

ff  
ff



**STATUTES  
OF THE  
EUROPEAN SOCIETY  
OF  
CARDIOLOGY**

**APPROVED BY THE ESC GENERAL ASSEMBLY**

***30 August 2016***  
**Rome, Italy**



**EUROPEAN SOCIETY OF CARDIOLOGY**

ff  
ff

**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) - SOPHIA ANTIPOLIS**  
**2035 Route des Colles, Les Templiers**

=====

**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 Law dated 1st July 1901 (France) was formed for an unlimited duration, between the natural or artificial persons who shall adhere to these Statutes and satisfy the conditions set out here below, and those texts at present in force which have modified or completed said Law, as well as by these Statutes.

**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, 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 takes responsibility for education and training of cardiologists and other professionals involved with prevention, diagnosis and management of diseases of the heart and the blood vessels in its member countries, and for the development of standards for their training, continuous education and professional conduct. In addition, the ESC promotes education, training and development of standards throughout the world.

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 and administration on prevention, diagnosis and management of diseases of the heart and the blood vessels, and on research programmes regarding these topics to improve our scientific understanding of the heart and the vascular system.

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 members of the National Societies of Cardiology, which have joined the ESC, as well as other professionals including, but not limited to, physicians, scientists, nurses and allied health professionals in the field of diseases

of the heart and the blood vessels, and ii) other members of ESC Associations, Councils and Working Groups.

The ESC may create or take interest in any trading companies, non-trading companies, for-profit structure or non-for-profit organisation (like a foundation, a "fonds de dotation" or an association), which enables it to build up the necessary assets.

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 and allied health professionals and industrialists, interested in cardiovascular medicine as well as offering all associated services usual at such international meetings, including but not limited to renting space, organising scientific sessions, satellite events, publishing information and similar.

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

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

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 domiciliation services at its registered offices for any organisation whose activities are concordant with the ESC mission and these Statutes and provide any type of ESC services to such organisations.

## **ARTICLE 3 - CONSTITUENT BODIES OF THE ESC**

### **3-1 National Societies**

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 which, will make a provisional decision that will be submitted for a decision to the next Ordinary General Assembly.

### **3-2 Associations**

The ESC creates registered 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 diseases of the heart and the vascular system.

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 belong to one of the National Societies, which has joined the ESC.

Subject to approval by the Ordinary General Assembly, one or more Associations may decide to be absorbed by any Associations, working groups or councils 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 Councils and Working Groups**

The ESC creates Working Groups for the study and advancement of particular subjects related to the heart and the vascular system. 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 in the Board approved procedures.

The ESC creates Councils to bring together cardiologists, nurses or other allied health professionals 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 in the Board approved procedures.

Subject to approval by the Ordinary General Assembly, one or more working groups or councils may decide to be absorbed by any Associations, working groups or councils 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 or other professional body that does not belong to one of the countries referred to in article 3-1, with an interest in cardiovascular medicine may apply to the ESC for Affiliated Membership. The terms of such affiliation are regulated by Board approved conditions. Such 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 members of the National Societies, as defined in article 3-1, which have joined the ESC
- All other members of the Associations, Councils and Working Groups created by the ESC, which are not already members of any National Societies defined in article 3-1.

A cardiologist, scientist or other professional, who is not in a position to join a National Society, which has joined the ESC, or any Constituent Body, can apply to become a member of the ESC. To this end the candidate can send an 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, 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 and other professionals who have made a major contribution to prevention, diagnosis or management of diseases of the heart and the blood vessels and/or the scientific understanding of the heart and the vascular system, may apply to become a Fellow of the European Society of Cardiology (FESC).

Nurses who have made a major contribution to prevention, diagnosis or management of diseases of the heart and the blood vessels may become Nurse Fellow of the European Society of Cardiology (NFESC).

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

## **ARTICLE 6 - RESIGNATION - EXPULSION AND DEATH**

Individual Members, Nurse Fellows 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.

Individual Members of the ESC who resign their membership of their respective National Society, Association, Council or Working Group also terminate 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.

An individual member or a Fellow, who has not paid their annual dues for two years, will be a candidate to have his/her membership/fellowship cancelled.

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.

A National Society of Cardiology, a Fellow or a member may be expelled from the ESC for any justified grievance addressed to the Secretary/Treasurer. The request for expulsion must be communicated to the Board which may take an immediate decision by written vote. Such decision must be taken by two thirds of the voting members of the Board. If it concerns a National Society of Cardiology, such decision must be ratified by a vote 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.

The resignation or expulsion of a National Society of Cardiology from the ESC and the death, resignation or expulsion of a member does not terminate the ESC, which will continue to exist among the other Societies and members.

## **ARTICLE 7 – RESOURCES**

The sources of revenue for the ESC include:

- Membership dues from the National Societies, Fellows, individual members. The amount of such dues will be determined by the Board.
- Remuneration and contributions earned from the sale of goods or services and from any other resources authorised by the law and regulations of the country in which the Society's headquarters reside.
- Income from investments in property owned by the ESC.
- Donations.
- Generally any other authorised source of income.



## ARTICLE 8 - BOARD

8.1 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, Chief Finance Officer as non-voting members

The Board will be 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 established by the Board
- b) Representatives of the Constituent Bodies
- c) Editors of official Society journals
- d) Between two to four external independent members with experience of law, taxation, banking, marketing, industry, human relations or other professions. External candidates may be proposed by the Board or the CEO

These members have an advisory role and are not entitled to vote at Board meetings.


8.2 There is a Management Group of the Board composed of :

- a) President
- b) Immediate Past President
- c) President Elect
- d) Three Vice-Presidents
- e) Secretary/Treasurer
- f) The 2 to 4 external non voting members (as defined article 8.1-3-d) who have an advisory role and are not entitled to vote at Management Group meetings.

In attendance the Chief Executive Officer and the Chief Financial Officer

8.3 The General Assembly shall elect each voting Board member in accordance with the Board approved procedures.

- 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) Candidates for the position of President Elect must be currently serving or have served in the immediately preceding Board as voting members or ex-officio voting members of the Board. The elected candidate will automatically become President two years later.
  - 5) Candidates for the positions of Vice President and Secretary Treasurer must have served on the previous or current Board.
  - 6) The President will automatically become immediate Past President at the end of his/her mandate.
  - 7) The duties of all Board members are executed free of charge. All Board members will be entitled to reimbursement of expenses incurred while exercising their duties upon presentation of supporting documents.

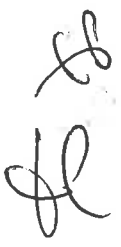
8.4 Non voting members are appointed by the Board for a 2 year-term, which term may be extended once at the same position. This limitation does not apply to the Editors of the official Society Journals who are contracted on an individual basis for a specified term.

8.5 In the event of the death or the resignation, whether personal or professional, 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, in 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 Board approved procedures. 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 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 Board may appoint any qualified person for the balance of the two-year mandate.

## **ARTICLE 9 – BOARD AND MANAGEMENT GROUP MEETINGS AND DELIBERATIONS**

- a) Board and Management Group meetings shall be convened by the President or half of the voting Board members, as often as is deemed to be in the ESC interest, either at the registered office, or in any other place, with the consent of no less than half of the voting Board members. The Board and Management Group should meet a minimum of 3 times every year.



Upon the decision of the President, meetings may be held electronically or by telephone with all decisions confirmed in writing. The agenda is to be drawn up by the President, or those Board members who convene the meeting, and any proposed items must be sent to the President at least one week prior to the meeting.

- b) The presence of no less than half of the voting Board members at a Board meeting is necessary to ratify decisions.

Decisions will be made by a majority of the votes of the members present with each Board member casting one vote.

No proxy votes will be accepted at a Board meeting. Absent Board members may submit their opinion in writing on items appearing on the agenda.

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

- c) Board and Management Group resolutions will be recorded in minutes drawn up in a special register and signed by the President and the Secretary/Treasurer who shall issue, together or separately, any extract or copy of same.

## **ARTICLE 10 – ROLE AND RESPONSIBILITIES OF THE BOARD, OF THE MANAGEMENT GROUP AND THE PRESIDENT**

### **10-1 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.

The Board approves the Board procedures, as drafted by the Management Group and made available to the ESC Constituent Bodies each year. 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 the projects presented by the Management Group and the Chief Executive Officer, the programme of activities and the corresponding budget;
- Approving the annual budget
- Deciding, in accordance with the provisions of Article 6, on the provisional exclusion of Active Members of the National Society of Cardiology and of other Fellows and members;
- Leasing or acquiring any real estate property that is necessary for achieving the ESC's objects, 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 guaranty and surety as proposed by the Management Group;
- Approving and amending the internal organisation of the ESC Constituent Bodies except the National Societies;
- Deciding the year-end closure of the accounts of the previous financial period;
- Approving the internal rules and regulations and by-laws of the ESC

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, to be conducted in a smooth and professional way in accordance with the ESC strategy. The term 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 executing the decisions of the Board and ensuring the smooth running 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.

In the event of an emergency, the Board shall have authority to make any appropriate decision by a simple majority of the voting Board members. In such a case, the decision may be taken on written consultation. In such a case, powers are conferred to the President or the Secretary/Treasurer to implement the decision made.

### **10-2 Role and responsibilities of the Management Group**

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

- to discuss with EHH management on business and operational plans, operations, organisation and HR matters, major projects and actual results and to report to the Board on a regular basis
- to discuss and report to the Board on governance issues
- to oversee the allocation of resources between constituent bodies (except the National Societies) according to Board approved governance rules.
- to propose to the Board together with the CEO the budget for approval
- to maintain the risk register and to review the insurance matters
- to review policy for the financial business of the group
- to meet with audit committee

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

### **10-3 Role and responsibilities of the President**

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

- Chairperson of the Board and Management Group and Ordinary and Extraordinary General Assemblies.
- Acting in the name and on behalf of the Board and the ESC, and in particular:
  - Carrying out the decisions of the Board and responsibility for the proper conduct of the ESC business.
  - Representing the Society with respect to all civil matters and holding full authority to commit the Society without prejudice for the powers expressly held by the Board
  - Representing the Society 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 Society, permit any transactions and lodge appeal;
  - Finalising the agenda for the Board and Management Group meetings and General Assemblies


The President may delegate part of his authority and signature.

The President is a member of any meeting by right.

## **ARTICLE 11 - GENERAL ASSEMBLIES**

a) General Assemblies will be 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 are attended by the current Board and the delegates from the National Societies, Associations, Councils and Working Groups (designated below as "ESC Constituent Bodies"). The names of the voting delegates have to be received by the Secretary/Treasurer of the ESC at least two weeks before the General Assembly.

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

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

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

If the National Society has more than 1000 paying members, it shall have one delegate per 1000 additional members to that stipulated in 1) above .

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

To vote in the General Assemblies the National Society must have 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.
- 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.

All delegates have the right to vote. Votes must be cast in person and cannot be transferred through other persons, except within a Constituent Body's own delegation.

**b) Notification to attend**

Notification to attend must be given, by post or by electronic mail, no less than thirty (30) days in advance to the Presidents of the National Societies and the Associations, and to the Chairperson of the Working Groups and Councils.

**c) Agenda of General Assemblies**

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

Only those items appearing on the agenda of the General Assemblies 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 General Assembly and, if approved by the Board, it will be put on the agenda of the General Assembly.

78  
82

d) **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 record of attendance is drawn up and signed by the voting delegates of ESC Constituent Bodies on entering the General Assemblies and certified by the President of the meeting.

e) **Minutes**

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 - ORDINARY GENERAL ASSEMBLY**

The Ordinary General Assembly shall meet each year, preferably at the Annual Congress of the ESC. Additional Ordinary General Assemblies shall 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 11.

**12.1 Quorum & Majority**

In order to deliberate validly, the Ordinary General Assembly must be formed by no less than 20% of the total number of designated delegates representing the ESC Constituent Bodies according to article 11. If said condition is not met, the Ordinary General Assembly will be reconvened within two (2) months. At the 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 the Ordinary General Assembly will be made by a simple majority of the votes cast by the designated delegates. Null and blank votes are 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.

**12.2 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.

It 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.

It will approve or adjust the accounts of the previous financial year, vote as required on the composition of the new Board and of the new Nominating Committee, vote on two members of the Audit Committee, and provide for the replacement of members of the current Board.

The Ordinary General Assembly shall appoint the permanent or deputy auditors, as required by law, and on the Board's recommendation.



## **ARTICLE 13 - PROCEDURE FOR ELECTION OF BOARD, NOMINATING COMMITTEE AND AUDIT COMMITTEE MEMBERS**

- a) The Management Group, chaired by the President, may proceed to conduct the elections for the new Board, Nominating Committee and Audit Committee members at an earlier time of the year than that of the Annual Ordinary General Assembly, but not earlier than four (4) months before such Ordinary General Assembly.
- b) Such elections may be conducted either by postal ballot or electronically.
- c) Voting 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 Society at least three (3) months ahead of the annual Ordinary General Assembly.
- 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 a simple majority of votes cast.
- e) If he/she is not elected by a majority of votes, his/her candidature will fail and the Nominating Committee must reconsider the candidature and make a new proposal to the National Societies, Associations, Councils and Working Groups within three months. A postal or electronic vote will follow. The Management Group will supervise said vote.
- f) Voting rights will be calculated as described in Article 11 of the Statutes.
- g) The same procedure as that described above will be followed to elect the members of the Audit Committee provided for in Article 17 and for the new members of the Nominating Committee.

## **ARTICLE 14 - 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 11.

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 Society or any decision of the Extraordinary General Assembly must be approved by a two thirds majority of the votes cast by the designated delegates. Null and blank votes are included in the number of votes cast.

## ARTICLE 15 - CHANGES IN THE STATUTES

Any provisions 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 and/or Associations and/or Councils and/or Working Groups.

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

- a) The number of National Societies 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 official delegates of the ESC as defined in Article 11.
- b) The National Societies and/or Associations and/or Councils and/or Working Groups supporting the proposal must certify in writing to the Secretary/Treasurer of the ESC that the proposed wording to constitute the validated proposal has been consistently followed throughout and that the decisions to support the proposal were made following proper internal decision making, including voting procedures.
- c) The procedures for formulating a validated proposal must be received by the Secretary/Treasurer of the ESC at least four (4) months prior to the General Assembly. The Secretary/Treasurer of the ESC is responsible for determining that consistent wording and correct procedures have been followed and time frames respected, informing the Board of the ESC and placing the validated proposal on the Agenda of the General Assembly.
- d) Proposed changes must be circulated to all the National Societies, Associations, Councils and Working Groups at least three (3) months before the General Assembly.
- e) 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, Associations, Councils and Working Groups prior to the General Assembly.

## ARTICLE 16 - 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 twelve voting members, elected by the General Assembly for two years, equally divided to represent the National Societies on the one hand and the Associations, Councils and Working Groups on the other, and is chaired by the immediate Past President.

Members of the current Nominating Committee cannot be proposed as candidate for the future Board or Nominating Committee. Past Members of the Nominating committees can be proposed.

The Nominating Committee should propose more than one candidate for each voting position on the new Board. The Committee should also propose candidates for the new Nominating Committee: (i) a minimum of nine candidates, and no more than twelve, from the National Societies; and (ii) a minimum of nine candidates, and no more than twelve, from Associations, Councils and Working Groups. The proposals for candidates for the Board and Nominating Committee should be made no less than five months before the General

Assembly which is to elect them. Said proposals will be distributed to the National Societies, Associations, Councils and Working Groups. Candidates standing for the available Board positions must be endorsed by their own National Society and one other relevant Constituent Body. Candidates standing for Nominating Committee or Audit Committee positions must only be endorsed by their own National Society or by an Association, Working Group or Council depending if they apply for a position representing National Societies or Associations, Working Group or Councils

Alternative candidates to those selected by the Nominating Committee can be proposed by National Societies, Associations, Councils and Working Groups. Those alternative candidates must be seconded in writing by the ESC Constituent Bodies representing at least fifty one (51) per cent (%) of the votes at the last General Assembly. Such proposals are to be sent to the immediate Past President who chairs the Nominating Committee, no later than one month after the list of candidates selected by the Nominating Committee has been announced.

The Nominating Committee may also propose alternative candidates to those proposed by National Societies, Associations, Councils and Working Groups.

Decisions within the Nominating Committee will be made by a majority of the votes of those delegates 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 17 - AUDIT COMMITTEE**

The Audit Committee will review compliance with 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 and shall also ensure that an appropriate Declaration of Interests 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 Ordinary General Assembly, when appropriate, shall elect two members of the Audit Committee; one to represent the National Societies and one to represent the Associations, Councils and Working Groups. They shall serve for a four-year term.

In order to achieve continuity of experience in fulfilling this responsibility, the four-year mandate of the two Audit Committee members will be organised to overlap by two-year periods. The Nominating Committee will be responsible for achieving this.

In the event of the death or resignation of an elected member of the Audit Committee, for any reason whether personal or professional, the ESC Board may appoint any Fellow of the ESC to the balance of the mandate.

2. The Board appoints two other external members with experience of law, taxation, banking, marketing, industry human relations or other professions. Those two external members must be different than those mentioned in Article 8.1-3)-d.
3. The four members of the Audit Committee mentioned above appoint one fifth member, also external to the ESC. No external member can hold office for more than six years.
4. The members of the Audit Committee appoint a Chairperson among themselves.

Members of the Board cannot be members of the Audit Committee

The ESC Secretary/Treasurer is invited to attend Audit Committee meetings as an observer. The Audit Committee will report annually to the General Assembly.

## **ARTICLE 18 - ACCOUNTING PERIOD**

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

## **ARTICLE 19 - RESPONSIBILITY OF ESC MEMBERS AND BOARD MEMBERS**

Only the assets of the ESC may be secured against agreements entered into in its name. Neither ESC members nor Board members may be held personally responsible for said agreements, subject to any application of the provisions of the Law.

## **ARTICLE 20 - DISSOLUTION - LIQUIDATION**

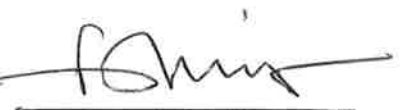
The dissolution of the ESC will take place upon the decision of two thirds of all voting members present at an Extraordinary General Assembly following a proposal of the Board communicated as indicated above.

In the case of voluntary, statutory or forced dissolution of the ESC, the Extraordinary General Assembly shall nominate one or several liquidators who will enjoy the most extensive powers in order to realise assets and settle liabilities, following any redemption of the existing contributions by the contributors, their heirs or known assignees.

The net product of the liquidation may be allotted 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 21 - DECLARATION AND REGISTRATION**

The Board shall complete the formalities for declaration and registration prescribed by law. All powers are conferred to this effect on the bearer of an original of these statutes.

PROF F. PINTO 

PROF F. COSENTINO 