

CONSTITUTION OF THE EUROPEAN BURNS ASSOCIATION

ARTICLES

NAME AND SEAT

Article 1.

The name of the association is **the European Burns Association**.

The association has its registered office in Beverwijk in the municipality of Beverwijk (The Netherlands).

OBJECT

Article 2.

- a. The association is founded for the benefit of the public, to study the prevention of burn injury and all other aspects of burn treatment.
2. The association does not seek to make a profit to distribute among its members.

Article 3.

The association attempts to accomplish her object by:

- a. spreading knowledge of and stimulating prevention in the field of burn injury;
- b. encouraging and coordinating research into scientific, clinical and social aspects of burn injury;
- c. promoting education in all aspects of burn injury, including first aid, nursing and rehabilitation;
- d. cooperating in international disaster planning;
- e. facilitating the exchange of personnel;
- f. coordinating and promoting congresses relating to burn care throughout Europe;
- g. creating guidelines and recommendations on burn care and the required facilities for burn units and burn centres.

MEMBERSCHIP

Article 4.

1. The association has the following categories of members and affiliates:

- ordinary members;
- group members;
- industrial affiliates;
- ordinary affiliates;
- honorary affiliates

Ordinary and group members hereinafter to be jointly referred to as: members.

Industrial, ordinary and honorary affiliates hereinafter to be jointly referred to as: affiliates.

Membership of the association is personal, non-transferable and not subject to inheritance.

2. Members and affiliates may only be:

- any private person who is involved in the treatment of burn patients;
- doctors;
- nurses;
- paramedics
- physiotherapists

3. In addition to that which is stated in the previous paragraph the following also applies:

- a. ordinary membership is open to European citizens interested in the care and treatment of burn injuries, whose application is supported by two ordinary or group members of the association;

- b. group membership is available to each person who is a member of an European or national burn association or group which has more than five (5) members;
 - c. industrial affiliates can be individuals representing commercial organisations which are interested in the field of burns, at the discretion of the Board;
 - d. ordinary affiliates can be individuals who are not eligible for inclusion in the categories a, b and c, whose application is supported by two ordinary or group members of the association;
 - e. honorary affiliates can be professional and lay individuals of any nationality, whom the association wishes to honour for their services to the association or to the aims and objectives encompassed by the association. The Board extends the title of honorary affiliate.
4. Anyone who wishes to become a member or an industrial associate applies to the Secretary of the Board, stating his name, first name(s), address and date of birth. The Board decides on the application in the first meeting following the application. In case of refusal of membership the applicant can appeal to the General Meeting within thirty days of the refusal. The General Meeting shall decide on the appeal in the next meeting. The applicant is not a member membership pending the appeal. There is no appeal against refusal of an application to become an industrial affiliate.
5. The Board maintains a register containing the names and addresses of the members and affiliates.

Article 5.

1. Membership or the position of affiliate ends in case of:
- 1. Cancellation by the member or the affiliate, or on behalf of the association;
 - 2. termination by the association;
 - 3. death of the member or the affiliate.
2. Cancellation on behalf of the association is done by the Board and can happen if a member of affiliate fails to meet his obligations to the association, as well as if continuation of the membership or the position of affiliate cannot reasonably be required from the association.
3. The party concerned will be informed forthwith of the cancellation by the Board by means of a registered letter, stating the reasons. The party concerned can appeal to the General Meeting within thirty days after the delivery of said registered letter. The General Meeting will decide on the appeal in the first meeting after the appeal was made.
- The Board ensures the party concerned is informed in writing of the decision of the General Meeting within seven days.
- The member or affiliate is suspended as from the cancellation date, should this cancellation date comes before the date the General Meeting decides on the appeal.
4. The General Meeting can terminate a membership or affiliation on a motion of the Board. The resolution can only be adopted with a majority of two-thirds of the votes cast, and in case the party concerned acts in violation of these articles, the regulations or resolutions of the association, or unreasonably harms the association. The party concerned must be allowed to provide evidence to the contrary.
- The Board ensures the party concerned is informed by registered letter of the disqualification within seven days after the General Meeting has adopted the resolution.
5. When membership of the affiliation with the association ends during the course of the year the annual contribution will nonetheless be wholly due.

CONTRIBUTION

Article 6.

Members and affiliates are obliged to pay an annual contribution (in euros or its equivalent), due on the first of January each year. The annual amount of the contribution is determined (per category member or affiliate) by the General Meeting on proposal of the Board.

GENERAL MEETING

Article 7.

1. The Board convenes a General Meeting as often as it feels necessary or is obligated by law or these articles to do so. A Extraordinary General Meeting can also be convened by three members of the Board jointly.
2. Notices convening a General Meeting will be made in writing with due observance of a period of at least thirty days, including the agenda. Said notices will be sent to the members and affiliates at the addresses as known in the members register. The day of dispatch and the day of the meeting are not included in said thirty days.
3. The General Meeting convenes under the chairmanship of the Chairman of the Board or, in the event of vacancy or his absence, of one of the other members of the Board. If the meeting is not presided over pursuant to the preceding sentence, the meeting itself shall appoint a chairman.
4. Each member who is not suspended has access to and one vote in the General Meeting. In case the General Meeting must decide about a suspended member concerning said suspension or the reason thereof, the suspended member has access to the meeting concerned and is allowed to speak about the subject concerned. Affiliates who are not suspended have access to and the right to speak in the General Meeting. They do not have the right to vote.
5. Each member can have himself represented by another member by virtue of a written power of attorney. A member can only represent one other member by power of attorney.
6. Minutes of each General Meeting will be taken by or under the responsibility of the Secretary of the Board. In the event of vacancy or his absence the minutes will be taken by a minutes secretary appointed by the chairman of the General Meeting.
7. Resolutions can only legally be adopted in a meeting where at least ten members are present or represented.
8. The General Meeting has exclusive authority regarding the following matters:
 - a. receiving and approving the reports of the Board, including financial reports;
 - b. electing the members of the Board and appointing and dismissing the officers;
 - c. approving the annual contribution per category of member or affiliate;
 - d. choosing the location of the next congress. Candidates are to apply with the Secretary of the association;
 - e. changing the articles of the association;
 - f. dissolution of the association.

THE BOARD

Article 8.

1. The Board is comprised of six individuals elected by the General Meeting from the members of the association. At least one member of the Board should be a paramedic.
2. Candidates for membership of the Board require the support of two members of the association. Candidates need to apply with the Secretary of the Board, at least one month prior to the day of the General Meeting where the elections are held. The Secretary will inform the members of the nomination by mentioning it in the convening notice.

3. The Chairman, Vice-Chairman, Secretary/Treasurer and adjunct Secretary/Treasurer are elected to office by the General Meeting. The Vice-Chairman will be appointed as Chairman after the latter has retired by rotation.
4. Each member of the Board can be discharged or suspended by the General Meeting by a majority of two-thirds of the votes cast. A suspension which is not followed by a decision to discharge the member of the Board concerned within ninety days, ends by the expiration of this period.
5. Each member of the Board retires at the latest two years after his election, according to a schedule made by the Board. A retiring member of the Board is eligible for re-election once. The Chairman is not eligible for re-election. He who is elected in an interim vacancy takes the place of his predecessor on the schedule.
6. Contrary to the previous paragraph the Secretary/Treasurer, adjunct Secretary/Treasurer and the Paramedic Representative are elected for a period of four years and are eligible for re-election for another two years once.
7. Notwithstanding the previous paragraphs the membership of the Board ends:
 - a. if the member of the Board ceases to be a member of the association;
 - b. if the member of the Board retires in writing;
8. If there is a vacancy on the Board, it shall continue to have all powers vested to the Board by these articles and the law. The Board is authorised to fill existing interim vacancies by temporarily co-opting a member of the Board until the next General Meeting where the vacancy will be filled, provided that the number of interim vacancies to be filled is less than half the number of members of the Board.

Article 9.

1. The Board will convene as often as the Chairman or two or more members of the Board deem necessary, but at least once a year. The Board may reach binding decisions only if at least two-thirds of its members are present or represented, unless these articles stipulate otherwise.
2. Notices convening an Board meeting can be in writing or oral, stating the agenda.
3. The meetings are chaired by the Chairman or, in case of vacancy or his absence, by the Vice-Chairman. In case of vacancy or absence of the Vice-Chairman the meeting itself shall appoint a chairman.
4. Each member of the Board has the right to cast one vote. The Chairman of the Board has the deciding vote in the event of a tie.
5. Each member of the Board can have himself represented by another member of the Board by virtue of a written power of attorney. A member can only represent one other member by power of attorney.
6. Minutes must be kept by the Secretary of the proceedings of each meeting. In case of vacancy or absence of the Secretary his deputy will act as minutes secretary. In case of vacancy or absence of the deputy the minutes will be taken by a minutes secretary appointed by the chairman of the meeting.

REPRESENTATION

Article 10.

The authority to represent the association is vested in:

- a. the Board; or
- b. two members of the Board, who hold the position of Chairman, Vice-Chairman, Secretary/Treasurer and/or adjunct Secretary/Treasurer, acting jointly.

TASKS AND POWERS

Article 11.

1. The Board is charged with managing the association and has all the powers flowing from or connected to this, including the preparation and execution of the resolutions of the General Meeting and ensuring compliance with the constitution and regulations of the association.
2. The Board is authorised to delegate the day-to-day management of the association to the Chairman of the Board, a member of the Board or a member of the association appointed as such.
3. The Board is also authorised to delegate certain accurately specified parts of its tasks to one or more members of the association, such as the various European Burns Association subcommittees.

FINANCIAL YEAR/BUDGET/ANNUAL REPORT

Article 12.

1. The financial year of the association coincides with the calendar year.
2. The Board is obliged to keep such records of the association's financial position that the association's rights and obligations can be known from them at any time.
3. The Board will propose a draft budget concerning the current financial year to the General Meeting before the first of July of each year.
4. During a General Meeting held within six months of the end of the financial year, except in the event of extension of this period by the General Meeting, the Board will present the annual report concerning the affairs of the association and the policy conducted. It presents the balance sheet and the statement of income and expenditure with the explanatory notes to the General Meeting.

These documents are signed by the members of the Board.

If any signature is missing, the reasons for this omission shall be given. After the period has expired each member of the association has the authority to claim fulfillment of these obligations at law.

5. Each year the General Meeting appoints a committee comprised of at least two members, who are not members of the Board.
This committee will investigate the balance sheet and the statement of income and expenditure and report its findings to the General Meeting. The Board is obliged to provide all information needed for her investigation to the committee, show her the cash and assets if required and allow inspection of the books and records of the association. The General Meeting may decide to forego appointing a committee in lieu of having an accountant as referred to in article 391, paragraph 1, Book 2 Civil Code, investigate the balance sheet and the statement of income and expenditure. The Board will see to it that a statement of said accountant concerning the fairness of said documents is presented to the previously mentioned meeting.
6. The Board must keep the documents mentioned in paragraphs 2, 3 and 4 in its custody for seven years.

VOTING

Article 13.

1. All resolutions, both of the General Meeting as well as of the Board, are adopted by an absolute majority of the vote, unless this constitution specifies otherwise. Resolutions adopted by the General Meeting are communicated with all members and affiliates.
2. Votes concerning matters are taken orally, votes concerning persons by ballot. The chairman of the General Meeting decides whether a vote concerns matters of persons.
3. In the event of a tie of votes the motion will be rejected.
4. Blank votes and invalid votes, at the discretion of the chairman of the meeting concerned, shall be considered as not having been cast.
5. The Board may adopt resolutions without holding a meeting, provided that all members have expressed their views on the proposal concerned in writing, including telex, telegram, fax and email. Resolutions adopted in this manner are added to the minutes.
6. Appointing a person by acclamation is permitted.
7. In a meeting at which all members are present or represented all resolutions can be adopted, including resolutions to amend the constitution and dissolve the association, provided the vote passes unanimously.
8. The judgement of the chairman of the meeting, expressed during a Board Meeting or General Meeting, on the result of a vote is deciding. The same applies for the contents of an adopted resolution, if the proposal concerned was not in writing. Provided the correctness of the judgement of the chairman is challenged immediately, a new vote will take place in case the majority of the meeting or, in case the original vote was not in writing or by role-call, one of those present with the right to vote desires is.
9. Minutes are taken by the Secretary/Treasurer of the procedures of the General Meeting, including resolutions adopted. Members and affiliates have free access to these minutes.

REGULATIONS

Article 14.

The General Meeting can adopt bylaws or other regulations. Regulations cannot contain provisions in violation of these articles or the law.

AMENDING THE CONSTITUTION

Article 15.

1. The General Meeting can resolve to amend the constitution, provided that this resolution is adopted by a two-thirds majority in a meeting convened specifically for this purpose at which at least two-thirds of the members are present or represented.
If the attendance at the General Meeting is less than the necessary quorum of two-thirds of the members, a second General Meeting will be convened within thirty days after the first General Meeting, though not within seven days thereof, at which regardless of the number of present or represented members the resolution can be adopted, provided it is adopted by a two-thirds majority of the votes cast.
2. The notice convening a meeting at which a proposal to amend the constitution will be heard must include the proposed amendment in writing. Furthermore those convening the General Meeting in question shall see to it that a copy of the proposal of amendment, containing the amendment verbatim, is made available for inspection by the members in

a place suitable to the purpose, at least five days before the meeting and until after the end of the day of the meeting.

3. Each member of the Board is authorised to execute the deed of amendment.

DISSOLUTION

Article 16.

1. A resolution to dissolve the association is subject to the provisions made in article 15 paragraph 1 for amending the constitution.
2. In case of dissolution the Board shall see to the winding up of the association, unless the General Meeting has appointed other liquidators in the resolution to dissolve the association.
3. In case the balance left after winding-up is positive, it will be used for an objective set by the General Meeting in the resolution to dissolve the association, which objective is as much as possible in concurrence with the aims of the association.
4. The books, records and other data carriers must be kept during seven years after the association has ceased to exist. Concerning the obligation to retain records reference is hereby made to the applicable legal provisions.

OTHER STIPULATIONS

Article 17.

In cases not provided for by the constitution, the law or the regulations of the association, the Board decides.

Article 18.

In these articles "in writing" shall have the following meaning: by letter, facsimile, electronic mail or any other electronic means of communication, provided that the message is legible and reproducible.

FINAL STIPULATION

The persons appearing stated in conclusion that the Board of the association shall be comprised of:

Mr Beerthuisen, mentioned above, as Chairman;

Mr P.M. Vogt, as Vice-Chairman;

Mr J.P. Fauville, as Secretary/Treasurer;

Mr I. Juhasz, as adjunct Secretary/Treasurer;

Mr M. Guggenheim, as member of the Board;

Mr L.P. Kamolz, as member of the Board;

Mr A. Magnette, as member of the Board;

Mr J. Barret, as member of the Board;

Mr L. Klein, as member of the Board, which members have accepted their positions and which members will be registered as members of the Board with the trade register of the Chamber of Commerce shortly.