

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 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 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. OBJECTIVES OF THE SOCIETY

Anaesthesiology as given in the name of the Society comprises anaesthesia and peri-operative medicine, intensive care medicine, emergency medicine and pain medicine.

It shall be the objective 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 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 this Society shall be achieved by the following means:

- a. The Society shall hold scientific meetings at regular intervals.
- 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.
- 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.
- 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.
- e. The Hospital Visitation and Training Programme and other committees serve to promote improvements in safety and quality of care of patients undergoing anaesthesia.
- 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.
- g. The Council members serve to facilitate and harmonise the activities of national and international societies of anaesthesiologists in European countries (as defined by the World Health Organisation).
- h. The Society shall organise different educational courses to promote Continuous Medical Education (CME) and will oversee educational grants programmes for ESA members.

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 Secretariat 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 shall be processed and confirmed by the Secretariat.

4.1.2. Associate Member

4.1.2.1. Any member of a European National Society of Anaesthesiologists, being a Society member of this Society, who agrees to become ESA Associate Member.

4.1.2.2. Application

Each member of a European National Society of Anaesthesiologists shall become an ESA Associate member by accepting ESA Associate Membership offered through their National Society. This application process will be organised within the National Societies in line with the specific regulations governing the Society Member and shall be automatic if possible.

4.1.2.3 Approval of application

Following receipt of a new application and verification of requirements as defined in Section 4.1.2.1 the application shall be processed and confirmed by the Secretariat.

4.1.3. Affiliate Member

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 resides outside a European country (as defined by the World Health Organisation).

4.1.3.4. Application

Each new applicant as described in Sections 4.1.3.1., 4.1.3.2. and 4.1.3.3. shall file an application with the Secretariat of this Society.

4.1.3.5. Approval of application

Following receipt of a new application and verification of requirements as defined in Sections 4.1.3.1., 4.1.3.2. or 4.1.3.3., the application shall be processed and confirmed by the Secretariat.

4.1.4. Trainee Member

4.1.4.1. 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. Trainee membership of this Society is limited to a maximum of 6 (six) years.

4.1.4.2. Application

Each new applicant shall file with the Secretariat of this Society an application endorsed by the director of the training programme certifying compliance with Section 4.1.4.1.

4.1.4.3. Approval of application

Following receipt of a new application and verification of requirements as defined in Section 4.1.4.1., the application shall be processed and confirmed by the Secretariat.

4.1.5. Registered Non-Physician Health Professional Member

4.1.5.1. Any registered non-physician health professional accredited by a European national governmental body working in anaesthesiology-related areas. (Nurses, bio-medical technicians, etc.)

4.1.5.2. Application

Each new applicant as described in Sections 4.1.5.1., shall file an application with the Secretariat of this Society.

4.1.5.3. Approval of application

Following receipt of a new application and verification of requirements as defined in Section 4.1.5.1. the application shall be processed and confirmed by the Secretariat.

4.1.6. Medical Student Member

4.1.6.1. Any Medical Student not yet registered as a physician with the licensing authorities in the country they are in training.

4.1.6.2. Application

Each new applicant as described in Sections 4.1.6.1., shall file an application with the Secretariat of this Society.

4.1.6.3. Approval of application

Following receipt of a new application and verification of requirements as defined in Section 4.1.6.1. the application shall be processed and confirmed by the Secretariat.

4.1.7. Retired Member

4.1.7.1. 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.

4.1.7.2. Application

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

4.1.7.3. Approval of application

Following receipt of a new application and verification of requirements as defined in Sections 4.1.7.1. or 4.1.7.2., the application shall be processed and confirmed by the Secretariat.

4.1.8. Honorary Member

4.1.8.1. 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.

4.1.8.3. Nomination

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

4.1.8.4. The Secretary of this Society shall present the proposal to the Board of Directors for consideration and approval.

4.2. Elections to the Council, Board of Directors or Chairpersons of Committees

Only Active and Trainee Members shall have the right to vote 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 appointment as Chairperson of a Committee in this Society, unless stated otherwise in these by-laws.

4.3. Membership Fees

4.3.1. Active, Associate, Affiliate, Trainee, Registered Non-Physician Health Professional, Medical Student, and Retired Members shall pay annual fees in the amounts determined by the Board of Directors, subject to approval by the General Assembly. The annual fee of Associate Members as defined under 4.1.2.2. will be paid by the National Society of Anaesthesiologists of their country, as defined under 5.2.4. 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, 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 31st 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 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 defence of the Member concerned and be

pronounced by the Council at the first upcoming Council meeting at the majority vote of two thirds of the voting Members present. 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.

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 Anaesthesiologists Societies Committee (NASC).

- 5.2.2. The National Anaesthesiologists Societies Committee (NASC) will be a forum of the National Societies of Anaesthesiologists, which are Society members of this Society and shall be formed by one representative of every Society member. 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 will have an advisory role to the Council and Board of Directors of this Society. The Chairperson of the NASC will become an ex-officio member of the Board of Directors of this Society with voting rights.

The representatives of the Society members cannot hold a position on the Council of this Society.

5.2.3. Term of Office

The term of office of the members and the Chairperson of the NASC shall be three years, renewable once for a further term of office of two years. The maximum term of office in the NASC is 5 years in total.

- 5.2.4. Any National Society of Anaesthesiologists 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.

- 5.2.5. 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.

5.3. 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 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.

5.4. 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 1st 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 Temporary Society 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 Council 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 or to the reimbursement of its annual fees.

6. COUNCIL

6.1. Council composition

6.1.1. 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 (as defined by the World Health Organisation), and a maximum of 2 Trainee representatives elected by all Trainee members of this Society. Other individuals may be co-opted as determined by the Council without voting rights.

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 residing 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 this Society, in good standing can stand for election.

Only European countries (as defined by the World Health Organisation) with at least 25 Active/ Trainee Members or at least 10% of practicing anaesthesiologists in that country whichever is the smaller number 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 Members of this Society within that country.

6.2.1.3. Election procedure

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

The Secretary of this Society shall send to each Active Member in each eligible country the list of candidates nominated for representative to the Council for that 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 country concerned. 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 April 1st following the date of election and lasts until 31st March 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 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 Council must not exceed 8 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 representative 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.

6.2.2.2. Eligibility for election

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

The Trainee representatives shall be elected by all the Trainee Members of this Society. Only candidates for election who have received at least 25 votes can be appointed as a Council member.

In the situation where more than 2 Trainee Members have a minimum of 25 votes the 2 candidates with the highest number of votes will be appointed as a Council member.

6.2.3.3. Election procedure

Elections for Trainee Council representatives shall be held every year. The Secretary of this Society shall send a letter or e-mail to each Trainee Member in the autumn of every year, inviting nominations for candidature as trainee representative to the Council. Nominations must be supported in writing by two Trainee Members from this Society. The Secretary of this Society shall send the list of candidates for trainee representatives to the Council to each 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 Trainee member of this Society is entitled to vote for a maximum of 2 Trainee Council members. A voting ballot with more than 2 nominations will be invalid. If candidates for election have less than 25 votes, they cannot 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.

6.2.4. 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 April 1st following the year of election and lasts until 31st March of the third year. The Trainee Council member shall step down at the end of the year in which the Trainee becomes a specialist.

6.3. Powers of Council

6.3.1 The Council shall:

- a. Elect the Members of the Board of Directors,
- 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 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 Members of the Council 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 which meeting, no quorum will be required.
- c. The meeting will be chaired by the President of this Society or in his/her absence by the Vice-President or by the Secretary.
- d. Decisions shall be made by simple majority vote of the Council Members present and voting.
- e. In case of equal vote, the vote of the President or in her/his absence the vote of the deputy Chairperson 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 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 Anaesthesiologists (EBA) will be invited to become an ex-officio member of the Board of this Society without voting rights, provided that the EBA also agrees to have the President of this Society sitting on its Board and under the same conditions.
- f. At the discretion of the President, the Executive Director shall be in attendance at all meetings of the Board of Directors.

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 become involved in 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 ensure the maintenance and preservation of the records, and oversee 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 Finance Committee of 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 this Society outside 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 have been an Active Member of this Society in good standing for a period of at least three years, immediately prior to their election.
- 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 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 the election will occur and that the nomination is supported in writing by two Active Members. If the nominated individual is not one of the candidates, then written permission of the nominated individual must be obtained.
- 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 an absolute 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 an absolute 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 an absolute majority.

In case there are more than four nominations for a mandate, and no candidate receives an absolute 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 an absolute 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 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 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.
- 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 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.
 - 7.5.2. 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 of this Society or in his absence by the Vice-President or the Secretary.
 - 7.5.4. 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.
 - 7.5.5. 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.
- 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.
- 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, 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 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
- 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 defence of the Board Member(s) concerned and be confirmed by the General Assembly by a majority vote of two thirds of the voting Members present.
- 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 fees.
- 7.9. Co-option
- In the event that a 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 this Society, and at a place normally being determined at least one year in advance. Active, Affiliate, Honorary, Retired and Trainee Members, may attend, but only Active and 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 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 and/or 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 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. 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 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. 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 accompanying 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. 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.

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 always be Active Members of this Society. Members to committees can be Active, Affiliate or Trainee members of this Society. Committees focusing on the non-physician health profession can have Registered Non-Physician Health Professional Members as members. Exceptionally non Society members may be co-opted to Committees of this Society with prior approval of the Board of Directors of this Society.

10.3. Structure

All committees shall report to the Board of Directors through the Chairperson of the committee, either directly or indirectly. The Chairperson of each committee shall direct and co-ordinate the activities of the committee.

10.4. Term of Office

10.4.1. Committee Chairpersons and Members

All appointments to committee chairpersons and members shall be for one year unless otherwise specified in these By-Laws or in the respective committee policy documents, approved by the Board of Directors. A Chairperson or Member may be appointed for successive one-year terms, as 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 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.

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

The Secretary shall ensure the maintenance and preservation of the proceedings of meetings held by the Board of Directors, Council and the General Assembly. Such proceedings 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. 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 Council for approval. The annual accounts and the budget will be submitted to the Annual General Assembly for approval pursuant to Art. 53 of the Act of 27 June 1921. On request Active and Trainee members can consult the accounts and budget prior to the General Assembly as soon as they are finalised.

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.

13. 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.

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 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 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 Trainee Members present and voting, regardless of the number of Active and 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.

15. 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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