

**STATUTES
OF THE
EUROPEAN SOCIETY
OF
CARDIOLOGY**

**APPROVED BY THE ESC EXTRAORDINARY GENERAL ASSEMBLY
ON 28 AUGUST 2022**

EUROPEAN SOCIETY OF CARDIOLOGY
ESC
Society governed by the law dated 1st July 1901
Registered at the Sous-Préfecture at GRASSE
on 08.04.1992 - n°1/10006
O.J. n°18 - 29.04.1992
Registered office in BIOT (Alpes-Maritimes) – 06903 SOPHIA ANTIPOLIS
2035 Route des Colles, Les Templiers

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STATUTES

ARTICLE 1 - FORM - DURATION - NAME - REGISTERED OFFICE

a) Form - Duration

By private deed dated 23rd and 30th March 1992 in ANTIBES and LONDON, a registered non-profit making association governed by the French Law on associations dated 1st July 1901 (Loi du 1er juillet 1901 relative au contrat d'association) was formed in France for an unlimited duration, between individuals and legal entities who shall adhere to these Statutes and satisfy the conditions set out here below, which are in accordance with the 1901 Law.

b) Name

The association is called "EUROPEAN SOCIETY OF CARDIOLOGY", abbreviated to "ESC".

c) Registered Office

The registered office of the ESC is located in BIOT (Alpes-Maritimes), at the European Heart House, 2035 Route des Colles, Les Templiers, 06903 SOPHIA ANTIPOLIS, France.

ARTICLE 2 – PURPOSE AND MEANS

The ESC has been formed to advance the prevention, diagnosis and management of diseases of the heart and the blood vessels, and to improve the scientific understanding of the heart and the vascular system.

The ESC works towards the education and training of cardiologists and other professionals involved with prevention, diagnosis and management of cardiovascular diseases throughout the world, as well as towards the development of standards for disease management, education and training.

The ESC wishes to improve the scientific understanding of the heart and the vascular system through promotion of research in this field.

The ESC offers advice to the public, health authorities, administration and other organisations, both statutory and non-governmental, on prevention, diagnosis and management of cardiovascular diseases, and on research programmes regarding this topic.

Accordingly, the Mission of the ESC may be stated as “to reduce the burden of cardiovascular disease”.

To these ends, the ESC brings together: i) the National Societies of Cardiology, which have joined the ESC, and their members, as well as other professionals including, but not limited to, physicians, scientists, nurses and allied professionals in the field of cardiovascular disease, and ii) other members of ESC Associations, Councils and Working

Groups.

ESC activities may include advocacy efforts towards the European Union and other policy makers.

The ESC may create synergies with other organisations such as the World Health Organisation, World Heart Federation, European Heart Network, patient organisations and other bodies that pursue objectives related to those of the ESC as may be deemed appropriate.

The ESC may create, take interest and build up necessary assets in any trading companies, non-trading companies, for-profit structure or non-for-profit organisation (such as foundations, “fonds de dotation” or associations).

The ESC may undertake the scientific and material organisation of any congress, symposium or similar event, bringing together any and all professionals, including physicians, scientists, biomedical technicians, nurses, allied professionals and corporate personnel as well as patient representatives interested in cardiovascular medicine. The ESC may also offer all associated services at such meetings.

The ESC may organise the collection, analysis, processing and communication of medical or scientific information and data obtained from a wide range of physicians, scientists or institutions of cardiovascular medicine and science.

The ESC may edit and publish journals, articles or information whether in printed or electronic form of any medical or scientific nature related to cardiovascular medicine and science.

The ESC may award scholarships, awards or grants for education, training or research in its area of interest.

The ESC may sublet office space or offer business address at its registered offices for any organisation whose activities are not in contradiction to the ESC mission and these Statutes and provide any type of ESC services to such organisations.

The ESC may acquire, sell, or lease any real estate property that is necessary for achieving its purpose.

ARTICLE 3 - CONSTITUENT BODIES OF THE ESC

3-1 National Societies of Cardiology

Any National Society of Cardiology of a European (European as defined by the World Health Organisation) or Mediterranean country may join the ESC. Applications must be addressed to the Secretary/Treasurer who will transmit these to the Board. If requirements are met, the Board will make a recommendation for decision to the next Ordinary General Assembly.

3-2 Associations

The ESC may create branches (designated below as “Associations” although not autonomous legal entities) to promote the advancement of specific areas of expertise related to prevention, diagnosis and management of cardiovascular diseases.

Associations may be created or dissolved by the Ordinary General Assembly upon proposal of the Board. The internal organisation of a particular Association is regulated by rules approved by the ESC board. The President of each Association must be a member in good standing of one of the ESC National Societies of Cardiology.

Subject to approval by the Ordinary General Assembly, one or more Associations may decide to be absorbed by any Association(s), Working Group(s) or Council(s) by extending the field of activity of the absorber; they will then be dissolved or, possibly, merged into a new Constituent Body. The Ordinary General Assembly will then decide on the timeline of this restructuring process.

3-3 Working Groups and Councils

The ESC may create Working Groups for the study and advancement of particular subjects related to cardiovascular disease. Working Groups may be created or dissolved by the Ordinary General Assembly upon proposal of the Board.

The internal organisation of Working Groups is regulated by rules approved by the ESC board.

The ESC may create Councils to bring together cardiologists, nurses allied professionals or other individuals and legal entities with common interests in a particular field of cardiovascular medicine or other common needs as a professional group. Councils may be created or dissolved by the Ordinary General Assembly upon proposal of the Board.

The internal organisation of Councils is regulated by rules approved by the ESC board.

Subject to approval by the Ordinary General Assembly, one or more Working Groups or Councils may decide to be absorbed by any Association(s), Working Group(s) or Council(s) by extending the field of activity of the absorber; they will then be dissolved or, possibly, merged into a new Constituent Body. The Ordinary General Assembly will then decide on the timeline of this restructuring process.

ARTICLE 4 - AFFILIATED BODIES

Any National Society of Cardiology that does not belong to one of the countries referred to in article 3-1 may apply to the ESC for Affiliated Membership.

The terms of such affiliation are regulated by ESC Bylaws. Such affiliated bodies will not have voting rights at the General Assembly.

ARTICLE 5 – INDIVIDUAL MEMBERS AND FELLOWS

5.1 Individual Members

The following are Individual Members of the ESC :

- All registered members of the National Societies of Cardiology, as defined in article 3-1, which have joined the ESC ;
- Registered members of the Associations, Councils and Working Groups created by the ESC, who are not already members of any National Society of Cardiology which have joined the ESC.

Any and all healthcare professionals including cardiologists, physicians, scientists, nurses and allied professionals, who are not in a position to join a National Society of Cardiology which has joined the ESC, or any other ESC Constituent Body, can apply to become a member of the ESC upon application for membership to the Secretary/Treasurer, who will present this application to the Board, which will take a decision.

The Individual Members of the ESC are represented in the General Assembly through the National Societies of Cardiology, Associations, Councils and Working Groups, which are the Constituent Bodies of the ESC as specified in Article 3 of these Statutes.

5.2 Fellows

Physicians, scientists, nurses and other allied professionals who have made a major contribution to prevention, diagnosis, management or scientific understanding of cardiovascular disease, may apply to become a Fellow of the European Society of Cardiology (FESC).

The procedures for application and election of Fellows will be decided upon by the Board and defined by the Bylaws.

ARTICLE 6 – RESIGNATION, EXPULSION AND DEATH

6.1 Resignation and expulsion of a National Society of Cardiology

A National Society of Cardiology may resign by sending a registered letter to the Secretary/Treasurer of the Board. Such resignation will be effective as of the date of reception and announced at the next Ordinary General Assembly.

A National Society of Cardiology may be expelled from the ESC for any justified grievance and upon request addressed to the Secretary/Treasurer. The request for expulsion must be communicated to the Board which will invite the National Society of Cardiology to respond on the request. The Board may thereafter take an immediate decision to suspend the National Society of Cardiology. Such decision must be taken by written vote and – in exception to regular rules of votes of the Board - requires an approval of two thirds of all voting members of the Board; such decision must be submitted to a vote about expulsion at the next meeting of the Ordinary General Assembly. The request for expulsion must appear on the agenda. Such proposal must be carried by a two-thirds majority of the votes cast at the Ordinary General Assembly.

A National Society of Cardiology which has not paid the annual dues for its members for two years will lose its voting rights at the General Assembly. If such Society has not paid the annual dues for its members for five years, it will be a candidate for expulsion from the ESC.

If a National Society of Cardiology ceases to exist or has been dissolved, their membership will automatically be terminated at the date of dissolution; this will be announced at the subsequent Ordinary General Assembly.

Resignation or expulsion of a National Society of Cardiology does not imply any modification of the mandates in progress nor of list of candidates already proposed by the Nominating committee.

6.2 Resignation, expulsion, and death of Fellows or individual members

A Fellow or an individual member of the ESC may be expelled from the ESC for justified grievance. The Bylaws define the conditions for the loss of fellowship and membership, as well as the rights and obligations of this status.

Individual members and Fellows of the ESC may resign by sending their resignation to the Secretary/Treasurer of the Board. Their membership will then be terminated at the end of the current calendar year, unless otherwise indicated.

Members of a National Society of Cardiology, Association, Council or Working Group who are not otherwise members of the ESC and who resign their membership of their respective National Society of Cardiology, Association, Council or Working Group also lose their membership of the ESC at the end of the current calendar year.

In the event of death of an individual member or a Fellow of the ESC, the membership is terminated immediately. The heirs and assignees will not by right acquire membership of the ESC.

Those individual members or Fellows who resign or are expelled, are bound to pay dues in arrears and the dues of the current year at the time of resignation or expulsion.

ARTICLE 7 – RESOURCES

The sources of income for the ESC include:

- Membership dues from the National Societies of Cardiology, Fellows, and individual members. The amount of such dues will be approved by the Board
- Compensation received from the sale of goods or services
- Income from investments of the ESC
- Donations
- Any other resources authorised by applicable law and regulations.

ARTICLE 8 – BOARD and MANAGEMENT GROUP

8.1 Composition

The administration of the ESC is conducted by a Board composed of :

1. voting members who are elected by the Ordinary General Assembly in even numbered years
2. ex-officio voting members
3. non-voting members who are proposed by the President and approved by the voting members
4. the Chief Executive Officer and the Chief Finance Officer, both as non-voting members

The General Assembly, in even numbered years, shall elect each voting member in accordance with Bylaws procedures.

The duties of all Board members are executed free of charge. Board members will be entitled to reimbursement of expenses incurred while exercising their duties in accordance with the Bylaws.

Specifically, the Board is composed of :

1) Twelve (12) elected voting members:

- a) President
- b) President Elect
- c) Three Vice Presidents
- d) Secretary/Treasurer (one position)
- e) Six Councillors

All elected voting members must be Fellows of the ESC in good standing.

2) ex-officio voting members:

- a) Immediate Past President of the ESC
- b) Each Association created by the ESC (as defined in article 3.2) is represented by its current President, or President Elect or Past President. This officer, appointed by the Association, will represent it for the full ESC Board term.

All ex-officio voting members must be Fellows of the ESC in good standing.

3) Up to twelve (12) non-voting members from:

- a) Chairpersons of Committees as approved by the Board
- b) Editors of official ESC journals
- c) Between two to four advisors with experience of law, taxation, banking, marketing, industry, human resources or other professions that provide relevant experience. External Advisors may be proposed by the President, President-elect or the CEO.

8.2 Management Group

There Management Group of the Board is composed of :

- a) President
- b) Immediate Past President
- c) President Elect
- d) Three Vice-Presidents
- e) Secretary/Treasurer
- f) The 2 to 4 external independent ESC Board members (defined article 8.1-3-c)

In attendance, the Chief Executive Officer and the Chief Financial Officer

8.3 Duration of terms and re-election

- 1) Voting Board members shall hold their positions for a period of two years.
- 2) This two-year term shall start and come to an end at the close of the Annual Ordinary General Assembly of the period.
- 3) There can be no re-election to the same position.

4) Non-voting members are appointed by the Board for a 2 year-term, which term may be extended once at the same position. This limitation does not apply to the Editors of the official ESC journals who are contracted on an individual basis for a specified term.

5) The President will automatically become immediate Past President at the end of their mandate.

8.4 Eligibility

1) Candidates for the position of President Elect must be currently serving or have served in the immediately preceding Board as voting members (according to article 8.1-1) or ex-officio voting members (according to article 8.1-2) of the Board. The elected candidate will automatically become President two years later.

2) Candidates for the positions of Vice President and Secretary Treasurer must have served on the previous or current Board.

8.5 Resignation or death

In the event of resignation or death of any member of the Board, he or she will be replaced as follows:

1) If it concerns the President, such will be succeeded for the balance of the appropriate two-year mandate by the President Elect on an acting basis.

2) If it concerns the Secretary/Treasurer, the three Vice Presidents, or one of the Councillors, the Board may appoint one of the other voting Board members to assume such responsibilities for the balance of the two-year mandate, or may appoint, at its own discretion, any Fellow of the ESC to fill such position for the balance of the two-year mandate. The latter Fellow will have no voting rights. The Board will refer the matter to the next Ordinary General Assembly for an approval vote covering the balance of the mandate, thus making this person a voting member of the Board.

3) If it concerns the Past President, the Board may, at its own discretion, appoint any previous Board member for the balance of the two-year mandate. This previous Board member will have no voting rights.

4) If it concerns the President Elect, the Board will refer the matter to the next Ordinary General Assembly for a vote following, to the extent possible, the procedures laid down in these Statutes and Bylaws. In the meantime, until voting has taken place, the task related to the position of President Elect within the Board may be delegated to one of the other voting Board members, or to any previous Board member. A previous Board member will have no voting rights.

5) If it concerns non-voting Board members, the President may propose any qualified person for the balance of the two-year mandate. This must be approved by the Board.

8.6 Meetings and deliberations

a) Board and Management Group meetings shall be convened by the President or at least one-half of the voting Board or Management Group members in accordance with rules in the Bylaws.

b) The Board and Management Group must meet a minimum of 3 times every year.

c) The agenda is to be drawn up by the President, or those Board members who convene the meeting in accordance with rules in the Bylaws.

d) Upon the decision of the President, meetings shall be held either in person or by any audio/visual means of communication.

e) The presence of no less than half of the voting members is necessary for a valid vote.

f) Decisions will be made by a majority of the votes of the members present at the meeting. Each voting member of the Board or Management Group, respectively, may cast one vote. No proxy votes will be accepted. Absent Board or Management Group members, respectively, may submit their opinion in writing

on items appearing on the agenda but may not express a vote. Voting at Board meetings will be carried out anonymously.

In the event that the number of votes cast at a meeting of the Board or Management Group on any matter is tied, the President shall have the deciding vote.

- g) Board and Management Group resolutions will be recorded in minutes signed by the President and the Secretary/Treasurer who shall issue, any extract or copy of same as required.

ARTICLE 9 – ROLE AND RESPONSIBILITIES OF THE BOARD, OF THE MANAGEMENT GROUP AND THE PRESIDENT

9-1 Role and responsibilities of the Board

The Board is invested with the power to execute, or authorise others to execute, all acts and operations of the ESC which are not reserved for the General Assembly. The President is the only person recognised by French law to have the ultimate power to act on behalf of the ESC and represent the ESC.

The Board approves ESC policies, procedures and Bylaws. Furthermore, the role of the Board includes but is not necessarily limited to:

- Defining the general policy and strategic direction of the ESC, about which it reports to the General Assembly
- Approving and amending the internal organisation of the ESC Constituent Bodies except the National Societies of Cardiology
- Approving the projects, the programme of activities and all corresponding budgets, upon presentation by the Management Group and the Chief Executive Officer
- Approving the annual budget of the ESC, which includes all of the internal Constituent Bodies
- Approving the year-end closure of the accounts of the previous financial period
- Leasing or acquiring any real estate property that is necessary for achieving the ESC's mission, granting any leases and charges over the properties that the ESC holds or owns, selling or exchanging the said properties, taking any loans and grants and any guarantee and surety as proposed by the Management Group
- Deciding, in accordance with the provisions of Article 6, on the exclusion of an individual member of the ESC and the provisional exclusion of a National Society of Cardiology.

The Board will appoint a Chief Executive Officer and grant him/her such delegation, powers and authority as necessary to enable the business, financial and daily management of the ESC and its staff in accordance with the ESC strategy. The terms of such delegation shall be recorded in a Board resolution. The Board alone may terminate the employment of the Chief Executive Officer.

The President will be responsible for ensuring the execution of the decisions of the Board and ensuring the daily operation of the ESC which he/she shall represent before a court of law and in all administrative procedures with the exception of any specific delegation.

On the proposal of the ESC President, the Board may decide to use electronic voting via the internet, which procedures are laid down in the Bylaws, for elections of the Board, Nominating Committee and Audit Committee members and for any deliberations to be taken at the Ordinary or Extraordinary General Assemblies.

9-2 Role and responsibilities of the Management Group

The roles and responsibilities of the Management Group are among others:

- to discuss business and operational plans, operations, organisation and HR matters, major projects and actual results and to report to the Board on a regular basis with the CEO and/or ESC management staff
- to discuss and report to the Board on governance issues
- to oversee the allocation of resources between Constituent Bodies (except the National Societies of Cardiology)
- to propose and seek approval for the budget from the Board
- to maintain a risk register and report on this to the Board whenever necessary and at least once a year
- to review the investment policy of the ESC

- to meet with the Audit Committee

The Management Group advises the Board, prepares the Board's agenda and discussions and oversees the implementation of the Board's decisions.

In circumstances which require immediate action to avoid substantial damage, financial or otherwise, to the ESC, the Management Group may take decisions usually falling within the scope of Board responsibilities. The Management Group may confer the decision-making power to the President or the Secretary-Treasurer.

The Board will be informed as soon as possible, and by any appropriate means, and will confirm such decisions(s) during its next meeting.

9-3 Role and responsibilities of the President

The role of the President of the ESC includes but is not necessarily limited to:

- Acting in the name and on behalf of the ESC by:
 - representing the ESC with respect to all civil matters and holding full authority to commit the ESC without prejudice for the powers expressly held by the Board
 - Representing the ESC at law, as plaintiff or defendant. He/she can only be replaced by a representative acting by virtue of a special power of attorney
 - Bringing any action at law to defend the interests of the ESC, permit any transactions and lodge appeal
- Finalising the agenda for the Board and Management Group meetings as well as Ordinary and Extraordinary General Assemblies
- Chairing the Board, Management Group as well as Ordinary and Extraordinary General Assemblies
- Ensuring implementation of the decisions of the Board and proper conduct of the ESC business.

The President may delegate part of his authority and signature.

In case the President is temporarily incapacitated, he/she is replaced by the President elect according to article 8.5.

The President is a member of any meeting by right.

ARTICLE 10 – ESC GENERAL ASSEMBLIES – VOTING DELEGATES

10.1 General

General Assemblies are qualified as Ordinary but when decisions are to be made related to alterations in the Statutes or liquidation of the ESC, they are qualified as Extraordinary.

General Assemblies shall vote and meet either in person or by any audio/visual means of communication, upon decision of the Board. Electronic voting procedure is defined in the Bylaws.

General Assemblies are attended by the current Board and the delegates appointed annually by the National Societies of Cardiology, Associations, Councils and Working Groups.

10.2 Voting delegates

The names of the voting delegates have to be received by the Secretary/Treasurer of the ESC at least five months before the Annual General Assembly.

- 1) Each National Society of Cardiology is represented by its President (or his/her replacement) and one other delegate (i.e. two delegates in all).

If the National Society of Cardiology has between 101 and 500 paying members it shall have one additional delegate (three in total).

If the National Society of Cardiology has between 501 and 1000 paying members it shall have two additional delegates (four in total).

If the National Society of Cardiology has more than 1000 paying members, it shall have one delegate additional per 1000 additional members to that stipulated above (five or more).

The total number of voting delegates per National Society of Cardiology cannot exceed 12.

To vote in the General Assemblies, the National Society of Cardiology must have paid its membership fees to the ESC. However, the Board may authorise, in exceptional circumstances and at its sole discretion, voting at General Assemblies of a National Society of Cardiology which has not paid its membership fees to the ESC.

- 2) Each Association is represented by its President (or his/her replacement) and eleven other delegates (i.e. twelve delegates in all).
- 3) Each Council, if not already represented by Working Groups or Associations, is represented by its Chairperson (or his/her replacement) and three other delegates (i.e. four delegates in all).
- 4) Each Working Group is represented by its Chairperson (or his/her replacement) and three other delegates (i.e. four delegates in all).
- 5) No person may be a delegate of more than one ESC Constituent Body. No person may carry more than one vote.
- 6) If a Working Group, Council or Association is restructured as described in the last sentence of article 3.2 above, the Constituent Body resulting from such restructuring will, from the date on which the absorbed Constituent Bodies are dissolved, have the same number of voting delegates that each of the Constituent Bodies involved had before the restructuring took place for the next two mandates.

Only voting delegates have the right to vote at the General Assemblies. Votes must be cast in person.

Votes may be collected prior to the General Assemblies.

In accordance with procedure defined in the Bylaws, this may occur electronically.

ARTICLE 11 – ESC GENERAL ASSEMBLIES MEETINGS AND DELIBERATIONS

11.1 ORDINARY GENERAL ASSEMBLIES

The Ordinary General Assembly shall meet each year, between August 1st and September 30th, preferably at the time the annual Congress of the ESC (called the “Annual General Assembly”).

Additional Ordinary General Assemblies may be convened by the ESC President as required, or at the request of no less than two thirds of the delegates as specified in Article 10. The voting delegates will be the same as those of the previous Annual General Assembly.

11.1.1 Quorum & Majority

In order to deliberate validly, Ordinary General Assemblies must be formed by no less than 20% of the total number of designated delegates representing the ESC Constituent Bodies according to article 10. If said condition is not met, this Ordinary General Assembly will be reconvened within two (2) months. At its second meeting, it shall deliberate validly whatever the number of delegates of the ESC Constituent Bodies is present, but only upon those items on the agenda of the previous Assembly.

Decisions of Ordinary General Assemblies will be made by a simple majority, unless provided otherwise in these

Statutes. Abstention, null and blank votes are not included in the number of votes cast.

In the event of a tied vote, a second round of voting will take place. In case of a second tied vote, the President will have the casting vote.

Votes may also be collected prior to the General Assembly in accordance with the internet voting procedure described in the Bylaws.

11.1.2 Powers of the Ordinary General Assembly

The Ordinary General Assembly deliberates on all items appearing on the agenda, with the exception of a modification of the Statutes and liquidation, which will be dealt with in an Extraordinary General Assembly.

The Annual General Assembly shall receive the annual report of the President and Secretary/Treasurer on behalf of the Board, and the Auditors' report as well as the report of the Audit Committee on the accounts and financial position of the ESC. No distribution of profit to members is permitted.

The Annual General Assembly will approve or reject the accounts of the previous financial year, vote as required on the composition of the new Board and of the new Nominating Committee, and vote on two members of the Audit Committee.

If required by law, the Annual General Assembly shall vote on the appointment of the permanent or deputy auditors, who have been recommended by the Board.

11.2 EXTRAORDINARY GENERAL ASSEMBLY

The Extraordinary General Assembly shall be convened by the ESC President as required for changes in the Statutes or liquidation, preferably in connection with an Ordinary General Assembly.

In order to deliberate validly, the Extraordinary General Assembly must be formed by no less than 50% of the number of designated delegates representing the ESC Constituent Bodies according to article 10.2.

If said condition is not met, those issues on the agenda of the Extraordinary General Assembly shall be submitted to another Extraordinary General Assembly which will be convened within two (2) months.

At the second meeting, it shall validly deliberate whatever number of members of the ESC Constituent Bodies is present, but only on those items appearing on the agenda of the first meeting and on which no decision was made.

Any proposal to change the Statutes of the ESC or any decision of the Extraordinary General Assembly must be approved by a two thirds majority. Abstention, null and blank votes are not included in the number of votes cast.

11.3 PROCEDURES

a) Notification to attend

Notification to attend must be given to all designated voting delegates by post or by electronic mail no less than thirty (30) days in advance.

b) Agenda

The agenda will be drawn up by the Board and circulated to the voting delegates no less than thirty (30) days in advance.

Only those items appearing on the agenda will be discussed and voted on.

Each ESC Constituent Body may submit in writing to the Secretary/Treasurer of the Board any issue or proposal not governed by these Statutes, no less than four (4) months before the next Ordinary General Assembly and, if

approved by the Board, it will be put on the agenda of that Ordinary General Assembly.

c) Assembly Bureau

The President of the ESC presides over the General Assemblies and is responsible for all procedures related to the preparation and conduct of the General Assemblies. If the President is unable to perform these tasks, these may be conducted by a member of the Board designated by the Board to this effect.

A designated secretary records the resolutions of the General Assembly which will be signed by the President and said secretary.

The resolutions of the General Assemblies will be recorded in minutes signed by the President and the Secretary of the meeting and kept in a special register which may be the same as that containing the minutes of the Board.

Copies or extracts of said minutes which are to be seen by a court of law, or otherwise, must be signed by the President of the Board or by two Board members.

ARTICLE 12 - CHANGES IN THE STATUTES

Any provision of the Statutes may be changed by the Extraordinary General Assembly:

- 1) upon recommendation of the Board or
- 2) via a "validated proposal" supported by the National Societies of Cardiology and/or Associations and/or Councils and/or Working Groups.

To qualify as a "validated proposal" the following criteria must be fulfilled.

- a) The National Societies of Cardiology and/or Associations and/or Councils and/or Working Groups supporting the proposal must represent at least fifty-one (51) per cent (%) of the total number of voting delegates of the immediately preceding Annual General Assembly. The Constituent Bodies must express their support in writing.
- b) The "validated proposal" must be received by the Secretary/Treasurer of the ESC at least four (4) months prior to the Annual General Assembly. The Secretary/Treasurer of the ESC informs the Board of the ESC.
- c) The Board shall have the right to comment in writing on any "validated proposal" and may circulate such commentary together with the proposed wording to all the National Societies of Cardiology, Associations, Councils and Working Groups prior to the Annual General Assembly, which, specifically for the topic of the validated proposal, becomes an Extraordinary General Assembly.
- d) Proposed changes must be circulated to all the National Society of Cardiology, Associations, Councils and Working Groups at least three (3) months before the Extraordinary General Assembly.

ARTICLE 13 - NOMINATING COMMITTEE

The Nominating Committee shall be responsible for nominating to the General Assembly, for its vote, candidates for the position of:

- elected voting members of the next Board
- elected members of the Audit Committee
- members of the succeeding Nominating Committee

The Nominating Committee consists of the immediate Past President as Chairperson, and twelve voting members, elected by the General Assembly for two years, equally divided to represent the National Societies of Cardiology on the one hand and the Associations, Councils and Working Groups on the other.

In the event of death or resignation of any member of the Nominating Committee, the Chairperson appoints a replacement member to represent either the National Societies of Cardiology or the Associations, Councils and Working Groups, depending on the denomination of the member who needs to be replaced. That replacement needs to be confirmed by a simple majority vote of the first next ESC Board.

Members of the current Nominating Committee cannot be candidates for the elections performed under that Nominating Committee's mandate.

For the new Board and Audit Committee, the Nominating Committee should propose more than one candidate per position.

For the new Nominating Committee, the Nominating Committee should propose (i) between nine and twelve candidates from the National Societies of Cardiology; and (ii) between nine and twelve candidates from Associations, Councils and Working Groups should be proposed.

The proposals for candidates for the Board and Nominating Committee should be made no less than five months before the Annual General Assembly. Said proposals will be distributed to the National Societies of Cardiology, Associations, Councils and Working Groups. Candidates standing for Nominating Committee or Audit Committee positions must be endorsed by their own National Society or by an Association, Working Group or Council depending on whether they apply for a position representing National Societies or Associations, Working Group or Councils. Candidates standing for the available Board positions must be endorsed both by their own National Society and one other Constituent Body.

Additional candidates to those selected by the Nominating Committee can be put forward by National Societies, Associations, Councils and Working Groups. Those additional candidates must be supported in writing by the Presidents or Chairpersons of ESC Constituent Bodies representing at least fifty-one (51) per cent (%) of the delegates at the last Annual General Assembly. The Chair of the Nominating Committee has to have received such additional candidacies no later than one month after the list of candidates selected by the Nominating Committee has been announced.

During that time, the Nominating Committee may also put forward additional candidates.

Decisions within the Nominating Committee will be made by a majority of the votes of those members present having the right to vote. In the event that the number of votes cast is tied, the voting will be repeated. In case of the second tied vote, the Chairman of the Nominating Committee shall have a deciding vote. Otherwise, the Chairman shall not have a vote.

ARTICLE 14 - PROCEDURE FOR THE ELECTION OF BOARD, NOMINATING COMMITTEE AND AUDIT COMMITTEE MEMBERS

The new Board, Nominating Committee and Audit Committee members are elected by the voting delegates of the Annual General Assembly that immediately precedes the two-year term of said Board.

- a) Voting for the new Board, Nominating Committee and Audit Committee members will be conducted under the responsibility of the Management Group in accordance with Board approved rules and procedures which will be communicated in writing to all Constituent Bodies of the ESC at least three (3) months before the voting starts.
- b) The Management Group may proceed to conduct said elections up to four (4) months before the Annual General Assembly.
- c) Said elections may be conducted either by postal ballot, by email or by the electronic voting procedure described in the Bylaws.
- d) Voting will be by secret ballot. If only one candidate is proposed for any position, a vote will take place in any case. The proposed candidate(s) will be elected by simple majority. Abstentions, null and blank votes are not included in the number of votes cast.

- e) If any candidate is not elected by a majority of votes, their candidature will fail. The Nominating Committee must make a new proposal within three months, followed by voting through secret ballot. The Management Group will supervise said vote.
- f) Voting rights will be calculated as described in Article 10 of the Statutes.

ARTICLE 15 - AUDIT COMMITTEE

The Audit Committee will review the appropriateness of and compliance with the policies and procedures related to the conduct of the financial and business affairs of the ESC, including review of the appropriateness of financial expenditures and risks. The Audit Committee shall ensure that an appropriate Declaration of Interest and an ethical conduct policy are implemented by the Board. It shall oversee the procedures for determining compliance therewith. The Audit Committee consists of five members.

1. The General Assembly shall elect two members for the Audit Committee; one to represent the National Societies of Cardiology and one to represent the Associations, Councils and Working Groups. They shall serve for a four-year term.

In order to achieve continuity, the four-year mandates of the two Audit Committee members will be organised to overlap by two-year periods.

In the event of the death or resignation of an elected member of the Audit Committee, the ESC Board will appoint any Fellow of the ESC for the remaining duration of the mandate.

2. The Board appoints two other independent members with experience of law, taxation, banking, marketing, industry, human resources or other professions that provide relevant experience.
3. The four members of the Audit Committee mentioned above appoint a fifth member, who needs to be independent from the ESC. No appointed member can hold office for more than six years.
4. ESC Board members may not serve simultaneously as member of the Audit Committee.
5. The members of the Audit Committee appoint a Chairperson among themselves.

The ESC Secretary/Treasurer is invited to attend Audit Committee meetings as an observer.

The Audit Committee will report to the General Assembly at its annual meeting and at any other time considered necessary.

ARTICLE 16 – ETHICS COMMITTEE

The Ethics Committee has an advisory role and may be consulted by the Management Group or Board on specific issues. It will draw up an Ethical Conduct Policy and issue general recommendations on ethical principles of professional and scientific conduct related to the research or management of cardiovascular disease.

The Committee can deal with specific issues of professional or scientific misconduct of individual members or of any internal Constituent body of the ESC if it affects the ESC as an organisation and make recommendations to the Management Group or Board.

The ESC Ethics Committee shall conduct its activities in accordance with a Charter approved by the Board of the ESC.

The Ethics Committee consists of eight members.

1. All members of the Ethics Committee shall serve for a four-year term, renewable once. In order to achieve continuity, the four-year terms of the members will be organised to overlap by two-year periods.

2. Five members are proposed by the Ethics Committee and approved by the ESC Management Group. One of these five members must represent Nurses and Allied Professionals. The terms of these members start and end in even years.
3. The Management Group appoints three non-ESC members, after a proposal from the Ethics committee and consultation with the Audit Committee. Their terms will start and end in uneven years.
4. The members of the Ethics Committee appoint a Chairperson from among themselves.

Volunteers in officer positions of the ESC cannot be members of the Ethics Committee.

The Ethics Committee can report to the General Assembly at its annual meeting and, with approval of ESC Board, at any other time.

ARTICLE 17 - ACCOUNTING PERIOD

The accounting period shall start on the first of April and end on the thirty first of March.

ARTICLE 18 - DISSOLUTION - LIQUIDATION

The dissolution of the ESC must be proposed by the ESC Board. It requires approval at an Extraordinary General Assembly by at least two thirds of the voting members present.

In the case of voluntary, statutory or forced dissolution of the ESC, the Extraordinary General Assembly shall nominate one or several liquidators who will have full powers in order to sell assets and settle liabilities.

The net product of the liquidation may be allocated to a society with a similar purpose or to any state-approved public or private institution which is designated by the Extraordinary General Assembly.

ARTICLE 19 – BYLAWS

Bylaws may be drawn up and amended by the ESC Board.

Bylaws specify and supplement, as necessary, the statutory provisions relating to the functioning of the ESC.

Adherence to these Statutes automatically entails adherence to the Bylaws.

ARTICLE 20 - DECLARATION AND REGISTRATION

The Board, or those with power of attorney given by the President, shall complete the formalities for declaration and registration prescribed by law.