

NOTE:

As the ESPA is to be founded in the Netherlands the official and legally recognised statutes of the society will be in Dutch. The following is an English translation of the proposed final version of the statutes drawn up by Nigel Turner and checked by Ton Schouten, which is intended to give the FEAPA Executive Committee and the European Advisory Panel as clear an idea of the statutes as possible.

In making this translation we have attempted to find a balance between a strict direct translation of the legal terminology and a looser plain English translation which is more easily understood.

This is therefore not an official translation of the final statutes. After the final statutes have been passed into law, we will arrange for an official translation into English by a certified translator of legal documents.

Nigel Turner

DEED OF ASSOCIATION OF A SOCIETY

European Society for Paediatric Anaesthesiology

Today [date] appearing before me, mr. Harriët van Zenderen, notary of Utrecht: in this matter dealing with written mandates of:

1. Dr **Nigel McBeth Turner**, born Romford, UK, on 7/12/59, living at 1017 ZR Amsterdam, Nicolaas Witsenkade 7 2, married, holder of driver's licence number 3189369431;
2. Dr **Antonius Nicolaas Joseph Schouten**, born Nieuwer-Amstel on 24/12/54, living at 3703 SG Zeist, Cornelis Schellingerlaan 14, married, holder of driver's licence number 3158840002;
3. Dr **Francis Alain Jean Veyckemans**, born Brussel, Belgium, on, op 24/7/1952, living at B 1140 Evere, België, Hugo Verrieststraat 19, married, holder of Belgian identity card number 590-5529540-81;
4. Dr **George Harold Meakin**, born Stockport, UK, on 20/8/1946, living at Manchester M30 9HF, UK, 11 Westminster Road, married, holder of a UK passport number 040647127; and
5. Dr **Marcin Jerzy Rawicz**, born Warsaw, Poland, on 26/05/1948, married, living at 05-084 Leszno, Raczkowskiego 25, Poland, holder of Polish passport number AL 0939192. The existence of these mandates is evident from the five documents, which are attached to this deed.

The persons appearing declare that those giving the mandate for this deed will found a society with effect from 1st July 2009, by determining the following:

STATUTES.

Definitions.

Article 1

In these statutes the following definitions are used:

1. *General assembly*: The body conforming to Article 2:40 of the Dutch Civil Code and Article 13 of these statutes, being the General Assembly of the society hereafter to be called the General Assembly;
2. *Executive Board*, the body conforming to Article 2:44 of the Dutch Civil Code and referred to in Article 9 paragraph 1 and Article 12 paragraph 1 of these statutes, being the directorate of the society, hereafter to be referred to as the Executive Board;
3. *Annual general meeting*, the compulsory annual general meeting of the society to be held in principle within six months of the end of the financial year, as referred to in Article 13 paragraph 2 and Article 19 paragraph 3 of these statutes, hereafter to be referred to as the annual general meeting of the General Assembly;
4. *Annual accounts*, the balance and state of credits and debits and explanation thereof of the society;
5. *By electronic means*, with the agreement of the person being communicated with, written communications from or to the society may take place using a legible and reproducible message sent using an electronic medium to the address made known to the society by the person being communicated with or made known to the person being communicated with by the society for this purpose;
6. *Members*, active members, as referred to in Article 4 paragraph 3 of these statutes, affiliate members, as referred to in Article 4 paragraph 4 of these statutes, trainee members, as referred to in Article 4 paragraph 5 of these statutes, retired members, as referred to in Article 4 paragraph 6 of these statutes and honorary members, as referred to in Article 4 paragraph 7 of these statutes, in as far as these statutes make no further distinction or the contrary is evident from the context;
7. *Advisory Council*, the body referred to in Article 18 of these statutes, hereafter to be referred to as the Advisory Council of Representatives of National Societies;
8. *Society*, the society with full jurisdiction referred to in Article 2 paragraph 1 of these statutes.
9. *Europe*, as defined by the World Health Organisation.

Name, seat and language.

Article 2

1. The society bears the name: European Society for Paediatric Anaesthesiology.
2. The society abbreviates its name to: ESPA.
3. The society has its seat in Amsterdam.
4. The official language of the society is English.

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Aims.

Article 3

The aims of the society are the following for education, science and charitable purposes:

- a. To promote safety and quality of care in paediatric anaesthesiology;
- b. To promote scientific research, training and education in paediatric anaesthesiology;
- c. To promote the introduction of standards and guidelines for paediatric anaesthesiology within Europe;
- d. To collect and disseminate information about paediatric anaesthesiology.
- e. To promote friendship and fraternity between its members and defend their interests.
- f. Also all that which is in any way associated with, or can promote the above aims.

2. The society endeavours to achieve these aims by:

- a. Organising at least one annual European congress in the area of paediatric anaesthesiology;
- b. Publishing the proceedings of its meetings;
- c. Affiliating with a scientific journal;
- d. Maintaining a website dedicated to the aims of the society;
- e. Organising symposia and courses on paediatric anaesthesiology, or facilitating the organised of these by others;
- f. Initiating a prize or prizes in order to encourage a high scientific standard with regard to publications and presentations in the area of paediatric anaesthesiology;
- g. Advising, cooperating with and disseminating the views of the society to other professional organisations and interested parties in matters connected with paediatric anaesthesiology.

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3. The society is interested in paediatric anaesthesia in the broadest sense of the term which can include at least the following: perioperative care for children, intensive care for children, pain therapy for children and emergency medicine for children.

4. The society does not aim to make a profit.

Members.

Article 4

1. Only natural persons can become members of the society. Membership is personal and therefore not transferable in any way. Membership is open to anaesthesiologists and others who are interested in paediatric anaesthesiology, provided they are admitted to the society, in accordance with these statutes.

2. The society has active members, affiliate members, trainee members, retired members and honorary members. Where the term “members” is used without further specification in these statutes or in the regulations of the society this is taken to refer to active members, affiliate members, trainee members, retired members and honorary members of the society and where the term “membership” is used without further specification in these statutes or in the regulations of the society this is taken to refer to the membership of active members, affiliate members, trainee members, retired members and honorary members, in every case providing the statutes or the regulations of the society make no further distinction or the contrary is evident from the context.

3. Only the following are eligible for active membership

- a. Doctors who have completed an accredited training programme in anaesthesiology, and who live or work in a European country; or,
- b. Those for whom an individual exemption to the above requirements for active membership has been granted by the Executive Board to which exemption further conditions may be imposed.

4. Only the following are eligible to become Affiliate members:

- a. Doctors who have followed an accredited training in anaesthesiology and who do not live or work in a European country; or
- b. Doctor, nurses or other persons who work in the field of paediatric anaesthesiology; or
- c. Those for whom in an individual case an exemption to the above requirement for affiliate membership has been granted by the Executive Board to which exemption further conditions may be imposed.

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If and as soon as an affiliate member meets the requirements for active membership stated in paragraph 3, that affiliate member may become an active member of the society with due regard to the procedure mentioned in article 5.

5. Only the following are eligible to become trainee members:

- a. Doctors who are following an accredited training in anaesthesiology in a European country with the intention of becoming an accredited anaesthesiologist; or
- b. Those for whom in an individual case an exemption to the above requirement for trainee membership has been granted by the Executive Board to which exemption further conditions may be imposed.

If and as soon as a trainee member meets the requirements for active membership stated in paragraph 3, that affiliate member may become an active member of the society with due regard to the procedure mentioned in article 5.

6. Only persons who were previously active members of the society but no longer work (in a salaried or self-employed capacity) in anaesthesiology are eligible to become retired members.

If and as soon as a member no longer meets the requirements for active membership stated in paragraph 3 on the grounds of retirement from clinical practice, that member will automatically and without formality become a retired member of the society unless he or she informs the Executive Board in writing or by electronic means that he or she does not wish to become a retired member.

7. Only persons who have served paediatric anaesthesiology in an exceptional manner and who for this reason have been admitted to the society are eligible to become honorary members. Honorary members are exempted from the annual membership fees.

8. Unless otherwise stated in these statutes, only active members have the right to vote at meetings of the General Assembly or be elected as members of the Executive Board or appointed as chairperson of a committee of the society.

9. A member is required to inform the Executive Board immediately either in writing or by electronic means as soon as he or she no longer meets the requirements for the relevant membership as stated in this article.

10. The Executive Board shall keep a membership list containing the names, addresses, e-mail addresses, telephone numbers and fax numbers of all members and the category of their membership. Every member is required to inform the society without delay of his or her address and e-mail address as well as any changes thereof in writing or by electronic means.

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Joining and admission to the society.

Article 5

1. Application for membership of the society shall be made to the Executive Board either in writing or by electronic means by submitting the application form provided by the Executive Board.

2. The applicant is required to satisfy the Executive Board that he or she meets the requirements for membership within the appropriate category of membership of the society as stated in the previous article.
The Executive Board can refuse the application if it can not reasonably be expected of the society to grant membership.

3. The Executive Board shall make a decision regarding admission within three months of receipt of the application and shall inform the applicant in writing or by electronic means.

The admission procedure can be further specified in standing orders which may be drawn up at the suggestion of the Executive Board and approved by the General Assembly. These standing orders may contain further requirements for admission to membership of the society.

4. If admission is refused by the Executive Board, the General Assembly can still decide to admit the applicant.

5. An applicant for membership who is refused admission may not repeat his or her application in the calendar year of the refusal, unless otherwise stated in the notification of refusal.

6. Trainee members can apply to the Executive Board to be admitted to active membership of the society according to the procedure included in this article, as soon as they meet the requirements for active membership as stated in article 4 paragraph 3.

7. Honorary members are appointed by the General Assembly following nomination by the Executive Board.

Termination of membership and suspension.

Article 6

1. Membership is terminated:

- a. Upon the death of the member;
- b. Upon resignation by the member;

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c. Upon termination by the society;

d. Upon expulsion.

2. Resignation by the member must be in writing or by electronic means at least four weeks before the end of the financial year.

Whenever continuation of membership cannot be reasonably expected of the member, resignation can occur at any time and with immediate effect. Furthermore, the member can resign his or her membership with immediate effect within one month of being informed of a decision to convert the society to another legal form or to amalgamate or divide up the society. The right to resign membership with immediate effect does not apply in the case of a decision by the society to change to monetary rights and commitments, such as the membership fee.

3. Termination of membership by the society must be in writing or by electronic means at least four weeks before the end of the financial year. The society may terminate membership whenever a member no longer meets the requirements for membership as stated in the statutes and also when it can not reasonably be expected of the society to allow membership to continue.

Whenever prolongation of the membership can not reasonably be expected of the society, termination of membership can occur at any time and with immediate effect, this applies in particular whenever:

- The member does not fulfil his or her obligations to the society;
- The member no longer meets the requirements for membership;
- The member behaves in a fashion contrary to the statutes, regulations or resolutions of the society or its statutory bodies;
- The member disadvantages the society unreasonably.

Termination by the society is enacted by the Executive Board. The member concerned shall be informed as quickly as possible in writing, stating of the reason(s) for termination.

4. Termination of membership which is contrary to the stipulations of the previous paragraphs takes effect at the earliest permissible moment following the date upon which the membership was terminated.

5. Expulsion can only be pronounced when a member behaves in a manner contrary to the statutes, regulations or resolutions of the society or one of its statutory bodies, or disadvantages the society unreasonably. Expulsion is effectuated by the Executive Board.

The member concerned will be informed as quickly as possible in writing, stating of the reason(s) for expulsion

6. Appeal to the General Assembly against a decision to terminate membership because the society can not reasonably be expected to allow the membership to

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continue or against a decision to expel the member by the Executive Board is possible within six weeks of receipt of notification of the decision.

During the above period and pending an appeal the member is suspended.

7. With due regard to the preceding stipulations regarding the termination of membership by the society if a member does not fulfil his or her obligations to the society, a member may be suspended by the Executive Board if and as long as he or she does not fulfil his or her obligations to the society wholly and on time. Appeal to the General Assembly against a decision to suspend membership by the Executive Board is possible within six weeks of receipt of notification of the decision. Further stipulations concerning suspension of members may be included in standing orders.

Yearly contributions and commitments

Article 7

1. Active, affiliate, trainee and retired members are obliged to pay a yearly membership fee the amount of which shall be determined by the Executive Board and approved by the General Assembly. Active, affiliate, trainee and retired members may be divided into categories each of which pays a different membership fee as determined by the Executive Board and approved of the General Assembly.

2. The Executive Board is entitled to grant partial or full exemption to the obligation to pay yearly membership fees in special cases subject to approval by the General Assembly.

3. Whenever membership is terminated in the course of a financial year the obligation to pay the yearly membership fee in its entirety remains.

4. The Executive Board may impose other obligations on membership of the society subject to the approval of the General Assembly,

Pecuniary resources of the society.

Article 8

1. The pecuniary resources of the society consist of:

- a. The annual membership fee;
- b. Other income from members and other parties, such as congress registration fees;
- c. Donations, bequests and legacies;
- d. Subsidies;
- e. Income from capital; and

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f. Other assets.

2. A bequest can only be accepted if it will be of benefit to the society.

Executive Board: composition, functions, appointments and remuneration.

Article 9

1. The Executive Board is composed of at least five and at most ten natural persons, including a chairperson (hereafter to be called the president), an honorary secretary, a treasurer and a vice-president.

2. The actual composition of the Executive Board should be such that at least two-thirds of the serving members are not blood- or otherwise related to each other (up to and including the second degree) and do not share a domicile with another member.

3. The composition of the Executive Board will be such that at any one time no more than two of its members shall work or live in the same country. The Executive Board is however authorised to make an exception to this rule in special circumstances with the explicit approval of the General Assembly.

4. All members of the Executive Board including the president, the honorary secretary and the treasurer are appointed by the membership to those posts, in accordance with the stipulations of this article and of article 16. This may occur other than at a meeting of the General Assembly for instance by postal or electronic balloting.

5. The Executive Board determines the number of members of the Executive Board, with due regard to minimum and maximum numbers defined in paragraph 1. The appointees to the Executive Board must be active members.

6. The appointment of the members of the Executive Board, including the president, honorary secretary and treasurer shall be by one or more nominations, with due regard to the stipulations of paragraph 9. Both the Executive Board and any active member are authorized to make such a nomination.

7. Nominations by the Executive Board for members of the Executive Board shall be announced with the convocation of the meeting. A nomination by an active member for a member of the Executive Board shall be submitted to the Executive Board in writing or by electronic means before the meeting such that this can be announced with the convocation of the meeting.

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8. Any nomination referred to in the preceding paragraph can be negated by a decision of the General Assembly for which a simple majority of the votes cast is necessary.
9. If no nomination is made for a member of the Executive Board or if the General Assembly decides, in accordance with the stipulations of the previous paragraph, negates the nomination, the General Assembly shall have a free choice..
10. If more than one nomination for a member of the Executive Board is made, the appointment shall be made from these nominations.
11. The members of the Executive Board shall receive no remuneration for their work. They shall have the right to compensation for any necessary costs they make in the course of their duties, in as far as these are not excessive.
12. The appointment of the president will take place not earlier than one year before the appointee takes office. From the time of appointment the appointee shall take the office of incoming president of the society (hereafter to be called the president-elect) and will automatically become a member of the Executive Board.
13. The president will remain a member of the Executive Board for one year following his or her term of office in the office of past-president or until the president-elect is appointed.
14. The president-elect and the past-president shall have the office of vice-president for the duration of their term of office. In the absence of the president-elect or past-president, the Executive Board shall appoint another of its members to be vice-president.

Termination of membership of the Executive Board, resignation/dismissal, suspension, periodic retirement.

Article 10

1. Any member of the Executive Board can be dismissed or suspended by the General Assembly at any time, even if the said member is appointed for a fixed term. The decision to dismiss or suspend a member of the Executive Board by the General Assembly can only be taken with a majority of at least two-thirds of the votes cast. A suspension which is not followed within three months by a decision to dismiss the member, ends with the expiry of that period.
2. Each member of the Executive Board must step down within two years of his or her appointment. The member concerned can thereafter be re-appointed once only either

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for a consecutive second term or at a later time. If a member of the Executive Board is appointed to the office of president, article 10 paragraph 3 shall apply. A person who is appointed in mid-term must step down at the time the person he or she replaces would have stepped down.

3. The term of office of the president shall be two years, after which the president may not be re-elected. This stipulations of this paragraph shall apply regardless of the number of years a member of the Executive Board who is appointed to the office of president has already served on the Executive Board.

4. A member of the Executive Board leaves office;

- a. Upon his or her death;
- b. By stepping down in accordance with paragraph 2;
- c. By dismissal by the General Assembly;
- d. If he or she is declared bankrupt or has applied for a moratorium on his or her debts;
- e. If he or she is no longer deemed liable for his or her actions and a legal guardian is appointed or if a legal decision is made on account of his or her physical or mental condition to grant power of attorney over of some or all of his or her goods;
- f. If he or she contravenes the required actual composition of the Executive Board as referred to in paragraph 2 of the previous article; if this situation arises the Executive Board decides which of it members shall leave office;
- g. Upon termination of ordinary membership;
- h. By resignation.

Executive Board: decision-making.

Article 11

1. Minutes will be made of the proceedings of all meetings of the Executive Board. These minutes will be made definite by the Executive Board at its first subsequent meeting. Contrary to that which the law stipulates, the opinion of the chairperson concerning the coming about or content of a resolution of the Executive Board is not conclusive, unless approved by the Executive Board.

2. The Executive Board meets at least twice a year and also so often as the president, or at least two other members of the Executive Board consider this desirable.

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3. Meetings of the Executive Board will be held at the place specified at their convocation.

4. Meetings of the Executive Board will be convened in writing or by electronic means by or on behalf of the president with due regard to a period of notice of at least seven days excluding the day of convocation and the day of the meeting.

Following a fitting request from at least two members of the Executive Board, the president should convene a meeting of the Executive Board within one week of receipt of said request, failing which those requesting the meeting may themselves convene it or cause it to be convened.

The letter of convocation shall include the date, time and place of the meeting of the Executive Board as well as the agenda.

5. Prevailing resolutions can be made concerning any matters arising with a general vote, provided all sitting members of the Executive Board are present or represented, even if the stipulations of these statutes concerning the convocation and holding of meetings of the Executive Board have not been complied with.

6. Members of the Executive Board and those who are invited to attend by the Executive Board have admission to meetings of the Executive Board. A non-member of the Executive Board has the right to speak at a meeting of the Executive Board if the chairperson of that meeting grants it to him/her.

7. The president chairs meetings of the Executive Board. In the absence of the president, the vice-president shall chair the meeting. In the absence of the president and the vice-president the Executive Board shall provide itself with a chairperson.

8. The Executive Board can only make prevailing resolutions at a meeting of the Executive Board at which at least half of its sitting members are present or represented. A member of the Executive Board can allow himself to be represented at a meeting by another member by written mandate. The condition of a written mandate will be considered met if the mandate is recorded by electronic means. A member of the Executive Board who is mandated to do so can vote for only one other member of Executive Board at a meeting.

9. Every member of the Executive Board has the right to one vote at a meeting of the Executive Board.

10. Unless otherwise stipulated in these statutes, all resolutions will be decided at a meeting of the Executive Board on the basis of a simple majority of votes cast. Abstentions are not considered as votes cast. If there no majority either way, the resolution is rejected.

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11. All voting at meetings of the Executive Board is by word of mouth. However, the president may stipulate that voting is done in writing. If voting concerns the election of a person, any of those present and eligible to vote can require that voting is done in writing. A written vote is taken using unsigned voting forms.

12. The Executive Board may take decisions in a manner other than at a meeting, provided all sitting members of the Executive Board are given the opportunity to cast their vote and they have all declared in writing or by electronic means to be in favour of the resolution concerned. The honorary secretary will make a report of the decisions made outside meetings of the Executive Board, which will be ratified at the first subsequent meeting of the Executive Board. The report thus ratified shall be added to the documents referred to in the first sentence of this paragraph.

13. Notwithstanding that stipulated in the previous paragraphs, a member of the Executive Board can participate in, speak and vote at a meeting of the Executive Board by electronic means, including by telephone. It is required under these circumstances that the member of the Executive Board i) can be identified; ii) has direct access to the discussions of the meeting; iii) is able to participate in the deliberations; and iv) is able to cast his or her vote.

14. Further regulations concerning meetings and decision making process of the Executive Board and concerning voting at meetings of the Executive Board by electronic means can be laid down by the Executive Board in a standing order.

Executive Board – function and representation

Article 12

1. The Executive Board is, with the exception of the limitations defined in these statutes, charged with the running the society.

2. The Executive Board is entitled to delegate the execution of certain parts of its tasks to committees or to ask the advice of committees, thereby retaining its responsibilities. The chairperson of a committee is appointed from among the active members by the Executive Board, which may also appoint the members of a committee and determines the tasks and authority of a committee. The chairperson of a committee may be authorised by the Executive Board to appoint the members of the relevant committee, to which authorisation the Executive Board may apply extra conditions.

The members and the chairperson of a committee can be dismissed by the Executive Board at any time. A resolution of the Executive Board to dismiss a member or the chairperson of a committee can only be passed with a simple majority of the votes cast.

3. The Executive Board shall inform the members of the setting up or disbanding of a committee and of the appointment or dismissal of the members or chairperson of a committee.

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4. Further rules regarding the setting up, organisation, task, working methods, authority and method of appointing the members and chairperson of a committee, as well as regarding the convocation and decision making process of a committee may be included in one or more standing orders drawn up by the Executive Board and approved by the General Assembly.

5. The Executive Board retains its powers if the number of its members is less than five. However, a meeting of the General Assembly must be held as soon as possible at which filling the vacancy or vacancies is dealt with.

6. With the approval of the General Assembly the Executive Board has the authority to decide to enter into contracts for the acquisition, sale and mortgage of registered goods and into contracts under which the society is bound as guarantor or principle (co-) debtor, or takes the case of a third party, or underwrites the debt of a third party, and to represent the society in these actions. By the absence of the approval of the General Assembly an appeal can be made by and to a third party.

7. Notwithstanding the stipulations of the previous paragraph, the society is represented by either:

- a. The Executive Board; or
- b. The president; or
- c. Two members of the Executive Board acting in unison.

8. The Executive Board may also decide to mandate one or more of the members of the Executive Board as well as third parties to represent the society within the limitations of that mandate.

9. In all cases where the society has a conflict of interests with one or more of the members of the Executive Board the General Assembly can appoint one or more persons to represent the society.

General assembly

Article 13

1. The General Assembly enjoys all the authority within the society which is not assigned to other bodies under the law or according to these statutes.

2. The annual general meeting of the General Assembly will be held within six months of the end of the financial year in accordance with article 19 paragraph 3, unless this

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period is extended by the General Assembly. At the annual general meeting of the General Assembly at least the following will be dealt with:

- The annual report of the Executive Board;
- Approval of the annual accounts;
- Provision for any vacancies on the Executive Board;
- Granting of discharge to the Executive Board for the policy followed in the previous financial year, in so far as that policy is evident from the annual accounts or a from a report of that policy to the General Assembly;
- Determination of the budget of the Executive Board;
- Approval of the annual membership fee determined by the Executive Board;
- Motions of the Executive Board or of a sufficient number of active members that is required to cast at least one tenth of the number of votes at a fully attended meeting of the General Assembly, announced at the convocation of the General Assembly;
- The minutes of the annual meeting of the Advisory Council of Representatives of National Societies.

3. Other meetings of the General Assembly shall be held as often as the Executive Board considers this desirable.

4. Furthermore the Executive Board is required to convene a meeting of the General Assembly within thirty days at the written request a sufficient number of active members that is required to cast at least one tenth of the number of votes at a fully attended meeting of the General Assembly. The condition of a written request will be considered met if the request is recorded by electronic means.

If no action is taken on the request within 14 days, those requesting the meeting may proceed to convene a meeting themselves in accordance with the stipulations of article 17 or by advertisement in at least one national daily newspaper, subject to period of notice referred to in article 17. Those requesting the meeting may charge others than the Executive Board with chairing and taking the minutes of the meeting of the General Assembly.

Admission and voting rights.

Article 14

1. All members have the right of admission to meetings of the General Assembly. Furthermore those invited to attend by the Executive Board also have the right of admission. Suspended members or suspended members of the Executive Board do not have the right of admission.

2. The chairperson of the meeting of the General Assembly decides whether to admit others than those referred to in paragraph 1.

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3. Active members have the right to speak at meetings of the General Assembly. Others attending the meeting have this right if the chairperson of the meeting of the General Assembly grants it to them.

4. Every active member who is not suspended has the right to one vote at a meeting of the General Assembly.

5. An active member can allow his or her vote to be cast at a meeting by another active member by means of a written mandate. The condition of a written mandate will be considered met if the mandate is recorded by electronic means. An active member with voting rights can only vote for one other active member at a meeting.

6. Notwithstanding that stipulated in the previous paragraphs, an active member with voting rights can participate in, speak at and vote at a meeting of the General Assembly by electronic means. It is required under these circumstances that the active member with voting rights i) can be identified; ii) has direct access to the discussions of the meeting; iii) is able to participate in the deliberations; and iv) is able to cast his or her vote.

7. Further rules regarding participation in and voting at meetings of the General Assembly by electronic means can be included in standing orders.

Chairmanship and minutes of meetings the General Assembly.

Article 15

1. The president chairs meetings of the General Assembly. In the absence of the president, the vice-president shall chair the meeting. In the absence of both the president and the vice-president, a member of the Executive Board appointed to that purpose by those members of the Executive Board present at the meeting shall chair the meeting. If it is not possible to provide a chairperson by these means, the General Assembly shall provide itself with a chairperson.

2. Minutes will be made of the proceedings of all meetings of the General Assembly. These minutes will be made definite by the General Assembly at the same or the first subsequent meeting and as proof of such shall be signed by the chairperson and the person who made the minutes. Those persons who convene the meeting of the General Assembly may have a notary's record of the proceeds drawn up. The contents of the minutes or of the notary's record will be communicated to the members.

Decision-making process of the General Assembly.

Article 16

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1. The proclamation of the chairperson at a meeting of the General Assembly concerning the results of a vote is decisive. The same applies to the contents of a decision taken by voting which was not in writing.
2. However, if there a dispute arises immediately after a proclamation as referred to in the previous paragraph as to its correctness, a new vote will be held, if the majority of the General Assembly, or, in the case of a vote which was not in writing or by roll call, ten persons present with voting rights, request this. This new vote negates the legal consequences of the original vote.
3. In as far as these statutes or the law do not stipulate otherwise, all decisions of the General Assembly will be taken with a simple majority of votes cast.
4. Spoilt votes and abstentions will not be considered to be votes cast.
5. All voting concerning persons shall be in writing. If in a vote concerning persons no-one achieves a clear majority, a second vote will be held. If still no-one achieves a clear majority, re-elections will be held, until either one person has achieved a clear majority, or there is a tie of votes between two persons. At these re-elections, but not at the second vote, voting will be between those standing in the previous vote, with the exception of the person who drew the least votes in the previous round. If there is a tie of votes when voting between two persons, the outcome will be decided by drawing lots. In the case of drawing lots, the chairperson will decide on the method to be used.
6. If there is a tie of votes on a proposition which does not involve the election of persons, the proposition is rejected.
7. All voting not involving persons shall be by word of mouth, unless the chairperson considers a secret ballot to be desirable or one or more of those entitled to vote request this before the vote is taken. A secret ballot will be held using unsigned and sealed papers. Decision can be taken by acclamation, unless a person entitled to vote requests a vote by roll-call.
8. A unanimous vote by all active members with voting rights, even if not taken at a meeting of the General Assembly, has the same standing as one take at a meeting of the General Assembly, provided the Executive Board was aware of the vote in advance.
9. If all active members with voting rights are present or represented at a meeting of the General Assembly, valid decisions can be taken, by general voting, concerning all matters arising, including a proposition to change the statutes or to dissolve the society, even if there has been no prior announcement or if this did not occur according to the

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prescribed manner, of if any other stipulation concerning the convocation and holding of meetings of the General Assembly or any other related formality has been ignored.

10. Following convocation of the meeting of the General Assembly and up to two days before the meeting is due to take place an active member may vote on a precisely worded motion contained in the convocation. This vote shall have the same status as a vote cast at the meeting where the motion is voted on. This shall be by a written message to the honorary secretary. The condition of a written message will be considered met if the message is recorded by electronic means.

11. The General Assembly may take decisions concerning the appointment of members of the Executive Board, including the president, honorary secretary and treasurer, in a manner other than at a meeting, provided all sitting members of the General Assembly are given the opportunity to cast their vote in writing or by electronic means. The honorary secretary will make a report of the decisions made outside meetings of the General Assembly, which will be ratified at the first subsequent meeting of the General Assembly. The report thus ratified shall be added to the documents referred to in the first sentence of this paragraph.

Convocation of the General Assembly.

Article 17

Notwithstanding the stipulations of article 13 paragraph 4, meetings of the General Assembly, will be convened by the Executive Board. The convocation will be by written announcement to the registered addresses of all members. The convocation can also be sent by electronic means as a legible and reproducible message to the address made know by the member to the society. In addition the convocation will be announced on the website of the society.

The period of notice of the convocation shall be at least seven days excluding the day of convocation and the day of the meeting

2. All matters to be dealt with at the meeting will be included in the convocation notwithstanding the stipulations of articles 20 and 21.

Advisory Council: composition, appointment, functions and expenses.

Article 18

1. The society has an Advisory Council known as the Advisory Council of Representatives of National Societies

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2. The Advisory Council of Representatives of National Societies shall consist of representatives of every national organisations of paediatric anaesthesiology in Europe, with a maximum of one representative per country. Where in a European country no national organisation for paediatric anaesthesiology exists, the national organisation for anaesthesiology is entitled to send a representative to the Advisory Council of Representatives of National Societies. Where in a European country more than one national organisation for paediatric anaesthesiology exists, the representation shall rotate annually between these societies. Where in a European country neither a national organisation for paediatric anaesthesiology nor a national organisation for anaesthesiology exists, the anaesthesiologists practicing in that country are entitled to send a representative to the Advisory Council of Representatives of National Societies.

3. Each national organisation referred to in the previous paragraph is entitled to appoint one representative to the Advisory Council and shall inform the Executive Board thereof, and of any changes thereof in writing or by electronic means.

4. The president is also chairperson of the Advisory Council of Representatives of National Societies. In the absence of the president, the vice-president shall chair the meeting. In the absence of both the president and vice-president, the Advisory Council of Representatives of National Societies shall provide itself with a chairperson from among the representatives present.

5. The Advisory Council has the task of gathering and discussing suggestions which the national organisations referred to in paragraph 2 make concerning the present and future activities of the society. The findings of the Advisory Council of Representatives of National Societies will be submitted to the annual general meeting of the General Assembly.

6. The members of the Advisory Council shall receive no remuneration for their work. They shall not have the right to compensation from the society for any costs they make in the course of their duties.

7. The Advisory Council of Representatives of National Societies shall meet once a year at such a time that the minutes of the meeting can be submitted to the annual meeting of the General Assembly.

8. Further stipulations concerning the composition, appointment, function and reimbursement of the Advisory Council of Representatives of National Societies can be included in standing orders drawn up by the Executive Board and approved by the

General Assembly.

Financial year, annual report, annual financial report and liability

Article 19

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1. The financial year of the society is from 1st July until 30th June of the following year. The first financial year of the society ends on 30th June 2010.

2. The Executive Board is required to keep a record of the financial state of the society such that at all times its rights and responsibilities can be seen.

3. The Executive Board will present an annual report of the state of the society and the policy followed at the annual general meeting of the General Assembly within six months of the end of the financial year, unless the General Assembly extends this period.

The Executive Board shall present the annual accounts for the approval of the General Assembly, including a declaration from the accountant referred to in the following paragraph as to the accuracy thereof. The annual accounts will be signed by the members of the Executive Board; if the signature of one or more of the said members is lacking, a report of this and the reason(s) for will be made. After expiry of the period of six months any member of the society can legally oblige the members of the Executive Board to fulfil the obligation to present an annual report.

4. The society shall commission an accountant as defined in article 2:393 paragraph 1 of the Dutch Civil Code to examine the annual accounts. The Executive Board has the authority to commission the accountant. If they do not proceed to do this, then the General Assembly is authorised to do it.

The accountant presents a report of his or her examination to the Executive Board, and presents the results of the examination in a declaration of the accuracy of the annual accounts. The Executive Board is required to provide the accountant with any information requested for the sake of the examination, and if desired to allow him access to the funds and assets and the account books, official papers and other documents of the society for his perusal.

5. Approval of the annual accounts by the General Assembly is not sufficient to discharge the members of the Executive Board in respect of the policy followed during the previous financial year.

After the proposal to approve the annual accounts has been dealt with, it will be proposed to General Assembly that they discharge the members of the Executive Board for the policy followed during the previous financial year, in so far as that policy can be deduced from the annual accounts or from reports over the policy to the General Assembly.

6. The Executive Board is required to archive the documents referred to in paragraphs 3 and 4 for a period of seven years.

7. With the exception of the written report of the balance of accounts and statement of assets and liabilities, the information contained in one document may be transferred to another document and so archived, provided the transfer is made with a correct and full

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reproduction of the information and that information remains available and readily made into legible form during the entire time it is archived.

8. If and as long as the society is granted the status of *organisation for the common good* by the Dutch tax office, the society must have an up-to-date business plan which clearly shows the activities of the society, the manner in which its income is generated, the management of the capital of the society and the expenditure thereof.

Changing the statutes

Article 20

1. No changes can be made to the statutes of the society other than by a resolution of the General Assembly, which is convened with notification that a change to the statutes is to be proposed there. The period of notice of convocation for such a meeting of the General Assembly is at least thirty days.

2. Those who have convened a meeting of the General Assembly at which a proposition to amend the statutes will be discussed, must place a notice of that proposition containing the exact text of the proposed change at least 14 days in advance of the meeting of the General Assembly in an appropriate place for the perusal of the members until the end of the day on which the meeting is held.

3. A resolution to amend the statutes requires a two-thirds majority of the votes cast at a General Assembly at which sufficient voting active members are present or represented to cast two-thirds of the number of votes that can be cast at a fully attended meeting of the General Assembly.

If the required proportion of the active members with voting rights is not present or represented, a postal vote will be taken on a written resolution within six weeks of the first meeting, in which the proposal as presented at the previous meeting can be decided by a majority of two-thirds of the votes cast, regardless of the number of active members who vote.

4. An amendment to the statutes only takes effect after a notary's deed has been effected. Every member of the Executive Board is authorised to sign such a deed.

5. The Executive Board shall ensure that the statutes are reviewed at least once every ten years by a committee set up for this purpose.

Dissolution and settlement.

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Article 21

1. The society can be dissolved by a resolution of the General Assembly. The stipulations of paragraphs 1, 2 and 3 of the previous article apply correspondingly to such a resolution.
- 2.. Upon dissolution of the society its financial affairs will be settled by members of the Executive Board unless the General Assembly determines otherwise.
3. At the time the resolution to dissolve the society the General Assembly shall decide upon the destination of the assets of the dissolved society which remain after settling any debts, upon the understanding that part of the assets of the dissolved society after settling any debts with due regard to the aims of the society shall be made over to organisations with similar aims or else to one or more *organisations for the common good*.
4. The accounts, official and other documents of the dissolved society shall be preserved for a period of seven years after the society has ceased to exist by the person designated to do so by the executors.

Standing orders and other regulations

Article 22

1. Matters which are not or not fully dealt with in these statutes will be dealt with in standing orders or other regulations.
2. Standing orders or other regulations of the society shall not contravene the law, even where the issue concerned is not subject to specific legal restrictions, nor may they contravene these statutes.
3. Unless otherwise stipulated in these statutes, standing orders and other regulations of the society, shall drawn up by the Executive Board and approved by the General Assembly.
4. The stipulations of paragraphs 1, 2 and 3 of article 20 are also applicable to a resolution to define or amend these or other regulations determined by the General Assembly whether or not following a proposition by the Executive Board.

Final clause

Article 23

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The Executive Board shall decide all matters not covered by the law or by these statutes.

FINAL DECLARATION.

Those who appeared before me declare finally:

A. That those founding the society are the first and only current members of the society;

B. That for the first time upon founding this society the number of members of the Executive Board shall be five and that the following are appointed to the stated offices:

a. Dr George Harold Meakin, mentioned above, in the office of vice president;

b. Dr Antonius Nicolaas Joseph Schouten, mentioned above, in the office of member of the Executive Board;

c. Dr Nigel McBeth Turner, mentioned above, in the office of treasurer;

d. Dr Francis Alain Jean Veÿckemans, mentioned above, in the office of member of the Executive Board; and

e. Dr Marcin Jerzy Rawicz mentioned above, in the office of president.

C. That the vacancy for the Honorary Secretary will be filled as soon as possible.

The persons appearing before me are known to me, notary, of whom the memorandum of Society is executed in Utrecht on the date stated at the head of this deed.

Following legal statement of the contents of this deed and having given due explanation thereof to those appearing before me, who have declared with adequate notice to have understood the content of this deed and to consent to it.

Immediately after a brief reading of this deed it shall be signed by those appearing before me and by myself, notary as signed .