

Articles of Association of Swiss Association of Regional Anaesthesia

§ 1 Name and Office of the Association

Under the name „Swiss Association of Regional Anaesthesia“ (SARA) there exists an association within the meaning of Articles 60 ss. of the Swiss Civil Code.

The registered office of the Association shall be at the domicile of the chairman of the Association holding office from time to time.

§ 2 Objectives of the Association

The objectives of the Association shall be to provide and promote knowledge of regional anaesthesia and the pain therapy in cooperation with the European Society for Regional Anaesthesia and Pain Therapy (ESRA) and the Swiss Society of Anaesthesiology and Reanimatology (SGAR - SSAR).

The Association is a non-profit organisation and shall not conduct a commercial business. It shall not promote the financial interests of the members.

The Association may be registered in the Commercial Register in accordance with Article 61 Par. 1 of the Swiss Civil Code.

§ 3 Means

The Association pursues its object by means of organizing and/or promoting educational events and conferences in the domain of regional anaesthesia and pain therapy. Further, the Association shall join the European Society for Regional Anaesthesia as its member representing Switzerland and shall be the organisation in charge of the election of the Swiss delegates on the European Society of Regional Anaesthesia.

The Association may publish, or promote the publishing of professional informational and educational papers for medical specialists.

Each year, at least one event for specialized professionals should be organized.

§ 4 Finances

The financial means of the Association shall be as follows:

- A) The income from the Association's assets
- B) Annual membership dues, the amount of which shall be fixed by the annual members' meeting.
- C) One-time or recurring voluntary contributions from sponsors and other third parties. Contributions from industrial sponsor shall be accepted only if and to the extent that the professional integrity, objectivity and independence of the members of the Association are not affected.

The seminars and educational events should be, as a rule financially self-supporting; any surplus income resulting from such events is to be used exclusively to support future events of the Association.

The members of the Association's governing bodies shall not be remunerated for their services; they shall only receive reimbursement of their documented reasonable out-of-pocket expenses.

§ 5 Liability

Liability for the obligations of the Association is restricted to the Association's assets. The members of the Association shall not be liable personally for any debts of the Association.

§ 6 Membership

There are two categories of members: ordinary members and associate members.

Each physician specializing in anaesthesiology and practicing in Switzerland may become an ordinary member of the Association, provided that he/she is at the same time also an ordinary member of SGAR-SSAR.

Only ordinary members of the Association who are at the same time also ordinary members of ESRA may vote for the appointment of the Swiss representatives to the ESRA Council.

Members, who are no longer professionally active, may remain members of the Association so long as they are ESRA members.

Natural persons as well as legal entities, which support the objects of the Association, may become an Associate Members.

The admission of new members shall be decided upon by the executive committee of the Association, who shall have full discretion, by a resolution supported by a simple majority of the votes cast.

The executive committee may exclude members from membership at any time for important valid reasons by a resolution supported by an absolute majority of the votes cast. Members so excluded may appeal against the decision of the executive committee to the members' meeting within 30 days. The members' meeting shall decide on the appeal by simple majority vote. On such appeal, only ordinary members shall be entitled to vote.

Membership shall be personal and may not be transferred.

§ 6.1 Ordinary Members

All ordinary members shall have equal voting rights with respect to all matters which fall into the competence of the members' meetings, save as expressly stated otherwise in § 7.1. Only ordinary members shall be eligible to become members of the executive committee.

Ordinary members are liable to pay annual membership dues, which are fixed annually by the annual members' meeting. The amount of the ordinary members' membership dues may be different from the membership dues payable by the associate members.

§ 6.2 Associate Members

Associate members shall be admitted by decision of the executive committee, requiring a simple majority of the vote's cast, upon a proposal made by a member of the executive committee.

Associate members are not eligible for election to the executive committee of the Association and have no right to vote in the members' meeting, except for the vote on fixing the annual membership dues, approving the annual financial statements, the election of the auditors and approving the dissolution of the Association and the appropriation of the Association's remaining net assets in case of dissolution.

Associate members shall be liable to pay membership dues, which are fixed annually by the members' meetings; the amount of such membership dues shall be not less than one-half and not more than two times the amount of annual membership dues payable by ordinary members.

§ 7 Organisation

The governing bodies of the Association shall be:

- the members' meeting
- the executive committee / board of association
- the auditors

§ 7.1 The Members' Meeting

The executive committee shall call the members' meeting by written notice given to the members at least 20 calendar days before the date of the meeting. A simple letter, stating the agenda of the meeting, may give such notice. In case of urgency, the notice period may be shortened to 10 calendar days, but not less.

The annual members' meeting shall, as a rule, be held after the symposium.

Extraordinary members' meeting shall be called on request by a resolution of a members' meeting or of the executive committee or in writing by at least one-fifth of all members entitled to vote, such request to state the items to be put on the agenda of the meeting.

Resolutions, including changes of the Articles of Association, shall be passed by an absolute majority of members present at the meeting and entitled to vote on the specific item on the agenda, unless the law or these Articles of Association provide for a different quorum. Association members not being able to attend the Members Meeting may vote in written form and transmit their votes to the Association Secretary at least 48h prior to the Assembly.

The dissolution of the Association or its merger with another association can only be validly passed if at least two-thirds of all ordinary members are present at the Members Meeting or transmitted their vote to the committee in written at least 48h prior to the assembly and must be approved by at least two-thirds of all voting members. The notice period for the calling of a members' meeting, the agenda of which includes such items, is not less than 30 days.

The members' meeting has the following rights;

1. election and dismissal, as the case may be, of the chairman and the other members of the executive committee
2. appointment of the auditors(s)
3. approval of the annual report submitted by the executive committee, of the annual accounts and of the report of the auditor(s)
4. granting release to the members of executive committee
5. decision on the application of annual profits, if any
6. determine the annual membership dues
7. election and dismissal, as the case may be, of the Swiss delegates to the ESRA Council
8. Decision on appeals made by members excluded from the Association
9. change the Articles of Association
10. approve the dissolution of the Association and decide on the distribution of a liquidation surplus, if any

Only members of the Association which are at the same time also members of ESRA shall be entitled to vote on the appointment and dismissal, as the case may be, of the Swiss delegates to the ESRA Council.

§ 7.2 The Executive Committee / Board of Association

The Members meeting elect members of the Executive committee. Call for the candidates' is announced on the Society home page at least 4 weeks prior to the Members meeting.

Chairman of the Executive Committee is the President of the Society and elected by the Members meeting. Only members of the Executive Committee can candidate for the office of President.

The executive committee shall consist of at least 3 and maximum 8 natural persons, elected by the members' meeting. The members of the executive committee shall be elected, as a rule for a term of office of 3 years; re-election at the end of the term is possible for a single further period of 3 years.

The term of Past-President is 1 year and not renewable. Swiss representative on ESRA Council and Swiss ESRA Board members are automatically members of Executive Committee during their terms.

Except for the office of chairman, the executive committee shall organize itself and appoint from its members, who shall carry joint signing authority by two, its officers.

The Executive committee shall hold meetings, called upon the chairman's initiative, as often as the business and affairs of the Association shall require, but at least twice per calendar year. Each executive committee member has the right to request that an executive committee meeting be held, such request to state the items to be put on the agenda of the meeting as well as a specific motion to be voted on.

The notice period for calling executive committee meetings is 10 calendar days at least, except in case of urgency.

The executive committee may not vote on any items not listed on the agenda, which was sent to the executive committee members with the invitation to the meeting, unless all executive

committee members present have agreed. Passing a resolution by way of circulation or via telephone or email is admissible if no executive committee members has request to pass the resolution in formal meeting.

The executive committee shall have a quorum for passing resolutions if the majority of its members are present at the meeting. Unless the law or these Articles of Association provide otherwise, decisions of the executive committee shall be passed by a simple majority of the votes of the members present at the meeting.

The executive committee shall be competent to deal with all matters and affairs of the Association, for which neither the law nor these Articles of Association state the competence of the members' meeting or of any other governing body of the Association. In particular, the executive committee shall be in charge of the entire management of the affairs of the Association. It shall prepare the business to come before the members' meetings and shall carry out the resolutions of the members' meetings. It shall represent the Association vis-à-vis third parties, shall determine the organisation of the activities of the Association in accordance with applicable laws, these Articles of Associations and the resolutions of the members' meetings, and it shall hire and supervise any employees who are required for the Association's activities. It shall decide on the start and settlement of litigation. It shall establish the necessary internal regulations within the limits of its competences.

§ 7.3 The Auditor(s)

The members' meeting shall elect annually one or several auditors, who need not be members of the Association. The auditors shall examine the annual financial statements and shall submit a written report to the annual members' meeting on the results of their audit. Legal entities are also eligible as auditors. Professionally qualified auditors, who carry out the audit as part of their professional activity, may receive an audit fee at normal market rate. The provisions of Article 69 b of the Swiss Civil Code shall be reserved.

§ 8 Annual Financial Statements

The business year of the Association shall end on December 31, for the first time on December 31, 2009. The annual balance sheet and profit and loss statement shall be closed as of December 31 of each year and shall be prepared in accordance with accounting rules generally accepted in Switzerland.

§ 9 Language

The official language of the Association shall be English.

§ 10 Dissolution

The dissolution of the Association as well as its merger with another association must be approved by a members' meeting, in which at least two-thirds of all ordinary members are present or represented. The notice period for calling this meeting is at least 30 calendar days. Any resolution approving the dissolution of the Association requires a majority of at least two-thirds of all ordinary members present and represented, and, in addition, the approval of half of all members present and represent, including the associate members. The associate members shall also be entitled to vote on this subject.

The executive committee shall carry out the liquidation of the Association, unless the members' meeting has appointed special liquidators.

The members present at the meeting will decide on the distribution of a liquidation surplus, if any, upon proposal made by the executive committee. This surplus may only be given to non-profit organisations with registered offices in Switzerland whose business includes training and further education of physicians with specialisation in anaesthesia and/or pain therapy.

The return of any members' dues or the distribution of Association assets to the members is excluded.

These Articles of Association have become effective upon approval by the founding members' meeting held on December 13, 2008.

Changes made on article § 7.1 The Members' Meeting were approved by the SARA Members at the General Assembly in Lausanne, November 7th 2013.

Changes made on article § 7.2 The Executive Committee / Board of Association were approved by the SARA Members at the General Assembly in Interlaken, November 6th 2014.

Interlaken, 6th November 2014

Alain Borgeat
President

Andrea Saporito
Secretary

Eric Albrecht
Treasurer