

# By-laws



## **Article 1. The organisation**

### Art. 1. Section 1. Legal form

The organisation is founded as a legal entity, more specifically as an international non-profit organisation (hereafter "INPO") following the Law of 27th of June 1921 concerning the non-profit organisations, the foundations and the European political parties and foundations, as amended (hereafter "NPO Law").

### Art. 1. Section 2. Name

1. The INPO carries the name European Society for Emergency Medicine, abbreviated EUSEM. The reference to Europe in these bylaws refers to Europe as defined by the WHO (World Health Organisation).

2. This name should figure in all deeds, invoices, announcements, publications, letters, orders and other documents by the INPO, and should immediately be preceded or followed by the words "international non-profit organisation" or by its abbreviation "INPO", as well as the exact designation of the seat of the INPO.

### Art. 1. Section 3. Seat

1. The seat of the INPO is located at rue de l'Industrie 24, 1040 Bruxelles.

2. The Board of Directors has the competence to move the seat to any place within Belgium.

### Art. 1. Section 4. Duration

The INPO is founded for indefinite time.

## **Article 2. Purposes and activities**

### Art. 2. Section 1. Purposes

The INPO has as non-profit purpose of international use the promotion and the advancement of emergency medicine in Europe. More specifically, the INPO aims to:

- foster and encourage education, teaching, training, scientific progress and research in emergency medicine and emergency medical care within Europe
- promote and coordinate scientific, educational and professional activities in emergency medicine and emergency medical care in Europe
- disseminate information on emergency medicine and emergency medical care to authorities and the general public, including meetings, courses, research and publications
- raise the standards of emergency medicine and emergency medical care
- encourage the development of standardised information systems and data banks in emergency medicine and emergency medical care in Europe
- encourage cooperation between European national societies of emergency medicine
- encourage cooperation between all subspecialties in emergency medicine
- promote international collaboration in the field of emergency medicine and emergency medical care
- aim for the highest standards of practice and safety in emergency medicine and emergency medical care and to serve the health care needs of the general public.

The above-mentioned enumeration is a non-exhaustive list.

### Art. 2. Section 2. Activities

The specific activities which contribute to the accomplishment of the INPO's purposes are:

- organise emergency medicine and emergency medical care conferences and courses, including simulation courses in emergency and disaster medicine

- organise educational activities to promote continuous medical education and continuous professional development of emergency medicine and emergency medical care
- coordinate or organise exchange programmes, fellowships and grant programmes
- organise exams in emergency medicine in general or specific fields
- organise the European Board Examination of Emergency Medicine (EBEEM) and award the certificate in collaboration with the European Union of Medical Specialists (UEMS) Emergency Medicine Section and Board, who accredits the certificate
- edit an official Journal: which can be, but not need to be the European Journal of Emergency Medicine
- produce publications (including electronic materials)
- establish standards, guidelines, performance and quality indicators for emergency medicine and emergency medical care
- establish committees, working groups, sections and branches within the INPO
- being founder or co-founder or partner of organisations with subspecialty in emergency medicine and emergency medical care
- collaborating with other medical specialties and societies, focusing on emergency medicine within the respective medical specialty.

Additionally, the INPO can develop any activity that contributes directly or indirectly to the realisation of above mentioned idealistic non-profit purposes of international use, including commercial and profitable activities within the scope of what is legally allowed and the proceeds of which are at all times destined for the realisation of the idealistic non-profitable purposes of international use. Among other things, the INPO can collaborate with, grant loans to, invest in the capital of, or, in any manner, directly or indirectly, participate in other legal entities, associations and companies of private or public nature, governed by Belgian or foreign laws.

### **Article 3. Membership**

#### **Art. 3. Section 1. Full Individual Members**

1. There must be at least three Full Individual Members having all rights "Members" have according to the NPO Law and these bylaws.
2. All physicians, who's main professional activity is within a structure providing in- and/or out of hospital emergency medical care in Europe can apply for Full Individual Membership. All physicians in training, with dedication to or interest in emergency medical care in Europe can apply for Full Individual Membership.
3. The applicants address their request for Membership on-line on the INPO website. EUSEM reserves the right to request evidence of training status or profession when applicable.
4. Following receipt of a new application and verification of the requirements as set out above, the application shall be processed, confirmed and, as the case may be, accepted by the Staff of the INPO.
5. Full Individual Members have all rights and obligations that are included in the NPO Law and in the bylaws. They pay a membership fee that will be fixed annually by the General Assembly. The annual membership fee can be different for some professions, countries or status of training, subject to General Assembly approval.
6. Any Full Individual Member, who was a Full Individual Member for at least five consecutive years and who stops having his/her main professional activity within a structure providing in- and/or out of hospital emergency medical care in Europe, can continue being a Full Individual Member for another consecutive five years, providing the annual membership fee is paid.
7. Any Full Individual Member who has made an outstanding contribution to the field of emergency medical care can apply, according to the Rules of Procedure, to become a Fellow.

#### **Art 3. Section 2. Associate Individual Members**

1. Anyone who is not eligible to become a Full Individual Member, including:
  - non-physicians healthcare professionals, who's main professional activity is within a structure providing in- and/or out of hospital emergency care in and/or outside Europe,
  - physicians, who's main professional activity is within a structure providing in- and/or out of hospital emergency care outside Europe,
  - anyone, who is interested in the practice of emergency medical care,
 can apply to become an Associate Individual Member of the INPO.
2. Applications for Associate Individual Membership shall be submitted on-line.

3. Following receipt of a new application and verification of the requirements as set out above, the application shall be processed, confirmed and, as the case may be, accepted by the Staff of the INPO.

4. Associate Individual Members have only the rights and duties as described in the bylaws.

5. Associate Individual Members have no voting powers. They pay a membership fee that will be fixed annually by the General Assembly. The annual membership fee can be different for some professions, countries or status of training, subject to General Assembly approval.

#### Art. 3. Section 3. National Society Members

1. National Societies for emergency medicine in Europe can apply for National Society Membership. Only one National Society per European country promoting emergency medicine and fully supporting the purposes of EUSEM can be accepted as National Society Member, except if the Council decides otherwise.

2. The applicants address their request for Membership on the on-line application form. EUSEM reserves the right to request the bylaws and other constitutional documents of the National Society.

3. The Board of Directors will examine whether or not to nominate the candidate as National Society Member at its following meeting. The decision to accept a candidate as a National Society Member will be taken by the Council.

4. National Society Members have all rights and obligations that are included in the NPO Law and in the bylaws. They pay a membership fee that will be fixed annually by the General Assembly. In case of more National Society Members from the same country, these National Society Members from the same country will be counted as one for the exercise of the rights included in the NPO Law and in the bylaws. These National Society Members from the same country will be represented in General Assembly and Council meetings as set out in Article 5. Section 1.

#### Art. 3. Section 4. Scientific Society Members in Europe

1. Scientific Societies in Europe with special interest in emergency medical care, including subspecialty national societies in Europe and fully supporting the purposes of EUSEM can apply for Scientific Society Membership.

2. The applicants address their request for Membership on the on-line application form. EUSEM reserves the right to request the bylaws and other constitutional documents of the Scientific Society.

3. The Board of Directors will examine whether or not to nominate the candidate as Scientific Society Member at its following meeting. The decision to accept a candidate as a Scientific Society Member will be taken by the Council.

4. Scientific Society Members have all rights and obligations that are included in the NPO Law and in the bylaws. They have no voting rights. They pay a membership fee that will be fixed annually by the General Assembly.

#### Art 3. Section 5. Affiliate Members

1. Each member of a National Society for emergency medicine in Europe, being a National Society Member of the INPO and each member of a Scientific Society in Europe, being a Scientific Society Member in Europe of the INPO, can become an Affiliate member of the INPO by accepting the Affiliate membership offered through their National Society for emergency medical care or their Scientific Society in Europe. This acceptance of Affiliate membership shall be automatic to the extent possible under the regulations governing the National Societies and Scientific Societies.

2. The aforementioned National Societies and Scientific Societies will inform the Staff about their members who have accepted Affiliate membership of the INPO. The Staff will verify compliance with the requirements set out above and will confirm the Affiliate membership to the National Societies and Scientific Societies concerned.

3. Affiliate Members have only the rights and duties as described in the bylaws. They pay an annual membership fee, if so decided by the General Assembly.

4. Affiliate Members have no voting powers.

#### Art. 3. Section 6. End of membership

1. Any Full Individual Member, Associate Individual Member, National Society Member, Scientific Society Member or Affiliate Member can, at any time, resign from the INPO by giving notice in writing (by letter or by e-mail) to the Honorary Secretary of the INPO. The resignation will take immediate effect following receipt of this notice.

2. The resigning Member will not be entitled to any refund of membership fees already paid.

#### Art. 3. Section 7. Suspension of Members

1. The voting rights of Full Individual Members and National Society Members, who have not paid their annual membership fee within a period of three months after the amount has become due, will be suspended until the non-payment has been regularised. During this suspension period, they will keep their right of access to General Assembly meetings. If, after a subsequent period of three months, the membership fee still has not been paid, the Full Individual Member or National Society Member concerned will be deemed to have resigned.

2. The rights of Associate Individual members and Scientific Society Members who have not paid their annual membership fee within a period of three months after the amount has become due, will be suspended. If, after a subsequent period of three months, they still have not paid their membership fee, they will be deemed to have resigned.

#### Art. 3. Section 8. Exclusion of Members

1. Whenever a Full Individual Member, Associate Individual Member, a National Society Member, a Scientific Society Member or an Affiliate Member acts in violation of the INPO's purposes, either the Council or at least 1/5 of all Full Individual Members and National Society Members, taken together, can request for the termination of the membership. Any exclusion requires a special resolution by the Council, such resolution will require at least a 2/3 majority of the Council members present at the Council meeting.

2. The Full Individual Member, the Associate Individual Member, the National Society Member, the Scientific Society Member or the Affiliate Member whose exclusion is proposed, has the right to be heard.

3. The Council will determine the procedure for disciplinary proceedings as necessary.

#### Art. 3. Section 9. Rights on the assets

1. No Full Individual Member, Associate Individual Member, National Society Member, Scientific Society Member or Affiliate Member can make a claim on the assets of the INPO in an individual capacity.

2. The exclusion of rights on the INPO's assets is overriding at all times: for the duration of the membership, on the termination of the membership for whatever reason, on dissolving the INPO, etc.

### **Article 4. The General Assembly**

#### Art. 4. Section 1. The General Assembly

1. The General Assembly is the general executive body of the INPO in the sense of the NPO-Law and consists of all Full Individual Members and all National Society Members. At General Assembly meetings, a National Society Member shall be represented by its Society Representative as set out in Article 5 Section 1. All other Members are entitled to participate in the meetings but have no voting rights.

2. Each Full Individual Member has one vote. Each Full National Society Member has a voting capacity which is calculated in accordance with the rules set out in the Rules of Procedure. A Scientific Society Member that wishes to participate in a General Assembly meeting should be represented by its Full Individual Members of the INPO in accordance with these bylaws and with the rules set out in the Rules of Procedures of the INPO.

3. In case of more National Society Members from the same country, and in accordance with what is set out in Article 3 Section 3 point 4, these National Society Members shall be counted as one for exercise of the voting right, for the calculation of the quorum requirements, for the right to add items to the agenda of a General Assembly meeting, for the right to request the convening of a General Assembly meeting, and in general for the exercise of any other right attributed to the National Society Members based on the NPO law or these bylaws.

#### Art. 4. Section 2. Auditors

Auditors can be present at the General Assembly and can address the General Assembly, when invited to do so by the President. The auditors will in any event attend the meetings of the General Assembly when the General Assembly will need to resolve on the basis of reports drawn up by the auditors.

#### Art. 4. Section 3. Powers

The following exclusive powers can be exercised solely by the General Assembly:

1. the modification of the bylaws

2. the election of the Directors, i.e. the President, the President-Elect, the Vice-Presidents, the Honorary Treasurer and the Honorary Secretary, upon proposal by the Full Individual Members
3. the nomination and dismissal of the Directors
4. the appointment and dismissal of the auditor(s) and determination of his (their) fee
5. the discharge from liability of the Directors and auditor(s)
6. the approval of the budget and the accounts
7. the dissolution of the INPO, the designation of two liquidators and the description of their mission
8. the determination of the annual membership fee for all member categories
9. all other powers attributed to the General Assembly based upon these bylaws.

#### Art. 4. Section 4. Meetings

1. The annual meeting of the General Assembly is held during the annual scientific meeting. The invitation hereto is sent to all Full Individual Members, Associate Individual Members, National Society Members, Scientific Society Members and Affiliate Members at least 30 calendar days prior to the date of the annual General Assembly meeting.
2. Annual meetings can be called by the President or the Honorary Secretary.
3. Extraordinary meetings will be called by the President or the Honorary Secretary if so requested by at least 2 Directors or by at least 1/10 of the Full Individual Members and National Society Members. The invitation hereto is sent to all Full Individual Members, Associate Individual Members, National Society Members, Scientific Society Members and Affiliate Members at least 30 calendar days prior to the date of the Extraordinary General Assembly meeting.
4. Any matter proposed by at least 2 Directors or by at least 1/20 of the Full Individual Members and National Society Members will be added to the agenda of the next General Assembly meeting, provided the invitation for this meeting has not yet been sent out. If the invitation is already sent out, the matter will be added to the next meeting of the General Assembly.
5. The invitation of the General Assembly will be sent out by way of letter, fax, e-mail or any other means of communications specified in article 2281 of the Civil Code. The invitation shall indicate the agenda, date and time of the General Assembly.

#### Art. 4. Section 5. Quorum and voting

1. Decisions are made by ordinary majority of the votes of the Full Individual Members and National Society Members present or represented, except when the NPO Law or the bylaws prescribe otherwise.
2. The General Assembly can only validly deliberate and resolve upon a modification of the bylaws if at least the majority of the Full Individual Members and National Society Members is present or represented at the meeting. If this quorum is not reached, a second meeting can be organised after minimum 15 calendar days (for such second meeting a convening period of at least 15 calendar days applies instead of 30 calendar days). This second meeting does not need a specific quorum and can be a written negotiation and decision. If indicated in the agenda, this second meeting can be held via telephone or video conference or via any other means of telecommunication that allows for a simultaneous deliberation. The decision on modifications of the bylaws is taken from the moment that it is accepted by 2/3 of the votes of the Full Individual Members and National Society Members present or represented at the meeting. Only in the event that the amendment of the bylaws concerns the purpose or the purposes the INPO is founded for, this amendment will require a majority of 4/5 of the votes of the Full Individual Members and National Society Members present or represented at the meeting.
3. A Full Individual Member or a National Society Members who cannot attend a meeting can be represented by another Full Individual Member or National Society Member by means of a written proxy. Every Full Individual Member and National Society Member can carry a maximum of 3 proxies. The right to be represented does not apply in case the General Assembly meeting is held by means of telephone or video conference or via any other means of telecommunication that allows for a simultaneous deliberation.
4. Decisions are in principle taken by general assent. If needed, voting at a meeting can proceed by raise of hands or electronically or, when requested by at least 1/3 of the Full Individual Members and National Society Members present or represented, by way of secret ballot voting. When no majority can be reached, the proposal will be considered to be rejected.
5. Voting for Directors shall take place by secret ballot (by mail or on-line) sufficiently in advance of an annual General Meeting for all Full Individual Members and National Society

Members to receive notification of the ballot and to respond to the Honorary Secretary of the INPO prior to that meeting.

6. Minutes will be drawn up and signed by the President and the Honorary Secretary and kept in a register of minutes and can be looked into by the Full Individual Members and National Society Members upon first request.

7. For the sake of clarity, it is pointed out that for the calculation of the quorum and majority requirements set out above the (votes of the) Full Individual Members and the National Society Members should be taken together (considered as one group of Members with voting rights). It is thus not the case that the quorum and majority requirements should be met within the group of the Full Individual Members and within the group of the National Society Members.

#### **Article 5. The Council**

##### **Art. 5. Section 1. Composition, eligibility and term of office**

1. The Council is composed of at least three members and includes (i) the Directors, (ii) the designated representative of each National Society Member (hereinafter the "Society Representatives") and (iii) all Chairpersons of branches, sections and committees of the INPO. All Council members must be Full Individual Members of the INPO. The composition of the Council shall be established each year by the General Assembly at its annual meeting.

2. Every National Society Member designates a Society Representative to the Council for a term of office of 3 years, with a maximum of 3 terms. The Society Representative should ideally be a member of the governing body of the society concerned or be actively involved with the activities of the society concerned and must be a member of such society at the time of designation. The term of office of Society Representatives starts and ends at the end of the respective annual General Assembly meeting.

3. In case of more National Society Members from the same country, all such National Society Members need to agree on the designation of one Society Representative, representing all National Society Members of the country concerned. This Society Representative should ideally be a member of the governing body of at least one of the National Society Members concerned or be actively involved with the activities of at least one of the National Society Members concerned and must be a member of at least one of such National Society Members at the time of designation.

4. If a vacancy occurs on the Council for a Society Representative by virtue of death, incapacity, retirement or otherwise, the respective National Society shall be entitled to designate a person to fill the vacancy for the un-expired term. The President of the National Society shall inform the President of the INPO of the replacement. In case of more National Society Members from the same country, these National Society Members need to agree on the designation of the person who will fill the vacancy for the un-expired term.

5. The Council members are not remunerated.

6. Every member of the Council can resign after written notification to the President of the INPO and if applicable to the President of the National Society he or she represents.

##### **Art. 5 Section 2. Duties**

1. The Council has 4 main duties:

- An advisory role to the Board of Directors on the long-term strategy of the INPO
- An advisory role in defining the priorities within the long-term strategy
- Assessment of the progression and of the results of the annual objectives put forward by the Board of Directors
- A member of the Council, who is not a member of the Board of Directors, reports to the General Assembly about the 3 above duties.

2. In addition to these duties, the Council also has the powers as set out in these bylaws.

##### **Art. 5. Section 3. Meetings and voting**

1. The President or 2 Directors call(s) the meetings for the Council whenever the interest of the INPO requires such, and at least immediately before the Annual General Assembly.

2. The Council is presided by the President, or, in his/her absence, by one of the Vice-Presidents. The meeting will be held at the seat of the INPO or in any other place in Europe, designated in the invitation. Invitations are sent at least 30 calendar days prior to the date of the Council meeting. If indicated in the agenda, meetings can be held via telephone or video conference or via any other means of telecommunication that allows for a simultaneous deliberation.

3. Unless otherwise stipulated in these bylaws, any decision is taken by an ordinary majority of the votes of the members present.

Each Director has one vote, each Society Representative has a voting capacity which is calculated in accordance with the rules set out in the Rules of Procedure and no proxy is allowed. The Chairpersons of branches, sections and committees of the INPO have no voting right. When no majority can be reached, the proposal will be considered to be rejected.

4. Minutes are drawn up and signed by the President and the Honorary Secretary and kept in a register of minutes and can be reviewed by any Full Individual Member or National Society Member on request.

Art. 5. Section 4. Conflict of interest

1. If a Council member has, directly or indirectly, an interest of pecuniary nature in conflict with a decision or an activity of the Council, this interest must be disclosed to the Meeting before the Council takes a decision.

2. Any Council member who has a conflict of interest may be required to withdraw from the meeting and is not entitled to vote on any matter in which he/she has an interest.

#### **Art 6. The Board of Directors**

Art. 6. Section 1. Composition, eligibility and term of office

1. The Board of Directors is composed of the President, the President-Elect or the Immediate Past-President, two Vice-Presidents, the Honorary Secretary and the Honorary Treasurer, who are all elected by the General Assembly. All elected members of the Board of Directors are automatically member of Council with voting rights. The elected members of the Board of Directors are also referred to as the Directors.

In addition the Board of Directors can co-opt Chairpersons of Branches, Sections and Committees, as well as the President of the UEMS Emergency Medicine section, in an advisory capacity, but without voting rights. Regulations regarding co-option are stipulated in the rules of procedures of the INPO.

2. The President, has a term of office of two years after which (s)he will become the immediate Past-President for one year.

3. The President-Elect, has a term of office of one year and will become the President after this one year.

4. All other Directors will have a term of office of three years.

5. The term of office of the Directors starts at the end of the General Assembly after being elected and ends at the end of the General Assembly at the end of the respective term of office. Every eligible Full Individual Member can be elected as a Director up to three times and the total term of office of each Director is 9 years, except for the President, to fulfill the year of immediate Past-President, who can have a tenth year. Anyone who has been President cannot stand for re-election for the post of President-Elect/President.

6. All Directors need to be Full Individual Members in good standing of the INPO, at the time of standing for election and throughout the whole term of office. A maximum of two Directors can come from the same country, where they have their professional activity. The President-Elect and the Vice-Presidents shall come from different countries of professional activity.

7. All candidates for election to the Board of Directors shall:

- have experience in the affairs of the INPO
- have been Council member for at least two years before nomination
- have responded to the circular calling for nomination of the Honorary Secretary not less than sixty days before the next Annual General Assembly
- be able to communicate in the official language of the INPO.

8. The Directors with the highest number of votes resulting from the election are appointed by the General Assembly, even if this means that they have not received the majority of the votes that participated in the voting.

9. The Directors can be dismissed at all times by the General Assembly.

10. If a vacancy for a Director's mandate occurs on the Board of Directors by virtue of death, incapacity, retirement or otherwise, the President can ask another Director to fill the vacancy till the next General Assembly and new elections for that position will be organised prior to this General Assembly.

Art. 6. Section 2. Duties and representation

1. The Board of Directors is the management body of the INPO in the sense of the NPO-Law. The Board of Directors is qualified to make all transactions related to the internal governance that are necessary or useful for the realisation of the purposes of the INPO. The Board of Directors shall direct and conduct the general activities of the INPO. The Board of Directors shall carry out all

tasks not allocated to the Council or the General Assembly by virtue of the NPO law or these bylaws. The Directors cannot hold a Chair position on Branches, Sections or Committees and cannot be a Society representative as set out in Article 5 Section 1.

2. Notwithstanding the obligations that come forth from collegiate governance, i.e. consultation and control, the Directors can divide these managerial powers between them. This division of powers cannot bind third parties- not even when made public. Acts in breach of this internal agreement entail the individual liability of all Directors concerned.

3. The Board of Directors can delegate a part of its managerial powers to one or more third parties who are not Directors.

4. The Directors represent the INPO as a board in every transaction it makes in and out of Court. It represents the INPO by the majority of its members.

5. Notwithstanding the general representative power of the Board of Directors, the INPO can be represented as well by the President and one other Director acting jointly.

6. The Directors that represent the INPO can designate authorised agents of the INPO, acting by proxy. Only exceptional and limited powers for specific or a series of specific legal actions are permitted. The authorised agents bind the INPO within the scope of their mandate, the limitations of which bind third parties in accordance with the rules of agency.

7. The appointment of the Directors and of the persons authorised to represent the INPO and the termination of their function are made public by means of deposit in the INPO's file at the registry of the court of commerce, and by means of an extract of which is to be published in the Annexes to the Belgian State Gazette.

8. The Directors are not personally liable for the obligations of the INPO.

9. Towards the INPO and towards third parties, their liability is limited to the accomplishment of their duties in accordance with the law and the provisions in the bylaws. They are liable for the shortcomings in their (daily) management.

#### Art. 6. Section 3. Meeting and voting

1. The Board of Directors shall meet physically at least 4 times a year after invitation sent by the President. If at least three members of the Board of Directors so require, the President shall call additional meetings of the Board of Directors.

2. A quorum of at least half of the members of the Board of Directors is required.

3. The Board meetings will be chaired by the President or in her/his absence by one of the Vice-Presidents of the INPO.

4. The Board of Directors can hold additional valid meetings via telephone or video conference or via any other means of telecommunication that allows for a simultaneous deliberation.

5. The Board of Directors shall make decisions by simple majority vote of the members of the Board present, each Board member having only one vote. In case of a tied vote, the vote of the President shall prevail. In the absence of the President, the vote of the Vice-President chairing the meeting shall prevail.

6. The invitation of the Board of Directors will be sent out by way of letter, fax, e-mail or any other means of communications specified in article 2281 of the Civil Code.

7. Minutes are drawn up and signed by the President and the Honorary Secretary and kept in a register of minutes and can be reviewed by any Full Individual Member and National Society Member on request.

#### Art. 6. Section 4. Conflict of interest

1. If a member of the Board of Directors has, directly or indirectly, an interest of pecuniary nature in conflict with a decision or an activity of the Board of Directors, this interest must be disclosed to the meeting before the Board of Directors takes a decision.

2. Any member of the Board of Directors who has a conflict of interest may be required to withdraw from the meeting and is not entitled to vote on any matter in which he/she has an interest.

#### Article 7. Daily management

1. The daily management of the INPO internally as well as externally can be delegated by the Board of Directors to a CEO.

2. Notwithstanding the general representative power of the Board of Directors as a board, in daily matters the INPO can be represented as well by the CEO

3. The Board of Directors will determine the quantitative and qualitative limitations of the powers of the CEO.

4. The appointment of this person empowered with the daily management, the determination of his or her powers, and the termination of his or her function are made public by means of deposit in the INPO's file at the registry of the court of commerce, and by means of an extract published in the Annexes to the Belgian State Gazette.

5. The person in charge of the daily management is not personally liable for the obligations of the INPO.

6. Towards the INPO and towards third parties, the liability of the CEO is limited to the accomplishment of his/her duties in accordance with the law and the provisions in the bylaws.

#### **Article 8. Branches – Sections - Committees – Task Forces**

1. The Board of Directors can establish, Branches, Sections, Committees and Task Forces and delegate managerial power to the respective Chairpersons to fulfill the purposes of the INPO within the specific Branch, Section, Committee or Task force.

2. The Chairpersons of all Branches, Sections, Committees and Task Forces report to the Board of Directors on the activities and budget and will make an annual overview report to the Council.

3. The composition, term of office of members and functioning of each Branch, Section, Committee and Task force are set out in the Rules of Procedure.

#### **Article 9. Control by an auditor**

1. The designation of an auditor is not mandatory, as long as the INPO does not exceed the amounts mentioned in article 53, §5 NPO Law.

2. As soon as the INPO exceeds these threshold amounts, an auditor is charged with the control of the financial situation, of the balance sheet and of the regularity of the transactions. This auditor is appointed by the General Assembly out of the members of the Institute for Company Auditors for a period of 3 years. The General Assembly determines the fee of the auditor.

#### **Article 10. Financing and accountancy**

##### **Art. 10. Section 1. Financing**

1. The INPO will be financed by ways of membership fees, subsidies, allowances, gifts, contributions, donations, legacies and other provisions made in last wills and testaments, given for the general purposes of the INPO as well as for the support of a specific project.

2. The INPO can also collect funding by all other means that are not in violation with the legal requirements.

##### **Art. 10. Section 2. Accountancy**

1. The financial year starts 1 May and ends 30 April of the next calendar year.

2. The accounts shall be kept in accordance with the provisions of article 53 NPO Law and the implementation decrees.

3. The balance sheet is deposited in the INPO's file at the registry of the court of commerce in accordance with the relevant provisions of article 51 NPO Law. In so far it is required, the balance sheet is also deposited at the Belgian National Bank.

4. The Board of Directors puts the balance sheet of the previous financial year as well as a draft budget down for approval at the Annual General Assembly.

#### **Article 11. Dissolution**

1. The General Assembly may be summoned by the Board of Directors or by at least 1/5 of all Full Individual Members and National Society Members to discuss the proposals concerning the dissolution of the INPO.

2. The deliberation and decision concerning the dissolution respects the quorum and the majority of the modification of the purpose put forward in article 4, section 5 of these bylaws. As soon as the decision to dissolve the INPO is taken, the INPO will always mention that she is a "INPO in liquidation" in accordance with article 57 NPO Law.

3. In the event that the proposal concerning the dissolution of the INPO is accepted, the General Assembly will designate one or more liquidators. The General Assembly will describe their mission.

4. In the event of the dissolution and liquidation of the INPO, an extraordinary meeting of the General Assembly will determine the allocation of any remaining assets of the INPO. These assets must be designated to another non-profit organisation with a similar or connected purpose, operational in Belgium.

5. All decisions concerning the dissolution, the liquidation requirements, the appointment and the termination of office of the liquidators, the closure of the liquidation and the destination of the assets of the INPO will be deposited at the registry and published in the Annexes

to the Belgian State Gazette in accordance with the relevant provisions of article 51 of the NPO Law and the relevant implementation decrees.

**Article 12. Language**

1. The INPO's language for official purposes is French, while the INPO's formal working language is English. The use of any other languages is permitted, provided that the Member who uses the said language arranges for translation, preferably simultaneous translation, into the working language.

2. In case of a difference of interpretation of any provision, the French version will prevail.

**Article 13. Miscellaneous**

All matters not stipulated in these bylaws, including the publications in the Annexes to the Belgian State Gazette, shall be governed in accordance with the provisions of section III of the NPO-Law.

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**TRANSITIONAL PROVISIONS**

Financial year

The ongoing financial year at the time of the modification of these bylaws will end on 30 April 2019.

Board of Directors

For the purpose of the calculation of the maximum total term of office of the Directors (9 or 10 years) as set out in Article 6 Section 1 point 5, the term of office already exercised by the Directors prior to the entering into force of the modifications to the bylaws, shall be taken into account.