

CONSTITUTION OF THE “ASSOCIATION FOR THE IMPLEMENTATION OF THE EUROPEAN BOARD EXAMINATION ORL-HNS” (EBEORL-HNS)

§ 1: Name and Registered Office

(1) The name of the association shall be “Association for the Implementation of the European Board Examination ORL-HNS”.

(2) The Association’s registered office is located in Alser Strasse 4, 1090 Vienna, Austria (Bureau of “Wiener Medizinische Akademie”) It extends its activity over Europe

§ 2: Aims and Objectives

The Association, which will be non-profit making, is devoted to the advancement of medical science in the field of ORL-HNS (Otorhinolaryngology – Head and Neck Surgery), especially by preparing, carrying out and evaluating of the “European Board Examination” (EBEORL-HNS in this field of science. The EBE ORL-HNS is an international exam that shall contribute to unifying and harmonizing standards for medical specialists in the field of ORL-HNS in Europe, particularly within the EU.

§ 3: Resources for Achieving these Aims and Objectives

(1) The Association’s aims and objectives shall be achieved by using the funding and the intangible resources as set out in paragraphs (2) and (3).

(2) The intangible resources are

- a) the annual preparation, execution and evaluation of the written and oral “European Board Examination ORL-HNS” by the members and bodies of the Association taking into consideration the corresponding quality control measures,
- b) regular meetings of the members and bodies of the Association, especially to develop and define the questions, to discuss and incorporate results of latest research and to organize the respective upcoming written and oral “European Board Examination ORL HNS.

- (3) The necessary funding shall be raised through
- a) examination fees, i.e. the fees paid by the medical practitioners that have registered for the examination, and
 - b) all assets held in the name of EBEORL-HNS current (Treasurer) remit on the account AT66 2011 1294 4218 5100 with “Erste Bank” (BIC GIBAATWWXXX).

§ 4: Types of Memberships

There are only regular memberships.

§ 5: Acquisition of Membership

(1) Membership may be awarded to every natural person who at the time of admission to the Association, is either a trained medical practitioner in the field of ORL-HNS or otherwise specialist in this field.

(2) The admission procedure is triggered by written application for admission to the Association addressed to the Executive Board.

(3) The Executive Board decides on the admission to the Association and – if necessary – about whether an applicant is “otherwise specialized” in the meaning of § 5 (1). The admission can be denied by the Executive Board without giving reasons, regardless of the applicant’s eligibility according to § 5 (1).

(4) Prior to incorporation of the Association temporary admission of members can be awarded by unanimous decision of all incorporators, if an Executive Board has been appointed, however, by a resolution of this Executive Board. Membership will not become effective prior to incorporation of the Association.

(5) If an Executive Board is only appointed after incorporation of the Association, new memberships will be awarded by unanimous decision of all incorporators until an Executive Board has been appointed.

§ 6: Termination of Membership

(1) Membership expires by lapse of time, death, resignation or expulsion.

(2) The Membership is limited in time and expires after one year. After a membership has expired, renewal of the membership for further periods can be granted upon application, if the requirements set forth under § 5 (1) are still met. This application for a renewal of membership can be filed before the original membership expires to allow for an uninterrupted membership.

(3) Resignation is only admissible with effect at the end of a calendar year.

(4) The expulsion of a member from the Association can be ordered by the Executive Board only, if the respective member has gravely violated membership duties or has been behaving dishonorably.

§ 7: Membership Rights and Duties

(1) Members have the right to attend all of the Association's events. They also have the right to vote in the General Assembly and they have the active and passive voting right for the bodies of the Association.

(2) Each member has the right to be handed the constitution of the Association by the Executive Board upon request.

(3) At least 20% of all members can ask the Executive Board to convocate the General Assembly.

(4) In each General Assembly the Executive Board must inform the members about the Association's activities and financial situation. If at least 20% of all members ask for such information giving reasons for their request, the Executive Board has to provide such information to these respective members within four weeks.

(5) The Executive Board must inform all members about the audited accounts. If this takes place during the General Assembly, the Auditors are to be involved.

(6) Members are expected to actively contribute to the annual preparation and execution of the "European Board Examination".

(7) Members shall foster the Association's interests and refrain from all actions that could harm the Association's aims and objectives or damage the Association's reputation. They must respect this constitution and the decisions made by the Association's bodies.

(8) Members do not have any right of financial compensation for the time dedicated to the Association. Yet expenses that serve the Association's aims and objectives, especially expenses for travel and overnight accommodation, will be compensated for in an adequate amount corresponding to the Association's financial situation.

§ 8: Bodies of the Association

The bodies of the Association are the General Assembly (§§ 9 and 10), the Executive Board (§§ 11, 12 and 13), the Secretary General (§ 14), the Auditors (§ 15) and the Internal Court of Arbitration (§ 16).

§ 9: General Assembly

(1) The General Assembly is the meeting of members (“Mitgliederversammlung”). An ordinary General Assembly shall take place annually in the course of the holding of the “European Board Examination” in the corresponding place where it is held. There must be a period of at least six months but no more than 18 months between the ordinary General Assemblies of two consecutive years.

(2) An extraordinary General Assembly shall be held in Vienna within four weeks in the following cases:

- a) Executive Board decision or ordinary General Assembly decision.
- b) written application of at least 20% of all members.
- c) By request of the Auditors (§ 21 Para 5 of the Austrian Act on Associations, “Vereinsgesetz”).
- d) Decision of at least one Auditor (§ 21 Para 5 of the “Vereinsgesetz”, § 11 (2) of this constitution).
- e) Decision of a court-appointed curator (§ 11 (2) of this constitution).

(3) All members must be invited to the ordinary and extraordinary General Assemblies in written form or by e-mail at least two weeks before it takes place. The invitation must include an agenda for the General Assembly and shall be issued by the Executive Board (§ 9 Para 1 and 2 a-c), by at least one Auditor (§ 9 Para 2 d) or by a court-appointed curator (§ 9 Para 2 e), respectively.

(4) Motions to the General Assembly must be submitted with the Executive Board in written form or by e-mail at least six days in advance.

(5) The General Assembly can take valid decisions only concerning items that are on the agenda with the only exception of a decision to convocate an extraordinary General Assembly.

(6) All members have the right to attend the General Assembly. Each member has one vote. The right to vote cannot be delegated.

(7) The General Assembly has a quorum regardless of the number of members present.

(8) Elections and decision-making within the General Assembly require simple majority of all valid votes cast. However, decisions to change this constitution or that would lead to the Association's dissolution require a two-thirds majority of all valid votes cast.

(9) The General Assembly is chaired by the President, if he is prevented from attending: by the Vice-President. If the Vice-President is also prevented from attending, the Treasurer acts as the chairman.

§ 10: Rights and Duties of the General Assembly

The General Assembly has the following rights and duties:

- a) To decide on the annual budget;
- b) receive and approve the report and accounts and the balance of accounts involving the Auditors;
- c) elect and dismiss members of the Executive Board and Auditors;
- d) approve legal transactions between an Auditor and the Association;
- e) grant discharge to the Executive Board;
- f) decide on the examination fees upon proposal by the Executive Board;
- g) decision-making on alterations of this constitution and on the voluntary dissolution of the Association;
- h) deliberating and decision-making on all other items on the agenda.

§ 11: Executive Board

(1) The Executive Board consists of five members: the Chairman, the Vice-Chairman, General Secretary, Treasurer and the Director of Exams.

(2) The Executive Board is elected from all members by the General Assembly. If an elected member of the Executive Board has resigned, the Executive Board has the right to coopt another eligible member of the Association, for which the approval has to be obtained retroactively in the following General Assembly. If the Executive Board is not functioning at all or for an unforeseeable period of time, every Auditor has the duty to immediately convene an extraordinary General Assembly to elect a new Executive Board. If the Auditors are also not functioning, every member of the Association aware of the situation shall immediately apply for the competent court to appoint a curator, who must call an extraordinary General Assembly immediately.

(3) The Executive Board's term of office begins on the day of its election and ends on the day of the following 4.th calendar year's ordinary General Assembly. Re-election is permissible. The function within the Executive Board has to be carried out personally.

- (4) The Executive Board is convoked by written or oral request of the Chairman in case he is prevented by the Vice-Chairman or by the Treasurer.
- (5) The Executive Board has a quorum if all Executive Board members were invited and at least two of them are present.
- (6) Decisions of the Executive Board are taken by a simple majority of votes cast.
- (7) The Chairman or, in case he is prevented: the Vice-Chairman acts as chairman.
- (8) The appointment of an Executive Board member ends by lapse of the term of office (§ 11 (3)), by death, by dismissal (§ 11 (9)) or by resignation (§ 11 (10)).
- (9) The General Assembly can dismiss the whole Executive Board or individual members at any time. The dismissal becomes effective upon appointment of the new Executive Board or the new Executive Board member, respectively.
- (10) The Executive Board members can declare their resignation in written form at any time. The declaration of resignation must be addressed to the Executive Board, in case of the resignation of the whole Executive Board to the General Assembly. The resignation does not become effective until a successor is elected or coopted (§ 11 (2)), respectively.
- (11) The Executive Board members do not have a right to financial compensation for the time dedicated to their work for the Association. Yet expenses that serve the Association's aims and objectives, especially expenses for travel and overnight accommodation, will be compensated for in an adequate amount corresponding to the Association's financial situation.

§ 12: Duties of the Executive Board

The Executive Board is the governing body of the Association. It is the “management body” (“Leitungsorgan”) in the meaning of the Austrian Act on Associations 2002. It will manage the Association's businesses and perform all other tasks that are not assigned to another body of the Association in this constitution. This includes the following tasks:

- (1) Setting up an accounting system that meets the Association's needs with at least ongoing accounting records on income and expenditure and an inventory of assets.
- (2) Preparation of the annual budget, the report and accounts and the balance of accounts.

- (3) Preparation and convocation of the General Assembly in the cases set forth in § 9 (1) and (2) a-c of this constitution.
- (4) Providing information to the members of the Association about the Association's activities, its financial situation and the audited balance of accounts.
- (5) Administration of the Association's funds.

§ 13: Special duties of individual Executive Board members

- (1) The Chairman is responsible for the day-to-day management of the Association. He is free to delegate specific tasks to the Secretary General (§ 14) but remains responsible to the General Assembly.
- (2) The Association is represented by the Chairman. To become effective written documents issued by the Association need the Chairman's signature, in financial affairs also the Treasurer's signature. Legal transactions between the Association and one of the Executive Board members require the approval of the other two Executive Board members.
- (3) Powers of Attorney to represent the Association can only be granted by the President.
- (4) In case of emergency the Chairman has the right to make dispositions on his own also concerning affairs that would usually fall under the responsibility of the General Assembly or the Executive Board. However, retroactive approbation by the respective body of the Association is required.
- (5) The Chairman acts as a chairman within the General Assembly and within the Executive Board.
- (6) The Vice-Chairman replaces the Chairman in case of prevention.
- (7) The Treasurer is responsible for the proper management of the Association's funds.
- (8) In case of prevention the Vice Chairman replaces the Chairman the Chairman replaces the Treasurer and the Treasurer replaces the Vice-Chairman
- (9) The General secretary keeps the minutes of the General Assembly and of the Executive Board meetings.
- (10) The Director of Exams is coordinating all matters related to oral and written exam questions.

§ 14: Board of EBEORL-HNS

The Board consists of

- Honorary and ex officio members (ex-chairman + UEMS-ORL president + UEMS-ORL General Secretary + CEORL president)
- Leaders and co-leaders of the 4 working groups
- The executive board

§ 15: Auditors

(1) The General Assembly shall elect two Auditors for a term of four years. Re-election is permissible. The Auditors shall not be members of another body within the Association other than being members of the General Assembly.

(2) The Auditors shall audit all current financial transactions and the financial management of the Association with regard to a proper financial accounting and use of funds according to this constitution. The Executive Board must make available to the Auditors all required documents and information. The Auditors shall report the results of their audits to the Executive Board.

(3) Legal transactions between an Auditor and the Association require the approval of the General Assembly. The provisions set forth in § 11 (8)-(10) apply analogously.

§ 16: Internal Court of Arbitration

(1) Any dispute arising within the Association shall be settled by the Internal Court of Arbitration, which is a “Conciliation Committee” (“Schlichtungseinrichtung”) in the meaning of the Austrian Act on Associations 2002 and not a court of arbitration in terms of paragraphs 577 et seq. of the Austrian Code of Civil Procedure (ZPO).

(2) The Internal Court of Arbitration shall consist of three members of the Association. It shall be set up as follows: One party to the dispute shall nominate one arbitrator and so inform the Executive Board in writing. Within seven days the Executive Board will then request the other party to the dispute to nominate another arbitrator within two weeks. Within another seven days the Executive Board will inform the so nominated arbitrator to elect a third arbitrator to chair the Internal Court of Arbitration within two weeks. In case of a tie, the person to be selected is determined by lot. The members of

the Internal Court of Arbitration will not be members of any of the bodies of Association – except for the General Assembly – the activities of which have caused the dispute.

(3) The Internal Court of Arbitration shall hear both parties and shall decide by a simple majority of its members, who must all be present. It will decide to the best of its knowledge. Such decision will be final as regards the internal affairs of the Association.

§ 17: Voluntary Dissolution of the Association

(1) The voluntary dissolution of the Association can only be decided by the General Assembly by a two-thirds majority of all valid votes cast.

(2) The General Assembly shall appoint a liquidator and decide on how to attribute the net assets remaining after all liabilities have been covered. In case of a dissolution the assets of the Association shall, if possible and permissible, be transferred to a non-profit organization devoted to equal or similar aims and objectives as the Association, especially organizations that are devoted to the medical education and research in the field of ORL-HNS. If such an organization cannot be found or if such a transfer is not possible or not permissible, the remaining assets will be transferred to an otherwise socially engaged non-profit organization.

Election of Executive Board General Assembly 2022 PROPOSAL of the Executive Board

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| • Chairman | Cem Mecö |
| • Vice Chairman | Ricard Simo |
| • General Secretary | Victoria Ward |
| • Treasurer | Wolfgang Luxenberger |
| • Director of examinations | Marcus Neudert |