

**Constitution of  
World Federation of Intensive and Critical Care (WFICC)**

**[The official text is in French – English convenience translation for information purposes  
only]**

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## **TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE**

### **Article 1. Name. Legal form. Term**

The international non-profit association named “World Federation of Intensive and Critical Care”, abbreviated “WFICC” (hereafter: “**Federation**”), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.

All acts, invoices, announcements, publications and other documents issued by the Federation shall contain the name of the Federation, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Federation, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Federation has its registered office.

### **Article 2. Registered office**

The registered office of the Federation is located in the region of Brussels-Capital.

The registered office of the Federation may be transferred to any other location in Belgium by a decision of the Council, provided that said transfer will not imply a change of the language of this Constitution according to the legal provisions governing the use of official languages in Belgium.

If the transfer of the registered office of the Federation implies a change of the language of this Constitution according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Federation according to the presence quorum and voting majority stipulated in Article 21 of this Constitution.

The Federation may establish offices in any country or place.

## **TITLE II. NON-PROFIT PURPOSE. OBJECT**

### **Article 3. Non-profit purpose**

The non-profit purpose of international utility of the Federation shall be, within the European Union and worldwide, to promote the highest standards of Intensive and Critical Care Medicine for all humankind, without discrimination.

#### **Article 4. Object**

To that effect, the Federation may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Federation may, in particular develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Establish a world-wide cooperation between societies of Intensive and Critical Care Medicine;
- (b) Assist and encourage the formation of new societies of Intensive and Critical Care Medicine;
- (c) Organize world congresses on Intensive and Critical Care Medicine at regular intervals, and support other congresses of this nature where appropriate;
- (d) Promote activities, provide advice and cooperate with relevant bodies in the field of Intensive and Critical Care Medicine;
- (e) Disseminate scientific and educational information in the field of Intensive and Critical Care Medicine;
- (f) Establish standards in patient care, training, equipment design and safety measures where appropriate;
- (g) Encourage research in the field of Intensive and Critical Care Medicine;
- (h) Disseminate information and issue publications;
- (i) Organise and arrange congresses, seminars, workshops, and other programs and convenings at international, regional and national levels;
- (j) Collect and analyse data; and
- (k) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Federation, as well as other regional and/or international initiatives and/or organisations.

The activities of the Federation can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Federation.]

In addition, the Federation may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Federation.

### **TITLE III. MEMBERS**

#### **Article 5. Membership**

The Federation shall have one (1) membership category, i.e. Full Members. The Federation shall always consist of at least two (2) Full Members. The founding members of the Federation shall be the first two (2) Full Members of the Federation.

The rights and obligations of the Full Members shall be as defined in and pursuant to this Constitution.

Membership is *intuitu personae* and can neither be transferred nor assigned.

#### **Article 6. Full Members**

The category of Full Membership is open and accessible to any:

- (a) Legal entity cumulatively meeting the following criteria:
  - i. Having the legal personality;
  - ii. Being duly constituted in accordance with the laws and practices of its country of origin;
  - iii. Being active in the field of Intensive and Critical Care Medicine;
  - iv. Providing evidence of the growth and development of Intensive and Critical Care Medicine within its country;
  - v. Accepting its members and pursuing its activities without discrimination; and
  - vi. Meeting one of the following criteria:
    - i. Having participated to the creation of the World Federation of Societies of Intensive and Critical Care Medicine in Paris in September 1977; or
    - ii. Having joined the World Federation of Societies of Intensive and Critical Care Medicine before its General Assembly held in Washington in May 1981; or
    - iii. (aa) Accepting as members natural persons or legal entities being professional practitioners and associated healthcare practitioners from any part of its country without regional restriction and (bb) is representative of the field of Intensive and Critical Care Medicine in its country;

hereafter: “**National Societies**”.

By derogation to the first paragraph of the present Article, the legal entities which were members of World Federation of Societies of Intensive and Critical Care Medicine prior to the incorporation of the Federation shall not comply with the criterion set out in the first paragraph, item (a) i of the present Article.

National Societies coming from a same country may each become a Full Member with their own membership rights.

(b) Legal entity cumulatively meeting the following criteria:

- i. Having the legal personality;
- ii. Being duly constituted in accordance with the laws and practices of its country of origin;
- iii. Being active in the field of Intensive and Critical Care Medicine;
- iv. Providing evidence of the growth and development of Intensive and Critical Care Medicine within its region;
- v. Accepting its members and pursuing its activities without discrimination;
- vi. Being representative of the field of Intensive and Critical Care Medicine in more than one (1) country;
- vii. Meeting one of the following criteria:
  - i. Having as members natural persons or legal entities being professional medical practitioners and associated healthcare practitioners (i) coming from more than one (1) country in a geographical region or (ii) being part of a specialty group related to Intensive and Critical Care Medicine; or
  - ii. Being a federation, i.e. having National Societies as members;

hereafter: “**Multinational Societies**”.

By derogation to the second paragraph of the present Article, the legal entities which were members of World Federation of Societies of Intensive and Critical Care Medicine prior to the incorporation of the Federation shall not comply with the criterion set out in the second paragraph, item (b)i of the present Article.

Legal entities of a same group of legal entities may each become a Full Member with their own membership rights, provided that they each pay membership fees.

Full Members shall enjoy all membership rights, including voting rights.

For the purpose of the calculation of the presence quorum and the voting majorities at the General Assembly, the terms “eligible Full Member” (hereafter: “**Eligible Full Member**”) means a Full Member which has paid all its due membership fees on (i) the day of the General Assembly or (ii), in case of written/online procedure described under Article 22 of this Constitution, the day being the last day of the term within which the Full Members shall send their vote back.

#### **Article 7. Admission to Full membership**

Any applicant to Full membership shall submit an application for admission to Full membership via regular means of communication to the Chief Executive Officer.

The Chief Executive Officer shall submit this application to the Council. The Council, after having verified that all conditions for Full membership are complied with, shall submit this application for admission to the General Assembly at its next meeting. The General Assembly, after having verified that all conditions for Full membership are complied with shall decide on the admission to Full membership. The General Assembly can validly decide on the admission of a Member only if (i) the Eligible Full Members present hold together at least one third (1/3) of the total number of votes and (ii) the decisions on the admission obtains at least a two-thirds (2/3) majority of all the votes cast by the Eligible Full Members present. The decisions of the General Assembly regarding Full membership admissions are final, sovereign, and the General Assembly shall give reasons for its decisions.

The detailed procedures for the admission to Full membership shall be determined in the internal rules, if any.

#### **Article 8. Representation of Members**

Each Full Member, being a legal entity, shall appoint one or more natural person(s), called the “Delegate(s)”, to represent it within the Federation.

The number of Delegate(s) of each Full Member shall be equal to the number of vote(s) it has been allocated in accordance with Article 16 of this Constitution.

The Delegates shall represent the opinion and views of their respective Full Member within the General Assembly whether held physically or via the written/online procedure described in Article 22 of this Constitution. Each Delegate must have full powers to represent his/her Full Member.

If a Delegate ceases to be employed by or is no longer otherwise linked to the Full Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Delegate (including any

capacity to cast the vote of his/her Full Member, if any) and (ii) said Full Member shall immediately replace this Delegate.

Each Full Member shall inform, via regular means of communication, the Chief Executive Officer of the identity, contact details, of its/their Delegate(s) at least two (2) weeks before the meeting of the General Assembly.

A Delegate shall not be the Delegate of more than one (1) Full Member.

The Delegates shall be admitted to the General Assembly whether held physically or via the written/online procedure described in Article 22 of this Constitution and shall only be entitled to cast the vote of their respective Full Member, provided that they are in possession of a Delegate Certificate. After having reviewed the credentials of the concerned Delegate, the Chief Executive Officer shall resolve to grant him/her the Delegate Certificate or not. The decisions of the Chief Executive Officer regarding the granting of the Delegate Certificate are final, sovereign and the Chief Executive Officer shall give reasons for his/her decisions if he/she refuses to grant a Delegate Certificate.

The Federation shall not cover the costs and expenses exposed by the Delegates to attend the meetings of the General Assembly.

The Delegates shall report on the meetings of the General Assembly to their respective Full Member.

#### **Article 9. Resignation**

Full Members are free to resign from the Federation at all times by giving written notice via special means of communication, to the Chief Executive Officer. The Chief Executive Officer shall submit the resignation to the Council, which shall in turn acknowledge it. The resignation shall be effective on the date on which the written notice has been sent to the Chief Executive Officer.

A Full Member is deemed resigning if the Full Member is in one of the following situations:

- (a) Voluntary/legal dissolution/liquidation;
- (b) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
- (c) Judicial administration/reorganisation;
- (d) Merger (only if the concerned Full Member is the acquired legal entity);
- (e) (Partial) demerger; and
- (f) Transfer of a branch of activity/an universality.

This resignation shall be effective upon a decision of the Council. A Full Member has the right to defend its position at (or in writing prior to) the meeting of the Council at which decisions are proposed in respect of the resignation of a Full Member which is in at least one of the situations described under paragraph 2 of the present Article. The decisions of the Council regarding the



resignation of Full Members as referred to in the paragraphs 2 and 3 of the present Article are final, sovereign and the Council shall give reasons for its decisions.

A Full Member which has resigned from the Federation shall (i) remain liable for its obligations towards the Federation, including for the payment of the membership fees up to the end of the financial year in which the termination of its membership became effective, (ii) have no claims for compensation on the Federation or for its assets, (iii) forthwith cease to hold itself out as a Full Member in any manner, and (iv) upon decision of the Chief Executive Officer, promptly deliver to the Federation all material, equipment, software, and document, in written, electronic or magnetic form, in its possession that have been provided by the Federation.

A Full Member which has resigned from the Federation and wishes to re-join the Federation as a Full Member may be considered as an applicant to Full membership.

#### **Article 10. Exclusion**

A Full Member which (i) ceases to satisfy the definition of the Full membership category, or (ii) is not duly or timely or fully complying with this Constitution, the internal rules, if any, and/or any decision validly taken by the bodies of the Federation, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Federation, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from Full membership, upon proposal from the Council and upon decision of the General Assembly.

If the Executive Committee is aware of facts referred to in paragraph 4 of the present Article and that could lead to the exclusion of a Full Member, it shall initiate appropriate investigations. The results of the investigations of the Executive Committee shall be notified to the Council and the concerned Full Member.

On the basis of the results of the investigations of the Executive Committee, the Council shall decide if there is sufficient evidence that the matter could lead to recommending the exclusion of the concerned Full Member to the General Assembly. Before recommending the exclusion of a Full Member to the General Assembly, the Council shall provide the concerned Full Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Full Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Full Member. The Council may decide to propose the exclusion of a Full Member to the General Assembly, provided that the concerned Full Member is convened at the meeting of the Council and has received the possibility to defend his/her/its position during the meeting of the Council and prior to the voting on the proposal to exclude. The decision of the Council regarding the proposal to exclude a Full Member is final, sovereign and the Council shall give reasons for its decisions to propose the exclusion of a Full Member.

The General Assembly may decide to exclude a Full Member, provided that the concerned Full Member is convened at the meeting and has received the possibility to defend his/her/its position during the meeting of the General Assembly and prior to the voting on the exclusion. The

General Assembly can validly decide on the exclusion of a Full Member only if (i) the Eligible Full Members present hold together at least one third (1/3) of the total number of votes and (ii) the decision to exclude a Full Member obtains a majority of two-thirds (2/3) of all the votes cast by the Eligible Full Members present. The decisions of the General Assembly regarding the exclusion of a Full Member are final, sovereign and the General Assembly shall give reasons for its decisions.

All membership rights of the Full Member concerned by the abovementioned exclusion procedure shall be suspended (i) until the decision of the Council not to recommend the exclusion of the concerned Full Member to the General Assembly, or (ii) in case the Council decides to recommend the exclusion of the concerned Full Member to the General Assembly, until the decision of the General Assembly to exclude the Full Member or not.

A Full Member which has been excluded from the Federation shall (i) remain liable for its obligations towards the Federation, including for the payment of the membership fees up to the end of the financial year in which the termination of its Full membership became effective, (ii) have no claims for compensation on the Federation or for its assets, (iii) forthwith cease to hold itself out as a Full Member in any manner, and (iv) upon decision of the Chief Executive Officer, promptly deliver to the Federation all material, equipment, software, and document, in written, electronic or magnetic form, in its possession that have been provided by the Federation.

A Full Member which has been excluded from the Federation and wishes to re-join the Federation as a Full Member may be considered as an applicant to Full membership.

#### **Article 11. Membership fees**

Each Full Member not being a Multinational Society being a federation shall pay membership fees per year, as proposed by the Council and decided by the General Assembly. Each year, the amount of the membership fees and the calculation method of the membership fees for each Full Member not being a Multinational Society being a federation shall be proposed by the Council and decided by the General Assembly. The membership fees for each Full Member not being a Multinational Society being a federation shall be fixed according to the number of its own members as determined according to Article 16, second paragraph of this Constitution.

Each Full Member being a Multinational Society being a federation shall pay reduced flat membership fees per year, as proposed by the Council and decided by the General Assembly. Each year, the amount of the reduced flat membership fees and the calculation method of the reduced flat membership fees for each Full Member being a Multinational Society being a federation shall be proposed by the Council and decided by the General Assembly. The reduced flat membership fees for each Full Member being a Multinational Society being a federation shall be fixed according to the number of its own members as determined according to Article 16, second paragraph of this Constitution.

Without prejudice to Article 10 of this Constitution, if a Full Member fails to pay its membership fees within ninety (90) calendar days after a reminder has been sent to it by the Chief

Executive Officer, its rights (including voting rights, if any) shall be automatically and immediately suspended until the payment of the membership fees due.

Full Members joining the Federation part way through a financial year shall pay the amount of membership fees as decided by the General Assembly on a pro rata basis.

By derogation from the previous paragraphs, the Council may decide each year either (i) that one or more Full Member(s) are granted an authorisation for payment deferral or (ii) that one or more Full Member(s) is/are (partially) exempt from membership fees, upon request of the concerned Full Member. The request of the concerned Full Member shall include the reasons and supportive evidence justifying the request of payment deferral or exemption.

In addition to membership fees, Full Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be proposed by the Council to the General Assembly for approval.

The Council shall also decide each year on the invoicing procedure and the time for payment of the membership fees.

#### **Article 12. Compliance with this Constitution and the internal rules**

Any Full Member shall expressly adhere to this Constitution and the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Federation and (ii) pay the annual membership fees, including those for the year in which the application for admission to membership is submitted, pursuant to Article 7 of this Constitution.

#### **Article 13. Register of Members**

The Secretary-General shall keep a register of Full Members, in electronic format, at the registered office of the Federation. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each Full Member being a legal entity. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Full Members shall be included in the register of Full Members by the Chief Executive Officer, immediately after the competent body has taken the relevant decision.

### **TITLE IV. ORGANISATIONAL STRUCTURE**

#### **Article 14. Bodies**

The bodies of the Federation are:

- (a) The General Assembly;
- (b) The Council;

- (c) The President;
- (d) The President Elect;
- (e) The Immediate Past President;
- (f) The Secretary-General;
- (g) The Treasurer;
- (h) The Executive Committee;
- (i) The Committee(s); and
- (j) The Chief Executive Officer.

## **TITLE V. GENERAL ASSEMBLY**

### **Article 15. Composition**

The General Assembly shall be composed of all Full Members. Each Full Member being a legal entity shall be represented at the General Assembly by its Delegate(s) pursuant to Article 8 of this Constitution.

Full Members shall have voting rights in accordance with Article 16 of this Constitution.

Each Council member shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each Council member also being a Delegate shall be authorised to vote in this specific capacity for the Full Member he/she represents.

The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the President Elect. If the President and the President Elect are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Secretary-General. If the President, the President Elect and the Secretary-General are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Treasurer. If the President, the President Elect, the Secretary-General and the Treasurer are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by a Delegate designated for this purpose by the General Assembly.

The General Assembly may decide to invite one or more third parties to attend without voting rights for one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chair of the General Assembly these third parties will receive the right to speak.

### **Article 16. Voting rights**

Each Full Member shall have voting rights according to the following weighted voting system:

- (a) When there is one (1) National Society per country, the latter shall have from one (1) up to four (4) votes according to the number of its own members:

- i. National Societies having up to and including one hundred and fifty (150) members shall have one (1) vote;
  - ii. National Societies having between one hundred and fifty one (151) and up to and including three hundred and fifty (350) members shall have two (2) votes;
  - iii. National Societies having between three hundred and fifty one (351) members and up to and including one thousand (1,000) members shall have three (3) votes; and
  - iv. National Societies having one thousand and one (1,001) or more members shall have four (4) votes.
- (b) When there is more than one (1) National Society per country, the votes shall be allocated as follows:
- i. National Societies shall each have a number of votes proportional to the number of their own members in accordance with Article 16, (a) of this Constitution, provided that their total number of votes shall not exceed four (4) votes; and
  - ii. If, in accordance with Article 16, (a) and Article 16 (b)i, (a) of this Constitution, the total number of votes of the National societies of one (1) country exceeds four (4) votes, the following rules shall apply:
    - (aa) When there are two (2) National Societies in one (1) country, each National Society shall have two (2) votes provided that each National Society has at least one hundred and fifty one (151) own members; and
    - (bb) When there are at least three (3) National Societies in one (1) country, the Council shall resolve on the allocation of the voting rights between the different National Societies.
- (c) When there is more than one (1) Multinational Society not being a federation having the same speciality or belonging to the same group, the votes shall be allocated as follows:
- i. Multinational Societies shall each have a number of votes proportional to the number of their own members in accordance with Article 16, (a) of this Constitution, provided that their total number of votes shall not exceed four (4) votes; and

- ii. If, in accordance with Article 16, (a) and Article 16 (c) i, of this Constitution, the total number of votes of the Multinational Societies of one (1) same speciality or same group exceeds four (4) votes, the following rules shall apply:

- (aa) When there are two (2) Multinational Societies having one (1) same speciality or belonging to one (1) same group, each Multinational Society shall have two (2) votes provided that each Multinational Society has at least one hundred and fifty one (151) own members; and

- (bb) When there are at least three (3) Multinational Societies having one (1) same speciality or belonging to one (1) same group, the Council shall resolve on the allocation of the voting rights between the different Multinational Societies.

- (d) Multinational Societies being a federation shall have one (1) vote each.

Before 1<sup>st</sup> June of each year, each Full Member shall communicate to the Chief Executive Officer its total number of own members. The person(s) who can legally bind the Full Member shall certify that the communicated data which has been provided to the Chief Executive Officer is not false, not incorrect, and not misleading. Upon request of the Chief Executive Officer, each Full Member shall provide additional data. If a Full Member is unable or unwilling to communicate its number of members, the Council, upon proposal of the Chief Executive Officer, shall try to determine the number of members and apportion a number of own members to the concerned Full Member. The decisions of the Council regarding the determination of the data and the apportionment of the number of own members of a Full Member are final, sovereign, and the Chief Executive Officer shall give reasons for its decisions.

Each Delegate shall only be entitled to cast one (1) vote of his/her Full Member even if the latter is not represented by the full number of Delegates to which it is entitled to in accordance with Article 8 of this Constitution.

If a Full Member is apportioned more than one (1) Delegate, it is up to the Full Member to decide before the beginning of each meeting of the General Assembly whether all its Delegates shall cast their vote, concerning each item on the agenda, in the same way (either in favour, against, or abstain) or whether the Delegates may cast their vote in a different way.

#### **Article 17. Powers**

The General Assembly shall have the powers specifically granted to it by law or this Constitution. In particular, the General Assembly shall have the following powers:

- (a) The transfer of the registered office of the Federation when it implies a change of language of this Constitution according to the legal provisions governing the use of official languages in Belgium;
- (b) The election and dismissal of the Council members and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each Council member will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (c) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (d) The discharge to be given to the Council members and, if any, to the statutory auditor, or to the external accountant;
- (e) The admission of new Full Members, upon proposal from the Council;
- (f) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Council;
- (g) The approval of the amount of the additional contributions, upon proposal of the Council;
- (h) The exclusion of Full Members, upon proposal of the Council;
- (i) The approval of the annual accounts and the budget of the Federation;
- (j) The determination of the policies and the activities of the Federation;
- (k) The amendment of this Constitution; and
- (l) The dissolution of the Federation, the allocation of the Federation's net assets in case of dissolution, and the appointment of one or more liquidator(s); and
- (m) The restructuring or transformation of the Federation pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

#### **Article 18. Meetings**

The General Assembly shall meet at least once a year upon convening by the President or the Council, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: "**Ordinary General Assembly**"). Each year, the Council shall determine the exact date of the Ordinary General Assembly.

A meeting of the General Assembly shall be convened at any time by the President or the Council whenever required by the interests of the Federation. A meeting of the General Assembly shall also be convened by the President at the written request of Eligible Full Members holding together at least one third (1/3) of the total number of votes. In this last case, the President shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Eligible Full Members. The General Assembly shall take place at the latest on the fortieth (40<sup>th</sup>) calendar day following this request.

If the President is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the President Elect. If the President and the President Elect are both unable or unwilling to convene the General Assembly, the General Assembly shall be convened by

the Secretary-General. If the President, the President Elect and the Secretary-General are all unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Treasurer. If the President, the President Elect, the Secretary-General and the Treasurer are all unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Council.

#### **Article 19. Proxies**

If a Delegate cannot be present at a meeting of the General Assembly, the Full Member in question may appoint another Delegate in his/her place in accordance with Article 8 of this Constitution always with copy to the Chief Executive Officer via regular means of communication. Unless otherwise provided in this Constitution, a Full Member may not grant a proxy to another Full Member.

By derogation to the first paragraph of the present Article, each Full Member shall have the right via regular means of communication, always with copy to the Chief Executive Officer via similar means, to give a proxy to another Full Member or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to this Constitution which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 47 of this Constitution. In that case, each Full Member or third party may hold an unlimited number of proxies.

#### **Article 20. Convening notices. Agenda**

Convening notices for the General Assembly shall be notified to the Full Members and the Council members by the Chief Executive Officer via regular means of communication at least twenty-one (21) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Full Members can participate to the meeting via electronic means of telecommunication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Chief Executive Officer and adopted by the President or the Council.

Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one quarter (1/4) of the Full Members and notified to the President at least fourteen (14) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Full Members and the Council members of the additional item(s) on the agenda of the General Assembly via regular means of communication at least seven (7) calendar days before the meeting of the General Assembly.

No vote shall be cast regarding an item that is not listed on the agenda, except if Eligible Full Members holding together at least two thirds (2/3) of the total number of votes are present at a meeting of the General Assembly and vote to proceed with such vote.



Each Full Member and each Council member shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she/it disagrees, any Full Member present and any Council member present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

**Article 21. Presence quorum. Voting majority. Votes.**

Unless otherwise stipulated in this Constitution, the General Assembly shall be validly constituted when the Eligible Full Members present hold together at least one third (1/3) of the total number of votes. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically present.

If the Eligible Full Members present do not hold together at least one third (1/3) of the total number of votes a second meeting of the General Assembly may be convened pursuant to Article 20 of this Constitution, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Eligible Full Members present, in accordance with the voting majority stipulated in the third paragraph of the present Article.

Unless otherwise stipulated in this Constitution, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of all the votes cast by the Eligible Full Members present.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member to which the President is linked shall have the decisive vote and in its absence (whether represented or not), the Full Member to which the President Elect is linked. If the Full Member to which the President is linked and the Full Member to which the President Elect is linked are both absent (whether represented or not), the Full Member to which the Secretary-General is linked shall have the decisive vote. If the Full Member to which the President is linked, the Full Member to which the President Elect is linked, and the Full Member to which the Secretary-General is linked are all absent, the Full Member to which the Treasurer is linked shall have the decisive vote. If the Full Member to which the President is linked, the Full Member to which the President Elect is linked, the Full Member to which the Secretary-General is linked, the Full Member to which the Treasurer is linked are all absent (whether represented or not), the Full Member whose Delegate has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Eligible Full Members present.

Provided that the possibility to vote via electronic means is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Council shall take the necessary steps allowing the Full Members to vote electronically. It shall set up the practical procedures for the electronic voting, and shall ensure that the system for

electronical voting used allows for (i) the identification of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit.

**Article 22. Written/online procedure**

Except for (i) the amendment of this Constitution, and (ii) the dissolution and liquidation of the Federation, the General Assembly may take decisions via written/online procedure. The annual accounts of the past financial year and the budget for the next financial year may be approved by the General Assembly held via written/online procedure.

For this purpose, the President, upon request of the Council, and with the assistance of the Chief Executive Officer, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Full Members and Council members, with request to the Full Members to vote on the proposals and to send their vote back via regular means of communication to the Federation, or, if provided for by the Council, by submitting their votes via an online platform, and within the term mentioned in the notice.

If the votes in favor of at least fifty percent (50%) of the total number of votes of the Eligible Full Members, regarding the items on the agenda is not received/submitted within this period, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.

For the purpose of the present Article, Full Members are not allowed to grant proxies to other Full Members.

Decisions taken by written/online resolutions are deemed to come into force on the date mentioned on the notice sent to the Full Members and Council members.

**Article 23. Register of minutes**

Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed jointly by the President and the Secretary-General and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Chief Executive Officer to the Full Members. The register of minutes shall be kept at the registered office of the Federation where all Full Members may consult it, without, however, displacing it.

The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the internal rules, if any.

**TITLE VI. COUNCIL**

**Article 24. Composition**

**24.1** The Federation shall be administered by a Council composed of fifteen (15) Council members.

**24.2** Each Council Member shall be:

(a) A natural person linked to a Full Member at the time of his/her election as a Council member;

(b) Involved in the sector of Intensive and Critical Care Medicine; and

(c) Have experience regarding one or more service(s) provided by the Federation to the Full Members and/or one or more field(s) covered by the Federation.

**24.3** The Council shall be composed as follows:

(a) Council members shall be natural persons each linked to (i) distinct Full Members and (ii) Full Members operating in different countries;

(b) No more than six (6) Council members shall be natural persons linked to Full Members operating in the same continent (i.e. Europe, Asia-Pacific, Americas, and Africa); and

(c) The President shall be member of the Council as of right.

**24.4** The General Assembly shall elect the Council members. The term of office of the Council members is a four (4) years term, not renewable. By derogation to the preceding sentence, a Council member whose mandate as Council member expires whilst his/her mandate as President Elect has not yet expired may be reelected for another mandate as Council Member irrespective of the number of mandates as Council member he/she already exercised. In such a case, the term of the second mandate of the Council member being President Elect shall last for the remainder of the term of his/her mandate as President Elect. Their mandate shall be non-remunerated. The Federation shall cover all reasonable travel and accommodation expenses exposed by the Council members to attend the meetings of the Council, provided that they have been previously approved by the Executive Committee.

**24.5** Each Full Member may propose one (1) candidate Council member to the Chief Executive Officer at least two (2) months in advance of a meeting of the General Assembly at which one or more Council member(s) will be elected. The Chief Executive Officer shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Executive Committee shall verify that the candidate Council members are suitable for the office, taking into account the criteria set out in paragraph 24.2 of the present Article, and shall draw up a list of all proposed candidate Council members. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more Council member(s) will be elected. The list shall indicate for each proposed candidate Council member the criteria set out in paragraphs 24.2 and 24.3 of the present Article. If there is no list or an incomplete list of candidate Council members, the General Assembly may freely elect without any formality one or more Council

member(s) meeting the criteria set out in paragraphs 24.2 and 24.3 of the present Article. The detailed procedures for the election of Council members shall be determined in the internal rules, if any.

**24.6** The mandate of a Council member terminates by expiry of his/her directorship. The mandate of a Council member terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Full Member the Council member represents, for whatever reason, ceases to be a Full Member of the Federation, or (iii) if the Full Member the Council member represents, is in a situation of judicial administration, bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (iv) if the Full Member the Council member represents, has substantially modified its activities, or (v) if a Council member does no longer meet the criteria set out in paragraph 24.2, (b) and (c) of the present Article.

**24.7** The mandate of a Council member also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a Council member at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Federation, and provided that the Council member concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal. When a Council member does not engage with the management and the activities of the Federation, including not attending at least three (3) consecutive meetings of the Council, the Council shall resolve to exclude or not the concerned Council member.

**24.8** The Council members are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President. In case of termination of the mandate of a Council member for whatever reason, except the cases of automatic termination of the mandate of a Council member, or dismissal, the Council member shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

**24.9** If the mandate of a Council member ceases before its term, for whatever reason, the Council shall invite the Full Member the outgoing Council member is employed by or otherwise linked to, to propose a new Council member. Provided that the proposed Council member fulfils the criteria for the composition of the Council of the replaced Council member, the Council shall appoint (by co-optation) the proposed Council member for the remainder of the term. If the Full Member does not propose a new Council member within fifteen (15) calendar days of the invitation of the Council, the latter may freely appoint (by co-optation) a new Council member for the remainder of the term, provided that the Council member appointed (by co-optation) fulfils the criteria for the composition of the Council of the replaced Council member. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the Council member appointed (by co-optation). If the mandate of the Council member appointed (by co-optation) is confirmed by the General Assembly, said Council member shall complete the term of office of the replaced Council member, except if the General Assembly otherwise decides. If the mandate of the Council member appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said Council member will come to an end

immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Council until that date.

**24.10** In case of termination of the mandate of a Council member for whatever reason, the Council member shall have no claims for compensation on the Federation or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

**24.11** The Council shall be chaired by the President. If the President is unable or unwilling to chair the Council, the Council shall be chaired by the President Elect. If the President and the President Elect are both unable or unwilling to chair the Council, the Council shall be chaired by the Secretary-General. If the President, the President Elect and the Secretary-General are all unable or unwilling to chair the Council, the Council shall be chaired by the Treasurer. If the President, the President Elect, the Secretary-General and the Treasurer are all unable or unwilling to chair the Chair, the Council shall be chaired by the oldest Council member (in age) present having served at least two (2) years as Council member.

**24.12** The Immediate Past President shall be a permanent observer at the Council, and shall have the right to attend all meetings of the Council, without voting rights and with the right to be heard. All convening notices to all meetings of the Council shall simultaneously be notified to the Immediate Past President.

**24.13** The Council may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Council.

#### **Article 25. Powers**

The Council shall have all powers necessary to accomplish the purpose of the Federation, except for the powers that are specifically granted to other bodies of the Federation by law or this Constitution. The Council shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").

The Council shall in particular have the following powers:

- (a) The transfer of the registered office of the Federation when it does not imply a change of language of this Constitution according to the legal provisions governing the use of official languages in Belgium;
- (b) The general management and administration of the Federation;
- (c) The monitoring of the budget expenditures and the allocation of the budget;
- (d) The decisions relating to financial investments;
- (e) The execution of the decisions of the General Assembly;
- (f) The proposal to admit new Full Members to the General Assembly;

- (g) The acknowledgement of the resignation of a Full Member pursuant to Article 9, paragraphs 1 through 3 of this Constitution;
- (h) The proposal of exclusion of Full Members to the General Assembly;
- (i) The determination of the number of own members of Full Members, upon proposal from the Chief Executive Officer, for the purpose of Article 16 of this Constitution;
- (j) The election and dismissal of the President, the President Elect, the Secretary-General and the Treasurer;
- (k) The exclusion of a Council member who does not engage with the management and the activities of the Federation, including not attending at least three (3) consecutive meetings of the Council;
- (l) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
- (m) The appointment and dismissal of the Chief Executive Officer, including the discharge to be given;
- (n) The hiring and the dismissal of the employees of the secretariat of the Federation;
- (o) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (p) The proposal of the amount of the additional contributions to the General Assembly;
- (q) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Chief Executive Officer, the finalisation and approval of these documents that must be submitted to the General Assembly for approval, with the exception of the annual working plan;
- (r) The adoption, the amendment and the revocation of the internal rules, if any;
- (s) The adoption of propositions to be submitted to the General Assembly;
- (t) The decision to establish, dissolve and determine the working and governance rules of, and delegate tasks to an Executive Committee and the overseeing of this;
- (u) The decisions to determine the working and governance rules of, and delegate tasks to one or more Committee(s) and the overseeing of this/these; and
- (v) The proposal of the most appropriate Full Member to host the meetings of the General Assembly.

Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Council shall report to the Ordinary General Assembly on the annual activity of the Federation which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Federation.

At any time, the Council may delegate specific powers to one or more Council member(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

## **Article 26. Meetings**

The Council shall meet every time the interests of the Federation so require and at least five (5) times a year, upon convening by the President or at the request of two (2) Council members, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Council, the Council shall be convened by the President Elect. If the President and the President Elect are both unable or unwilling to convene the Council, the Council shall be convened by the Secretary-General. If the President, the President Elect and the Secretary-General are all unable or unwilling to convene the Council, the Council shall be convened by the Treasurer. If the President, the President Elect, the Secretary-General and the Treasurer are all unable or unwilling to convene the Council, the Council shall be convened by the oldest Council member (in age) having served at least two (2) years as Council member.

#### **Article 27. Proxies**

A Council member may not grant a proxy to another Council member.

If a Council member is unable or unwilling to attend a meeting of the Council, he/she shall notify his/her absence to the Chief Executive Officer at least two (2) calendar days before the concerned meeting of the Council.

#### **Article 28. Convening notices. Agenda**

Convening notices for the Council shall be notified to the Council members by the Chief Executive Officer via regular means of communication at least five (5) calendar days before the meeting of the Council. The convening notices shall mention the date, time and place of the meeting of the Council. In addition, the convening notices shall mention if the Council members can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Council shall be prepared by the Chief Executive Officer and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the President Elect. If the President and the President Elect are both unable or unwilling to adopt the agenda, the agenda shall be adopted the Secretary-General. If the President, the President Elect and the Secretary-General are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer. If the President, the President Elect, the Secretary-General and the Treasurer are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest Council member (in age) having served at least two (2) years as Council member.

Each Council member shall have the right to propose an additional item to be included on the agenda of the Council, which shall be notified via regular means of communication to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the Council members of the additional item(s) on the agenda of the Council via regular means of communication at least three (3) calendar days before the meeting of the Council.

No vote shall be cast regarding an item that is not listed on the agenda, except if two-thirds (2/3) of the Council members are present at a meeting of the Council and vote to proceed with such vote.

Each Council member shall have the right, before, during or after a meeting of the Council, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any Council member present at a meeting of the Council shall be considered to have been regularly convened to this meeting.

**Article 29. Presence quorum. Voting majority. Votes**

Unless otherwise stipulated in this Constitution, the Council shall be validly constituted when at least half of the Council members are present. In any case, the Council shall always be constituted of at least two (2) Council members present.

If at least half of the Council members are not present at the first meeting, a second meeting of the Council may be convened pursuant to Article 28 of this Constitution, at least seven (7) calendar days after the first meeting of the Council. The second meeting of the Council shall validly deliberate irrespective of the number of Council members present, in accordance with the voting majority stipulated in the third paragraph of the present Article.

Unless otherwise stipulated in this Constitution, decisions of the Council shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Council members present. Each Council member shall have one (1) vote.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the President Elect. If the President and the President Elect are both absent (whether represented or not), the Secretary-General shall have the decisive vote. If the President, the President Elect, and the Secretary-General are all absent (whether represented or not), the Treasurer shall have the decisive vote. If the President, the President Elect, the Secretary-General and the Treasurer are all absent (whether represented or not), the oldest Council member (in age) having served at least two (2) years as Council member present shall have the decisive vote.

A duly convened meeting of the Council shall be validly held even if all or some of the Council members are not physically present, but participate in the deliberations via any means of telecommunication that allow the Council members to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Chief Executive Officer shall set up the practical procedures to organise this in practice. In such a case, the Council members shall be deemed present.

Provided that the possibility to vote via electronic means is mentioned in the convening notice, the Council members may vote via electronic means during a meeting of the Council. The Chief Executive Officer shall take the necessary steps allowing the Council members to vote electronically. It shall set up the practical procedures for the electronic voting, and shall ensure that the system for electronic voting used allows for (i) the identification of the Council members having expressed their vote and (ii) the control of compliance with the prescribed time limit.

**Article 30. Written/online procedure**



When the urgency of the matter so requires, the Council may take decisions via written/online procedure.

For this purpose, the Chief Executive Officer, upon request of the President or two (2) Council members, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Council members, with request to the Council members to vote on the proposals and to send their votes back via regular means of communication to the Federation or, if provided for by the Chief Executive Officer, by submitting their votes via an online platform, and within the term mentioned in the notice.

If the votes in favor of at least fifty percent (50%) of all the Council members, regarding the items on the agenda is not received/submitted within this term, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.

For the purpose of the present Article, Council members are not allowed to grant proxies to other Council members.

Decisions taken by written/online resolutions are deemed to come into force on the date mentioned on the notice sent to the Council members.

### **Article 31. Conflict of interests**

In case a Council member (hereafter: “**Concerned Council member**”) has a direct or indirect interest of a patrimonial nature which is conflicting with the interests of the Federation in a decision or an operation falling within the powers of the Council (hereafter: “**Conflicting Interest**”), he/she shall notify the Conflicting Interest to the Council and provide all facts material to understanding the nature and scope of the conflict, as soon as possible and before the Council takes the concerned decision.

If the Concerned Council member fails to do so, any Council member aware of the potential Conflicting Interest shall raise the issue to the Council before it takes a decision in relation thereof.

The statements and the explanations regarding the nature of the Conflicting Interest of the Concerned Council member shall be recorded in the minutes of the meeting of the Council that shall take the concerned decision. The nature of the concerned decision/operation and the patrimonial consequences thereof for the Federation and the reason(s) of the decision that has been taken shall be described by the Council in the minutes of the meeting of the Council that shall take the concerned decision.

If a statutory auditor has been appointed, the minutes of the meeting of the Council shall be communicated to the statutory auditor.

The Concerned Council member shall neither participate in the deliberations of the Council nor participate in the vote related to the items on the agenda relating to the Conflicting Interest.

In relation to the items on the agenda relating to the Conflicting Interest, the Concerned Council member shall not be taken into account for the calculation of the presence quorum as provided for by Article 29, paragraph 1 of this Constitution. The rules relating to the voting majority provided for by Article 29, paragraph 3 of this Constitution remain unchanged.

If at least half of the Council members present have a Conflicting Interest, the decision or operation will be submitted to the General Assembly. If the General Assembly approves the decision or the operation, the Council may implement said decision or operation.

Notwithstanding the preceding paragraphs, the procedure of conflict of interests described above shall not be applied when the decisions of the Council relate to regular operations concluded on normal market terms and guarantees for operations of the same type.

#### **Article 32. Register of minutes**

Minutes shall be drawn up at each meeting of the Council. They shall be approved and signed by the President and the Secretary-General and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Chief Executive Officer to the Council members. The register of minutes shall be kept at the registered office of the Federation where all Council members may consult it, without, however, displacing it.

The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the internal rules, if any.

### **TITLE VII. PRESIDENT, PRESIDENT ELECT, IMMEDIATE PAST PRESIDENT, SECRETARY-GENERAL AND TREASURER**

#### **Article 33. Election and function of the President, President Elect, Immediate Past President, Secretary-General and Treasurer**

The Council shall elect a Secretary-General and a Treasurer amongst the Council members. The Council shall elect a President Elect amongst the Council members having served at least two (2) years. The President, President Elect, Immediate Past President, Secretary-General and Treasurer shall be five (5) distinct natural persons. Their mandate shall be non-remunerated. The term of office of the President, President Elect, Immediate Past President, Secretary-General and Treasurer is a two (2) years term, not renewable. The mandate performed by the President, President Elect, Secretary-General or Treasurer for the remainder of a term pursuant to the fifth paragraph of the present Article shall not be taken into account for the computation of the number of terms of office as referred to in the present paragraph.

Once the mandate of the President Elect has terminated, except the cases of automatic termination of Council membership or dismissal, the President Elect shall become as of right the President. In case the mandate of the President Elect has terminated automatically or in case of

dismissal, the Council shall freely elect amongst the members of the Council having served at least two (2) years a new President.

Once the mandate of the President has terminated, except the cases of automatic termination of directorship or dismissal, the President shall become as of right the Immediate Past President. In case the mandate of the President has terminated automatically or in case of dismissal, there will be no new Immediate Past President until the mandate of the next President has terminated.

If the mandate of the President ceases before his/her term, for whatever reason, the President Elect shall become as of right the President for the remainder of the term. If the mandate of the President Elect ceases before his/her term, for whatever reason, the Council shall freely elect amongst the Council members having served at least two (2) years a new President Elect, for the remainder of the term of the President Elect. If the mandate of the Secretary-General and/or Treasurer ceases before his/her term, for whatever reason, the Council shall freely elect amongst the Council members a new Secretary-General and/or Treasurer for the remainder of the term of the Secretary-General and/or Treasurer being replaced.

Each new President, President Elect, Secretary-General or Treasurer who is elected by the Council to replace a President, President Elect, Secretary-General or Treasurer, whose mandate has terminated, shall only be elected for the remainder of the term of the President, President Elect, Secretary-General or Treasurer being replaced.

The mandate of the President, the President Elect, the Immediate Past President, the Secretary-General, and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their directorship.

The Council may further dismiss the President as President, the President Elect as President Elect, the Immediate Past President as Immediate Past President, the Secretary-General as Secretary-General and the Treasurer as Treasurer at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Federation, and provided that the President, President Elect, Immediate Past President, Secretary-General or Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Council and prior to the voting on the dismissal. The concerned President, President Elect, Immediate Past President, Secretary-General or Treasurer shall not participate in the deliberation of the Council regarding such decision or action, and also not to the relevant voting. The Council can validly decide on the dismissal of a President, President Elect, Immediate Past President, Secretary-General or Treasurer only if the decision to exclude a President, President Elect, Immediate Past President, Secretary-General or Treasurer obtains at least a majority of two-thirds (2/3) of the votes cast by the members of the Council present.

The President, President Elect, Immediate Past President, Secretary-General and Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Council. In case of the end of the mandate of the President, the President Elect, the Immediate Past President, the Secretary-General or the Treasurer for

whatever reason, except the cases of automatic termination of the directorship, or dismissal, the President, President Elect, Immediate Past President, Secretary-General or Treasurer as the case may be shall continue performing the duties of his/her office until the Council has provided in his/her replacement within sixty (60) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

In case of termination of the mandate of the President, the President Elect, the Immediate Past President, the Secretary-General or the Treasurer for whatever reason, the President, President Elect, the Immediate Past President, the Secretary-General or Treasurer as the case may be shall have no claims for compensation on the Federation or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

### **Article 34. Powers of the President, President Elect, Immediate Past President, Secretary-General and Treasurer**

#### **34.1 Powers of the President**

The President shall have the powers specifically granted to him/her by this Constitution. In particular, the President shall have the following powers:

- (a) Adopting the agenda of the meetings of the General Assembly and the Council, after preparation by the Chief Executive Officer;
- (b) Presiding the meetings of the General Assembly and the Council;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Council, jointly with the Secretary-General;
- (d) Acting as a conciliator when differences of opinion occur, both within the Federation and vis-à-vis third parties; and
- (e) In the event of a tie vote, having the casting vote within the Council.

#### **34.2 Powers of the President Elect**

The President Elect shall have the powers specifically reserved for him/her by this Constitution. As a general rule, the President Elect shall replace the President in his/her absence. The President Elect will assist the President, the Secretary-General and the Treasurer in promoting the aims and best interests of the Federation with the goal of preparing to become the President.

#### **34.3 Powers of the Immediate Past President**

The Immediate Past President shall have the powers specifically reserved for him/her by this Constitution. As a general rule, the Immediate Past president shall have an advisory role to the Council and the Executive Committee.

#### **34.4 Powers of the Secretary-General**

The Secretary-General shall have the powers specifically granted to him/her by this Constitution. In particular, the Secretary-General shall have the following powers:

- (a) Signing and approving the minutes of the meetings of the General Assembly and the Council, jointly with the President;
- (b) Keeping minutes and records of all decisions taken at any meeting of the General Assembly and the Council; and
- (c) Preserving all records and papers of the Federation, except for the financial records;
- (d) Keeping and updating the register of Members of the Federation.

#### **34.5 Powers of the Treasurer**

The Treasurer shall have the powers specifically granted to him/her by this Constitution and by the Council. As a general rule, the Treasurer shall oversee the financial affairs of the Federation and report in this respect to the Council. In particular, the Treasurer shall have the following powers:

- (a) Requesting and overseeing all funds, bequests and donations for the Federation;
- (b) Depositing all received funds, bequests and donations on the appropriate bank account;
- (c) Disbursing funds from the treasury, on instruction of the Council;
- (d) Reporting on the state of the treasury to the Council as may be necessary; And
- (e) Performing the audit of the funds of the Federation.

### **TITLE VIII. EXECUTIVE COMMITTEE**

#### **Article 35. Composition**

The Executive Committee shall be composed as follows:

- (a) The President shall be as of right a member of the Executive Committee;
- (b) The President Elect shall be as of right a member of the Executive Committee;
- (c) The Secretary-General shall be as of right a member of the Executive Committee; and
- (d) The Treasurer shall be as of right a member of the Executive Committee.

The mandate of a member of the Executive Committee terminates by expiry of his/her mandate respectively as President, President Elect, Secretary-General or Treasurer or by expiry of his/her member of Council mandate.

The mandate of a member of the Executive Committee also terminates upon dismissal by the Council. The Council may dismiss a member of the Executive Committee at any time and does not need to motivate its decision, without any compensation or cost becoming due by the

Federation, and provided that the member of the Executive Committee concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Council and prior to the voting on the dismissal. The Council can validly decide on the dismissal of a member of the Executive Committee only if the decision to exclude a member of the Executive Committee obtains at least a majority of two-thirds (2/3) of the votes cast by the members of the Council present.

The members of the Executive Committee are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Council.

The Executive Committee shall be chaired by the President. If the President is unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the President Elect. If the President and the President Elect are both unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the Secretary-General. If the President, the President Elect, and the Secretary-General are all unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the Treasurer.

The Immediate Past President shall be a permanent observer at the Executive Committee, and shall have the right to attend all meetings of the Executive Committee, without voting rights and with the right to be heard. All convening notices to all meetings of the Executive Committee shall simultaneously be notified to the Immediate Past President.

The Executive Committee may invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Executive Committee.

### **Article 36. Powers**

The Executive Committee shall have the powers specifically granted to it by this Constitution. In particular, the Executive Committee shall have the following powers:

- (a) The investigation regarding facts likely to justify the exclusion of a Full Member;
- (b) The approval of the reimbursement of the costs and expenses incurred by the Council members;
- (c) The review of the candidacy of the candidates Council members; and
- (d) Supporting the Council on specific issues.

The Executive Committee shall act as a collegial body (*in French: "organe collégial"*).

The Executive Committee shall always act under the responsibility of the Council and shall report periodically to Council on its activities, and/or at the request of the Council.

**Article 37. Functioning**

The Council shall determine amongst others the conduct of meetings and governance, convening modalities and drafting of agendas, presence quorums, voting majorities and voting procedures, and drafting of minutes of the Executive Committee.

**TITLE IX. COMMITTEE(S)**

**Article 38. Committee(s)**

The Council may establish, dissolve and delegate tasks to one or more Committee(s). The Committee(s) shall have a supporting role to the Council on specific issues. The Council shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Committee(s).

The Committee(s) may be composed of Council members, Delegates, appointees of Full Members and non-Members who (i) must have expertise in the respective fields covered by the Committee(s) concerned and (ii) are able to substantially contribute to support the Council. The Committee(s) shall be chaired by a chair being a Delegate and, as the case may be, one or more vice-chairs may be appointed.

The Committee(s) shall not represent the Federation vis-à-vis third parties.

The Committee(s) shall always act under the responsibility of the Council and shall report periodically to Council on its/their activities, and/or at the request of the Council.

The Committee(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Committee(s).

Any Council member shall have the right to attend the meetings of the Committee(s) without voting right and with the right to be heard.

**TITLE X. CHIEF EXECUTIVE OFFICER**

**Article 39. Appointment and function of the Chief Executive Officer**

The Council shall appoint a natural person or legal entity, not being a Council member and not being a Delegate, as Chief Executive Officer. His/her/its office may be remunerated. When a legal entity is appointed as Chief Executive Officer, the latter shall appoint amongst its shareholders, members, directors or employees a permanent representative, being a natural person, in charge of the execution of the mission of Chief Executive Officer in the name and on behalf of the legal entity.

The Federation shall cover all reasonable expenses exposed by the Chief Executive Officer. The Chief Executive Officer's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Council.

The mandate of the Chief Executive Officer terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Chief Executive Officer is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

Unless otherwise agreed, the Council may dismiss the Chief Executive Officer at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Federation, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

The Chief Executive Officer is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Council, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Chief Executive Officer for whatever reason, except the cases of automatic termination of the mandate of the Chief Executive Officer or dismissal, the Chief Executive Officer shall continue performing the duties of his/her/its office until the Council has provided in his/her/its replacement within sixty (60) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

In case of the end of the mandate of the Chief Executive Officer for whatever reason, the Chief Executive Officer shall have no claims for compensation on the Federation or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

The Chief Executive Officer shall be a permanent observer at all the bodies of the Federation, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Chief Executive Officer.

Notwithstanding the above paragraph, the President may decide that the Chief Executive Officer cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Council.

#### **Article 40. Powers of the Chief Executive Officer**

The Chief Executive Officer shall have the powers specifically granted to him/her/it by this Constitution. In particular, the Chief Executive Officer shall have the following powers:

- (a) The daily management of the Federation, within the approved budget;
- (b) The recruitment of new Full Members;
- (c) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;



- (d) In cooperation with the President, the coordination and the organisation of the meetings of the Council;
- (e) The delegation of tasks to the secretariat of the Federation and the overseeing of it;
- (f) Submitting the applications for admission to membership to the Council;
- (g) Granting the Delegates Certificates to the Delegates before the meetings of the General Assembly;
- (h) The proposal for fixing the number of own members of Full Members to the Council, for the purpose of Article 17 of this Constitution;
- (i) Executing the decisions of the Council;
- (j) Sending the convening notices of the General Assembly and the Council;
- (k) After consultation with the Treasurer, the preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Council for finalisation and approval;
- (l) The supervision of the financial affairs of the Federation, under the supervision of the Treasurer;
- (m) Undertaking financial commitments and obligations in the name and on behalf of the Federation; and
- (n) Ensuring the public relations of the Federation, particularly regarding communication with third parties.

The Chief Executive Officer shall always act under the responsibility of the Council and within the approved budget. The Chief Executive Officer shall report periodically to the Council on his/her/its actions and activities, and/or at the request of the Council.

## **TITLE XI. LIABILITY**

### **Article 41. Liability**

The Council members, the President, the President Elect, the Immediate Past President, the Secretary-General, the Treasurer, and the Chief Executive Officer are not personally bound by the commitments of the Federation. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

The Full Members, in their capacity of Full Members, shall not be held liable for the commitments taken on by the Federation.

## **TITLE XII. EXTERNAL REPRESENTATION OF THE FEDERATION**

### **Article 42. External representation of the Federation**

The Federation shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by one (1) Council member and the Chief Executive Officer, acting jointly.

Within the framework of daily management, the Federation shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Chief Executive Officer, acting alone.

None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

In addition, the Federation shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Council, the President acting alone, or one (1) Council member and the Chief Executive Officer, acting jointly, or, within the framework of daily management, by the Chief Executive Officer, acting alone.

### **TITLE XIII. INTERNAL RULES AND PROCEDURES**

#### **Article 43. Internal rules and procedures**

To detail and complete the provisions of this Constitution, the Council may adopt, amend and/or revoke internal rules.

On the date of the incorporation of the Federation, internal rules have been adopted.

The Council is further entitled to adopt Council internal procedures and any other kind of statement that falls within the scope of its powers.

### **TITLE XIV. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS**

#### **Article 44. Financial year**

The financial year of the Federation shall run from 1 January to 31 December.

#### **Article 45. Annual Accounts. Budget**

The Council shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Federation shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

Each year, within six (6) months following the end of the financial year, the Council shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

The draft annual accounts and the draft budget shall be circulated amongst all Full Members at least twenty-one (21) calendar days before the Ordinary General Assembly.

#### **Article 46. Auditing of the annual accounts**

If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian “*Institut des Réviseurs d’Entreprise / Instituut der Bedrijfsrevisoren*”, for a three (3) years term.

If the Federation is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Federation. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

## **TITLE XV. AMENDMENTS TO THIS CONSTITUTION**

### **Article 47. Amendments to this Constitution**

The General Assembly can validly decide on amendments to this Constitution only if (i) said amendments have been proposed by the Council or at least ten (10) Full Members, (ii) the Eligible Full Members present hold together at least on third (1/3) of the total number of votes are present and (iii) the decisions to amend obtain at least a majority of two-thirds (2/3) of all the votes cast by the Eligible Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member to which the President is linked shall have the decisive vote and in its absence (whether represented or not), the Full Member to which the President Elect is linked. If the Full Member to which the President is linked and the Full Member to which the President Elect is linked are both absent (whether represented or not), the Full Member to which the Secretary-General is linked shall have the decisive vote. If the Full Member to which the President is linked, the Full Member to which the President Elect is linked, and the Full Member to which the Secretary-General is linked are all absent (whether represented or not), the Full Member to which the Treasurer is linked shall have the decisive vote. If the Full Member to which the President is linked, the Full Member to which the President Elect is linked, the Full Member to which the Secretary-General is linked, and the Full Member to which the Treasurer is linked are all absent (whether represented or not), the Full Member whose Delegate has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

If the Eligible Full Members present or represented do not hold together at least one third (1/3) of the total number of votes at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of this Constitution, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Eligible Full Members present, in accordance with the voting majority stipulated in the first paragraph of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.

The main terms of any proposal to amend this Constitution shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the Council members.

The date on which the amendments to this Constitution shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the amendments to this Constitution.

Any decision of the General Assembly relating to the amendments of this Constitution is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to this Constitution must be acknowledged by a Royal Decree or recorded in a notarial deed.

## **TITLE XVI. DISSOLUTION. LIQUIDATION**

### **Article 48. Dissolution. Liquidation**

The General Assembly can validly decide on the dissolution of the Federation only if (i) said dissolution have been proposed by the Council or at least half (1/2) of the Full Members, (ii) the Eligible Full Members present hold together at least one third (1/3) of the total number of votes are present and (iii) the decision obtains a majority of at least a two-thirds (2/3) of all the votes cast by the Eligible Full Members present. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member to which the President is linked shall have the decisive vote and in its absence (whether represented or not), the Full Member to which the President Elect is linked. If the Full Member to which the President is linked and the Full Member to which the President Elect is linked are both absent (whether represented or not), the Full Member to which the Secretary-General is linked shall have the decisive vote. If the Full Member to which the President is linked, the Full Member to which the President Elect is linked, and the Full Member to which the Secretary-General is linked are all absent (whether represented or not), the Full Member to which the Treasurer is linked shall have the decisive vote. If the Full Member to which the President is linked, the Full Member to which the President Elect is linked, the Full Member to which the Secretary-General is linked, and the Full Member to which the Treasurer is linked are all absent (whether represented or not), the Full Member whose Delegate has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

If the Eligible Full Members present or represented do not hold together at least one third (1/3) of the total number of votes at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of this Constitution, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Eligible Full Members present or represented, in accordance with the voting majority stipulated in the first paragraph of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.

Any proposition to dissolve the Federation shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the Council members.

Upon the dissolution and liquidation of the Federation, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the Council members shall be deemed to be jointly in charge of the Federation's liquidation.

The General Assembly shall also decide upon the allocation of the net assets of the Federation, provided however that the net assets of the Federation may only be allocated to a disinterested purpose the most closely related to the non-profit purpose of the Federation as described in Article 3 of this Constitution.

## **TITLE XVII. VARIA**

### **Article 49. Definitions**

For the purpose of this Constitution, the terms "Intensive Care Medicine" and "Critical Care Medicine" are synonyms.

Intensive and Critical Care Medicine is a distinct branch of medicine specifically organised for the management of patients with immediate life-threatening pathophysiological conditions. It requires the grouping of special facilities and specially trained staff in the pursuit of this aim.

### **Article 50. World Congresses**

The Federation shall organise a World Congress of Intensive and Critical Care (WCICC) every two (2) years, unless otherwise provided for by the Council. The Full Members shall be invited by the Chief Executive Officer to co-organise the World Congress and if they are interested, shall produce to the Council evidence of their ability to co-organise the World Congress and answer to any inquiry of the Council.

### **Article 51. Official Journals**

The Council may invite selected journals of Intensive and Critical Care Medicine to be recognised as Official Journals of the Federation. The Official Journals of the Federation shall, from time to time, publish an Official Bulletin or other Official Material relating to the work of the Federation.

### **Article 52. Federation's honours**

The Council shall have the power to establish specific honours for persons or organisations who have made distinguished contributions to the work of the Federation in particular or to the field of Intensive and Critical Care Medicine in general.

The Council shall propose the recipients of such honours to the General Assembly who shall resolve on the allocation of the Federation's honours.

#### **Article 53. Notifications**

Any notice or other communication under or in connection with this Constitution shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with this Constitution, the terms below shall be defined as follows:

- "Regular means of communication" means regular mail or any other means of written communication (including email); and
- "Special means of communication" means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

#### **Article 54. Computation of time**

For the use of the computation of time limits set out in this Constitution, the terms below shall be defined as follows:

- "Month(s)" mean(s) (a) calendar month(s); and
- "Calendar day(s)" mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

#### **Article 55. Abstentions**

For the determination of the voting majorities set out in this Constitution, "abstentions shall not be counted" means that (i) the person having abstained shall not be taken into account in the number of persons present on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote "in favour" nor a vote "against" the proposed decision.

#### **Article 56. Varia**

Anything that is not provided for in this Constitution or the internal rules, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between this Constitution and the internal rules, if any, internal procedures, or any other kind of rules of the Federation, this Constitution shall prevail.

Membership of the Federation does not imply or represent any endorsement by the Federation of a Member or of an activity undertaken by a Member. Members shall not use the

Federation's name and logo(s) in any manner unless they received a prior and written authorisation from the Council to do so. Members shall have no claim on the Federation's assets.

For the performance of their duties, Council members can elect domicile at the registered office of the Federation.

The business of the Federation shall be conducted in English, without prejudice to applicable legal obligations. This Constitution is written in French and English, but only the French version shall be the official text.

**Article 57. Allocation of the first mandates**

Without prejudice to Article 24, Article 33, and Article 39 of this Constitution, the constitutive General Assembly of the Federation shall be entitled to appoint (i) the first Council members, (ii) the first President, (iii) the first President Elect, (iv) the first Immediate Past President, (v) the first Secretary-General, (vi) the first Treasurer, and (vii) the first Chief Executive Officer, and to decide on their term of office.