

**DEED OF FORMATION OF AN ASSOCIATION**

European Society for Paediatric Anaesthesiology

This day, first of September two thousand and nine, there appeared before me, Meester Harriët van Zenderen, civil-law notary of Utrecht:

Mevrouw mr Fenna Maertens, born in Cuijk and Sint Agatha on tenth December 1981, with the business address of 3584 BH Utrecht, Newtonlaa 203, for the purposes of this matter acting as attorney authorized in writing by:

1. Mr **Nigel McBeth Turner**, born in Romford, United Kingdom, on the seventh of December nineteen hundred and fifty-nine, residing in 1017 ZR Amsterdam, Nicolaas Witsenkade 7 2, married, holder of a driving licence with number 3189369431;
2. Mr **Antonius Nicolaas Joseph Schouten**, born in Nieuwer-Amstel on the twenty-fourth of December nineteen hundred and fifty-four, residing at 3703 SG Zeist, Cornelis Schellingerlaan 14, married, holder of a driving licence with number 3158840002;
3. Mr **Francis Alain Jean Veÿckemans**, born in Brussels, Belgium, on the twenty-fourth of July nineteen hundred and fifty-two, residing in B 1140 Evere, Belgium, Hugo Verrieststraat 19, married, holder of a Belgian identity card with number 590-5529540-81;
4. Mr **George Harold Meakin**, born in Stockport, United Kingdom, on the twentieth of August nineteen hundred and forty-six, residing in Manchester M30 9HF, United Kingdom, 11 Westminster Road, married, holder of a passport of the United Kingdom with number 040647127; and
5. Mr **Marcin Jerzy Rawicz**, born in Warsaw, Poland, on the twenty-sixth of May nineteen hundred and forty-eight, residing in 05-084 Leszno, Poland, Raczkowskiego 25, married, holder of a Polish passport with number AL 0939192.

The existence of the powers of attorney is evidenced by five private deeds, which will be attached to this deed.

The appearer states that with effect from \*the first of September two thousand and nine the principals of this deed are forming an association, with determination of the following:

**STATUTES.**

**Definitions.**

Article 1

In these statutes the following terms shall have the following meanings:

1. General Assembly: the body referred to in section 2:40 of the Civil Code and article 13 of these statutes, namely the General Assembly of the association;
2. Executive Board, the body referred to in section 2:44 of the Civil Code and article 9(1) and in article 12(1) of these statutes, namely the Executive Board of the association;
3. annual meeting of the General Assembly, the compulsory annual meeting of the General Assembly, as referred to in article 13(2) and in article 19(3) of these statutes, to be held in principle within six months after the end of the financial year;
4. annual accounts, the balance sheet and the statement of income and expenditure with the notes of the association;

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5. electronically, if the person with whom the communication is made agrees to this, written statements to and from the association may be made by means of a legible and reproducible message sent electronically to the address that has been made known by the association to the person with whom the communication is made for this purpose and by the person with whom the communication is made to the association;
6. members, the active members referred to in article 4(3) of these statutes as well as the affiliate members referred to in article 4(4) of these statutes, and the trainee members referred to in article 4(5) of these statutes and the retired members referred to in article 4(6) of these statutes and the honorary members referred to in article 4(7) of these statutes, in so far as these statutes make no further distinction or the opposite appears from the context;
7. Advisory Council of Representatives of National Societies, the body referred to in article 18 of these statutes;
8. association, the association with full legal powers referred to in article 2(1) of these statutes;
9. Europe, the European territory as laid down by the World Health Organization.

### **Same, seat and language.**

#### Article 2

1. The name of the association is: European Society for Paediatric Anaesthesiology
2. The association uses as abbreviation: ESPA.
3. The association has its seat in the municipality of Amsterdam.
4. The official language of the association is English.

### **Object.**

#### Article 3

1. The object of the association, from an angle of education, science and charity, shall be:
  - a. to promote the safety and quality of care in paediatric anaesthesiology;
  - b. to promote scientific research, training courses and education in paediatric anaesthesiology;
  - c. to promote the introduction of standards and guidelines for paediatric anaesthesiology inside Europe;
  - d. to collect and distribute information in the field of paediatric anaesthesiology;
  - e. to promote friendship and a sense of fraternity among the members and also to look after the interests of the members;
  - f. and also everything that is related to the above in the widest sense or may be conducive thereto.
2. The association tries to reach its object among other things by:
  - a. organizing at least one annual European congress in the field of paediatric anaesthesiology;
  - b. publishing reports of meetings;
  - c. becoming allied to a scientific journal;
  - d. maintaining a website devoted to the objectives of the association;
  - e. organizing (having others organize) symposia and courses in the field of paediatric anaesthesiology;
  - f. creating one or more prizes to encourage a high scientific standard in respect of publications and presentations in the field of paediatric anaesthesiology;

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- g. advising, co-operating with and propagating the body of thought of the association to other professional organizations and interested parties in matters relating to paediatric anaesthesiology.
- 3. The association engages in paediatric anaesthesiology in the widest sense of the word, inter alia including: peri-operative care for children, intensive care for children, treatment of pain in children and emergency medicine for children.
- 4. The association is a non-profit organization.

### **Members.**

#### Article 4

1. Only natural persons can be members of the association. The membership is personal and therefore not susceptible of transfer or transmission. The membership may be acquired by anaesthesiologists and by others that have interests in the field of paediatric anaesthesiology, provided that they are admitted as members of the association in accordance with the provisions in these statutes.
2. The association has active members, affiliate members, trainee members, retired members and honorary members. When these statutes and the codes of rules of the association mention "members" without further designation, this shall include the active members as well as the affiliate members, the trainee members, the retired members and the honorary members of the association and when these statutes and the codes of rules of the association mention "membership" without further designation, this shall include the membership of the active members as well as the affiliate members, the trainee members, the retired members and the honorary members, everything in so far as these statutes and the codes of rules of the association do not make a further distinction or the opposite appears from the context.
3. Active members may only be:
  - a. physicians who have completed an accredited education in the field of anaesthesiology and who work or reside in a European country; or
  - b. persons to whom exemption from the requirements for active membership described above has been granted by the Executive Board in individual cases, which exemption may be subjected to further conditions.
4. Affiliate members may only be:
  - a. physicians who have completed an accredited education in the field of anaesthesiology but do not work or reside in a European country; or
  - b. physicians, nurses or other persons who work in the field of paediatric anaesthesiology; or
  - c. persons to whom exemption from the above-mentioned requirements for affiliate membership has been granted by the Executive Board in individual cases, which exemption may be subjected to further conditions.

If and as soon as an affiliate member complies with the requirements for active membership mentioned above in paragraph 3, this affiliate member may become an active member of the association with observance of the procedure included in article 5.
5. Trainee members may only be:
  - a. physicians who are following an accredited education in the field of anaesthesiology in a European country in order to become an accredited anaesthesiologist; or

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- b. persons to whom exemption from the above-mentioned requirements for trainee membership has been granted by the Executive Board in individual cases, which exemption may be subjected to further conditions.

If and as soon as a trainee member complies with the requirements for active membership mentioned above in paragraph 3, this trainee member may become an active member of the association with observance of the procedure included in article 5.

6. Retired members may only be persons who formerly were active members of the association but who no longer work (in employment or independently) in the field of anaesthesiology. If and as soon as a member no longer meets the requirements for active membership mentioned in paragraph 3, this member shall automatically, without further formalities, become a retired member of the association at that time, unless he informs the Executive Board in good time in writing or electronically that he does not want to become a retired member of the association.
7. Honorary members shall only be persons who have excelled in doing meritorious work in the field of paediatric anaesthesiology and have been admitted to the association as such. Honorary members shall be exempted from payment of the annual contribution.
8. Unless something else has been provided in these statutes, only the active members shall be entitled to vote at meetings of the General Assembly, to be appointed as members of the Executive Board and to be appointed as chairmen of committees of the association.
9. A member shall be obliged to inform the Executive Board immediately in writing or electronically of the fact that he no longer meets the requirements applicable to him for the membership set in this article.
10. The Executive Board shall keep a register of members listing the names, addresses, e-mail addresses, telephone numbers and fax numbers of all the members, also showing to which category of membership the member belongs. Every member shall be obliged to state his address and e-mail address and also any changes therein to the association immediately in writing or electronically.

### **Accession and admission of members.**

#### Article 5

1. The application for the membership of the association shall be made in writing or electronically to the Executive Board by means of the submission of an admission form to be provided by the Executive Board.
2. The applicant will have to make it plausible to the satisfaction of the Executive Board that he meets the requirements of one of the categories of membership of the association referred to in the preceding article.  
The Executive Board may reject the application if the association cannot be required in reason to grant the membership.
3. The Executive Board shall decide on the admission of a member within three months after the application and shall communicate its decision to the applicant in writing or electronically. The admission procedure may be elaborated in more detail in a code of rules to be laid down by the General Assembly, whether or not on the proposal of the Executive Board, in which code further requirements may be imposed on the admission as a member of the association.
4. In the event of non-admission by the Executive Board the General Assembly may resolve on admission as yet.

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5. A candidate rejected for the membership may not repeat his application in the current financial year unless the rejection states differently.
6. With observance of the procedure included in this article trainee members may submit a request to the Executive Board to be admitted to the active membership of the association as soon as they meet the requirements that apply to the active membership as referred to in article 4(3).
7. Honorary members shall be appointed by the General Assembly on the proposal of the Executive Board.

### **End of membership and suspension.**

#### Article 6

1. The membership shall end:
  - a. as a result of the member's death;
  - b. as a result of notice of termination by the member;
  - c. as a result of notice of termination by the association;
  - d. as a result of expulsion.
2. The member's notice of termination is to be given in writing or electronically at the latest four weeks before the end of the financial year.

If continuation of the membership cannot be required of the member in reason, notice of termination may be given at any time with immediate effect. Furthermore the member may terminate the membership with immediate effect within one month after being informed of a resolution on conversion of the association into a different legal form, on merger or on split-off. The power of termination with immediate effect by the member shall not exist in the event of any change of monetary rights and obligations.
3. The association's notice of termination is to be given in writing or electronically at the latest four weeks before the end of the financial year. The association may terminate the membership if a member has ceased to meet the requirements imposed for the membership in the statutes and also when the association cannot be required in reason to allow the membership to continue. If continuation of the membership cannot be required of the association in reason, notice of termination may be given at any time with immediate effect, which shall at any rate be the case if:
  - the member does not fulfil his obligations to the association;
  - the member no longer meets the requirements imposed on the membership;
  - the member acts contrary to the statutes, rules or resolutions of (bodies of) the association;
  - the member harms the association unreasonably.Notice of termination by the association shall be given by the Executive Board. The relevant member shall be informed of the decision as soon as possible in writing, with a statement of reasons.
4. Notice of termination contrary to the provisions in the preceding paragraphs shall cause the membership to end at the earliest possible time following the date by which notice of termination was given.
5. Expulsion may only be pronounced if a member acts contrary to the statutes, rules or resolutions of (bodies of) the association or harms the association in an unreasonable manner. Expulsion from the membership shall be effected by the Executive Board.

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The relevant member shall be informed of the decision as soon as possible in writing, with a statement of the reasons.

6. From a resolution to terminate the membership by the association on the ground that the association cannot be expected in reason to allow the membership to continue and from a resolution on expulsion by the Executive Board the person concerned may appeal to the General Assembly within six weeks after the day of receipt of the notification of the decision. During the period for appeal and pending the appeal the member shall be suspended.
7. Subject to the above provisions about termination of the membership by the association, if a member does not fulfil his obligations to the association, a member may be suspended by the Executive Board if and for as long as he does not, not fully or not in time fulfil his obligations to the association. The person concerned may appeal to the General Assembly from a decision on suspension of the membership by the Executive Board within six weeks after receipt of the notification of the decision. Further provisions concerning suspension of members may be included in the bye-laws.

### **Annual contributions and obligations.**

#### Article 7

1. The active members, the affiliate members, the trainee members and the retired members shall be obliged to pay an annual contribution, whose amount shall be determined by the Executive Board, which determination shall require the approval of the General Assembly. The active members, the affiliate members, the trainee members and the retired members may be classified by the Executive Board, with the approval of the General Assembly, into categories that pay different annual contributions.
2. Provided that it is done with the approval of the General Assembly, the Executive Board shall be empowered to grant full or partial exemption from the obligation to pay an annual contribution in exceptional cases.
3. If the membership ends in the course of a financial year, the annual contribution shall nevertheless remain due for the whole year.
4. Provided that it is done with the approval of the General Assembly, the Executive Board shall be empowered to attach obligations to the membership of the association.

### **Financial resources of the association.**

#### Article 8

1. The financial resources of the association shall consist of:
  - a. the annual contributions of the members;
  - b. other contributions of the members or of others, including registration fees of congresses, courses and symposia;
  - c. donations, testamentary dispositions and specific legacies;
  - d. subsidies;
  - e. income from capital; and
  - f. other gains.
2. Testamentary dispositions may only be accepted with the benefit of inventory.

### **Executive Board: composition, functions, appointment and remuneration.**

#### Article 9

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1. The Executive Board shall consist of at least five and at most ten natural persons, including a chairman, hereinafter called: the "president", a vice-president, hereinafter called: the "vice-president", a secretary and a treasurer.
2. The actual composition of the Executive Board must be such that at least two thirds of the number of members of the Executive Board in office are not relations by blood or affection (down to the second degree) of each other and do not carry on a common household with each other.
3. The actual composition of the Executive Board must be such that not more than two of the members of the Executive Board in office work or reside in the same country. The General Assembly shall be empowered, however, to make exceptions from this provision in exceptional circumstances.
4. All the members of the Executive Board, including the president, the secretary and the treasurer shall be appointed as such by the General Assembly, in accordance with the provisions in this article and in article 16. This may also be done without a meeting of the General Assembly, such as by means of votes via the mail or electronically as referred to in article 16(11).
5. The Executive Board shall determine the number of members of the Executive Board with observance of the minimum provided in paragraph 1. The appointment shall be made from the active members.
6. The members of the Executive Board shall be appointed from one or more nominations, subject to the provisions in paragraph 9. Both the Executive Board and every individual active member shall be empowered to make such a nomination.
7. The nomination of the Executive Board for the appointment of a member of the Executive Board shall be communicated in the convening notice for the meeting. A nomination by an individual active member for the appointment of a member of the Executive Board must be submitted to the Executive Board prior to the start of the meeting in writing or electronically and this in such a timely manner that it can be communicated in the convening notice for the meeting.
8. Each nomination referred to in the preceding article can be undone by a resolution of the General Assembly passed by an absolute majority of the votes cast.
9. If no nomination has been prepared for the appointment of a member of the Executive Board, or the General Assembly resolves in accordance with the provisions in the preceding article to undo the nomination made, the General Assembly shall be free in its choice.
10. If there is more than one nomination for the appointment of a member of the Executive Board, the appointment shall be made out of those nominations.
11. The members of the Executive Board shall receive no reward for their work. They shall be entitled, however, to compensation of the expenses incurred by them in the performance of their function, in so far as these expenses are not exorbitant.
12. The appointment of the president shall not be made earlier than one year before the appointed person takes office as such. After his appointment the appointed person shall have the function of president-elect of the association, hereinafter called: the "president-elect", and he shall automatically become a member of the Executive Board.

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13. The president shall remain a member of the Executive Board with the function of past-president, hereinafter called: the "past-president", during one year after termination of his period of office as president or until a president-elect has been appointed.
14. The position of vice-president shall be held by the president-elect or the past-president; if both the president-elect and the past-president are lacking, the Executive Board shall appoint another of its members as vice-president.

### **End of membership of the Executive Board, dismissal, suspension, periodic retirement.**

#### Article 10

1. Each member of the Executive Board, even if he has been appointed for a definite period, may always be dismissed or suspended by the General Assembly. A resolution of the General Assembly on suspension or dismissal of a member of the Executive Board may only be passed by a majority of at least two thirds of the votes cast. A suspension that has not been followed within three months by a resolution on dismissal shall end on expiry of that period.
2. Each member of the Executive Board shall retire at the latest two years after his appointment. The retiring member may be reappointed once, consecutively or otherwise. If a member of the Executive Board is appointed president, the provisions in paragraph 3 shall apply. Anyone who is appointed to an interim vacancy shall retire at the latest at the time that the person whom he or she replaces would resign.
3. The period of office of the president as such is two years, irrespective of the number of years that he or she has already acted as a member of the Executive Board. The president cannot be reappointed.
4. A member of the Executive Board shall retire:
  - a. as a result of his death;
  - b. as a result of his retirement in accordance with the provisions in paragraph 2;
  - c. as a result of his dismissal by the General Assembly;
  - d. because he is declared bankrupt or applies for a suspension of payments;
  - e. as a result of the appointment of a guardian over him, and also following a judicial decision whereby an administration of one or more of his goods is instituted because of his physical or mental condition;
  - f. because he disturbs the required actual composition of the Executive Board as referred to in paragraph 2 of the preceding article; if this circumstance occurs, the Executive Board shall determine which of the relevant members of the Executive Board shall retire;
  - g. as a result of the end of the active membership of the association;
  - h. by resigning voluntarily;

### **Executive Board: resolutions.**

#### Article 11

1. The proceedings at every meeting of the Executive Board shall be laid down in minutes. These minutes shall be adopted by the Executive Board at the next meeting of the Executive Board. In deviation from the matters provided by the law on the subject, the opinion of the chairman about the realization and the contents of a resolution of the Executive Board shall not be decisive.
2. The Executive Board shall meet at least twice a year and furthermore as often as the president or at least two members of the Executive Board consider this desirable.



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3. Meetings of the Executive Board shall be held in the place determined in the call.
4. Meetings of the Executive Board shall be called in writing or electronically by or on behalf of the president with observance of at least seven days' notice, not counting the day of the call and that of the meeting.

On a relevant request by at least two members of the Executive Board the president must proceed to calling a meeting of the Executive Board within one week after receipt of that request, failing which the persons making the request may (have others) call the meeting themselves.

The convening notice shall contain the date, the hour and the place of the meeting of the Executive Board, and also the agenda.

5. As long as at a meeting of the Executive Board all the members of the Executive Board in office are present or represented, valid resolutions may be passed on all subjects brought up, provided that it is done by a unanimous vote, even if the prescriptions given by these statutes for calling and holding meetings of the Executive Board have not been observed.
6. Admitted to the meeting of the Executive Board shall be the members of the Executive Board and also those persons who have been appointed for the purpose by the Executive Board. The non-members of the Executive Board invited in this way may speak during the meeting if the chairman of the meeting gives them the floor.
7. The president shall chair the meetings of the Executive Board. In the absence of the president, the vice-president shall chair the meetings of the Executive Board. In the absence of both the president and the vice-president the Executive Board shall choose its own chairman of its meetings.
8. The Executive Board may only pass valid resolutions at a meeting of the Executive Board at which at least half the members of the Executive Board in office are present or represented. A member of the Executive Board may be represented by another member of the Executive Board by written proxy. The requirement of the proxy being in writing shall be met if the proxy has been laid down electronically. A member of the Executive Board may cast his vote as a proxy only for one other member of the Executive Board.
9. Every member of the Executive Board shall be entitled to cast one vote at a meeting of the Executive Board.
10. In so far as nothing else has been provided in these statutes, all resolutions at meetings of the Executive Board shall be passed by an absolute majority of the votes cast. Blank votes shall be considered votes not cast. If the votes are tied, the proposal shall be rejected.
11. All votes at meetings of the Executive Board shall be taken orally. The chairman of the relevant meeting of the Executive Board may determine, however, that the votes shall be cast in writing. If it concerns an election of persons any person entitled to vote and present may also desire that the votes are cast in writing. A written vote shall be taken by means of unsigned ballot papers.
12. The Executive Board may also pass resolutions in another way than at a meeting, provided that all the members of the Executive Board in office are given an opportunity to cast their votes and they have all declared in favour of the proposal in writing or electronically. A resolution passed without a meeting shall be laid down by the secretary in a record, which shall be

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adopted at the next meeting of the Executive Board. The record thus adopted shall be added to the minutes together with the documents referred to in the first sentence of this paragraph.

13. Subject to the provisions in the preceding paragraphs a member of the Executive Board may also participate in meetings of the Executive Board, speak at it and cast his votes by means of an electronic means of communication, including by telephone. For the purpose it shall be required that via the electronic means of communication the member of the Executive Board i) can be identified, ii) can follow the proceedings at the meeting direct, iii) can participate in the consultation and iv) can exercise the right to vote.
14. Further rules about the meetings and the resolutions of the Executive Board and about voting at meetings of the Executive Board by means of an electronic means of communication may be laid down by the Executive Board in a code of rules.

### **Executive Board: task and representation.**

#### Article 12

1. Subject to limitations according to the statutes the Executive Board shall be entrusted with managing the association.
2. The Executive Board shall be empowered to have certain parts of its task performed by committees under its responsibility or to be advised by committees. The members of a committee shall be appointed from the active members by the Executive Board, which shall also appoint the chairman of a committee in office and lay down the tasks and powers of a committee. The chairman of a committee may be granted power by the Executive Board to appoint the other members of the relevant committee; this power may be subjected to conditions.  
The members and the chairman of a committee may always be dismissed by the Executive Board. A resolution of the Executive Board on dismissal of a member or the chairman of a committee may be passed by an absolute majority of the votes cast.
3. The Executive Board shall announce to the members any institution or discontinuation of a committee and the appointment or dismissal of the members and of the chairman of a committee.
4. Further rules about the institution, organization, task, method of work, powers and the manner of appointment of the members and the chairman of a committee and also about the calling and decision-making of a committee shall be laid down in one or more codes of rules to be determined by the Executive Board with the approval of the General Assembly.
5. If the number of members of the Executive Board has dropped below five, the Executive Board shall remain in power. It shall be obliged, however, to convene a meeting of the General Assembly as soon as possible, at which the filling of the vacancy or the vacancies shall be discussed.
6. Provided that it is done after obtaining approval from the General Assembly, the Executive Board shall be empowered to enter into agreements to acquire, alienate and encumber registered property and also to enter into agreements in which the association binds itself as surety or several co-debtor, gives a guarantee for a third party or binds itself as security for a debt of a third party and to represent the association with regard to these acts. The absence of this approval may not be relied on by and against third parties.
7. Subject to the provisions in the preceding article, the association shall be represented by:

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- a. the Executive Board;
  - b. or the president;
  - c. or two jointly acting members of the Executive Board.
8. The Executive Board may resolve on granting power of attorney to one or more members of the Executive Board, and also to third parties, to represent the association within the limits of that power of attorney.
  9. In all cases in which the association has a conflict of interests with one or more of the members of the Executive Board, the General Assembly may designate one or more persons to represent the association.

### **General Assembly.**

#### Article 13

1. In the association the General Assembly shall have all the powers that have not been entrusted to the board by the law or the articles.
2. The annual meeting of the General Assembly shall be held within six months after the end of the financial year, in accordance with the provisions in article 19(3), bar extension of this period by the General Assembly. At the annual meeting of the General Assembly attention shall at any rate be given to:
  - the annual report of the Executive Board;
  - the approval of the annual accounts;
  - the filling of any vacancies;
  - granting discharge from liability to the Executive Board for the policy conducted during the past financial year, in so far as that policy appears from the annual accounts or statements have been made in the General Assembly about that policy;
  - the adoption of the budget of the Executive Board;
  - the approval of the annual contribution to be determined by the Executive Board; and
  - the proposals of the Executive Board or of such a number of active members as is entitled to cast at least one tenth of the number of votes that may be cast at a full meeting of the General Assembly, announced in the convening notice for the General Assembly;
  - the report of the Advisory Council of Representatives of National Societies.
3. Other meetings of the General Assembly shall be held as often as the General Assembly deems this desirable.
4. On the written request of at least such a number of active members as is entitled to cast at least one tenth of the number of votes that may be cast at a full meeting of the General Assembly, the Executive Board shall furthermore be obliged to call a meeting of the General Assembly at not less than thirty days' notice. The requirement of the request being in writing shall be met if the request has been laid down electronically.

If the request is not granted within fourteen days, the persons making the request may convene that meeting themselves by making a call in accordance with the provisions in article 17 or by advertisement in at least one national daily newspaper, with observance of the period of call referred to in article 17. The persons making the request may then charge others than the members of the Executive Board with the conduct of the meeting of the General Assembly and the keeping of the minutes.

### **Admission and right to vote.**

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### Article 14

1. All members of the association shall be admitted to the meetings of the General Assembly. Admission shall furthermore be granted to persons invited for the purpose by the Executive Board.  
Not admitted shall be suspended members and suspended members of the Executive Board.
2. The chairman of the meeting of the General Assembly shall decide on admission of others than the persons referred to in paragraph 1.
3. Active members shall have the right to speak at the meetings of the General Assembly. Other persons present shall have this right if and in so far as the chairman of the meeting of the General Assembly has given them the floor.
4. Any active member that is not suspended shall be entitled to cast one vote at the General Assembly.
5. An active member entitled to vote may have his vote cast at the meeting by proxy given to another active member entitled to vote. The requirement of the proxy being in writing shall be met if the proxy has been laid down electronically. As a proxy an active member entitled to vote may only cast his vote at the meeting for one other active member.
6. Subject to the provisions in the preceding paragraphs an active member entitled to vote may also participate in meetings of the General Assembly, speak and cast his votes at it by an electronic means of communication. For the purpose it shall be required that via the electronic means of communication the active member entitled to vote i) can be identified, ii) can follow the proceedings at the meeting direct, iii) can participate in the consultation and iv) can exercise the right to vote.
7. Further rules about participation in and voting at meetings of the General Assembly by means of an electronic means of communication may be laid down in the bye-laws.

### **Chairmanship and minutes of the General Assembly.**

### Article 15

1. The meetings of the General Assembly shall be chaired by the president. If the president is lacking, the vice-president shall act as chairman. If the vice-president is also lacking, one of the other members of the Executive Board, to be designated by the members of the Executive Board present, shall act as chairman. If the chair is not filled in this way either, the General Assembly shall provide for this itself.
2. The proceedings at every meeting of the General Assembly shall be laid down in minutes. These minutes shall be adopted at the same or at the next meeting of the General Assembly and signed as proof thereof by the chairman of the relevant meeting and by the person who has prepared the minutes. Those who convene the General Assembly may have a notarial report of the proceedings prepared. The contents of the minutes or of the official report shall be communicated to the members.

### **Resolutions of the General Assembly.**

### Article 16

1. The opinion of the chairman expressed at the meeting of the General Assembly about the outcome of a vote shall be decisive. The same shall apply to the contents of a resolution passed, in so far as a vote was taken on a proposal not laid down in writing.

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2. If, however, immediately after the utterance of the opinion referred to in the preceding paragraph its correctness is contested, a new vote shall be taken, if the majority of the General Assembly or, if the original vote was not taken by poll or in writing, one person present and entitled to vote desires this. As a result of this new vote the legal consequences of the original vote shall be cancelled.
3. In so far as the statutes or the law do not provide differently, all the resolutions of the General Assembly shall be passed by an absolute majority of the votes cast.
4. Invalid and blank votes shall be considered not to have been cast.
5. Votes concerning persons shall be taken in writing or electronically. If in an election of persons nobody has received the absolute majority, a second vote shall be held. If then again nobody has received the absolute majority, revotes shall be taken until either one person has received the absolute majority or a vote has been taken between two persons and the votes are tied. In these revotes, not including the second vote, a vote shall always be taken between the persons for whom a vote was cast in the preceding vote, but with the exception of the person for whom the smallest number of votes was cast in the preceding vote. If in a vote between two persons the votes are tied, it shall be decided by lot which of the two has been elected. If lots are to be drawn, the chairman of the meeting or, in the event of an election without a meeting, the president shall determine the method of drawing lots.
6. If the votes are tied on a proposal not concerning an election of persons, it shall be rejected.
7. All votes not concerning persons shall be taken orally, unless the chairman of the meeting considers a written vote desirable or one or more of the persons entitled to vote desire(s) this before the vote. A written vote shall be taken by means of unsigned, secret ballot papers. Resolutions may be passed by acclamation, unless a person entitled to vote desires a poll.
8. A unanimous resolution of all the active members entitled to vote, even if they are not convened at a meeting of the General Assembly, shall have the same force as a resolution of the General Assembly, provided that it is passed with prior knowledge of the Executive Board.
9. As long as at a meeting of the General Assembly all the active members entitled to vote are present or represented, valid resolutions may be passed, provided that it is done unanimously, about all the subjects brought up, so also a proposal on amendment of the statutes or on dissolution, even if there has been no call or it has not been made in the prescribed manner or any other prescription about calling and holding meetings of the General Assembly or a formality related thereto has not been observed.
10. After the call to a meeting of the General Assembly until two days before this meeting is held an active member entitled to vote may cast his vote in writing or electronically about a proposal included verbatim in the convening notice. This vote shall be equated with votes that are cast at the time of the meeting. Voting in this manner shall be done by means of a written communication to the secretary of the Executive Board. The requirement of the statement being in writing shall be met if the statement has been laid down electronically.
11. The General Assembly may also pass resolutions in another manner than at a meeting concerning the appointment of members of the Executive Board, including the president, the secretary and the treasurer, provided that all the active members entitled to vote are given an opportunity to cast their votes in writing or electronically. A resolution passed without a meeting shall be laid down by the secretary in a report, which shall be adopted at the next

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meeting of the General Assembly. The record thus adopted shall be added to the minutes together with the documents referred to in the first sentence of this paragraph.

### **Call of General Assembly.**

#### Article 17

1. The meetings of the General Assembly shall be called, subject to the provisions in article 13(4), by the Executive Board. The call shall be made by dispatch of a written announcement to the addresses of all the members according to the register of members. The call may also be made by a legible and reproducible message sent electronically to the address that has been made known by the member to the association. The call shall also be made via the website of the association. The convening period shall be at least seven days, not counting the day of the call and that of the meeting.
2. The subjects to be discussed shall be mentioned in the convening notice, subject to the provisions in the articles 20 and 21.

### **Advisory Council of Representatives of National Societies: composition, appointment, task and remuneration.**

#### Article 18

1. The association shall have an advisory body, to be referred to as the Advisory Council of Representatives of National Societies.
2. The Advisory Council of Representatives of National Societies shall consist of representatives of the national organizations for paediatric anaesthesiology inside Europe with a maximum of one representative per country. If in a certain European country there is no national organization for paediatric anaesthesiology, the national organization for anaesthesiology may appoint a representative for the Advisory Council of Representatives of National Societies. If in a certain European country there is more than one national organization for paediatric anaesthesiology, representation for the Advisory Council of Representatives of National Societies shall rotate annually among these organizations. If in a certain European country there is no national organization for paediatric anaesthesiology and no national organization for anaesthesiology, the anaesthesiologists working in that country may appoint a representative for the Advisory Council of Representatives of National Societies.
3. Every national organization referred to in the preceding paragraph shall be entitled to appoint one representative for the Advisory Council of Representatives of National Societies and shall inform the Executive Board thereof in writing or electronically, and also of any change therein.
4. The president shall also be the chairman of the meetings of the Advisory Council of Representatives of National Societies. If the president is lacking, the vice-president shall act as chairman at a meeting of the Advisory Council of Representatives of National Societies. In the absence of both the president and the vice-president a person to be designated from their number by the representatives of the Advisory Council of Representatives of National Societies shall act as the chairman.
5. It shall be the task of the Advisory Council of Representatives of National Societies to collect and discuss suggestions that are made by the national organizations referred to in paragraph 2 about the present and future work of the association. The findings of the Advisory Council of Representatives of National Societies shall be submitted for discussion to the annual meeting of the General Assembly.

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6. The members of the Advisory Council of Representatives of National Societies shall receive no remuneration for their work as such. They shall be entitled to compensation of the expenses incurred by them in the performance of their function.
7. The Advisory Council of Representatives of National Societies shall meet once a year at such a time that its findings may be submitted to the annual meeting of the General Assembly.
8. Further provisions about the composition, the method of appointment, the functions and the remuneration of the members of the Advisory Council of Representatives of National Societies may be laid down in the bye-laws by the Executive Board with the approval of the General Assembly.

### **Financial year, annual report annual accounts and accountability.**

#### Article 19

1. The financial year of the association shall run from the first of July through the thirtieth of June of the succeeding year. The first financial year of the association will end on the thirtieth of June two thousand and ten.
2. The Executive Board shall be obliged to keep such records of the capital position of the association that its rights and obligations may always be known from them.
3. At the annual meeting of the General Assembly within six months after the end of the financial year, bar extension of this period by the General Assembly, the Executive Board shall present an annual report about the course of business in the association and about the policy conducted. The Executive Board shall submit the annual accounts to the General Assembly for approval, accompanied by a statement about its faithfulness coming from the accountant referred to in the next paragraph. The annual accounts shall be signed by all the members of the Executive Board; if the signature of one or more of them is lacking, this shall be stated with the reasons. After expiry of the period every member of the joint members of the Executive Board may claim at law that they fulfil these obligations.
4. The association shall give an order to audit the annual accounts to an accountant referred to in section 2:393(1) of the Civil Code. The General Assembly shall be empowered to grant the order to the accountant. If it does not do so, the Executive Board shall have this power. The accountant shall report to the Executive Board on his audit; he shall lay down the outcome of his audit in an opinion about the faithfulness of the annual accounts. For the benefit of his audit the Executive Board shall be obliged to give the accountant all the information requested by him, to show him the cash and the values if desired and to make available the books, documents and other data carriers of the association for inspection.
5. Approval of the annual accounts by the General Assembly shall not discharge the members of the Executive Board from liability for the policy conducted during the past financial year. After the proposal for approval of the annual accounts has been discussed the General Assembly shall be made the proposal to grant discharge from liability to the members of the Executive Board for the policy conducted by them during the past financial year, in so far as that policy appears from the annual accounts or statements have been made about that policy in the General Assembly.
6. The Executive Board shall be obliged to keep the documents referred to in the paragraphs 3 and 4 during seven years.

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7. The particulars placed on a data carrier, with the exception of the balance sheet and statement of income and expenditure committed to paper, may be transferred to and stored on another data carrier, provided that the transfer is made with the correct and complete representation of the data and these data are available during the entire period of storage and can be made legible within a reasonable period.
8. If and for as long as the association has been classified by the Tax and Customs Administration as an Institution for Public Welfare, the association shall have an up-to-date policy plan that provides insight into the work to be done by the association, the method of collecting moneys, the management of the capital of the association and its expenditure.

### **Amendment of the statutes.**

#### Article 20

1. No amendment of the statutes of the association may be made without a resolution of the General Assembly, at a meeting called for the purpose with the statement that an amendment of the statutes will be proposed there. The period for calling such a meeting of the General Assembly shall be at least thirty days.
2. The persons who have made a call to the meeting of the General Assembly for discussion of a proposal to amend the statutes must make available for inspection by the members a copy of that proposal, in which the proposed amendment has been included verbatim, in an appropriate place at least fourteen days before the meeting of the General Assembly until after the end of the day on which the meeting is held.
3. A proposal on amendment of the statutes shall require a majority of at least two thirds of the votes cast.
4. An amendment of the articles shall not take effect until it has been laid down in a notarial deed. Every member of the Executive Board shall be independently empowered to have such a deed executed.
5. The Executive Board shall see to it that the statutes are reconsidered at least once in every ten years by a committee to be instituted for the purpose by the Executive Board.

### **Dissolution and liquidation.**

#### Article 21

1. The association may be dissolved by a resolution of the General Assembly. The provisions in the paragraphs 1, 2 and 3 of the preceding article shall apply accordingly to such a resolution.
2. In the event of dissolution of the association its capital shall be liquidated by the members of the Executive Board, if and in so far as the General Assembly does not provide differently.
3. In the resolution on dissolution the General Assembly shall determine the use of any balance of the capital of the dissolved association after payment of the creditors, on the understanding that any balance of the capital of the dissolved association left after payment of the creditors shall be distributed in conformity with the object of the association to institutions with a comparable object or to one or more other institutions recognized as institutions for Public Welfare.
4. The books, documents and other data carriers of the dissolved association shall be kept during seven years after the association has ceased to exist by the person designated for the purpose by the liquidators.

### **Bye-laws and other codes of rules.**

#### Article 22



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1. In the bye-laws and other codes of rules of the association those subjects shall be regulated that have not or not completely been regulated in these statutes.
2. The bye-laws and other codes of rules of the association may not be contrary to the law, also where it does not contain any coercive law, and these statutes.
3. In so far as nothing else has been provided in these statutes, the codes of rules of the association, including the bye-laws, shall be adopted by the Executive Board with the approval of the General Assembly.
4. The provisions of the paragraphs 1, 2 and 3 of article 20 shall apply accordingly to a resolution on adoption or amendment of the bye-laws or of another code of rules of the association to be adopted by the General Assembly, whether or not on the proposal of the Executive Board.

### **Final provision.**

#### Article 23

The Executive Board shall decide in all cases not provided for by the law or these statutes.

### **FINAL STATEMENTS**

The appearer finally stated:

- A. that the incorporators are the first and now only members of the association;
- B. that initially on the occasion of this incorporation the number of members of the board of the association (members of the Executive Board) will be fixed at five and that the following persons will be appointed as members of the Executive Board in the positions mentioned behind their names:
  - a. the said Mr George Harold Meakin, in the position of vice-president;
  - b. the said Mr Antonius Nicolaas Joseph Schouten, in the position of member of the Executive Board;
  - c. the said Mr Nigel McBeth Turner, in the position of treasurer;
  - d. the said Mr Francis Alain Jean Veÿckemans, in the position of member of the Executive Board; and
  - e. the said Mr Marcin Jerzy Rawicz, in the position of president;
- C. that the vacancy for the secretary will be filled as soon as possible. The appearer is known to me, civil-law notary.

Whereof an original deed was executed in Utrecht on the date mentioned at the head of this deed. After the gist of this deed had been stated and an explanation thereof had been given to the appearer, he stated that he had taken note of the contents of this deed in good time and agreed thereto.

Subsequently, immediately after having been read out in part, this deed was signed by the appearer and me, civil-law notary.