

# **BYLAWS OF THE EUROPEAN ASSOCIATION FOR CARDIOTHORACIC ANAESTHESIOLOGY (EACTA)**

## **PREAMBLE**

EACTA was informally established by cardiac anaesthesiologists in 1986 and officially incorporated as a “Company limited by Guarantee having no share capital” by filing of the Constitutional Documents - being the Memorandum of Association and the Articles of Association - under Company number 369827 at the Company Registration Office in Dublin on 1 March 2003. The Memorandum of Association contains the fundamental basis upon which EACTA is allowed to operate. The Articles of Association bind a company with its members and contain EACTA’s internal rules and regulations.

Bylaws are the additional set of rules and regulations approved by EACTA’s Representative Council providing further detail to the organization and functioning of EACTA. The Bylaws were drawn-up in 1986 and revised at Representative Council Meetings in 1987, 1991, 2001, 2007, 2012, 2013 and 2015. The June 2015 bylaws are the basis for these bylaws .

## **§ 1. Name & Seat of the Association**

The name of the Association is European Association of Cardiothoracic Anaesthesiology, abbreviated EACTA.

It extends its activities throughout and beyond Europe, supporting and promoting Cardiothoracic Anaesthesiology and Intensive Care Medicine. The official language of EACTA is English spelled using British English.

To facilitate the daily workload, the EACTA may hire – or otherwise assure – association management and congress organization services from a professional office (hereunder named “Executive Office”), assigned by the Board of Directors. The relationship with the Executive Office shall be put forth in a separate contract.

## **§ 2. Objectives (reflecting the Memorandum of Association)**

The Association, which is a voluntary non-profit organization of persons, aims to increase public health and to promote science and education in the field of Cardiothoracic and Vascular Anaesthesiology, mechanical perfusion and Intensive Care Medicine.

The aims of the Association are:

- To be a leader for international scientific research and education in the fields of cardiac, thoracic and vascular anaesthesia and intensive care and related topics,
- To encourage specialisation in cardiac, thoracic and vascular anaesthesia and intensive care,
- To promote continuing medical education and training, and academic and clinical development in these fields,
- To promote research in these fields and to facilitate the publication and presentation of the results,
- To prepare proposals for recommendations and guidelines for good clinical practice in these fields,
- To co-operate with universities, other societies, government agencies, bodies of European Union, and similar organizations in matters affecting the purposes of the Association.

## **§ 3. Means to reach the objectives**

The key activities of the Association are:

- To hold an Annual Congress
- To hold an annual echocardiography meeting (EACTA Echo Course)
- To co organize, support or endorse educational meetings, symposia and courses in and outside Europe
- To publish the abstracts of papers presented at the Annual Congresses and ECHO Courses or to edit any educational materials in relation to these activities (DVD, streaming)
- To promote surveys and guidelines
- To offer fellowships for educational visits to centres in other countries
- To offer scholarships to assist in funding scientific investigation
- To offer prizes to encourage a high standard of scientific presentation

## **§ 4. Financial Means**

The financial means to meet the objectives are derived through membership fees, registration fees, fundraising, gifts and donations.

Any funds and income referred to in this article shall be used exclusively to pursue the objectives per § 3.

## **§ 5. Membership**

The following can be admitted as members of the Association:

**§ 5.1. Full members:** All anaesthesiologists from any country working and/or conducting research in the fields of cardiac, thoracic and vascular anaesthesia and intensive care, including those in training, can become full EACTA members. In addition, doctors in other medical specialities, nurses and perfusionists interested in the fields of cardiac, thoracic and vascular anaesthesia and intensive care can apply for full membership.

Full members can vote and are eligible for EACTA officer positions.

**§ 5.2. Honorary Members** are persons with exceptional achievements within the field of cardiac, thoracic and vascular anaesthesia and intensive care.

Honorary members can vote, but are not eligible to become officers of the Association.

In order to become member the entry criteria as described in § 5.1. have to be fulfilled and the Secretary General will give final approval.

The Representative Council can appoint Honorary Members as per § 5.2., on the recommendation of the Board of Directors (BoD).

The Board of Directors may decide to introduce other categories of membership.

## **§ 6. Termination of Membership**

Resigning from/termination of membership does not entitle to reimbursement of membership dues or other benefits from the assets of the association.

Membership can terminate:

**§ 6.1. by voluntary resignation**

**§ 6.2. automatically**, in the loss of his/her license to practise medicine, nursing or perfusionist

**§ 6.3.** when a member is in **arrears in payment of membership dues**

**§ 6.4. by expulsion**, at the discretion of the Board of Directors, if a member is considered to have brought EACTA into disrepute. The member may appeal to the Arbitration Committee.

## **§ 7. Membership Fees**

Retired Members do not pay membership fees, but need to pay registration fees to the Annual Congress as well as for the journal of the association.

Honorary Members do not pay membership fees, are waived registration fees to the Annual Congress and receive the journal of the association free of charge.

The annual membership fee must be paid to the account of the association upon request of payment.

## **§ 8. Rights and duties of members**

All members are obliged to act in the interest of the association, to pay the membership dues on time, to respect the Bylaws and the decisions of the Organs and to refrain from activities or behaviour that is detrimental to EACTA.

## **§ 9. Organs of EACTA (Organe)**

### **§ 9.1. The Representative Council**

#### **§ 9.2. The Board of Directors**

#### **§ 9.3. The permanent Committees**

#### **§ 9.4. The Subspecialty Committees**

#### **§ 9.5. The Members Assembly**

#### **§ 9.6. The Auditors**

#### **§ 9.7. Arbitration Committee**

### **§ 9.1. The Representative Council**

The Representative Council (RC) is the governing body of EACTA.

#### **§ 9.1.1. RC members**

Each country with at least five full EACTA members is entitled to be represented in the RC, including those countries having an officer serving EACTA.

Countries with less than five full EACTA members may have a Representative for special reasons without voting rights at the discretion of the RC.

The number of RC members per country is in proportion to the number of EACTA members in a country, as follows:

- 1 RC member for any country with 5 or more EACTA members
- 2 RC members for any country with 51 or more EACTA members
- 3 RC members for any country with 101 or more EACTA members

The number of full EACTA members of each country will be identified at the deadline given by the Secretary General for payment of membership dues (usually 31.3.). Each country with more than one representative should nominate one of the elected representatives as the EACTA contact of this country (as primus inter pares).

Board of Directors members are ex-officio members of the RC without voting rights.

#### **§ 9.1.2. RC - election of National Representatives in their home country**

The elected representative / the EACTA contact is responsible for the organization of elections in the country s/he represents according to the bylaws, and reports at the RC meeting relevant issues regarding EACTA at the national level (member number evolution, contribution to subcommittees).

Those eligible as a National Representative must be fully trained specialist anaesthesiologists (according to national rules), full members of EACTA, and working in the fields of cardiac, thoracic and vascular anaesthesia and intensive care.

The National Representative(s) of each country shall be elected by full EACTA members of that country for a period of three (3) years. The period of the representative's mandate starts at January 1st. The National Representative can be re-elected for another three-year period.

RC members are eligible for Board of Directors positions.

#### **§ 9.1.3. RC meeting – general provisions**

The Representative Council has one regular meeting every year coincident with the Annual Congress, the time of written notice of the agenda being at least four weeks prior to the meeting.

Proposals for the agenda of the meeting should be sent to the Secretary General at least two weeks before the meeting of the RC in order to allow the BoD ample time for preparation. Items from the floor can be added to the agenda and discussed under "other items" if approved by two thirds of the RC members.

A RC member, who is unable to attend a RC meeting, should nominate an eligible deputy (a full member of EACTA, working regularly in the fields of cardiac, thoracic and vascular anaesthesia and intensive care) from his/her country.

A RC member who fails to attend during two consecutive RC meetings must resign from the Representative Council and a new member shall be elected.

The President of EACTA chairs the RC meetings.

A summary of the RC meeting should be available to members of EACTA in a suitable way.

**The RC has the following functions and responsibilities:**

- To receive the annual report by the BoD
- To discuss the general policy as put forward by the BoD
- To exonerate the BoD with regard to financial management of the association
- To present country views to the BoD
- To elect members of the BoD
- To elect Auditors
- To appoint one member of the Arbitration Committee, if necessary
- To elect Honorary Members, upon proposal of the BoD
- To approve the change in membership fees, as proposed by the BoD
- To receive suggestions for future Annual Congress sites and a responsible organizer for each
- To vote on change in the Bylaws
- To vote on the dissolution of the Association.

**§ 9.1.4. RC Meeting - Voting and Majority**

A quorum shall consist of 40 % of National Representatives or their deputies.

Each member of the RC has one vote. No member has the right to vote by proxy unless the official RC member of a given country has nominated his/her deputy before the meeting, and communicated his/her name to the EACTA Secretary General at least two weeks before the meeting.

At the RC meeting all decisions shall be passed by a simple majority of votes unless otherwise provided in these articles. In case of a tied vote, the vote of the President of the meeting decides.

If there is more than one candidate for a vacant office or post, a poll must be taken.

For any kind of meeting the RC may take advantage of alternative meeting technologies and techniques such as tele/video-conferences. Decisions can be made via electronic media.

For decisions made electronically a quorum shall consist of 70% of National Representatives.

**§ 9.2. The Board of Directors**

The Board of Directors (BoD) is the highest executive level of the association. It shall create a vision for the future of the association and develop strategies to fulfil them, as well as develop strategies regarding the cooperation with partner societies for the future of the medical specialty and the benefit of its members.

It shall execute and supervise the execution of operational goals along the strategic lines as developed together with the different organs of the association. The Board of Directors represents the EACTA legally and is responsible for its financial management according to Irish Company law

The Board of Directors has the authority to decide an Annual Congress should not be held if it is determined not to be in the best interest of EACTA.

It may create rules and procedures for various purposes, for example, "Committee Instructions", "Subspecialty Committee Instructions", "Instructions for Annual Congress", "Instructions for ECHO Course" or policy statements.

The Board of Directors may erect Task Forces with specific tasks and appoint members in this Task Forces. The Board of Directors will report to the Representative Council about its activities, results and perspectives.

**Election of the members of the Board of Directors**

The members of the Representatives Council, Board of Directors, and Subspecialty Chairs and Delegates at the three Permanent Committees are eligible for Board of Directors positions.

The applicant/nominee shouldn't apply to more than one position.

The applicant/nominee would be appointed If there is only one candidate for a vacant office or post without the need to take a poll.

If there is more than one candidate/nominee for a vacant office or post, a poll must be taken.

**Quorum BoD:** the Board of Directors forms a quorum when at least four voting members of the Board of Directors, including the President or President-elect are present.

Each member of the Board has one vote. No member has the right to vote by proxy.

At the BoD meeting all decisions shall be passed by a simple majority of votes unless otherwise provided in these articles. In case of a tied vote, the vote of the President decides.

**The Board of Directors shall be composed of the following members:**

§ 9.2.1.The President

§ 9.2.2.The President Elect

§ 9.2.3.The Secretary General

§ 9.2.4.The Subspecialty Committee Coordinator

§ 9.2.5.The Chair of the Annual Congress

§ 9.2.6.The Education Chair

The Board of Directors should meet at least twice a year. The EACTA President is responsible for scheduling meetings of the Board of Directors one year in advance. The agenda for each meeting should be presented by the President one week in advance of the respective meeting, so that the other Board of Directors members can announce amendments.

Observers can be appointed by the Board of Directors to participate in individual Board of Directors meetings. Observers have no voting rights. The Board of Directors will appoint a member of the BoD to be the liaison to the ECHO Subspecialty Committee to ensure the well-functioning of the ECHO Course.

The Board of Directors may hire external professionals for support, such as association management company, accounting and auditing company, IT-Company, tax advisor, legal advisory or others.

For any kind of meeting the Board of Directors may take advantage of alternative meeting technologies and techniques such as tele/video-conferences. Decision can be made via electronic media, if this procedure is accepted unanimously by the Board of Directors members.

**§ 9.2.1.The President**

Following a two-year term as President-elect s/he automatically becomes President for a two-year nonrenewable term. The President has the following functions and responsibilities:

- To be responsible for the future strategy as well as the short- and long-term planning of EACTA.
- To monitor and supervise the overall management of the association and to be the official point of contact for the Association Management Company (AMC).
- To sign with the Secretary General appropriate documents/contracts for EACTA.
- To act and negotiate as the official representative of EACTA.
- To chair, lead and coordinate the Board of Directors and set the agendas for the Board of Directors meetings.
- To ensure that the agenda and minutes of all “business meetings” as stated above are sent out in good time.
- To ensure that all resolutions passed by the Board of Directors, Representative Council, Subspecialty Committee meetings and Members' Assembly are recorded and to document the short- and long term plans of the EACTA in the minutes of those meetings.
- To chair and set the agenda for the meeting with the Subspecialty Committees, the meeting with the Representative Council and the Members' Assembly.
- In case of early retirement or physical incapacity of the President, the President Elect takes office as President immediately until the end of his/her own mandate.

**§ 9.2.2.The President Elect**

The President-elect is elected by the Representative Council for a two-year non-renewable term. This election automatically includes a two-year non-renewable term as President for the subsequent two years.

The President-elect has the following functions and responsibilities:

- To become familiar with all the policies and directions of EACTA.
- To assume the duties of the President, if the President is unable to serve.
- To help in periods of transition between officers of the Board of Directors and to assist the President in officially representing EACTA.
- Upon request from the Board of Directors, the President Elect can take on special tasks (including but not limited to the tasks in connection with the functions of the Board of Directors as described in this document).
- To interact with the Representative Council members.

- To supervise the Task Forces

**Shared responsibilities of the President and President Elect:**

- Interaction with the EACTA Representative Council.
- Political relations with other associations.
- Any other responsibilities that may arise in relation to the implementation of strategies.

**§ 9.2.3. The Secretary General**

The Secretary General of EACTA is elected by the Representative Council for a two-year term that is renewable twice. The Secretary General will combine the functions of treasurer and secretary.

a. **In his/her function as Treasurer** his/her main functions is to supervise the Executive Office concerning finances, in particular:

- To strategically monitor EACTA's finances
- To make proposals to the BoD to keep EACTA finances in good order
- In collaboration with the Executive Office:
  - To present a budget update 3 times a year to the Board of Directors
  - To make an annual financial report per 31.12. of each year in collaboration with an external tax advisor
  - To monitor and approve the budgets of the Annual Congress and the ECHO Course
  - To advise the BoD with respect to financial impact and feasibility of EACTA activities/projects
  - To annually propose a budget for the forthcoming year to the Board of Directors
  - To carry out the financial dispositions as decided by the Board of Directors
  - To assure that accurate records are kept as stipulated in § 34 Federal Fiscal Code of Austria (=seat of management of EACTA).
- To sign invoices and payments and to approve balances as set up by an external tax advisor.
- To sign with the President relevant documents/contracts for EACTA.
- To report to the Board of Directors, the Representative Council and Members' Assembly on the financial state of EACTA, through a written account of income and expenditure for the preceding fiscal year (the fiscal year being 1.1 – 31.12.).
- To submit these accounts and to discuss the general financial status with an external tax advisor.

b. **In his/her function as Secretary** his/her main function is to supervise the Executive Office, in particular:

- To ensure correct filing of the members of the Board of Directors (nominations, resignation, etc.) with the CRO in Dublin
- To be the liaison to the Representative Council members, fostering a two-way relationship and explaining to them the strategy of EACTA.
- To ensure that the correspondence of EACTA is appropriately dealt with and filed.
- To ensure that proper invitations to meetings are sent to the Board of Directors, Representative Council, the Subspecialty Committees and Members' Assembly.
- To ensure the storage of an appropriate membership list.
- To ensure that the national representatives are notified when an election of a national representative is due and provide support for that election, if needed.
- To ensure the circulation of the candidacy papers in good time.
- To ensure that the EACTA website and social media channels are regularly updated
- To ensure that regular newsletters are sent to EACTA members and stakeholders

**§ 9.2.4. The Subspecialty Committee Coordinator**

The Subspecialty Committee Coordinator is elected by the Representative Council for a two-year term, renewable twice. S/he has the following functions and responsibilities:

- Chairs the Scientific Committee
- Chairs the meeting of the Subspecialty Committees with the Board of Directors.
- To collaborate with Subspecialty Committee Chairs on a regular basis.
- To collect from the respective Chairmen, the Subspecialty Committee Matrix annually at the end of the current year for the next calendar year. These matrixes are structured activity reports indicating to what extent present goals have been reached and what goals are envisaged for the upcoming year.
- To coordinate the scientific activities developed by the Subspecialty Committees and actively make recommendations to the Board of Directors.
- To receive proposals for new Subspecialty Committees and advise the Board of Directors on the completion or termination of activity of Subspecialty Committees.

- To cooperate for those activities closely with the key account manager from the EACTA executive office.
- To coordinate and assign tasks to Subcommittees, such as:
  - Grant Evaluation
  - Endorsements/Auspices
  - Guidelines
  - Other tasks that need the input of the Subspecialty Committees, as decided by the BoD
- To report her/his activities to the Representative Council

#### **§ 9.2.5. The Chair of the Annual Congress**

The Chair of the Annual Congress is elected by the Representative Council for a two-year term that is renewable twice. S/he has the following functions and responsibilities:

- To chair the Program Committee, ensuring the input from the Subspecialty Committees to the Annual Congress and being responsible for timely composition of the program and assigning the lecturers and chairs
- To chair the Abstract Reviewing Committee, ensuring the input from the Subspecialty Committees to the Annual Congress
- To safeguard the scientific and educational standard of the Annual Congress on behalf of the Board of Directors and to make proposals to the Board of Directors for further improvement of the quality of the Annual Congress
- In cooperation with the EACTA Executive Office:
  - To ensure that each EACTA Annual Congress gets EACCME accredited.
  - To ensure that the transparency/conflict of interest policy by the Board of Directors is complied with.
  - To evaluate the quality of chairs and speakers of the Annual Congress.
  - To ensure that the programme and congress organization is compatible with the approved budget.
  - To ensure that the EACTA Annual Congress organization is in line with EACTA congress guidelines.
- To cooperate closely with the Local Organizing Committee (LOC) Chair of the respective Annual Congress.
- To report his/her activities to the Representative Council

#### **§ 9.2.6. The Education Chair**

The Education Chair is elected by the Representative Council for a two-year term, renewable twice and has the following functions and responsibilities:

- To chair the Educational Committee and coordinate the educational activities developed or designed by the Subspecialty Committees.
- To assign educational tasks to the Subspecialty Committees.
- To propose to the Board of Directors a strategy for all educational activities.
- To maintain a comprehensive e-learning programme including devising new forms of e-learning for the EACTA e-Academy within the pre-defined budgetary limitations.
- To evaluate and endorse applications for fellowship programmes
- To evaluate clinical fellowship grant applications
- To maintain the curriculum for cardiothoracic and vascular anaesthesia and critical care.
- To develop a programme for the Trainee Course.
- To report its activities to the Representative Council

#### **§ 9.2.7. The Hand over of Offices**

The handover of offices takes place during the General Assembly of the Annual Congress.

##### **§ 9.2.7.1. The Past President**

###### **Basic Function**

- Provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association
- Supports the President and the President-Elect on an as-needed basis
- Performs duties as assigned by EACTA Bylaws and the Board of Directors

###### **Term**

- The Past President office is for a term of two years, beginning on the first day of the calendar year

immediately following his/her term as President.

### **Duties and Responsibilities**

- The Past President serves as an advisor and consultant to the President and the Board of Directors
- The Past President is invited to attend meetings of the Board of Directors
- The Past President chairs the Nomination Committee.
- The Past President may be requested by the Congress Chair to assist in abstract reviewing process for the annual meeting
- The Past President keeps informed about the Association's mission, policies, and programs
- The Past President assists the Board of Directors in carrying out its fiduciary responsibilities

The Past President has **no voting right** within the Board of Directors.

### **§ 9.3. The permanent Committees**

The Association has three permanent committees directly connected to the BoD, namely Scientific Committee, Congress Committee and Education Committee.

These committees are chaired by a member of the BoD and are aimed at reporting recommendations to the BoD for a final decision (BoD motions). The Subspecialty Committees described below delegate one committee

board member to each of these three permanent EACTA committees.

#### **§ 9.3.1. Scientific Committee**

The Scientific Committee is composed of one delegate from each of the EACTA Subspecialty.

Committees and is chaired by the EACTA Subspecialty Committee Coordinator. Under the supervision of the chair, the Scientific Committee takes care of the EACTA research grant applications, applications for endorsement of events, surveys, consensus papers and guidelines and supports the Board of Directors with expertise in the context of their subspecialties. Members of the Scientific Committee may volunteer for the Abstract Reviewing Committee. This Committee is chaired by the Subspecialty Committee Coordinator.

#### **§ 9.3.2. Congress Committee**

The EACTA Congress Committee is composed of the Programme and the Abstract Committee.

The Programme Committee is composed of one delegate from each of the Subspecialty Committees and is responsible for ensuring the input from the Subspecialty Committees to the programme of the EACTA Annual Congress.

The Abstract Reviewing Committee is composed of 12-24 members, out of which nine are delegated from the Subspecialty Committees. Additional Abstract Reviewing Committee members are appointed if the number of abstracts submitted for the EACTA Annual Congress requires to do so, in this case they would be appointed by the Congress Chair.

#### **§ 9.3.3. Education Committee**

The Education Committee is composed of one delegate from each of the EACTA Subspecialty Committees. The Education Committee takes care of the EACTA eLearning Programmes, the EACTA Trainee Course and the EACTA Fellowships. Departments who run fellowship programmes can delegate experts to the Education Committee

It is supervised by the Education Chair.

### **§ 9.4. The Subspecialty Committees**

The Association has Subspecialty Committees that represent the main domains of interest for EACTA members (previously called subcommittees). Number of Subspecialty Committees and definition of their scope can evolve with changes in domain of interest of EACTA members.

The Subspecialty Committees contribute to the scientific programme of the Annual Congress, and may propose educational and research programmes, guidelines, recommendations, surveys or collaborations. Membership in these committees is open to all EACTA members. The terms of reference defining purposes and activities of the committee are edited by its members and approved by the RC on recommendation of the BoD.

Each Subspecialty Committee will be chaired for a three-year term of office by an EACTA member. The office is renewable for one additional, consecutive term of three-years. Chairpersons will be proposed by the members of the committee on the basis of the candidates' well-known involvement in the field of the committee, and appointed by the BoD. The chairperson will be responsible for communication with the BoD. Suggestions, questions or any requests from the committees will be addressed at each BoD meeting.



Chairpersons will provide the BoD and RC with an annual written report of the committee's activities over the previous year which is to be submitted one-month before the BoD Meeting held at the time of the Annual Congress. The chairperson will be supported by 3 committee board members who are elected by the committee members.

Someone interested in the work of the Subspecialty Committees may sit in various of these Subspecialty Committees, but cannot be Chair/Board member of more than one Subspecialty Committee, thus limiting accumulation of offices.

### **§ 9.5. Members Assembly**

Each year at the Annual Congress there is a Members Assembly open to all members of EACTA.

At this meeting the President, the Treasurer and the Subspecialty Committee Coordinator will give an annual report and outline plans for the future.

There will be an opportunity for any member to ask questions or raise matters for discussion.

The Members Assembly appoints two auditors and one member of the Arbitration Committee .

### **§ 9.6. Auditors**

The accounts of EACTA shall be audited by two members appointed by the Members Assembly. The Auditors may serve for 3 years, renewable twice.

### **§ 9.7. The Nomination Committee**

A nomination committee is a committee that acts as part of an EACTA's corporate governance.

**Members of the Nomination Committee** are the President, the President elect, the Past President, and two members from the RC members who have been elected during the preceding RC meeting.

The Committee is chaired by the Past President.

#### **Basic Function**

- The nomination committee will evaluate and examine the skills and characteristics needed from the applying candidates for the vacant positions in the Board Of Directors of its respective firm.
- It will identify suitable candidates for various Board of the Directors positions and nominate them for approval by the Board of Directors.
- The Representative Council will then vote for those nominees who were approved by the Board of Directors.

#### **Term**

- The Nomination Committee office is for a term of two years, beginning on the first day of the calendar year immediately following the end of the President term.
- The election of the two members from the RC must be held during the RC meeting preceding the end of the President term (usually the RC meets on Tuesday and the President term ends on Thursday).

#### **Duties and Responsibilities**

- The Nomination Committee is responsible for setting the call for candidature to the Board of Directors positions as by the bylaws;
- The Nomination Committee identifies and nominates for the approval of the Board, candidates to fill Board of Directors vacancies as and when they arise;
- The Nomination Committee is responsible for identifying and nominating for the approval of the Board, candidates to fill the role of the Scientific Subcommittee Chair as and when a vacancy arises;
- The Nomination Committee identifies and nominates, for the approval of the Board of Directors, candidates to be appointed by the Board for special tasks (task forces, study groups, etc.);
- The Nomination Committee evaluates the balance of skills, knowledge, independence, experience and diversity on the Board before any appointment is made to the Board, and, in the light of this evaluation, assesses the adherence to the job description required for the particular appointment.

#### **In identifying suitable candidates the Nomination Committee shall:**

- Use open advertising for the call for candidature on EACTA social media platforms and through email to all EACTA members;
- Consider candidates on merit against objective criteria with due regard for the benefits of diversity on

the Board, including gender balance, taking care that appointees have enough time available to devote to the position;

- Ask the identified candidate, prior to proposing to the Board, to disclose any other interests that may result in a conflict of interest and be required to report any future interests that could result in a conflict.

#### **§ 9.8. The Arbitration Committee**

The Arbitration Committee may be called by the President on the advice of the BoD to resolve all disputes arising within the association that cannot be solved by the organs or officers. It shall be composed of three EACTA members:

- one chosen by the Members Assembly
- one chosen by the RC
- a third chosen by the aforementioned two members, who shall be acceptable to both and who shall act as Chair and have the decisive vote should any deadlock occur.

If no agreement is reached as to the choice of Chair, the choice of one of the alternative proposals shall be determined by lot. The Arbitration Committee shall then decide in matters of dispute as conscientiously as it can by majority vote, without being bound by fixed rules.

#### **§ 10. Conflict of Interest Provision**

Whenever a Director or officer of the company has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall i) fully disclose the nature of the interest and ii) fully withdraw from discussion, lobbying, and voting on the matter.

#### **§ 11. Amendment of Bylaws**

Proposals for amendment of Bylaws must arrive with the Secretary General at least 4 weeks before the next RC meeting or electronic voting.

Amendment of Bylaws requires a majority of at least three quarters of the votes in the RC meeting or electronic vote.

#### **§ 12. Dissolution of the Association**

The voluntary dissolution of the EACTA may be approved if proposed as a resolution in writing to the BoD by at least one-half of the RC members, and then is only valid if it is agreed by three-quarters of RC members. In the event of dissolution of the association, official dissolution by the authorities, or should the society change its objectives and no longer fulfil the criteria of a company limited by guarantee under the Irish Company Law (revision 2014).

Therefore a liquidator will be appointed including a member of a prescribed accountancy body, a practising solicitor, a person qualified under the laws of other EEA state or a person of practical experience.

Any assets remaining after settlement of all financial commitments of the association and including the fees due to the liquidator, shall then by decision of the BoD be given to such societies or organizations that have similar objectives to the EACTA based upon criteria left at the discretion of the BoD.