

## BY-LAWS

### European Society of Regional Anaesthesia & Pain Therapy (ESRA)

#### TITLE I: CONSTITUTION

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

##### **Article 1: Name**

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

##### **Article 2: Address of the Society**

§1. The Annual 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 Geneva, Switzerland. The Major Officers will decide the exact address.

#### 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 techniques for 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 regarding 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 of time.

#### TITLE III: MEMBERSHIP

##### **Article 5: Membership of the Society**

§1. The Society is open to both individual persons and legal entities, regardless of nationality, who are interested in the ESRA objectives.

§2. The Society distinguishes between the following member categories:

- Ordinary members
- Associate members

Ordinary members are physicians who have paid their ESRA contribution and are ESRA members for a full period of at least one (1) year.

The number of ordinary members is unlimited, with a minimum of seven (7) ordinary members. Only ordinary members enjoy full ESRA membership (see Title VII for any restrictions), which includes voting rights at the Annual General Assembly.

Associate members are those whose membership rights are limited to participation in different ESRA activities. They will be frequently informed about such ESRA activities. The number of associate members is unlimited.

§3. Under ordinary membership, the following membership sub-categories are comprehended:

- a) Full members. These members have paid their ESRA contribution and are ESRA members for a full period of at least one (1) year.
- b) New Societies/Zones – introductory membership. Those members who choose to join this category will register through their affiliated society and will pay a reduced rate (in line with low-income countries) for the full period of one (1) year.

New societies will only be eligible for the reduced rate for a period of two (2) years from the formation of the society.

- c) Life members.
- d) Resident members. These are members who are within a residency/trainee/fellowship period/program, and who have a letter from the director of their training programme. Their status must be renewed yearly.

§4. Under associate membership, all other individuals not defined in §3 are comprehended.

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

#### **Article 6: Membership administration management**

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

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

### **Article 7: Admission and membership**

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

§2. Any potential members must submit an application that meets the criteria 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 a national Regional Anaesthesia Society that represents 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.

§4. New ESRA members are accepted throughout the whole calendar year for the current year.

§5. The annual membership rights start on 1 January and end on 31 December.

### **Article 8: Resignation, exclusion, and membership**

§1. Any member wishing to resign must give his/her resignation by registered letter, sent to the ESRA secretarial office.

§2. 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.

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

§3. Neither the resigned or expelled member, nor his/her beneficiaries, or the beneficiaries of a deceased member have any rights to the funds or other assets of the Society.

§4. In no case may Society members 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. Potential members will have to pay their membership fee before they are granted with an 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 Annual General Assembly after proposition and ratification by the Executive Board, prior to the year the dues are assessed.

§2. Members of the Executive Board are exempted from the annual membership fee during the term that they serve on the board but can still pay their dues should they wish to.

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

§4. If a member changes between membership categories, and, as consequence, a different amount of annual fees is due, the member will be billed or refunded the proper pro rata amount.

Refunds and 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 ANNUAL GENERAL ASSEMBLY (AGA)**

### **Article 10: General Powers**

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

§2. Ordinary members have the right to vote at the Annual 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 (1) proxy. In case the Annual General Assembly shall be an online meeting, ordinary members need to inform the ESRA Office on their proxies latest 1 week before the AGA.

§3. The Annual 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 Council Representatives; to admit, discharge and dismiss the Executive Board or Council representatives; and to dissolve the Society.

### **Article 11: Meeting and quorum**

§1. The Annual General Assembly shall meet every year under the chairmanship of the President of the Society, or the Past President or President-elect in the case that the President cannot attend. The time and location of the meeting will be communicated at least two (2) months in advance of the annual meeting, by letter, e-mail, or other communication (including display on the ESRA website) to all ordinary members.

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

Members wishing to put items on the agenda must notify the ESRA General Secretary at least one (1) month in advance. The Annual General Assembly cannot decide on matters not listed on the agenda unless there is unanimous consent of all ordinary members.

§3. Decisions taken by the Annual 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 must be convened upon 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-thirds 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 must 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 organisations with a mission aimed at the interests of the general public, in keeping with the objectives of ESRA, and 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 terms**

§1. The Society shall be administrated by an Executive Board made up of a minimum of seven (7) and maximum of twelve (12) officers.

§2. There can only be one officer from any individual ESRA zone on the Board, and one Residents & Trainees Representative from any ESRA zone even if an officer is already from the same zone.

§3. The officers of the Executive Board are elected from the Executive Board (if re-election) or from the Council of Representatives and by the Council of Representatives. The Executive Board will not have voting rights for the election of its members. The Residents & Trainees Representative must have at least two (2) years left as a resident/trainee at the time of election. The Residents & Trainees Representative is elected by a secret ballot (electronic by the active ESRA resident members. All elections are subject to approval by the Annual General Assembly.

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

§5. The Council of Representatives will elect, from amongst the officers of the Executive Board, the Major Officers. The Executive Board will not have voting rights for the election of the Major Officers. Under the term "Major Officers", the following posts are comprehended:

- President
- Secretary General
- Treasurer
- Past President
- 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 to advise 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.

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

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

- The term of office of the President of the Executive Board is three (3) years, non-renewable. Upon completion of the term of office of President, he/she automatically becomes the immediate Past President for a two (2) years term, which automatically expires upon election of the President-elect by the Council of Representatives and ratification by the Annual General Assembly.
- The term of office of the immediate Past President is two (2) years, non-renewable.
- The term of office of the President-elect is limited to a one (1) year term. The President-elect will assume office one (1) year before the end of the term of office of the President.
- The term of office of the Secretary General is three (3) years, renewable once.
- The term of office of the Treasurer is three (3) years, renewable once.

§12. Each officer of the Executive Board shall be appointed by the Council of Representatives for a period of three (3) years. An officer can be re-elected only once.

§13. The Residents & Trainees Representative is elected for a term of office of two (2) years.

§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 (1) 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 the case that a vacancy arises between meetings of the Council of Representatives, the President can appoint any member of the Council 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, unwilling or unable to continue as the Residents & Trainees Representative, he/she is requested to resign his/her position on the Executive Board



and a 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-thirds majority of the members present or represented in the Annual General Assembly.

§16. The Executive Board has all management and administrative authority, with the exception of those items reserved to the Annual 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 major officers jointly with the Chief executive officer (CEO).

§18. The CEO is either contracted or employed by ESRA. His/her duties are defined separately by a contract and a job description.

#### **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 (1) meeting should occur immediately prior to the annual meeting of the Annual General Assembly. There should be a minimum of one (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 (2) weeks after the board has received a 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 the officers present. Each officer shall have one (1) vote. As officer, the Residents & Trainees Representative will have one (1) vote. At least five (5) officers of the Executive Board, including two (2) major officers, have to be present to hold a valid meeting. There shall be no possibility to give a proxy vote.

§4. Upon request of the Executive Board, other individuals shall be allowed to attend (or to participate in) a meeting of the Executive Board; these individuals will have no voting rights and are expected to respect confidentiality.

§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.

§6. In the event of a tie, the President (or, in the 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 minutes book and kept by the ESRA Office.

#### **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 (2) signatories from the joint signatories of the Major Officers who shall not be required to justify the

powers conferred upon them to third parties unless regulations by other contracts exist.

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

### **Article 16: Responsibility**

§1. The Executive Board members do not assume any personal liability by performing 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 (3) councillors.

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

- Promotion of ESRA activities and regional anaesthesia in his/her Society
- Organisation of a yearly local ESRA meeting
- Participation at all meetings of the Council of Representatives

§3. The Council of Representatives is responsible for the nomination of the officers of the Executive Board and Major Officers.

§4. Candidates for nomination as officer of the Executive Board need to submit their candidacy to the General Secretary at least two (2) months before the meeting at which the election takes place. The election will be held by secret ballot. This excludes the Residents & Trainees Representative. (See article 13 §3)

§5. During the election of officers of the Executive Board, if more than one candidate obtains the same number of majority vote, then a second round will be held between those candidates.

§6. The Council of Representatives has the authority to propose to the Annual General Assembly the dismissal of the officers of the Executive Board.

§7. The Council of Representatives must approve major decisions of the Executive Board. Major decisions are considered as being: 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 of Representatives will be accepted by a simple majority of votes of the Council members. The votes by members of the Council of Representatives are by limited proportional representation as based on individual Society membership. The officers of the Executive Board and Major Officers are elected by an electronic secret ballot. 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 (3) years, including the year in which the voting takes place. A Council Representative can be represented by another Council Representative by virtue of a written proxy presented to the ESRA Office in due time. No Council Representative may hold more than one (1) proxy and the representation is maintained (number of votes of the Council Representative represented). All elections are subject to



approval by the Annual General Assembly.

- a) If the national Society of a country has more than an average of at least 30 ESRA members of over a period of three (3) years, the representative of that country is entitled to cast one (1) vote in the Council of Representatives.
- b) If the national Society of a country has more than an average of at least 100 ESRA members of over a period of three (3) years, the representative of that country is entitled to cast two (2) votes in the Council of Representatives.
- c) If the national Society of a country has more than an average of at least 200 ESRA members of over a period of three (3) years, the representative of that country is entitled to cast three (3) votes in the Council of Representatives.

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

§9. The Council of Representatives 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 ordinary members from a European country representing their National Regional Anaesthesia and Pain Therapy Society.

§2. A member of the Council of Representatives is elected by the National Society for a term of three (3) years, which can be renewed for a second period of three (3) years, depending on the bylaws of the respective national society.

§3. If a member of the Council of Representatives is elected to the Executive Board, he or she needs to be replaced by a duly accepted representative, elected by the National Society.

#### **Article 19: Meetings, notice, quorum**

§1. The Council of Representatives shall meet at least once a year with the Executive Board, during the ESRA annual congress.

§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 Representatives request such a meeting.

### **TITLE VII: THE NATIONAL/ZONAL SOCIETY**

#### **Article 20: Powers, qualification, election and term**

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

§2. The membership of the national Society can also be open to both individuals and legal entities that are not ESRA members. These members will not be considered when determining 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 Society will democratically elect a representative for its representation within the Council of Representatives. In the case that a country has no national Society, individuals and legal entities may join a zonal Society registered in another country but extending membership according to geography or language.

Only members of the national Society who have been ordinary ESRA members for a period of at least one (1) year at the election date will be allowed to apply for candidacy to the Council of Representatives.

§5. The national/zonal Residents & Trainees Representative will be democratically elected by the national Society.

The representative needs to be a physician or a legal entity. The representative must be appointed from and by his/her national Society. The national Society can decide to replace its representative. The decision of the national Society is final and indisputable.

#### **Article 21: Membership**

§1. To have representation with voting rights and eligibility for election to the Executive Board within the Council of Representatives, an average of at least 30 ESRA members of the national Society must be reached over a period of three (3) years. National Societies building their membership, are invited to the Council or Representatives meeting, but will not have voting rights and will be ineligible for election to the Executive Board.

At least 30 members of the national/zonal society must be anaesthesiologists.

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

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

#### **Article 22: Meetings, notice, quorum**

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 1 January and closes on 31 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 current year. These documents must be submitted to the General Assembly for approval at its next meeting.

## **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 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**

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

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Paris, 18 September 2020

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