meetings of the Board of Directors, but shall have no voting rights.

- 7.6.5. The Members of the Board of Directors may adopt decisions by e-mails or by fax without prejudice and subject to Section 7.5.
- 7.7. Casual vacancies 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 1 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, Council shall nominate another Member of the Board of Directors to fill the office for the remainder of the term. 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 Personal Member of this Society to assume the office until a new appointment is made at the next meeting of Council and until the new appointee takes up post.
- 7.8. Dismissal of Members of the Board of Directors  
Unless otherwise provided by the Council upon their election, Members of the Board of Directors may be revoked at any time and without reasons by the Council resolving by a majority of two thirds of the Members of the Council present and voting.
- 7.9. Co-option  
In the event that a Board Member dies, resigns or is revoked and without prejudice to Section 7.7., the Council shall elect a new Board Member at its first subsequent meeting and, as long as such replacement is not effective, the Board may either appoint a temporary new Board Member or reallocate the tasks of the deceased, resigned or revoked 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 this Society, and at a place normally being determined at least one year in advance. Active, Affiliate, Honorary, Retired and Trainee Personal Members, and one representative of each

Member Society, may attend, but only Active Personal 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 this 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 Personal 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 Personal 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. Any other amendments to the By-Laws must be proposed in writing to the Secretary of this Society by at least 50 Active Personal 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.

8.6.2. Amendments to the By-Laws shall be effective only after approval by a Decree of the Belgian Ministry of Justice and, in case of an amendment of Section 2 or Section 3, by a Royal Decree pursuant to Art. 50, § 3, of the Act of 27 June 1921. 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. 51, §§ 2 and 3, of the Act of 27 June 1921 and the implementing Decrees.

#### 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 contained in the invitation may be discussed but not decided upon at the General Assembly.

**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 as an employee under contract and be responsible for the daily management thereof in accordance with the administrative policies and procedure of the Society 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 executive staff shall be under the direction of the President and Board of Directors.

**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, Examination Committee, etc.) consisting primarily of Members of this Society.
- 10.2. Appointment  
In addition to committees referred to in these By-Laws, the Board of Directors shall appoint Chairpersons and Members of committees as deemed necessary. Appointment shall be based on expertise. Chairpersons must be Active Personal Members of this Society.
- 10.3. Structure  
All committees shall report to the Board of Directors through the Chair of the committee. The Chair of each committee shall direct and co-ordinate the activities of the committee.
- 10.4. Term of Office
  - 10.4.1. Committee Chairs  
All appointments to committee chairs shall be for one year unless otherwise specified in these By-Laws. A Chair may be appointed for successive one-year terms, as defined by the policies of this Society approved by the Board of Directors.
  - 10.4.2. Committee Members  
Committee Members shall serve for periods defined by the policies of this Society approved by the Board of Directors.

**11. REPRESENTATION OF THE SOCIETY AND MINUTES**

- 11.1. Representation of the Society
  - 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 daily 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 and the Secretary, or their appointed deputy, in all matters falling beyond the scope of the daily management.

11.1.2. In litigation, this Society shall be represented as follows:

- a. by the Treasurer or his appointed deputy in litigations involving no more than Euro 1,000.-- (or its equivalent), or
- b. by the President and the Secretary, or their appointed deputy, in litigations involving more than Euro 1,000.-- (or its equivalent).

11.2. Meeting minutes

Proceedings of meetings held by the Board of Directors, Council and General Assembly will be issued by the Secretary of the Society and maintained on file at the Society's Executive Office.

11.3. Official seal

This Society shall have an official seal, which shall contain the words "ESA – European Society of Anaesthesiology". The seal shall be maintained at the Secretariat of this Society.

**12. OTHER ACTIVITIES OF THE SOCIETY**

12.1. This Society shall hold scientific meetings at regular intervals.

12.2. This Society may, subject to the decision of the Board of Directors, be affiliated to a scientific journal. Subscription to such a journal may be included in the annual Personal Membership fee. Affiliation to a scientific journal will be decided by the Board of Directors, subject to approval by the Council.

12.3. This Society may, subject to the decision of the Board of Directors, arrange the publication and distribution of a Newsletter.

12.4. This Society shall, subject to the decision of the Board of Directors and the approval of the Council, award the European Diploma in Anaesthesiology and Intensive Care to candidates who have fulfilled the requirements set by the Examination Committee.

**13. 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 this Society to the Board of Directors.

The Board of Directors shall agree upon and submit the annual accounts and the budget to the Annual General Assembly for approval pursuant to Art. 53 of the Act of 27 June 1921. The convening notices for the Annual General Assembly shall include the annual accounts and budget submitted for such approval or indicate how and where to obtain or consult them before the Annual General Assembly.

In the event that in a given year a General Assembly is not held, the Board of Directors shall submit the annual accounts and the budget to the Council, which shall provisionally approve the Treasurer's report

in that year. In such an event, the report will be submitted to the General Assembly for approval the following year.

**14. CONTROL**

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.

**15. 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 Personal Members. The Board of Directors shall give at least three months' notice of the date of the Extraordinary General Assembly 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 Personal Members present and who voted. However, should less than two-thirds of the Active Personal 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 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 Personal Members present and voting, regardless of the number of Active Personal 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.

**16. MISCELLANEOUS PROVISION**

Matters not covered by the present By-Laws, in particular the arrangements for filing with the Ministry of Justice and publication in the "Moniteur Belge" (Belgian Official Gazette), shall be dealt with in the manner prescribed by Title III of the Belgian Act of 27 June 1921 and its implementing Decrees.

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