

**BY-LAWS OF
EUROPEAN SOCIETY OF ANAESTHESIOLOGY AND INTENSIVE CARE (ESAIC) AISBL**

*[The official text is in French –
English convenience translation for information purposes only]*

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TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE

Article 1. Name. Legal form. Term

1.1. The international non-profit association named “EUROPEAN SOCIETY OF ANAESTHESIOLOGY AND INTENSIVE CARE”, abbreviated “ESAIC” (hereafter: “**Association**”), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.

1.2. All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

Article 2. Registered office

2.1. The registered office of the Association is located in the region of Brussels-Capital.

2.2. The registered office of the Association may be transferred to any other location in Belgium by a decision of the Board of Directors, provided that said transfer will not imply a change of the language of these By-Laws according to the legal provisions governing the use of official languages in Belgium.

2.3. If the transfer of the registered office of the Association implies a change of the language of these By-Laws according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 60 of these By-Laws.

2.4. The Association may establish offices in any country or place.

TITLE II. NON-PROFIT PURPOSE. OBJECT

Article 3. Non-profit purpose

3.1. The Association shall be a non-governmental, international non-profit association, exclusively and directly dedicated to promoting and coordinating the scientific, educational and professional activities of anaesthesiologists and to serving the health care needs of the general public, predominantly at a European level but also beyond.

3.2. Unless otherwise stipulated in these By-Laws, the following terms shall be understood as follows within the context of these By-Laws:

- (a) “Anaesthesiology”, “anaesthesia” and “anaesthesiologists” shall be construed as referring to anaesthesia, intensive care, perioperative, critical emergency and pain medicine; and
- (b) “Europe”, “European countries” and “European” shall be construed as referring to the countries included in the definition of the “European Region” of the World Health Organisation (WHO), the Republic of Kosovo and the Republic of North Macedonia.

3.3. The non-profit purpose of international utility of the Association shall more specifically be to:

- (a) Aim for the highest standards of practice and safety in anaesthesia and intensive care, perioperative, critical emergency and pain medicine through education, research and professional development;
- (b) Promote exchange of information between anaesthesiologists in European countries and beyond;
- (c) Disseminate information to authorities and populations with regard to anaesthesiology and its pivotal role in providing health care;
- (d) Raise the standards of the specialty by fostering and encouraging education, research, scientific progress and exchange of information;
- (e) Promote and protect the interest of its Members;
- (f) Promote continuity of care to improve patient outcome;
- (g) Promote patient safety and quality of medical care by facilitating and harmonising the activities of national and international societies in European countries, including medical industrial and patients organisations;
- (h) Strengthen, harmonise and integrate education into clinical practice;
- (i) Stimulate and facilitate research and foster innovation; and
- (j) Develop and promote the professional role of the Members.

Article 4. Object

4.1. To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Organise and arrange congresses, seminars, workshops, scientific meetings and other programs and convenings at national and international levels at regular intervals. The Association’s scientific meetings and communications will be used to promote the exchange of information between anaesthesiologists in European countries and beyond and to disseminate information in regard to anaesthesiology;

- (b) Disseminate information and issue publications. The Association's affiliation to (a) scientific journal(s) and the Association's research grants and awards will be used to foster and encourage education, research, and scientific progress and, thus, raise the educational and scientific standards of the speciality of anaesthesiology;
- (c) Organise and award the Examinations for European Diploma in Anaesthesiology and Intensive Care Medicine (hereafter: "EDAIC"), which will be used to raise the standards of the speciality by requiring documentation of professional qualification. The EDAIC will be awarded to candidates who have fulfilled the requirements set by the Examinations Committee, subject to the decision of the Board of Directors;
- (d) Organise different educational activities to promote Continuous Medical Education (CME) and Continuous Professional Development (CPD) of anaesthesiologists and oversee educational grants and programmes for its Members;
- (e) Develop high-quality, evidence-based guidelines as a tool to harmonise and improve safe clinical practice in anaesthesiology;
- (f) Provide an infrastructure for institutions, clinicians and scientists to facilitate, integrate and support collaborative research in the fields of anaesthesiology across international borders to improve patient care;
- (g) Work closely together with the European Board of Anaesthesiology (EBA), part of the European Union of Medical Specialists AISBL (UEMS), registered in the Crossroad Database of Enterprises under the number 0469.067.848 (RLE Brussels), the World Federation of Societies of Anaesthesiologists (WFSA) and other national and international societies and organisations to develop and promote the professional role and evidence-based guidelines, promote patient safety and quality of care, and protect the interests of its Members;
- (h) Collect and analyse statistical data; and
- (i) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.

4.2. The activities of the Association can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realization of the non-profit purpose of the Association.

4.3. In addition, the Association may develop, support, incorporate, constitute, set up, contractually cooperate with or, either directly or indirectly, participate to and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc. or participating by registration, financial contribution, joint venture, credit loan or participation in the management or administration) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar or related purposes and activities than the ones of the Association or are likely to encourage the development of its activities.

TITLE III. MEMBERS

Article 5. Membership

5.1. The Association shall have two (2) main membership categories: Full Members and Associate Members. The Association shall always consist of at least two (2) Full Members.

5.2. All references in these By-Laws to “Member” or “Members” without any other specification are references to Full Members and Associate Members collectively.

5.3. All references in these By-Laws to “Associate Member” or “Associate Members” without any other specification are references to Individual Members not being Full Members and Society Members collectively, i.e. the Individual Society Members, the Affiliate Members, the Allied Members, the European National Societies of Anaesthesiologists, the European Anaesthesiology Specialist Societies and the Affiliate Societies collectively.

5.4. The rights and obligations of the Members shall be as defined in and pursuant to these By-Laws.

5.5. Membership is *intuitu personae* and can neither be transferred nor assigned.

Article 6. Full Members

6.1. The category of Full Membership is open and accessible to any:

(a) Natural person cumulatively meeting the following criteria:

- i. Being a physician who has completed an accredited anaesthesiology training programme, who is certified to practice anaesthesiology and who is legally licensed to practice medicine; and
- ii. Working in a European country; or

Natural person being an Honorary Member pursuant to Article 15 of these By-Laws.

This subcategory of Full Members shall be referred to as the “**Active Members**”.

(b) Natural person cumulatively meeting the following criteria:

- i. Being a physician in training with a certified anaesthesiology program accredited by a national governmental body; and
- ii. Being trained or employed in an anaesthesiology department in a European country.

This subcategory of Full Members shall be referred to as the “**Trainee Members**”.

The Trainee Membership shall end automatically after the Trainee Member's first specialist or consultant year or upon his/her application to Active Membership or another Membership category.

6.2. These subcategories of Full Members shall be jointly referred to as the "**Full Members**".

6.3. Full Members shall enjoy all membership rights, including voting rights, unless stated otherwise in these By-Laws.

Article 7. Individual Members not being Full Members

7.1. Individual Membership is open and accessible to any:

(a) Natural person cumulatively meeting the following criteria:

- i. Not meeting the criteria to be eligible as a Full Member;
- ii. Being a member of a Society Member; and
- iii. Agreeing to become an Associate Member.

This subcategory of Associate Members shall be referred to as the "**Individual Society Members**".

(b) Natural person cumulatively meeting the following criteria:

- i. Not meeting the criteria to be eligible as a Full Member or as a Society Member; and
- ii. Being (a) a certified physician who is working in the clinical practice of anaesthesiology, but only in one or more countries outside of Europe, or (b) a certified physician who is not working in the clinical practice of anaesthesiology, or (c) a scientist or professional who is not working in the clinical practice of anaesthesiology, but who is nevertheless interested in anaesthesiology.

This subcategory of Associate Members shall be referred to as the "**Affiliate Members**".

(c) Natural person cumulatively meeting the following criteria:

- i. Not meeting the criteria to be eligible as a Full Member, a Society Member or an Affiliate Member; and
- ii. Being (a) a physician in training with a certified anaesthesiology program accredited by a national governmental body who is training/employed in an anaesthesiology department in a non-European country, (b) a medical student who is not yet registered as a physician with the licensing authorities in the country in which he/she is training, (c) a registered non-

physician health professional working in anaesthesiology-related areas (such as a nurse, a bio-medical technician, therapist, audiologist, etc.), or (d) an individual who would have met the criteria to be eligible as a Full Member, but who has retired from active employment or self-employment.

This subcategory of Associate Members shall be referred to as the **“Allied Members”**.

7.2. These subcategories of Associate Members shall be jointly referred to as the **“Individual Members not being Full Members”**.

Article 8. Society Members

8.1. The category of Society Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- i. Having the legal personality;
- ii. Being duly constituted in accordance with the laws and practices of its country of origin; and
- iii. Cumulatively meeting the criteria of one of the following subcategories:

- (aa) Being a national society of anaesthesiologists having its registered office in Europe;

This subcategory of Associate Members shall be referred to as the **“European National Societies of Anaesthesiologists”**;

The Association shall admit only one (1) European National Society of Anaesthesiologists per country;

- (ab) Having activities associated with anaesthesiology or an allied discipline and having its registered office in Europe;

This subcategory of Associate Members shall be referred to as the **“European Anaesthesiology Specialist Societies”**; or

- (ac) Being an association of anaesthesiologists having an extensive and specific collaboration with the Association due to shared scientific, educational or patient safety interest and not having its registered office in Europe;

This subcategory of Associate Members shall be referred to as the **“Affiliate Societies”**.

8.2. These subcategories of Associate Members shall be jointly referred to as the “**Society Members**”.

8.3. Legal entities of a same group of legal entities may each become a Society Member with their own membership rights, provided that they each pay membership fees.

Article 9. Associate Membership

9.1. Associate Members shall have the rights specifically granted to them in or pursuant to these By-Laws. These rights shall not include voting rights at the General Assembly.

9.2. If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these By-Laws are amended in accordance with Article 60 of these By-Laws, the Associate Members shall neither be consulted nor have voting rights.

Article 10. Admission to membership

10.1. Any applicant to membership shall submit an application for admission to membership via regular means of communication to the CEO. For the applications for Trainee Membership, the application shall be endorsed by the director of the certified anaesthesiology training program referred to in Article 6.1 (b) of these By-Laws. For the applications for Individual Society Membership, the application shall be endorsed by the relevant Society Member referred to in Article 8 of these By-Laws.

10.2. For all applications concerning Full Members, Individual Society Members, Affiliate Members and Allied Members, after having verified that all conditions for membership are complied with, the CEO shall decide on the admission to membership. The decisions of the CEO regarding these membership admissions are final, sovereign and the CEO shall give reasons for his/her/its decisions.

10.3. In case of doubt regarding the interpretation and application of the membership criteria set out in Article 6, Article 7 and Article 8 of these By-Laws, the CEO can refer this decision to the Board of Directors and the discretionary power whether or not to admit a Member shall lie with the Board of Directors. In that case, the decisions of the Board of Directors regarding membership admissions are final, sovereign and the Board of Directors shall give reasons for its decisions.

10.4. For all applications concerning Society Members, the CEO shall submit this application for admission to the Board of Directors. After having verified that all conditions for membership are complied with, the Board of Directors shall decide on the admission to membership. The decisions of the Board of Directors regarding these membership admissions are final, sovereign and the Board of Directors shall give reasons for its decisions.

10.5. The membership, including all rights and obligations linked thereto, becomes effective as of the date of the decision of the CEO or the Board of Directors, as the case may be, on the admission.

Article 11. Resignation. Exclusion

11.1. Members are free to resign from the Association by giving written notice via special means of communication, at any time, to the CEO. The CEO shall submit the resignation to the Board of Directors, which shall in turn acknowledge it. The resignation shall be effective on the 31 December of the year during which the written notice has been sent to the CEO.

11.2. A Member is deemed resigning if the Member is in one of the following situations:

- (a) Death;
- (b) Voluntary/as of right/legal dissolution/liquidation;
- (c) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
- (d) Judicial administration/reorganisation;
- (e) Merger (only if the concerned Member is the acquired legal entity);
- (f) Transfer of a universality; or
- (g) Ceases to satisfy the definition of the membership category it belongs to as set out in Article 8 of these By-Laws following a (partial) demerger or transfer of a branch of activity.

11.3. This resignation shall be effective upon a decision of the Board of Directors. A Member has the right to defend his/her/its position at (or in writing prior to) the meeting of the Board of Directors at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations described under Paragraph 11.2 of the present Article. The decisions of the Board of Directors regarding the resignation of Members as referred to in the Paragraphs 11.2 and 11.3 of the present Article are final, sovereign and the Board of Directors shall give reasons for its decisions.

11.4. A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in the Article 6, the Article 7 or the Article 8 of these By-Laws, or (ii) is not duly or timely or fully complying with these By-Laws, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) has substantially modified its activities, or (iv) for any other reasonable cause, may be excluded from membership, by decision of the Council upon proposal of the Board of Directors.

11.5. A Member who/which does not pay all of his/her/its membership fees within one (1) month after a reminder has been sent to it by the CEO, may be excluded from membership by decision of the CEO.

11.6. A Society Member which fails to reply to enquiries or questionnaires from the CEO for two (2) consecutive years, may be suspended from membership by decision of the Council upon proposal of the Board of Directors. A suspended Society Member which fails to reply to enquiries or questionnaires from the CEO for two (2) consecutive years following its suspension, may be excluded from membership, by decision of the Council upon proposal of the Board of Directors.

11.7. Before recommending the exclusion of a Member to the Council, the Board of Directors shall provide the concerned Member with the relevant details in writing via special means of communication at least one (1) month in advance of the proposed exclusion date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of his/her/its exclusion. The Board of Directors may decide to propose the exclusion of a Member to the Council, provided that the concerned Member is convened at the meeting of the Board of Directors and has received the possibility to defend his/her/its position during the meeting of the Board of Directors and prior to the voting on the exclusion. The decisions of the Board of Directors regarding the proposal of exclusion of a Member to the Council are final, sovereign and the Board of Directors must give reasons for its decisions.

11.8. Upon recommendation of the Board of Directors, the Council may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the Council and has received the possibility to defend his/her/its position during the meeting of the Council and prior to the voting on the exclusion. The Council can validly decide on the exclusion of a Member only if the decision obtains a majority of at least two thirds (2/3) of the votes cast by the Council members present. The decisions of the Council regarding the exclusion of a Member are final, sovereign and the Council must give reasons for its decisions.

11.9. All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure (i) until the decision of the Board of Directors not to recommend the exclusion of the concerned Member to the Council, or (ii) if the Board of Directors decides to recommend the exclusion of the concerned Member to the Council, the decision of the Council.

11.10. A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees for the financial year during which notice is given. A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation on the Association or for its assets, (ii) forthwith cease to hold itself out as a Member in any manner, and (iii) upon decision of the CEO, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

11.11. A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

Article 12. Membership fees

12.1. Except for Full Members being Honorary Members, each Full Member shall pay membership fees per year. Each year, the amount of the membership fees for each Full Member shall be decided by the Board of Directors.

12.2. Each Associate Member shall pay membership fees per year, as decided by the Board of Directors. Each year, the amount of membership fees and the calculation method of the membership fees for each Associate Member shall be decided by the Board of Directors.

12.3. Except for Society Members, Associate Members shall not pay annual membership fees, unless this is so decided by the Board of Directors.

12.4. The Board of Directors may decide to reduce the membership fees of one or more Members working or having their registered office in Low and Lower-Middle Income Countries, as defined by the World Bank.

12.5. Without prejudice to Article 11 of these By-Laws, if a Member fails to pay his/her/its membership fees within one (1) month after a reminder has been sent to it by the CEO, his/her/its rights (including voting rights, if any) shall be automatically and immediately suspended until the payment of the membership fees due.

12.6. Members joining the Association part way through a financial year shall pay the full annual amount of membership fees for that year as calculated for their membership category.

12.7. The membership fees are payable before 31 January of each year. Upon decision of the CEO, a Member can make an advance payment for its/her/his membership fees to be determined for the next financial year.

Article 13. Compliance with the By-Laws and the internal rules

13.1. Any Member shall expressly adhere to these By-Laws and the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 12 of these By-Laws.

13.2. Any Member shall further the vision and mission of the Association to the best of his/her/its abilities and refrain from any action which could harm the reputation and the objectives of the Association.

Article 14. Register of Members

14.1. The CEO shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain (i) the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each Member being a legal entity and (ii) the first name, second name, and address of domicile of each Member being a natural person. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Members shall be included in the register of Members by the CEO, immediately after the CEO, the Board of Directors or the Council, as the case may be, has taken a decision.

TITLE IV. HONORARY MEMBERS

Article 15. Honorary Members

15.1. Upon proposal of any Member to the Secretary, who will communicate such proposal to the Board of Directors, the Board of Directors shall have the right to grant the title of Honorary Member to any natural person, being a physician, scientist or professional, (i) who has rendered exceptional services to the Association or its Members, or (ii) who has attained outstanding eminence in anaesthesiology or related fields. The Board of Directors may revoke the title of Honorary Member granted to one or several natural person(s) at any time. The decisions of the Board of Directors regarding the granting or the revocation of the title of Honorary Member are final, sovereign and the Board of Directors shall not give reasons for its decisions.

TITLE V. ORGANISATIONAL STRUCTURE

Article 16. Bodies

16.1. The bodies of the Association are:

- (a) The General Assembly;
- (b) The Council;
- (c) The Board of Directors;
- (d) The President, Past-President or President-Elect, Treasurer and Secretary;
- (e) The CEO;
- (f) The National Anaesthesiologists Societies Committee (NASC);
- (g) The Scientific Committee;
- (h) The Research Committee;
- (i) The Education and Training Committee;
- (j) The Examinations Committee;
- (k) The Chair of the NASC, the Chair of the Scientific Committee, the Chair of the Research Committee, the Chair of the Research Committee, the Chair of the Education and Training Committee and the Chair of the Examinations Committee;
- (l) The Committee(s);
- (m) The Task Force(s).

TITLE VI. GENERAL ASSEMBLY

Article 17. Composition. Voting rights

17.1. The General Assembly shall be composed of all Full Members.

17.2. Only the Full Members shall have the right to vote. Each Full Member shall have one (1) vote.

17.3. Each director shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. The directors shall however have the right to vote in their capacity as Full Members.

17.4. The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Past-President or the President-Elect. If the President and the Past-President or the President-Elect are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Secretary. If the President, the Past-President or the President-Elect and the Secretary are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Treasurer. If the President, the Past-President or the President-Elect, the Secretary and the Treasurer are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Full Member designated for this purpose by the General Assembly.

17.5. The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the person chairing the General Assembly these third parties will receive the right to speak.

Article 18. Powers

18.1. The General Assembly shall have the powers specifically granted to it by law or these By-Laws. In particular, the General Assembly shall have the following powers:

- (a) The transfer of the registered office of the Association when it implies a change of language of these By-Laws according to the legal provisions governing the use of official languages in Belgium;
- (b) The dismissal of the directors;
- (c) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (d) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
- (e) The discharge to be given to the directors and, if any, to the statutory auditor, or to the external accountant;
- (f) The approval of the annual accounts and the budget of the Association;
- (g) The amendment of these By-Laws;
- (h) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s); and
- (i) The restructuration or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

Article 19. Meetings

19.1. The General Assembly shall meet at least once a year upon convening by the President or the Board of Directors, and at such time and place, in Belgium or abroad, as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: “**Ordinary General Assembly**”). Each year, the Board of Directors shall determine the exact date of the Ordinary General Assembly.

19.2. A meeting of the General Assembly shall be convened at any time by the President or the Board of Directors whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President at the written request of at least one fifth (1/5th) of the Full Members. In this last case, the President shall convene the General Assembly within one (1) month after the request of convening of the Full Members. The General Assembly shall take place at the latest two (2) months following this request.

19.3. If the President is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Past-President or the President-Elect. If the President and the Past-President or the President-Elect are both unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Secretary. If the President, the Past-President or the President-Elect and the Secretary are all unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Treasurer. If the President, the Past-President or the President-Elect, the Secretary the Treasurer are all unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Board of Directors.

Article 20. Proxies

20.1. Full Members shall not have the right to give a proxy to other Members to be represented at a (the) meetings(s) of the General Assembly.

20.2. By derogation to Paragraph 20.1 of the present Article, the Board of Directors can grant the right to each Full Member to give a proxy to another Full Member to be represented at a meeting of the General Assembly. Such proxy shall then be granted via regular means of communication, always with copy to the Secretary via similar means, at least five (5) working days before the date of the meeting of the General Assembly. In that case, no Full Member may hold more than two (2) proxies.

20.3. By derogation to Paragraph 20.1 of the present Article, each Full Member shall always have the right, via regular means of communication, always with copy to the Secretary via similar means, to give a proxy to another Full Member or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these By-Laws which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 60 of these By-Laws. In that case, each Full Member or third party may hold an unlimited number of proxies.

Article 21. Convening notices. Agenda

21.1. Convening notices for the General Assembly shall be notified to the Full Members and the directors by the Secretary via regular means of communication at least one (1) month before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Full Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the CEO and adopted by the President or the Board of Directors.

21.2. The Full Members do not have the right to directly propose additional item(s) on the agenda of the General Assembly. Any proposal of additional item(s) to be put on the agenda of the General Assembly by the Full Members should be communicated to the Council and proposed by the Council to the General Assembly in view of the next meeting of the General Assembly.

21.3. No vote shall be cast regarding an item that is not listed on the agenda.

21.4. Each Full Member, Affiliate Member and Allied Member and each director shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any Full Member, Affiliate Member and Allied Member present or represented and any director present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

Article 22. Presence quorum. Voting majority. Votes

22.1. Unless otherwise stipulated in these By-Laws, the General Assembly shall be validly constituted when at least fifty (50) Full Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons present.

22.2. If at least fifty (50) Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these By-Laws, at least one month (1) month after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in Paragraph 22.3 of the present Article.

22.3. Unless otherwise stipulated in these By-Laws, decisions of the General Assembly shall be validly adopted if they obtain at least a simple majority (i.e. it obtains the highest number of the votes cast by the Full Members present or represented) of the votes cast by the Full Members present or represented.

22.4. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Past-President or the President-Elect. If the President and the Past-President or the President-Elect are both absent (whether represented or not), the Secretary shall have the decisive vote. If the President, the Past-President or the President-Elect and the Secretary are all absent (whether

represented or not), the Treasurer shall have the decisive vote. If the President, the Past-President or the President-Elect, the Secretary and the Treasurer are all absent (whether represented or not), the Full Member who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

22.5. The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Full Members present or represented.

22.6. Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Board of Directors and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Full Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the membership category and identity of the Full Members, (ii) the Full Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Full Members to participate to the deliberations and ask questions. The Board of Directors shall set up the practical procedures to organise this in practice. In such a case, the Full Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the person chairing the General Assembly) cannot participate in the General Assembly via electronic means of communication.

22.7. Provided that this possibility has been granted by the Board of Directors and is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Board of Directors shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit.

22.8. The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in the General Assembly or in the vote.

Article 23. Upfront remote voting via electronic means

23.1. Provided that this possibility has been granted by the Board of Directors and is mentioned in the convening notice, each Full Member may vote remotely before a meeting of the General Assembly, by means of an electronic upfront voting form attached to the convening notice or made available by the Association.

23.2. The Board of Directors shall ensure that the system for upfront remote voting via electronic means used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the time limit mentioned in the convening notice.

23.3. The Board of Directors shall set up the practical procedures to organise the upfront remote voting via electronic means.

23.4. The Association must receive the completed and signed electronic upfront voting form within the time limit mentioned in the convening notice.

23.5. Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly shall remain valid for those agenda items which have not been modified or added.

23.6. A Full Member who has voted remotely via electronic means before the meeting of the General Assembly in accordance with the provisions of this Article may no longer choose any other way of casting his/her vote(s), either during the meeting of the General Assembly or by proxy.

23.7. All Full Members having validly voted remotely via electronic means in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable presence quorum in accordance with these By-Laws. All upfront remote votes via electronic means which have been validly sent or submitted to the Association in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable voting majority in accordance with these By-Laws.

23.8. Blank votes, invalid votes and abstentions shall not be counted.

Article 24. Register of minutes

24.1. Minutes shall be drawn up at each meeting of the General Assembly. Following the General Assembly, the draft minutes shall be sent via regular means of communication by the Secretary to the Full Members. The Full Members shall have the possibility to send any comments they may have with regard to these draft minutes to the Secretary within five (5) working days following receipt thereof. The minutes shall then be approved by the Board of Directors and signed by the person having chaired the General Assembly and kept in a register of minutes. Copies of the final minutes shall be sent via regular means of communication by the Secretary to the Full Members and shall be uploaded on the Association's website in order to notify them to all Members.

Article 25. Written procedure

25.1. Except for the amendment of these By-Laws, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 21 of these By-Laws do not have to be complied with.

25.2. For this purpose, the President, upon request of the Board of Directors, and with the assistance of the Secretary, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to the Full Members and directors, with request to the Full Members to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Board of Directors, and within the time limit mentioned in the notice.

25.3. If the votes in favor of all of the Full Members regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.

25.4. For the purpose of the present Article, Full Members are not allowed to grant proxies to other Full Members.

25.5. The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Full Members and directors.

25.6. The decisions taken via written procedure shall be kept in the register of minutes. Copies of the final decisions taken via written procedure shall be sent via regular means of communication by the Secretary to the Full Members and shall be uploaded on the Association's website in order to notify them to all Members.

25.7. The directors and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

TITLE VII. COUNCIL

Article 26. Composition

26.1. The Council shall be composed as follows:

- (a) All directors of the Association shall be as of right members of the Council;
- (b) One (1) national representative per Eligible Country where one (1) or more Active Members work (hereafter: "**National Council Representatives**"); and
- (c) A maximum of two (2) representatives for the Trainee Members (hereafter: "**Trainee Representatives**").

Provided that:

- (a) Only European countries having at least twenty-five (25) Active and/or Trainee Members or at least ten percent (10%) of the total number of practicing anaesthesiologists in that country as Active and/or Trainee Members (whichever is the smaller number) shall be entitled to elect a National Council Representative to the Council (hereafter: "**Eligible Countries**");
- (b) As of the start of their directorship, the directors cannot take up or continue a mandate as a National Council Representative of their respective Eligible Country in the Council;
- (c) The representatives of the NASC cannot take up or continue a mandate as Council member; and
- (d) If there are two (2) Trainee Representatives, they shall not work or train in the same country.

26.2. Each National Council Representative shall represent the Active Members of his/her respective Eligible Country. Each National Council Representative shall be an Active Member working in the same Eligible Country he/she represents. The National Council Representatives shall be responsible for contact and regular transfer of information (i) between the Association and the Active Members working professionally in the same Eligible Country and (ii) between the Association and the respective European National Society of Anaesthesiologists of that country.

26.3. The Trainee Representatives shall represent the Trainee Members of all countries jointly and shall be responsible for contact and regular transfer of information between the Association and its Trainee Members. The Trainee Representatives shall work in close collaboration with the National Council Representatives, the NASC and the Trainees Committee.

26.4. The National Council Representatives shall be elected by the Active Members of each Eligible Country. The term of office of the National Council Representatives is a three (3) years term, indefinitely renewable for consecutive two (2) years terms. Their mandate shall be non-remunerated.

26.5. The elections for the National Council Representatives shall be held in the autumn of the year before the start of term of office. The Secretary shall inform the Active Members of an Eligible Country via regular means of communication as soon as a new election of a National Council Representative for that country is necessary. Applications for candidature for election as National Council Representative to the Council shall be sent to the Secretary via regular means of communication at least one (1) month in advance of the deadline communicated by the Secretary. Each candidate shall be supported in writing by at least two (2) Active Members of his/her country. If there is only one (1) candidate for the mandate of National Council Representative of an Eligible Country concerned and provided that the criteria set out in the present Article are met, he/she shall be automatically considered as being elected as National Council Representative of that Eligible Country. If there is more than one (1) candidate for the mandate of National Council Representative of an Eligible Country concerned, elections shall be organised by the Association. The election of the National Council Representatives shall be conducted via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). To this end, the Secretary, taking into account the criteria set out in the present Article, shall draw up a list of all proposed candidate National Council Representatives for the Eligible Country concerned (indicating for each proposed candidate National Council Representative the criteria set out in the present Article) and send it to the Active Members of the Eligible Country concerned via regular means of communication, together with (i) the agenda and (ii) the proposals for the decisions to be taken, with request to the Active Members of the Eligible Country to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Secretary, and within the time limit mentioned in the notice. The decisions are deemed to have been taken if (i) at least five percent (5%) of the Active Members of that Eligible Country have submitted their votes via the means of written communication designated by the Secretary, within the time limit, and (ii) if the items on the agenda have obtained at least a simple majority (i.e. it obtains the highest number of the votes cast by the Active Members of that Eligible Country having submitted their votes via the means of written communication designated by the Secretary) of the votes cast by the Active Members of that Eligible Country having submitted their votes via the means of written communication designated by the Secretary. Each Active Member of the Eligible Country concerned shall be entitled to vote for one (1) National Council

Representative candidate only. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, a new vote shall be organized.

26.6. The Trainee Representatives shall be elected by all Trainee Members. The term of office of the Trainee Representatives is a three (3) years term, not renewable.

26.7. The elections for the Trainee Representatives shall be held in the autumn of the year before the start of term of office. The Secretary shall inform all Trainee Members via regular means of communication as soon as a new election of a Trainee Representative is necessary. Applications for candidature for election as Trainee Representative shall be sent to the Secretary at least one (1) month in advance of the deadline communicated by the Secretary. Each candidate shall be supported in writing by at least two (2) Trainee Members. If there are only two (2) candidates for the mandates of Trainee Representative and provided that the criteria set out in the present Article are met, they shall be automatically considered as being elected as Trainee Representatives. If there are more than two (2) nominations for the mandates of Trainee Representative, elections shall be organised by the Association. The election of the Trainee Representatives shall be conducted via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). To this end, the Secretary, taking into account the criteria set out in the present Article, shall draw up a list of all proposed Trainee Representative candidates (indicating for each proposed candidate Trainee Representative the criteria set out in the present Article) and send it to all Trainee Members via regular means of communication, together with (i) the agenda and (ii) the proposals for the decisions to be taken, with request to all Trainee Members to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Secretary, and within the time limit mentioned in the notice. The decisions are deemed to have been taken if (i) at least five percent (5%) of the Trainee Members have submitted their votes via the means of written communication designated by the Secretary, within the time limit, and (ii) if the items on the agenda have obtained at least a simple majority (i.e. it obtains the highest number of the votes cast by the Trainee Members having submitted their votes via the means of written communication designated by the Secretary) of the votes cast by the Trainee Members having submitted their votes via the means of written communication designated by the Secretary. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, a new vote shall be organized.

26.8. Unless Paragraph 26.14 of the present Article is applied, the term of office of the Council members begins on the first (1st) of January following their election.

26.9. The mandate of a Council member terminates on the thirty-first (31st) of December by expiry of his/her term. The mandate of a Council member terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Council member, for whatever reason, ceases to be a Full Member, or (iii) if a Council member does no longer meet the criteria to be a National Council Representative or Trainee Representative.

26.10. The mandate of a National Council Representative also terminates upon dismissal. The dismissal of the National Council Representatives shall be conducted via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). To this end, the Secretary, shall send (i) the agenda and (ii) the proposals for the decisions to be taken to the Active Members of the Eligible Country concerned

via regular means of communication, with request to the Active Members of the Eligible Country to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Secretary, and within the time limit mentioned in the notice. The decisions are deemed to have been taken if (i) at least five percent (5%) of the Active Members of that Eligible Country have submitted their votes via the means of written communication designated by the Secretary, within the time limit, and (ii) if the items on the agenda have obtained at least a two-thirds (2/3) majority of the votes cast by the Active Members of that Eligible Country having submitted their votes via the means of written communication designated by the Secretary. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, a new vote shall be organized.

26.11. The mandate of a Trainee Representative also terminates upon dismissal. The dismissal of the Trainee Representatives shall be conducted via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). To this end, the Secretary, shall send (i) the agenda and (ii) the proposals for the decisions to be taken to all Trainee Members via regular means of communication, with request to the Trainee Members to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Secretary, and within the time limit mentioned in the notice. The decisions are deemed to have been taken if (i) at least five percent (5%) of the Trainee Members have submitted their votes via the means of written communication designated by the Secretary, within the time limit, and (ii) if the items on the agenda have obtained at least a two-thirds (2/3) majority of the votes cast by the Trainee Members having submitted their votes via the means of written communication designated by the Secretary. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, a new vote shall be organized.

26.12. Pursuant to the Paragraphs 26.10 and 26.11 of this Article, a Council member may be dismissed at any time and the Active Members of the Eligible Country concerned or the Trainee Members, as the case may be, shall not give reasons for their decisions, without any compensation or cost becoming due by the Association, and provided that the Council member concerned has received the possibility to defend his/her position prior to the voting on the dismissal.

26.13. The Council members are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Secretary. In case of termination of the mandate of a Council member for whatever reason, except the cases of automatic termination of the mandate of a Council member, or dismissal, the Council member shall continue performing the duties of his/her office until he/she has been replaced within two (2) months.

26.14. Except for Council members referred to in Paragraph 26.1 (a) of the present Article, if the mandate of a Council member ceases before its term, for whatever reason, new elections shall be held to elect a new Council member for the remainder of the term. The new Council member shall be eligible for re-election.

26.15. In case of termination of the mandate of a Council member for whatever reason, the Council member shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

26.16. The Council shall be chaired by the President. If the President is unable or unwilling to chair the Council, the Council shall be chaired by the Past-President or the President-Elect. If the President and the Past-President or the President-Elect are both unable or unwilling to chair the Council, the Council shall be chaired by the Secretary. If the President, the Past-President or the President-Elect and the Secretary are all unable or unwilling to chair the Council, the Council shall be chaired by the Treasurer. If the President, the Past-President or the President-Elect, the Secretary and the Treasurer are all unable or unwilling to chair the Council, the Council shall be chaired by the Council member designated for this purpose by the Council.

26.17. The Council may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Council.

26.18. The Council may decide to confer the status of permanent observer to one or more Full Members. Permanent observers shall have the right to attend the meetings of the Council without voting rights and with the right to be heard. All convening notices to all meetings of the Council shall simultaneously be notified to the permanent observers. The Council may revoke the status of permanent observer at any time. By derogation to the preceding sentence, the president of the European Board of Anaesthesiology (EBA) shall be a permanent observer at the Council.

26.19. Notwithstanding the above Paragraph, the President may decide that the president of the European Board of Anaesthesiology (EBA) cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Council.

Article 27. Powers

27.1. The Council shall have the powers specifically granted to it by law or these By-Laws. The Council shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").

27.2. The Council shall in particular have the following powers:

- (a) The exclusion of a Member pursuant to Article 11 of these By-Laws;
- (b) The election of the directors mentioned under Article 34.4 (b) of these By-Laws and the temporary revocation of directors pursuant to Article 34 of these By-Laws;
- (c) The election and dismissal of the President-Elect, the Secretary and the Treasurer pursuant to Article 42 of these By-Laws;
- (d) Upon receipt of the draft annual accounts and the draft budget from the Board of Directors, provide a non-binding advice thereon to the Board of Directors;
- (e) The decision to put additional item(s) on the agenda of the General Assembly as proposed by the Full Members via their National Council Representative(s) or Trainee Representative(s), as the case may be; and
- (f) The adoption of proposals regarding amendments to the By-Laws to be submitted to the General Assembly.

27.3. At any time, the Council may delegate specific powers to one or more Council member(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

Article 28. Meetings

28.1. The Council shall meet every time the interests of the Association so require and at least once a year, upon convening by the Secretary or five (5) Council members, acting jointly, and at such time and place as determined in the convening notice. At the request of at least four (4) directors or at least half of the Council members, the President shall convene additional meetings of the Council. If the President is unable or unwilling to convene the Council, the Council shall be convened by the Past-President or the President-Elect. If the President and the Past-President or the President-Elect are both unable or unwilling to convene the Council, the Council shall be convened by the Secretary. If the President, the Past-President or the President-Elect and the Secretary are all unable or unwilling to convene the Council, the Council shall be convened by the Treasurer. If the President, the Past-President or the President-Elect, the Secretary and the Treasurer are all unable or unwilling to convene the Council, the Council shall be convened by the oldest Council member (in age).

Article 29. Proxies

29.1. The Council members shall not have the right to give a proxy to other Council members, to be represented at a meeting of the Council.

Article 30. Convening notices. Agenda

30.1. Convening notices for the Council shall be notified to the Council members by the Secretary via regular means of communication at least five (5) working days before the meeting of the Council. The convening notices shall mention the date, time and place of the meeting of the Council. In addition, the convening notices shall mention if the Council members can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Council shall be prepared by the CEO and adopted by the Board of Directors.

30.2. Each Council member shall have the right to propose additional item(s) to be included on the agenda of the Council, which shall be notified via regular means of communication to the Secretary at least three (3) working days before the meeting. In such a case, the Secretary shall inform the Council members of the additional item(s) on the agenda of the Council via regular means of communication at least one (1) working day before the meeting of the Council.

30.3. No vote shall be cast regarding an item that is not listed on the agenda.

30.4. Each Council member shall have the right, before, during or after a meeting of the Council, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any Council member present at a meeting of the Council shall be considered to have been regularly convened to this meeting.

Article 31. Presence quorum. Voting majority. Votes

31.1. Unless otherwise stipulated in these By-Laws, the Council shall be validly constituted when at least half of the Council members are present. In any case, the Council shall always be constituted of at least two (2) Council members present.

31.2. If at least half of the Council members are not present at the first meeting, a second meeting of the Council may be convened pursuant to Article 30 of these By-Laws, at least five (5) working days after the first meeting of the Council. The second meeting of the Council shall validly deliberate irrespective of the number of Council members present, in accordance with the voting majority stipulated in Paragraph 31.3 of the present Article.

31.3. Unless otherwise stipulated in these By-Laws, decisions of the Council shall be validly adopted if they obtain at least a simple majority (i.e. it obtains the highest number of the votes cast by the Council members present) of the votes cast by the Council members present. Each Council member shall have one (1) vote.

31.4. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Past-President or the President-Elect. If the President and the Past-President or President-Elect are both absent (whether represented or not), the Secretary shall have the decisive vote. If the President, the Past-President or President-Elect and the Secretary are all absent (whether represented or not), the Treasurer shall have the decisive vote. If the President, the Past-President or President-Elect, the Secretary and the Treasurer are all absent (whether represented or not), the person chairing the Council shall have the decisive vote.

31.5. A duly convened meeting of the Council shall be validly held even if all or some of the Council members are not physically present, but participate in the deliberations via any electronic means of communication that allow the Council members to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Secretary shall set up the practical procedures to organise this in practice. In such a case, the Council members shall be deemed present.

31.6. Provided that the possibility to vote via electronic means is mentioned in the convening notice, the Council members may vote via electronic means during a meeting of the Council. The Secretary shall take the necessary steps allowing the Council members to vote electronically. The Secretary shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the Council members having expressed their vote and (ii) the control of compliance with the prescribed time limit.

Article 32. Written procedure

32.1. The Council may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 30 of these By-Laws do not have to be complied with.

32.2. For this purpose, the Secretary, upon request of the President or five (5) Council members, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via

regular means of communication to all Council members, with request to the Council members to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Secretary, and within the time limit mentioned in the notice.

32.3. The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the Council members have sent their vote(s) back via the means of written communication designated by the Secretary, within the time limit, and (ii) if the items on the agenda have obtained at least a simple majority (i.e. it obtains the highest number of the votes cast by the Council members having sent their vote(s) back via the means of written communication designated by the Secretary) of the votes cast by the Council members having sent their vote(s) back via the means of written communication designated by the Secretary. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

32.4. For the purpose of the present Article, Council members are not allowed to grant proxies to other Council members.

32.5. The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the Council members.

32.6. The decisions taken via written procedure shall be sent via regular means of communication by the Secretary to the Council members.

Article 33. Register of minutes

31.1. Minutes shall be drawn up at each meeting of the Council. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Secretary to the Council members. The register of minutes shall be kept at the registered office of the Association where all Council members may consult it, without, however, displacing it.

TITLE VIII. BOARD OF DIRECTORS

Article 34. Composition

34.1. The Association shall be administered by a Board of Directors composed between nine (9) and twelve (12) directors.

34.2. Each director shall be an Active Member for at least three (3) calendar years prior to his/her election to the Board of Directors.

34.3. In the present Article, the terms “as of right” mean “automatically”.

34.4. The Board of Directors shall be composed as follows:

- (a) The following Active Members shall be as of right directors (hereafter: “**Officers**”):
 - i. The President;

- ii. The Past-President or the President-Elect;
- iii. The Secretary;
- iv. The Treasurer;
- (b) Up to three (3) other Active Members (hereafter: “**Non-Officers**”);
- (c) The following Active Members shall be as of right directors:
 - i. The Chair of the Scientific Committee;
 - ii. The Chair of the Research Committee;
 - iii. The Chair of the Education and Training Committee;
 - iv. The Chair of the Examinations Committee; and
 - v. The Chair of the NASC.

Provided that:

- (a) At any time, at least three (3) of the Officers and/or Non-Officers must be Council Members at the time of their election as Officers or Non-Officers; and
- (b) There shall be no more than two Officers and/or Non-Officers working in the same country.

34.5. With the exception of the directors referred to in Paragraph 34.4 (a) and (c) of the present Article (who become as of right directors through their respective appointment as President, Past-President or President-Elect, Secretary, Treasurer, Chair of the Scientific Committee, Chair of the Research Committee, Chair of the Education and Training Committee, Chair of the Examinations Committee or Chair of the NASC), the Council shall elect the directors. The term of office of the directors is a two (2) years term, twice renewable in a row. By derogation to the above, the mandate performed by a director pursuant to Paragraph 34.13 of the present Article shall not be taken into account for the computation of the number of terms of office.

34.6. With the exception of the Non-Officers elected in accordance with Paragraph 34.13 of the present Article, the term of office of the Non-Officers begins on the first (1st) of January following the Council meeting at which they were elected.

34.7. No director may serve on the Board of Directors for more than eight (8) years in total. Once this maximum term of eight (8) years has been reached, a director cannot serve on the Board of Directors during an interval of at least one (1) year before being able to submit a new candidature for election to the Board of Directors or becoming as of right a director. The mandate of the directors shall be non-remunerated.

34.8. The Secretary shall inform the Active Members via regular means of communication when a new election of Non-Officers by the Council is necessary. Applications for candidature for election as Non-Officer shall be sent to the Secretary at least one (1) month in advance of a meeting of the Council at which one or more Non-Officer(s) will be elected. The Secretary, taking into account the criteria set out in the present Article, shall draw up a list of all proposed candidate Non-Officers. The list shall be attached to the agenda of the meeting of the Council at which one or more Non-Officer(s) will be elected. The list shall indicate for each proposed candidate Non-Officer the criteria set out in the present Article. The election of each Non-Officer shall be by secret ballot of those Council members present at the Council meeting. The Council can validly decide on the appointment

of a Non-Officer only if the decision obtains a simple majority (i.e. it obtains the highest number of the votes cast by the Council members present) of the votes cast by the Council members present. Blank votes, invalid votes and abstentions shall not be counted. If there are more than four (4) nominations for a mandate and no candidate obtains a simple majority of the votes cast by the Council members present in the first round, only the four (4) candidates with the highest number of votes will be withheld for the second round. If there are more than two (2) nominations for a mandate and no candidate obtains a simple majority of the votes cast by the Council members present in the first round, the candidate receiving the fewest votes shall be eliminated and a second round shall be organised. This process shall be repeated with as many rounds as are necessary until a candidate obtains a simple majority of the votes cast by the Council members present.

34.9. The mandate of a director terminates by expiry of his/her directorship. The mandate of a director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the director, for whatever reason, ceases to be an Active Member, or (iii) if the director does no longer meet the criteria set out in Paragraph 34.4 of the present Article.

34.10. A director can be temporarily revoked by the Council. The Council can validly decide on such temporary revocation only if (i) at least two thirds (2/3) of the Council members are present and (ii) the decision to temporarily revoke a director obtains at least a majority of two-thirds (2/3) of the votes cast by the Council members present. Blank votes, invalid votes and abstentions shall not be counted.

34.11. A director can be permanently dismissed by the General Assembly, upon proposal of the Council. The General Assembly can validly decide on such dismissal only if (i) at least two thirds (2/3) of the Full Members are present or represented and (ii) the decision to dismiss a director obtains at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. The General Assembly can decide on the dismissal of a director at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the director concerned is convened at the meeting of the General Assembly and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal by the General Assembly.

34.12. The directors are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President. In case of termination of the mandate of a director for whatever reason, except the cases of automatic termination of the mandate of a director, or dismissal, the director shall continue performing the duties of his/her office until he/she has been replaced within two (2) months.

34.13. If the mandate of a Non-Officer ceases before his/her term, for whatever reason, the Council shall elect a new Non-Officer for the remainder of the term of the Non-Officer being replaced.

34.14. In case of termination of the mandate of a director for whatever reason, the director shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

34.15. The Board of Directors shall be chaired by the President. If the President is unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Past-President or the President-Elect. If the President and the Past-President or the President-Elect are both unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Secretary. If the President, the Past-President or the President-Elect and the Secretary are all unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Treasurer. If the President, the Past-President or the President-Elect, the Secretary and the Treasurer are all unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the director designated for this purpose by the Board of Directors.

34.16. The Board of Directors may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board of Directors.

34.17. The president of the European Board of Anaesthesiology (EBA) shall be a permanent observer at the Board of Directors and shall have the right to attend all meetings of the Board of Directors without voting rights and with the right to be heard. All convening notices to all meetings of the Board of Directors shall simultaneously be notified to the president of the European Board of Anaesthesiology (EBA).

34.18. Notwithstanding the above Paragraph, the President may decide that the president of the European Board of Anaesthesiology (EBA) cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board of Directors.

Article 35. Powers

35.1. The Board of Directors shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these By-Laws. The Board of Directors shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").

35.2. The Board of Directors shall in particular have the following powers:

- (a) The transfer of the Association's registered office when it does not imply a change of language of these By-Laws according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Association's strategies and policies;
- (c) The general management and administration of the Association;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The admission of new Society Members;
- (g) The admission of new Full Members, Society Members, Affiliate Members and Allied Members upon referral of the CEO pursuant to Article 10 of these By-Laws;
- (h) The granting of the title of Honorary Member;
- (i) The decision on the resignation of a Member pursuant to Article 11 of these By-Laws;

- (j) The proposal of exclusion of a Member to the Council pursuant to Article 11 of these By-Laws;
- (k) The appointment and dismissal of the CEO, including the discharge to be given;
- (l) The election, upon proposal of the Nominations Committee, of the Chairs of the Scientific Committee, the Research Committee, the Education and Training Committee and the Examinations Committee;
- (m) The election, upon proposal of the members of the NASC, of the Chair of the NASC;
- (n) The approval of the amount of the membership fees;
- (o) The preparation, in close cooperation with the Treasurer and upon non-binding advice of the Council, of the draft annual accounts and the draft budget that must be submitted to the General Assembly for approval;
- (p) The adoption, the amendment and the revocation of the internal rules, if any;
- (q) The adoption of proposals to be submitted to the General Assembly;
- (r) The amendment of Article 56.2 of these By-Laws; and
- (s) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Committee(s) or Task Force(s) and the overseeing of this/these.

35.3. Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Board of Directors shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the amount of the annual membership fees, and (iii) the activities of the Association.

35.4. At any time, the Board of Directors may delegate specific powers to one or more director(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

Article 36. Meetings

36.1. The Board of Directors shall meet every time the interests of the Association so require and at least four (4) times a year, upon convening by the President or two (2) directors, acting jointly, and at such time and place as determined in the convening notice. At the request of at least four (4) directors, the President shall convene additional meetings of the Board of Directors. If the President is unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Past-President or the President-Elect. If the President and the Past-President or the President-Elect are both unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Secretary. If the President, the Past-President or the President-Elect and the Secretary are all unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Treasurer. If the President, the Past-President or the President-Elect, the Secretary and the Treasurer are all unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the oldest director (in age).

Article 37. Proxies

37.1. Each director shall have the right, via regular means of communication, to give a proxy to another director, to be represented at a meeting of the Board of Directors. No director may hold more than one (1) proxy.

Article 38. Convening notices. Agenda

38.1. Convening notices for the Board of Directors shall be notified to the directors by the Secretary via regular means of communication at least five (5) working days before the meeting of the Board of Directors. The convening notices shall mention the date, time and place of the meeting of the Board of Directors. In addition, the convening notices shall mention if the directors can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Board of Directors shall be prepared by the CEO in collaboration with the President, and adopted by the Secretary. If the Secretary is unable or unwilling to adopt the agenda, the agenda shall be adopted by the President. If the Secretary and the President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the Past-President or the President-Elect. If the Secretary, the President and the Past-President or the President-Elect are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer. If the Secretary, the President, the Past-President or the President-Elect and the Treasurer are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest director (in age).

38.2. Each director shall have the right to propose additional item(s) to be included on the agenda of the Board of Directors, which shall be notified via regular means of communication to the Secretary at least three (3) working days before the meeting. In such a case, the Secretary shall inform the directors of the additional item(s) on the agenda of the Board of Directors via regular means of communication at least one (1) working day before the meeting of the Board of Directors.

38.3. No vote shall be cast regarding an item that is not listed on the agenda.

38.4. Each director shall have the right, before, during or after a meeting of the Board of Directors, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any director present or represented at a meeting of the Board of Directors shall be considered to have been regularly convened to this meeting.

Article 39. Presence quorum. Voting majority. Votes

39.1. Unless otherwise stipulated in these By-Laws, the Board of Directors shall be validly constituted when at least half of the directors are present or represented. In any case, the Board of Directors shall always be constituted of at least two (2) directors present.

39.2. If at least half of the directors are not present or represented at the first meeting, a second meeting of the Board of Directors may be convened pursuant to Article 38 of these By-Laws, at least five (5) working days after the first meeting of the Board of Directors. The second meeting of the Board of Directors shall validly deliberate irrespective of the number of directors present or represented, in accordance with the voting majority stipulated in Paragraph 39.3 of the present Article.

39.3. Unless otherwise stipulated in these By-Laws, decisions of the Board of Directors shall be validly adopted if they obtain at least a simple majority (i.e. it obtains the highest number of the

votes cast by the directors present or represented) of the votes cast by the directors present or represented. Each director shall have one (1) vote.

39.4. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Past-President or the President-Elect. If the President and the Past-President or President-Elect are both absent (whether represented or not), the person chairing the Board of Directors shall have the decisive vote.

39.5. A duly convened meeting of the Board of Directors shall be validly held even if all or some of the directors are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the directors to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The CEO shall set up the practical procedures to organise this in practice. In such a case, the directors shall be deemed present.

39.6. Provided that the possibility to vote via electronic means is mentioned in the convening notice, the directors may vote via electronic means during a meeting of the Board of Directors. The CEO shall take the necessary steps allowing the directors to vote electronically. The CEO shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the directors having expressed their vote and (ii) the control of compliance with the prescribed time limit.

Article 40. Written procedure

40.1. The Board of Directors may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 38 of these By-Laws do not have to be complied with.

40.2. For this purpose, the Secretary, upon request of the President or two (2) directors, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all directors, with request to the directors to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Secretary, and within the time limit mentioned in the notice.

40.3. The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the directors have sent their vote(s) back via the means of written communication designated by the Secretary, within the time limit, and (ii) if the items on the agenda have obtained at least a simple majority (i.e. it obtains the highest number of the votes cast by the directors having sent their vote(s) back via the means of written communication designated by the Secretary) of the votes cast by the directors having sent their vote(s) back via the means of written communication designated by the Secretary. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

40.4. For the purpose of the present Article, directors are not allowed to grant proxies to other directors.

40.5. The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the directors.

40.6. The decisions taken via written procedure shall be sent via regular means of communication by the Secretary to the directors.

Article 41. Register of minutes

41.1. Minutes shall be drawn up at each meeting of the Board of Directors. Following the meeting of the Board of Directors, the draft minutes shall be sent via regular means of communication by the Secretary to the directors. The directors shall have the possibility to send any comments they may have with regard to these draft minutes to the Secretary within five (5) working days following receipt thereof. The minutes shall then be approved by the Board of Directors and signed by the person having chaired the Board of Directors and kept in a register of minutes. Copies of the final minutes shall be sent via regular means of communication by the Secretary to the directors. The register of minutes shall be kept at the registered office of the Association where all directors may consult it, without, however, displacing it.

TITLE IX. PRESIDENT, PAST-PRESIDENT OR PRESIDENT-ELECT, TREASURER AND SECRETARY

Article 42. Election and function of the President, Past-President or President-Elect, Treasurer and Secretary

42.1. The Council shall elect a President, a President-Elect, a Treasurer and Secretary. The President, Past-President or President-Elect, Treasurer and Secretary shall be four (4) distinct directors. The President and the Past-President or President-Elect shall work in different countries. Their mandate shall be non-remunerated.

42.2. The term of office of the President is a two (2) years term, not renewable. The term of office of the Past-President or the President-Elect is a one (1) year term, not renewable. The term of office of the Treasurer and the Secretary is a two (2) years term, twice renewable in a row. By derogation to the above, the mandate performed by a Secretary or Treasurer pursuant to Paragraph 42.5 of the present Article shall not be taken into account for the computation of the number of terms of office.

42.3. Unless Paragraph 42.5 of the present Article is applied, the term of office of the President, Past-President or President-Elect, Treasurer and Secretary begins on the first (1st) of January following the Council meeting at which they were elected. In case Paragraph 42.5 of the present Article is applied, the term of office shall begin immediately.

42.4. During each particular year, there shall be a Past-President or a President-Elect, according to a rotation system. Once the mandate of the President-Elect has terminated, except the cases of automatic termination of directorship or dismissal, the President-Elect shall become as of right

President. Once the mandate of the President has terminated, except the cases of automatic termination of directorship or dismissal, the President shall become as of right Past-President.

42.5. If the mandate of the President-Elect ceases before his/her term, for whatever reasons, the Council shall elect a new President-Elect for the remainder of the term of the President-Elect being replaced. If the mandate of the President ceases before his/her term, for whatever reason, the Past-President shall become as of right the President until the Council has elected a new President for the remainder of the term. Once the new President has been elected, the Past-President shall become as of right again the Past-President for the remainder of his/her term. If the mandate of the Past-President ceases before its term, for whatever reason, there will be no new Past-President until the mandate of the next President has come to an end. If the mandate of the Treasurer ceases before his/her term, for whatever reason, the Council shall elect a new Treasurer for the remainder of the term of the Treasurer being replaced. If the mandate of the Secretary ceases before his/her term, for whatever reason, the Council shall elect a new Secretary for the remainder of the term of the Secretary being replaced.

42.6. The mandate of the President, Past-President or President-Elect, Treasurer and Secretary terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their directorship.

42.7. The Council may further dismiss the President as President, the Past-President as Past-President, the President-Elect as President-Elect, the Treasurer as Treasurer or the Secretary as Secretary at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the President, Past-President or President-Elect, Treasurer or Secretary concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Council and prior to the voting on the dismissal. The concerned President, Past-President or President-Elect, Treasurer or Secretary shall not participate in the deliberation of the Council regarding such decision or action, and also not to the relevant voting.

42.8. The President, Past-President or President-Elect, Treasurer and Secretary are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Council. In case of the end of the mandate of the President, Past-President or President-Elect, Treasurer or Secretary for whatever reason, except the cases of automatic termination of the directorship, or dismissal, the President, Past-President or President-Elect, Treasurer or Secretary as the case may be shall continue performing the duties of his/her office until the Council has provided in his/her replacement within three (3) months, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

42.9. In case of termination of the mandate of the President, Past-President or President-Elect, Treasurer or Secretary for whatever reason, the President, Past-President or President-Elect, Treasurer or Secretary, as the case may be, shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

Article 43. Powers of the President, Past-President or President-Elect, the Treasurer and the Secretary

43.1. The President shall have the powers specifically granted to him/her by these By-Laws. In particular, the President shall have the following powers:

- (a) Managing and administering the affairs of the Association according to the policies set by the Board of Directors, the Council, and the General Assembly, as defined in these By-Laws;
- (b) Adopting the agenda of the meetings of the General Assembly, after preparation by the CEO;
- (c) Presiding the meetings of the General Assembly, the Council and the Board of Directors;
- (d) Signing and approving the minutes of the meetings of the General Assembly (if applicable), the Council and the Board of Directors;
- (e) In the event of a tie vote, having the casting vote within the General Assembly, the Council and the Board of Directors; and
- (f) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties.

43.2. The President can delegate to other directors the power to represent the Association at meetings of national and regional societies, other medical organisations, other specialty societies and allied health organisations and societies. The President may also delegate the power to qualified individuals to speak on behalf of the President before various governmental bodies, agencies, and any other group so designated by the President.

43.3. The Past-President (if applicable) shall have the powers specifically reserved for him/her by these By-Laws. As a general rule, the Past-President shall replace the President in his/her absence and shall have an advisory role within the Board of Directors.

43.4. The President-Elect (if applicable) shall have the powers specifically reserved for him/her by these By-Laws. As a general rule, the President-Elect shall replace the President in his/her absence and shall be involved in the administration of the affairs of the Association in anticipation of his/her term of office as President, as directed by these By-Laws and by the President.

43.5. The Treasurer shall have the powers specifically granted to him/her by these By-Laws and by the Board of Directors. As a general rule, the Treasurer shall oversee the financial affairs of the Association, be responsible for the security of the assets of the Association and report in this respect to the Board of Directors and the Finance Committee.

43.6. The Secretary shall have the powers specifically granted to him/her by these By-Laws and by the Board of Directors. As a general rule, the Secretary shall provide technical and administrative support to the Association and ensure the maintenance and preservation of the records.

TITLE X. CEO

Article 44. Appointment and function of the CEO

44.1. The Board of Directors shall appoint a natural person or legal entity as Chief Executive Officer ("CEO"). The mandate of CEO cannot be combined with any other mandate in the Association. His/her/its office may be remunerated. When a legal entity is appointed as CEO, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of CEO in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the CEO. The CEO's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Board of Directors.

44.2. The mandate of the CEO terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the CEO is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

44.3. Unless otherwise agreed, the Board of Directors may dismiss the CEO at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

44.4. The CEO is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Board of Directors, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the CEO for whatever reason, except the cases of automatic termination of the mandate of the CEO or dismissal, the CEO shall continue performing the duties of his/her/its office until the Board of Directors has provided in his/her/its replacement within three (3) months, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

44.5. In case of the end of the mandate of the CEO for whatever reason, the CEO shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

44.6. The CEO shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the CEO.

44.7. Notwithstanding the above Paragraph, the President may decide that the CEO cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board of Directors.

Article 45. Powers of the CEO

45.1. The CEO shall have the powers specifically granted to him/her/it by these By-Laws. In particular, the CEO shall have the following powers:

- (a) The daily management of the Association, within the approved budget and in accordance with the administrative policies and procedures of the Association;
- (b) The recruitment of new Members;
- (c) In cooperation with the President and the Secretary, the coordination and the organisation of the meetings of the General Assembly, the Council and the Board of Directors;
- (d) The preparation of the agenda of the meetings of the General Assembly, the Council and the Board of Directors;
- (e) The hiring and the dismissal of the employees of the headquarters of the Association;
- (f) The delegation of tasks to the headquarters of the Association and the overseeing of it;
- (g) The admissions of Full Members, Society Members, Affiliate Members and Allied Members, or the referral of these applications to membership to the Board of Directors pursuant to Article 10 of these By-Laws;
- (h) The exclusion of a Member for non-payment of his/her/its membership fees pursuant to Article 11 of these By-Laws;
- (i) The execution of the decisions of the Council and the Board of Directors;
- (j) The supervision of the financial affairs of the Association, in close cooperation with the Treasurer; and
- (k) Ensuring the public relations of the Association, particularly regarding communication with third parties.

45.2. The CEO shall always act under the responsibility of the Board of Directors and within the approved budget. The CEO shall report periodically to the Board of Directors on his/her/its actions and activities, and/or at the request of the Board of Directors.

TITLE XI. NATIONAL ANAESTHESIOLOGISTS SOCIETIES COMMITTEE (NASC)

Article 46. NASC

46.1. The NASC shall serve as a forum for the European National Societies of Anaesthesiologists and aims at facilitating and harmonizing the activities of National and International Societies of Anaesthesiologists in European countries. The NASC shall have an advisory role towards the Council and the Board of Directors.

46.2. The Board of Directors shall determine amongst others the mission, composition rules, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the NASC.

46.3. The NASC shall not represent the Association vis-à-vis third parties.

46.4. The NASC shall always act under the responsibility of the Board of Directors and shall report periodically to the Board of Directors on its activities, and/or at the request of the Board of Directors.

TITLE XII. SCIENTIFIC COMMITTEE

Article 47. Scientific Committee

47.1. The Scientific Committee shall serve as a forum for exchange of ideas and initiatives at the different scientific meetings of the Association.

47.2. The Board of Directors shall determine amongst others specific rules regarding the mission, composition rules, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Scientific Committee.

47.3. The Scientific Committee shall not represent the Association vis-à-vis third parties.

47.4. The Scientific Committee shall always act under the responsibility of the Board of Directors and shall report periodically to the Board of Directors on its activities, and/or at the request of the Board of Directors.

TITLE XIII. RESEARCH COMMITTEE

Article 48. Research Committee

48.1. The Research Committee shall serve as a forum for (i) coordination and administering the annual ESAIC grants, (ii) promotion of investigator-initiated research in anaesthesia, peri-operative medicine, intensive care, critical emergency medicine and pain and (iii) offering opportunities for education and collegial support for emerging investigators and fostering communication in the anaesthesia, peri-operative medicine, intensive care, critical emergency medicine and pain research community.

48.2. The Board of Directors shall determine amongst others specific rules regarding the mission, composition rules, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Research Committee.

48.3. The Research Committee shall not represent the Association vis-à-vis third parties.

48.4. The Research Committee shall always act under the responsibility of the Board of Directors and shall report periodically to the Board of Directors on its activities, and/or at the request of the Board of Directors.

TITLE XIV. EDUCATION AND TRAINING COMMITTEE

Article 49. Education and Training Committee

49.1. The Education and Training Committee shall serve as a forum for coordination for all educational activities of the Association.

49.2. The Board of Directors shall determine amongst others the mission, composition rules, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Education and Training Committee.

49.3. The Education and Training Committee shall not represent the Association vis-à-vis third parties.

49.4. The Education and Training Committee shall always act under the responsibility of the Board of Directors and shall report periodically to the Board of Directors on its activities, and/or at the request of the Board of Directors.

TITLE XV. EXAMINATIONS COMMITTEE

Article 50. Examinations Committee

50.1. The Examinations Committee shall serve as a forum for coordination for all EDAIC examinations activities of the Association.

50.2. The Board of Directors shall determine amongst others the mission, composition rules, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Examinations Committee.

50.3. The Examinations Committee shall not represent the Association vis-à-vis third parties.

50.4. The Examinations Committee shall always act under the responsibility of the Board of Directors and shall report periodically to the Board of Directors on its activities, and/or at the request of the Board of Directors.

TITLE XVI. CHAIRS OF THE NASC, THE SCIENTIFIC COMMITTEE, THE RESEARCH COMMITTEE, THE EDUCATION AND TRAINING COMMITTEE AND THE EXAMINATIONS COMMITTEE

Article 51. Mandate of the Chairs of the NASC, the Scientific Committee, the Research Committee, the Education and Training Committee and the Examinations Committee

51.1. The Board of Directors, upon proposal of the members of the NASC, shall elect the Chair of the NASC, pursuant to the procedures included in the relevant internal policies.

51.2. The Board of Directors, after compliance of a nomination procedure, shall elect the Chairs of the Scientific Committee, the Research Committee, the Education and Training Committee and the Examinations Committee, pursuant to the procedures included in the relevant internal policies.

51.3. The Chair of the NASC shall be a natural person, cumulatively meeting the criteria included in the NASC Policy.

51.4. The Chair of the Scientific Committee shall be a natural person, cumulatively meeting criteria included in the Scientific Committee Policy.

51.5. The Chair of the Research Committee shall be a natural person, cumulatively meeting criteria included in the Research Committee Policy.

51.6. The Chair of the Education and Training Committee shall be a natural person, cumulatively meeting the criteria included in the Education and Training Committee Policy.

51.7. The Chair of the Examinations Committee shall be a natural person, cumulatively meeting the criteria included in the Examinations Committee Policy.

51.8. The mandates of the Chairs of the NASC, the Scientific Committee, the Research Committee, the Education and Training Committee and the Examinations Committee shall be non-remunerated. The Chairs of the NASC, the Scientific Committee, the Research Committee, the Education and Training Committee and the Examinations Committee shall be five (5) distinct persons. Except for the Chair of the Examinations Committee, their term of office is a three (3) years term, not renewable. The term of office of the Chair of the Examinations Committee is a three (3) years term, five (5) times renewable for a one (1) year term. With the exception of the Chairs elected in accordance with Paragraph 51.12 of the present Article, the term of office of the Chairs of the NASC, the Scientific Committee, the Research Committee, the Education and Training Committee and the Examinations Committee begins on the first (1st) of January following their respective nomination.

51.9. The mandate of the Chairs of the NASC, the Scientific Committee, the Research Committee, the Education and Training Committee and the Examinations Committee terminates by expiry of their mandate or as of right and with immediate effect, (i) by death or incapacity, or (ii) if they, for whatever reason, cease to fulfil the criteria set out in Paragraphs 51.3 to 51.7 of the present Article.

51.10. The Board of Directors may further dismiss the Chair of the NASC as Chair of the NASC, the Chair of the Scientific Committee as Chair of the Scientific Committee, the Chair of the Research Committee as Chair of the Research Committee, the Chair of the Education and Training Committee as Chair of the Education and Training Committee and the Chair of the Examinations Committee as Chair of the Examinations Committee at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the respective Chair of the NASC, the Chair of the Scientific Committee, the Chair of the Research Committee, the Chair of the Education and Training Committee or the Chair of the Examinations Committee is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Board of Directors and prior to the voting on the dismissal. The concerned Chair of the NASC, the Chair of the Scientific Committee, the Chair of the Research Committee, the Chair of the Education and Training Committee or the Chair of the Examinations Committee shall not participate in the

deliberation of the Board of Directors regarding such decision or action, and also not to the relevant voting.

51.11. The Chair of the NASC, the Chair of the Scientific Committee, the Chair of the Research Committee, the Chair of the Education and Training Committee or the Chair of the Examinations Committee is also free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the Board of Directors.

51.12. If the mandate of the Chair of the NASC, the Chair of the Scientific Committee, the Chair of the Research Committee, the Chair of the Education and Training Committee or the Chair of the Examinations Committee ceases before his/her term, for whatever reason, the Vice-Chair of the NASC, the Vice-Chair of the Scientific Committee, the Vice-Chair of the Research Committee, the Vice-Chair of the Education and Training Committee or the Vice-Chair of the Examinations Committee shall respectively become as of right the Chair of the NASC, the Chair of the Scientific Committee, the Chair of the Research Committee, the Chair of the Education and Training Committee or the Chair of the Examinations Committee for the remainder of the term.

51.13. In case of termination of the mandate of the Chair of the NASC, the Chair of the Scientific Committee, the Chair of the Research Committee, the Chair of the Education and Training Committee or the Chair of the Examinations Committee for whatever reason, the Chair of the NASC, the Chair of the Scientific Committee, the Chair of the Research Committee, the Chair of the Education and Training Committee or the Chair of the Examinations Committee shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

TITLE XVII. COMMITTEE(S)

Article 52. Committee(s)

52.1. The Board of Directors may establish, dissolve and delegate tasks to one or more Committee(s), which may be organised in subcommittees. The Committee(s) shall have a supporting role to the Board of Directors on specific issues. The Board of Directors shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Committee(s).

52.2. The Committee(s) may be composed of Members, non-Members and Representatives of Members who (i) must be experts in the respective fields covered by the Committee(s) concerned and (ii) are able to substantially contribute to support the Board of Directors. Unless stated otherwise in the respective Committee Policy, the Officers shall be as of right members of the Committee(s). The Officers and Non-Officers of the Association cannot hold a Committee or Subcommittee chair position, except for the Scientific Committee, Research Committee, Education and Training Committee and Examinations Committee.

52.3. The Committee(s) shall not represent the Association vis-à-vis third parties.

52.4. The Committee(s) shall always act under the responsibility of the Board of Directors and shall report periodically to Board of Directors on its/their activities, and/or at the request of the Board of Directors.

TITLE XVIII. TASK FORCE(S)

Article 53. Task Force(s)

53.1. The Board of Directors and/or the Committee(s) may establish, dissolve and delegate tasks to one or more Task Force(s). The Task Force(s) shall have a supporting role to the Board of Directors and/or the Committee(s) on specific issues and are created for a period limited in time. The Board of Directors and/or the Committee(s) shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Task Force(s).

53.2. The Task Force(s) may be composed of Members, non-Members and Representatives of Members who (i) must be experts in the respective fields covered by the Task Force(s) concerned and (ii) are able to substantially contribute to support the Board of Directors and/or the Committee(s).

53.3. The Task Force(s) shall not represent the Association vis-à-vis third parties.

53.4. The Task Force(s) shall always act under the responsibility of the Board of Directors and shall report periodically to Board of Directors on its/their activities, and/or at the request of the Board of Directors.

TITLE XIX. LIABILITY

Article 54. Liability

54.1. The Council members, the directors, the President, the immediate Past-President or the President-Elect, the Treasurer, the Secretary and the CEO are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

54.2. The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

TITLE XX. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 55. External representation of the Association

55.1. The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President, the Past-President or the President-Elect, the Treasurer, the Secretary and the CEO, acting jointly two by two.

55.2. Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the CEO, acting alone.

55.3. None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

55.4. In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Council members, the directors, the President, the Past-President or the President-Elect, the Treasurer, the Secretary and the CEO, acting jointly two by two, or, within the framework of daily management, by the CEO, acting alone.

TITLE XXI. INTERNAL POLICIES AND PROCEDURES

Article 56. Internal policies

56.1. To detail and complete the provisions of these By-Laws, the Board of Directors may adopt, amend and/or revoke internal policies relating to the By-Laws.

56.2. On the date of the last amendments to these By-Laws, the last internal policies of the Association relating to the By-Laws were adopted on June 10, 2021.

56.3. The Board of Directors is further entitled to adopt internal procedures and any other kind of statement that falls within the scope of its powers.

TITLE XXII. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS

Article 57. Financial year

57.1. The financial year of the Association shall run from one (1) January to thirty-one (31) December.

Article 58. Annual Accounts. Budget

58.1. In cooperation with the Treasurer, the Board of Directors shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year and submit them to the Council for advice. The Council has the right to render a non-binding advice on the draft annual accounts and the draft budget to the Board of Directors.

58.2. Each year, within six (6) months following the end of the financial year, the Board of Directors shall report on its activities and those of the Council to the General Assembly and submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

58.3. By derogation to the term prescribed by Article 21.1 of the By-Laws, the draft annual accounts and the draft budget shall be made available to all Full Members at least ten (10) working days before the Ordinary General Assembly.

58.4. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

Article 59. Auditing of the annual accounts

59.1. If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian "*Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren*", for a three (3) years term.

59.2. If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

59.3. The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XXIII. AMENDMENTS TO THESE BY-LAWS

Article 60. Amendments to these By-Laws

60.1. Amendments to the By-Laws may be proposed by the Council or by at least fifty (50) Full Members in writing to the Secretary not less than one (1) month before the meeting of the General Assembly which shall decide on the amendments.

60.2. The main terms of any proposal to amend these By-Laws shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Full Members and the directors.

60.3. The General Assembly can validly decide on amendments to these By-Laws only if (i) at least fifty (50) Full Members are present or represented and (ii) the decisions to amend obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

60.4. If at least fifty (50) Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these By-Laws, at least one (1) month after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in Paragraph 60.3 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons present.

60.5. By derogation to paragraph 60.3 of the present Article, the Board of Directors can also validly decide on amendments to Article 5656.2 of these Articles of Association.

60.6. The date on which the amendments to these By-Laws shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the amendments to these By-Laws.

60.7. Any decision of the General Assembly relating to the amendments of these By-Laws is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these By-Laws must be acknowledged by a Royal Decree or recorded in a notarial deed.

TITLE XXIV. DISSOLUTION. LIQUIDATION

Article 61. Dissolution. Liquidation

61.1. The dissolution of the Association may be proposed by the Board of Directors or by at least one third (1/3) of the Full Members in writing to the Secretary not less than one (1) month before the meeting of the General Assembly which shall decide on the dissolution.

61.2. Any proposal to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Full Members and the directors.

61.3. The General Assembly can validly decide on the dissolution of the Association only if (i) at least half of the Full Members are present or represented and (ii) the decision obtains a majority of at least a two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

61.4. If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these By-Laws, at least one (1) month after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, only if at least hundred (100) Full Members are present or represented, in accordance with the voting majority stipulated in Paragraph 61.3 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons present.

61.5. If at least hundred (100) Full Members are not present or represented at the second meeting, a third meeting of the General Assembly may be convened pursuant to Article 21 of these By-Laws, at least one (1) month after the second meeting of the General Assembly. The third meeting of the General Assembly shall validly deliberate, only if at least fifty (50) Full Members are present or represented, in accordance with the voting majority stipulated in Paragraph 61.3 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons present.

61.6. Upon the dissolution and liquidation of the Association, and unless the simplified procedure of dissolution and liquidation in one (1) notarial deed is applied, the General Assembly shall decide

upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the directors shall be deemed to be jointly in charge of the Association's liquidation.

61.7. The General Assembly shall also decide upon the allocation of the net assets of the Association, provided however that the net assets of the Association may only be allocated to a disinterested purpose.

TITLE XXV. VARIA

Article 62. Notifications

62.1. Any notice or other communication under or in connection with these By-Laws shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with these By-Laws, the terms below shall be defined as follows:

- "Regular means of communication" means regular mail or any other means of written communication (including email); and
- "Special means of communication" means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

Article 63. Computation of time

63.1. For the use of the computation of time limits set out in these By-Laws, the terms below shall be defined as follows:

- "Month(s)" mean(s) (a) calendar month(s); and
- "Working day(s)" mean(s) any day other than a Saturday, a Sunday or public holidays in Belgium. When calculating a period of notice, this period excludes the working day when the notice is given or deemed to be given and the working day for which it is given or on which it is to take effect.

Article 64. Abstentions

64.1. For the determination of the voting majorities set out in these By-Laws, "abstentions shall not be counted" means that (i) the person having abstained shall not be taken into account in the number of persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote "in favour" nor a vote "against" the proposed decision.

Article 65. Varia

65.1. Anything that is not provided for in these By-Laws or the internal rules, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-

profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these By-Laws and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these By-Laws shall prevail.

65.2. Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association's name and logo(s) in any manner unless they received a prior and written authorisation from the Board of Directors to do so. Members shall have no claim on the Association's assets.

65.3. For the performance of their duties, directors may elect domicile at the registered office of the Association.

65.4. The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These By-Laws are written in French and English, but only the French version shall be the official text.