

BY-LAWS

European Society of Regional Anaesthesia and Pain Therapy (ESRA)

TITLE I: CONSTITUTION

The European Society of Regional Anaesthesia and Pain Therapy, referred to hereinafter as “The Society”

Article 1: Name

§1. The Society is a non-governmental, independent, non-profit, international Society, with name: “European Society of Regional Anaesthesia and Pain Therapy”, abbreviated as “ESRA, according to art 60ss of the Swiss civil code.

Article 2: Address of the Society

§1. The General Assembly can, by a decision taken with the same majorities as required to change the by-laws, decide to transfer the seat of the Society to any other place.

§2. The seat of the Society is located in Switzerland at Rue Daubin 7, 1203 Geneva.

TITLE II: OBJECTIVES

Article 3: Objectives of the Society

§1. The Society has the following non-profit objectives:

- The study, promotion, education, and training of local and regional anaesthesia and acute or chronic pain management and encouraging scientific research and the dissemination of information.
- The Society will organise congresses, publish scientific works, and encourage research on this medical discipline.
- The Society aspires to pursue an international public in its activities.

§2. The Society can carry out all activities directly or indirectly related to its object or which could facilitate its achievement.

Article 4: Duration

The Society is constituted for an undetermined period.

TITLE III: MEMBERSHIP-EXCLUSION-RESIGNATION

Article 5: Membership of the Society

§1. The Society is open to both individual persons and legal entities, if these legal entities practice anaesthesia, and if they are composed and represented only by anaesthesiologists and other physicians interested in the objective of ESRA, regardless their nationality.

§2. The Society distinguishes the following categories of members:

- the ordinary members
- the associate members

The ordinary members are the members who have the nationality of a European country and/or are working in a European country and who have paid their ESRA contribution and are ESRA members for a full period of at least one year. The term “European country” has to be comprehended in its geographical sense which implicates that this stands for every country (partially) situated in Europe.

The number of ordinary members is unlimited with a minimum of seven ordinary members. Only the ordinary members enjoy full ESRA membership (see Article 21 for any restrictions), which includes voting rights on the General Assembly.

The associate members are the members whose membership rights are limited to the participation on the different activities of ESRA. They will be frequently informed on the ESRA activities. The number of associate members is unlimited.

§3. Under the ordinary members the following membership subcategories are comprehended:

- a) the members who have paid their ESRA contribution and are ESRA member for a full period of at least one year.
- b) New Societies/Zones - introductory membership – reduced rate (in line with low income countries) for the full period of one year - these members will not receive the ESRA journal (Regional Anesthesia and Pain Medicine).

New societies will only be eligible for the reduced rate for a period of two years from formation of the society.

- c) the life members: these members will not receive the ESRA journal

§4. Under the associate members the following membership subcategories are comprehended:

- a) the resident members: these are the members who are within a residency period and who have

a letter from the director of their training programme. Their status must be renewed yearly.

- b) the corresponding members: These are non European members who are working in a European or non European country.

§5. The rights and obligations of the different membership categories and subcategories will be determined by the Executive Board. The Executive Board has the authority to change the different membership (sub) categories, or to create new subcategories of associate members.

Article 6: Membership administration management

§1. The Executive Board has the authority to advice and arrange all matters concerning the ESRA membership.

§2. The Executive Board can appoint the company or organisation, acting as ESRA Secretarial office, with the authority to organize the membership administration.

Article 7: Admission and membership

§1. In order to apply for membership of the Society, the potential members must be active in an area directly related to the objectives of the Society.

§2. The potential members must submit their application in the way that is laid down by the Executive Board. All applications for ESRA membership shall be forwarded to the ESRA Secretarial office, either by letter, airmail, telegram, e-mail or any other written notice.

New ESRA membership can be obtained either through their National Regional Anaesthesia Society, representing ESRA in its country, or on an individual basis.

§3. The Executive Board has the authority to approve or decline the admission of new members. The decision of the Board is final and non disputable, and does not have to be motivated.

§4. The potential members have to pay the membership fee before they acquire ESRA membership. The Executive Board has the authority to allow a reduction or an exemption of the membership fee. This can only be done for a limited period of one year and for educational or financial reasons.

§5. New ESRA members are accepted throughout the whole calendar year in course. Membership accepted in the months November and December will become effective starting from the forth coming year.

§6. The annual membership term starts on January the 1st and ends on December 31st.

Article 8: Resignation, exclusion and membership

§1. The member wishing to resign must give his resignation by registered letter, sent to ESRA secretarial office.

§2. The membership can be suspended if a member doesn't pay its fee within the period of one month after receiving a reminder from the ESRA Secretarial office either by letter, airmail, telegram, email, or any other written notice. The membership can be reactivated after complete payment of the dues.

§3. The exclusion of a member from the Society may be proposed by the Executive Board if there is evidence that the member has infringed the principles defined in article 3 of the by-laws or if that member is acting in serious breach of the by-laws or the applicable law, or if the member has acted so as to disadvantage the Society, and only after respecting the hearing right of the member in question.

The exclusion must be approved by the General Assembly with a majority of votes of the members present or represented.

§4. Nor the resigned or expelled member, nor his beneficiaries or the beneficiaries of a deceased member have any rights to the funds or other assets of the Society.

§5. In no case the members of the Society can be held personally responsible for the obligations of the Society.

Article 9: Membership fee structure

§1. Members of the Society must pay a fixed annual membership fee. The potential members will have to pay their membership fee before they gain ESRA membership. The amount of the fee will be proposed by the Executive Board according to the different membership categories.

The fee shall be approved by the General Assembly after proposition and ratification by the Executive Board prior to the year the dues are assessed.

§2. The officers of the Executive Board, only for the time of their actual board period, are exempted from the annual membership fee.

§3. An exemption from membership fees can, under special circumstances, be allowed to an ESRA member. The authority to decide for this exemption is given to the Executive Board.

§4. If a member changes from membership category with as a consequence a different amount of annual fees being due, the member will be billed or refunded the proper pro rata amount.

The refunds and the additional billing will be calculated as though the change of membership category is effective from the first day of the following month.

TITLE IV: THE GENERAL ASSEMBLY

Article 10: General Powers

§1. The General Assembly shall have full power enabling the objectives of the Society to be achieved.

§2. The ordinary members have the right to vote at the General Assembly. An ordinary member may be represented by another ordinary member by virtue of a written proxy. No ordinary member may hold more than one proxy.

§3. The General Assembly has the power to approve the annual accounts and budgets of the Executive Board and the council of representatives, to modify the by-laws, to exclude ESRA members, to ratify the election of the officers and the members of the council, to admit, discharge and dismiss the officers of the Executive Board and to dissolve the Society.

Article 11: Meeting and quorum

§1. The General Assembly shall meet every year under the chairmanship of the president of the Society or the past-president/president-elect in case the president cannot attend the meeting. The time and location of the meeting will be notified at least two months in advance to the annual meeting, by letter, e-mail, or other communication including the display on the ESRA website to all ordinary members.

§2. The agenda, containing all issues that will be discussed at the General Assembly will be available for both the ordinary and the associate members, at least two months prior to the annual meeting.

Members wishing to put items on the agenda must notify the ESRA General Secretary at least one month in advance. The General Assembly can not decide on matters not listed on the agenda unless there is a unanimous consent of all ordinary members.

§3. Decisions taken by the General Assembly require a simple majority of the votes of the members present or represented, unless expressly specified otherwise in the by-laws.

§4. All members are informed of the decisions by the minutes of the meeting. All decisions of the General Assembly are set down in a special register created for that purpose and kept at the address of the seat of the Society. All ordinary members have access to the special register.

§5. An extraordinary assembly has to be convened on request of at least 20 % of the ordinary members or by a majority of the Executive Board considering such extraordinary assembly to be useful.

Article 12. Amendment of the by-laws and dissolution

§1. The Society can amend its by-laws.

§2. The modification of the by-laws can only be accepted by a decision taken by a two-third majority of votes of those present. The proposed amendments shall be sent along with the notification of the General Assembly.

§3. All proposals for modification of the by-laws or dissolution have to be made either by the Executive Board, the council of representatives, or by at least one third of the members of the Society.

§4. Upon dissolution of The Society, all assets, after payment of all debts and liabilities of The Society, shall be paid and be distributed to one or more non-profit organization with a mission aimed at interests of the general public, in keeping with the objectives of the ESRA to be designated by the General Assembly at the time of dissolution. The assets may in no manner be returned to the founders or members, or be used partially or totally, for their benefit in one way or another.

TITLE V: THE EXECUTIVE BOARD

Article 13: Powers, qualification, election and term

§1. The Society shall be administrated by an Executive Board made up of minimum 7 and maximum 12 officers. The officers can be physical persons or legal entities as mentioned in art.5§1.

§2. There can only be one officer from any individual ESRA zone on the board, and one Residents & Trainees representative.

§3. The officers of the Executive Board are elected from and by the Council of representatives. The Residents & Trainees representative is elected by secret ballot (electronic or by post) from the ESRA resident members (Only residents who have been ESRA associate members for a period of at least one year at the election date will be able to candidate for representation). All the elections subject to approval from the General Assembly.

§4. The mandate of the officers is, not remunerated. The officers can only receive a compensation for the efective costs and travel expenses. For additional assigments, the officers may be paid a reasonable compensation for services rendered to The Society.

§5. The Council of representatives will elect amongst the officers of the Executive Board, the Major Officers. Under the term “Major Officers”, the following posts are comprehended:

- the President
- the Secretary general
- the Treasurer
- the Past President
- the President elect

§6. The president of ESRA is the legal representative of the Society. The president is responsible for the management and administration of ESRA.

§7. The immediate past president shall be available for advice to the Executive Board and help the president in his/her duties.

§8. The president-elect will assist the president in his/her duties.

§9. The secretary general is responsible for the general administration of ESRA which will include the day to day affairs of the Society.

The secretary general shall also be responsible for carrying out the directions of the Executive Board and the president. The main task of the secretary general shall include the organisation of ESRA

meetings including the administration (agenda, taking minutes, keeping a record) of all the main meetings of the Executive Board, the Council of Representatives and the General Assembly.

§10. The treasurer of ESRA is responsible for all financial matters of the Society.

§11. The terms of office are different for the several major officers:

- The term of office of the president of the Executive Board is 3 years non renewable. Upon completion of the term of office of the President he/she automatically becomes the immediate past president for a 2 years term of office which automatically expires upon election of the president-elect by the Council of Representatives and ratification by the General Assembly.
- The term of office of the immediate past president is 2 years non renewable.
- The term of office of the president elect will be limited to a 1 year term. The president elect will assume office one year before the end of the term of office of the president.
- The term of office of the secretary general is 3 years renewable once.
- The term of office of the treasurer is 3 years renewable once.

§12. The function - content of the officers will be described by the Executive Board.

§13. Each officer shall be appointed by the Council of Representatives for a period of three years. The officers can be re-elected only once.

§14. ESRA has the following stipulations in case an unexpected vacancy arises among the officers of the Executive Board:

- In case of an unexpected vacancy arising for the office of President, the immediate past president will assume office until the new president is elected. The president-elect will become president immediately upon election by the Council of Representatives subject to ratification by the General Assembly.
- If the President-elect is unable or unwilling to continue in office, the Council of Representatives will elect a new President-elect at its next meeting. As an exception to the one year term, the President-elect will assume the office of President when the current President's term of office expires.
- In case the Secretary General or the Treasurer is unwilling or unable to continue in office, the Council of Representatives shall elect another member to fill the office for the remaining term. This appointee will be eligible for a further full term of office. In case a vacancy would arise between two meetings of the Council of Representatives, the President can appoint any member of the Council with the assignment to assume office until a new appointee can take up office.
- If an officer, other than those mentioned, above should be unwilling or unable to continue then a replacement will be elected at the next Council of Representatives.
- If the Residents & Trainees representative is appointed to a consultant or specialist post or on completion of his/her residency or anaesthetic training or is unwilling or unable to continue as Residents & Trainees representative, he/she is requested to resign his/her position on the

Executive Board and a new Residents & Trainees representative will be elected by secret ballot (electronic or by post) from the ESRA resident members in time for the next Executive Board or Council of Representatives meeting.

§15. The officers can be dismissed by the General Assembly only by a two/third majority of the members present or represented in the General Assembly.

§16. The Executive Board has all management and administrative authorities with exception from those authorities reserved to the General Assembly by law or by virtue of the by-laws.

§17. The Executive board is entitled to delegate the day-to-day management to the president, an officer, an attorney or to an executive committee. The executive committee is composed of the president and other officers and needs to be established in conformity with the internal rules to be adopted by the Executive board. The Executive board is also entitled, at its own responsibility, to delegate special powers and duties to one or more individuals.

Article 14: Meetings, notice, quorum

§1. The Executive Board shall meet at least twice a year to conduct all business relating to the Society. At least one meeting should occur immediately prior to the annual meeting of the General Assembly. There should be a minimum of 1 meeting a year with the Council of Representatives. This meeting should take place at the annual congress.

§2. The president and/or the secretary general and/or one third of the officers can call for additional meetings of the Executive Board by e-mail or other written communication. The following additional board meeting will take place at least two weeks after the board has received the written request for the meeting.

§3. The president of the Executive Board shall be the chairman of the Society. In case the president is absent, the Past president or the President elect will chair that meeting. The decisions of the Executive board must be approved by a majority of its officers present. Each officer shall have one vote. At least 5 officers of the Executive board including two major officers have to be present to hold a valid meeting. The president of the Executive board has to be present this with exception outlined in article 13 §15. There shall be no possibility to give a proxy vote.

§4. Upon request by the Executive Board, other individuals shall be allowed to attend a meeting (or part of it) of the Executive Board; these individuals will have no voting rights. The remunerated employees of the Society may attend a meeting of the Executive Board but will have no voting rights.

§5. In exceptional circumstances, when an urgent decision is necessary for the interest of the Society, the decisions of the Board can be taken by a unanimous written agreement of all officers. This procedure can not be followed in case of the draft of the annual account.

§6. In the event of a tie, the president (or in case the president is not in office), the immediate past president or the president-elect shall have the casting vote.

§7. The decisions of the Executive Board must be recorded in a minute book signed by the president and kept by the secretary who will make it available to the ordinary members of the Society.

Article 15: Representation of the Society and legal proceedings

§1. Except as relates to special powers of attorney, all acts binding the Society shall be signed by two signature powers among the three joint signature rights who shall not be required to justify the powers conferred upon them to third parties.

§2. All legal proceedings involving the Society, whether as plaintiff or as defendant, shall be controlled by the Executive Board, represented by the president or an officer appointed for that purpose.

Article 16: Responsibility

§1. The Board members shall not assume any personal commitment by the performance of their duties. They shall only be responsible for performing their mandate.

TITLE VI: COUNCIL OF REPRESENTATIVES

Article 17: Powers, qualification, election and term

§1. The council of representatives has a minimum of three councillors.

§2. The councillors will have as major functional duties:

- the promotion of the ESRA activities and the regional anaesthesia in her/his Society
- the organisation of a yearly local ESRA meeting
- the participation at all meetings of the Council of Representatives
- the membership and participation in the Executive Committee

§3. The council of representatives is responsible for the nomination of the officers of the Executive Board.

§4. Candidates for a nomination as officer of the Executive Board need to submit their candidacy to the General Secretary of the executive board at least 2 months before the meeting where the election takes place. The election will be held by secret ballot. This excludes the Residents & Trainees representative. (see Article 13 §3 for any restrictions)

§5. If at the first round more candidate-members would obtain a majority of votes, then a second round will be held between the two candidates with the highest number of votes.

§6. The council of representatives has the authority to propose to the General Assembly the dismissal of the officers of the executive board.

§7. The council must approve major decisions of the Executive Board. Major decisions are considered as: financial aspects, financial end reports, new members of the Board/Council of Representatives, changes of the by-laws or others concerning the organisation of ESRA or ESRA activities, and other possible issues that could affect the non-profit objectives of the Society.

§8. The decisions within the Council will be accepted by a simple majority of votes of the council. The votes by members of the Council of Representatives are by limited proportional representation as based on individual Society membership. The number of votes given to the representatives depends on the average total number of members within the national Society over a period of three years including the year in which the voting takes place.

- a) If the national Society of a country has more than 30 ESRA members, the representative of that country is entitled to cast one vote in the council of representatives.
- b) If the national Society of a country has more than 100 ESRA members, the representative of that country is entitled to cast two votes in the council of representatives.
- c) If the national Society of a country has more than 200 ESRA members, the representative of that country is entitled to cast three votes in the council of representatives.
- d) The Residents & Trainees representative on the Executive Board will have one vote, independent of the number of ESRA resident members.

In the event of a tie, the president of ESRA will have the casting vote.

§9. The council has the right to make propositions to the General Assembly concerning possible amendments of the by-laws.

Article 18: Membership

§1. The members of the council of representatives are anaesthesiologist from a European country with a National Regional Anaesthesia and Pain Therapy Society, who are representing their National Regional Anaesthesia Society.

§2. A member of the council of representatives is elected by the local Society for a term of 3 years, which can be renewed for a second period of 3 years, depending on the applicable National Regional Anaesthesia and Pain Therapy Societies regulations.

§3. In case a member of the council is elected on the Executive Board he or she needs to be replaced by a duly accepted representative, elected by the local Society.

Article 19: Meetings, notice, quorum

§1. The council of representatives shall meet at least once a year with the Executive Board just before the annual conference.

§2. The president of ESRA will chair the meeting of the council of representatives.

§3. Additional meetings of the council of representatives are possible, if at least half of the members of the council request for such meeting.

TITLE VII: THE NATIONAL SOCIETY

Article 20: Powers, qualification, election and term

§1. Each group of individual persons and legal entities, if these legal entities practice anaesthesia, and if they are composed and represented only by anaesthesiologists and other physicians interested in the objective of ESRA, situated in a European country is entitled to establish a national Society of Regional Anaesthesia and Pain Therapy which is organised as a non profit Society according to the national law of the European country where the Society is located.

§2. The membership of the national Society can also be open to both individuals and legal entities who are not an ESRA member. These members will not be taken into account to determine the representation foreseen in article 17.

§3. A copy of the constitution act of the national Society and a list of all ESRA members within the national Society will be lodged with the ESRA office.

§4. Every National Regional Anaesthesia and Pain Therapy Society will democratically elect a representative for its representation in the council of representatives. In case a country has no National Society, individuals and legal entities, if these legal entities practice anaesthesia, and if they are composed and represented only by anaesthesiologists and other physicians interested in the objective of ESRA, from that country, are allowed to join related countries (geographically or by language) in order to obtain a seat in the Council.

Only the members of the national Society who have been ordinary ESRA members for a period of at least one year at the election date will be able to candidate for representative.

§5. Residents & Trainees representative will be democratically elected by secret ballot (electronic or postal) from the resident members of ESRA.

Only residents who have been ESRA associate members for a period of at least one year at the election date will be able to candidate for representation.

The representative needs to be an anaesthesiologist or a legal entity as meant in art.5. The representative must be appointed from and by the national Society. The national Society can decide to replace its representative. The decision of the national Society is final and non disputable. The representative will stay in the council until a new representative is democratically chosen in the national Society.

Article 21: Membership

§1. In order to have a representation with voting rights and eligibility for election to the Executive Board within the Council of Representatives, at least 30 ESRA members of the national Society must have a function as anaesthesiologist. Societies with below 30 ESRA members (excluding new societies members on a reduced rate) are entitled to have a 'non-voting/ineligible for election to the ESRA Board until such time that they have an average of 30 members over 2 years.

Potential members from countries unable to reach the required number of members are allowed to join

related countries (geographically or by language) to form a combined group, in order to reach the quorum of 30 ESRA members and have a representation within the ESRA council of representatives.

§2. The national Society will provide ESRA every year with the list of their members who are ESRA member.

§3. ESRA can registrate members on behalf of a national Society.

Article 22: Meetings, notice, quorum

§1. At least once a year an annual meeting of the national Society is organised.

TITLE VIII: BUDGETS AND ACCOUNTS

Article 23: Financial year

§1. The financial year begins on 1st January and closes on 31st December of each calendar year.

§2. The Executive Board must draw up the annual accounts of the past financial year as well as the budget for the following year. These documents must be submitted to the General Assembly for approval at its next meeting. The annual accounts must, in accordance with article 51 of the applicable law be communicated to the Federal Justice Department.

TITLE IX: GENERAL PROVISIONS

Article 24: Language

§1. The official language used for all official documents of ESRA will be an official language of the country where the ESRA headquarters are situated. At the international ESRA congresses as well as in all acts, documents, et cetera concerning ESRA as an international Society, English will be the applied language.

Article 25: Dispute- Authority

If a dispute arises between the Society and its officers, and/or the ESRA members and/or its liquidators, the society will try to solve the dispute by mediation.

In case the mediation is unsuccessful, the dispute will be treated under the jurisdiction of the Courts of the seat of the Society unless the Society renounces this authority.

Maastricht, 9 September 2016