



# Bylaws

## INCORPORATION OF A FOUNDATION

This fourth day of August nineteen hundred and ninety nine appeared before me  
Jhr Mr Albert Peter van Lidth de Jeude , civil law notary, officiating in Amsterdam:

Suzanne Josepha Cornelia Reemers candidate civil law notary, born seven February nineteen hundred sixty seven in Weert, identified by passport nr N80636567

The appearer declared that she hereby incorporate a foundation with the following articles of association:

### Name and official seat.

#### Article 1.

1. The foundation's name is:  
Stichting European Society for Intravenous Anaesthesia
2. The official seat of the foundation is in the municipality of Amsterdam.

### Object and means.

#### Article 2.

1. The objectives of the foundation are to develop, promote and educate pharmacology in the field of anaesthesia and medicine, all this in the broadest meaning of the word.
2. The foundation shall pursue these objectives by organising conferences, congresses, meetings, workshops, lectures, research projects and other gatherings, granting grants, as well as by publishing and giving information, all this in the broadest meaning of the word."

Capital.

Article 3.

The capital of the foundation shall be formed by subsidies, gifts, legacies and testamentary dispositions, as well as other benefits.

Board: composition, appointment, retirement.

Article 4.

1. The board of the foundation shall consist of such number of persons as the board may determine but not less than three. An incompletely constituted board shall retain its powers.
2. Board members shall be appointed by the board. Any vacancies which arise shall be filled as soon as possible.
3. The board shall appoint from among its members a chairperson, a secretary and a treasurer, or, as the case may be, a secretarytreasurer.
4. Board members shall be appointed for a period of no more than four years. No person who has reached the age of seventytwo may be appointed to the board.
5. Board members shall retire by rotation in accordance with a rotation list drawn up by the board. A board member retiring in accordance with the rotation list shall be eligible for re-appointment forthwith.
6. A board member ceases to hold office:
  - a. upon his death;
  - b. upon his retirement, whether or not in accordance with the rotation list referred to in paragraph 5;
  - c. upon his being declared bankrupt or applying for a suspension of payments;
  - d. upon the appointment of a custodian to administer his affairs, and upon a court decision pursuant to which one or more of his assets are placed under curatorship as a result of his physical or mental condition;
  - e. upon his removal from office by the court in cases provided for by law;
  - f. upon his removal from office by the board for "important reasons";
  - g. upon expiry of the calender year in which he reaches the age of seventytwo.

Board: duties and powers.

Article 5.

1. The board shall be charged with the management of the foundation.
2. The board shall be authorized to enter into agreements to purchase, sell or encumber registered property and to enter into agreements whereby the foundation binds itself as surety or joint and several codebtor or guarantees or secures the debts of a third party, as well as to represent the foundation in such transactions.

Board: representation.

Article 6.

1. The foundation shall be represented by the board. The chairperson together with the secretary or the treasurer, or, provided these functions are not carried out by one person, the secretary together with the treasurer, shall also be authorized to represent the foundation.
2. The board may resolve to grant one or more board members or third parties a power of attorney to represent the foundation within the limits of that power of attorney.

Board: resolutions.

Article 7.

1. Meetings of the board shall be held whenever the chairperson or at least two other board members convene a meeting, but not less than once a year.
2. Board meetings shall be called by the chairperson or at least two other board members, or by the secretary on behalf of such person or persons. The calling of a meeting shall require written notice of not less than seven days, specifying the topics to be dealt with. If the notice has not been given in writing, or if the topic to be dealt with has not been specified in the notice, or if the meeting is called at a term shorter than seven days, the board may nevertheless pass valid resolutions, provided that all board members are present and none of them objects to the passing of such resolution.
3. Board meetings shall be held at the place determined by the person who calls the meeting.
4. The board members as well as those who are admitted to a meeting by the board members present, shall be entitled to attend the meeting. A member of the board may be represented at a meeting by another board member authorized by him in writing for that purpose. The expression "in writing" shall include any message transmitted by current means of communication and received in writing. A board member may not represent more than one other board member at the meeting.
5. Each board member shall have one vote. Unless these articles of association provide otherwise, all resolutions shall be passed by absolute majority of the votes cast. Abstentions shall not be counted as votes. If the votes are equally divided in the case of an election of persons, lots shall be drawn to decide who is elected; if there is a tie of votes in another voting, the proposal shall be deemed to be rejected.
6. All votes shall be taken orally. The chairperson shall, however, be entitled to decide that a vote is to be taken by secret ballot. For an election of persons, each person present at the meeting and entitled to vote shall be entitled to demand a

vote by secret ballot. Voting by secret ballot shall take place by means of unsigned ballot papers.

7. The meetings shall be presided over by the chairperson; in his absence the board members present at the meeting shall elect one of their number to be the chairperson. Until that time, the eldest board member present at the meeting shall act as chairperson.
8. The business transacted at a meeting shall be recorded in minutes by a person designated for that purpose by the chairperson of the meeting. The minutes shall be adopted either at that meeting or at the next and shall, as evidence thereof, be signed by the chairperson and the person who made the minutes.
9. The board may also pass resolutions in a manner other than at a meeting, provided that all of the board members are given the opportunity to cast their votes and declare in writing that they do not object to this manner of passing a resolution. A resolution shall then be adopted if the required majority of all board members have declared in writing that they are in favour of the proposal. A report shall be drawn up with respect to a resolution adopted outside a meeting, which shall be approved at the next meeting and, as evidence thereof, be signed by the chairperson and the person who makes the minutes of that meeting. The report thus adopted shall be attached to the minutes together with the documents referred to in the first sentence of this paragraph.

#### Financial year and annual accounts.

##### Article 8.

1. The financial year of the foundation shall be the calendar year.
2. The board shall keep records pertaining to the financial position and the activities of the foundation, in conformity with the requirements ensuing from the activities of the foundation. The board shall keep these records, as well as the books, documents and other data carriers belonging thereto, in such a way that the foundation's rights and obligations can be ascertained therefrom at all times.
3. The board shall draw up a balance sheet and a profit and loss account of the foundation every year, within six months of the end of the relevant financial year.
4. Before proceeding to adopt the documents referred to in paragraph 3, the board shall be entitled to have them examined by an accountant of the board's choice. The latter shall report to the board on the result of his examination.
5. The board is obliged to keep the books, documents and other data carriers referred to in the foregoing paragraphs for a period of ten years, without prejudice to the provisions in paragraph 6.
6. The data kept on data carriers, with the exception of the written balance sheet and profit and loss account, can be transferred for safe-keeping to other data carriers, provided that the transfer involves an exact and complete reproduction of the relevant data and provided that the data are available at all times during the

entire term in which the data must be preserved and that the data can be made legible within a reasonable period of time.

#### Amendment to the articles of association.

##### Article 9.

1. The board shall be authorized to amend the articles of association.
2. A resolution by the board to amend the articles of association shall require a twothirds majority of the votes cast at a meeting in which all of the members are present. If all of the members are not present at a meeting in which a resolution to amend the articles of association is to be discussed, a second meeting shall be convened to be held no earlier than two weeks and no later than four weeks after the first meeting. This second meeting may, irrespective of the number of board members present or represented, pass a valid resolution with respect to the proposal presented for discussion at the first meeting, provided that the board does so with a twothirds majority of the votes cast.
3. A copy of the proposal, containing the verbatim text of the proposed amendment, shall be attached to the notice of the meeting in which an amendment of the articles of association is to be discussed.
4. A resolution to amend the articles of association shall become effective only after a notarial deed thereof has been drawn up. Each individual board member shall be authorized to execute such deed.

#### Dissolution.

##### Article 10.

1. The board shall be authorized to dissolve the foundation.
2. Paragraph 2 of the previous Article shall apply mutatis mutandis to a board resolution to dissolve the foundation.
3. The resolution to dissolve the foundation shall determine how the balance of the remaining funds is to be used.
4. Upon dissolution, the liquidation shall be effected by the board members.
5. After completion of the liquidation, the books and records of the dissolved foundation shall remain in the custody of the person designated by the liquidators for that purpose for the period prescribed by law.
6. Furthermore, the provisions of Title 1, Book 2 of the Civil Code shall apply to the liquidation.

#### Final provision.

##### Article 11.

The first financial year of the foundation shall end on day thirty one of december two thousand.

Final statement.

Finally, the appearers declared that the following persons are hereby appointed to the board of the foundation in the offices stated next their names:

1. Stefan Schraag, Chairman
2. Luc Barvais, Treasurer
3. Frank Engbers, Secretary
4. Gavin NC Kenny, Past-Chariman and International Ambassador
5. Alain Boargeat, Meeting officer
6. Johan Raeder, Scientific program officer
7. Nick Sutcliffe, Workshop officer
8. Michel M Struys, Research officer
9. Claude Meistelman, ESA linkman

The appearers are known to me, civil law notary.

THIS DEED,

drawn up to be kept in the civil law notary's custody was executed on the date first above written.

Before reading out, a concise summary of the contents of this instrument was given to the appearer, she then declared that she had noted the contents and did not want a full reading thereof.

Thereupon, after limited reading, this instrument was signed by the appearer and by me, civil law notary.