

## NON PROFIT ASSOCIATION

*Board – European Association of Paediatric Endoscopic Surgeons ( B-ESPES)*

### Constitution and Statutes:

Between the Undersigned:

- 1.) Philippe MONTUPET, M.D., born on July 28, 1948; address: Parc de Diane 3, Jouy en Josas (France); citizenship : French, paediatric surgeon
- 2.)Ciro ESPOSITO, M.D., born on March 26, 1966; address: via G.Lorenzo Bernini, 58 Sc A, Napoli (Italy); citizenship: Italian, paediatric surgeon
- 3.)Mario MENDOZA-SAGAON, M.D., born on July 14, 1966; address: Via Giardino 1, Arbedo (Switzerland); citizenship: Swiss, paediatric surgeon
- 4.)Paul PHILIPPE, M.D., born on February 22, 1958; address: Neiewee, 5B, L-8279 Holzem (GD Luxembourg); citizenship: Belgian, surgeon
- 5.)Jozef BABALA, M.D., born on July 2, 1965; address: Staré Mesto Kràtka 1420/1, Bratislava (Slovakia); citizenship: Slovakian
- 6.)Raimundo BELTRA PICO, M.D., born on January 23, 1952; address: Vista Hespérides, 1-2<sup>o</sup> A, Las Palmas de Gran Canaria (Spain); citizenship: Spaniard, paediatric surgeon
- 7.)Piergiorgio GAMBÀ, M.D., born on October 25, 1954; address: Via Morgagni 22, Padova (Italy); citizenship: Italian, paediatric surgeon
- 8.)Juan Carlos DE AUGUSTIN ASENSIO, M.D., born on November 21, 1959; address: Camino de la Presa, 4, Torreldones - Madrid (Spain); citizenship: Spaniard, paediatric surgeon

Was on this day created a Non Profit Association, as per the law of April 21, 1928, modified, for which the constitution is as follows:

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### CONSTITUTION :

#### **I. Name, address and duration:**

Article 1:

A non profit association is created under the name:

« *Bureau – European Association of Paediatric Endoscopic Surgeons (B-ESPES)* »  
 (“Board- *European Association of Paediatric Endoscopic Surgeons (B-ESPES)*”)

Article 2:

The seat of the association is established at the following address:

Centre Hospitalier de Luxembourg, Service de Chirurgie Pédiatrique, Centre Hospitalier de Luxembourg, 4 rue Barblé, L-1210 Luxembourg.

Article 3:

The association is created for an unlimited duration.

## **II. Objects of the Association**

The association's object shall be

- To promote the development of new techniques and research in the field of minimally invasive surgery for children.
- To facilitate and foster the creation of a European Association of Paediatric Endoscopic Surgeons, ESPES, (Société Européenne de Chirurgiens Endoscopiques Pédiatriques).
- To organize and supervise one or more annual scientific congress(es) on the theme of Minimally Invasive Surgery in Children. This Congress will be held under the name « Annual Congress of ESPES » or any other name the board will determine.
- To organize the organization of courses or other education meetings on the theme of Minimally Invasive Surgery in Children.
- To defend any common interest for medical doctors specialized in minimally invasive surgery in children in their professional practice in large.
- To realize any operation with direct or indirect connexion with the goals of the association or that could facilitate their achievement.

## **III. Members, categories, admission and dismissal.**

Article 5:

The number of members is unlimited, but shall not be less than 3.

Article 6:

There shall be ordinary members and donating members.

Article 7: Ordinary members

To become an ordinary member, one must send a written application by mail or e-mail to the board and pay the annual fees as determined by the general assembly.

During the annual general assembly, the applications will be presented by the board to the general assembly, which will decide independently about the applications for membership.

Will be admitted as ordinary member only the candidates that will get a qualified majority of 2/3 of the votes of the ordinary members present or represented at the General Assembly.

Only ordinary members can vote during the annual general assembly.

#### Article 8: Donating Members

Can become a donating member:

Any medical doctor that wishes to financially support the objects of the association, including the creation of a future European Association of Paediatric Endoscopic Surgeons (Société Européenne de Chirurgiens Endoscopiques Pédiatriques), ESPES.

These members support the association as consultants.

Donating members will be invited to take part to the annual scientific congress(es) and will be kept informed of the activities of the association. They can request the minutes of the association's general assemblies.

To become donating members, the applicant should write or send an email to the board, which will decide on the application without appeal process, and pay the annual membership fees as determined by the general assembly.

#### Article 9: Annual membership fees

Ordinary and donating members will have to pay *praenumerando* an annual membership fee, which will be determined by the general assembly, with a maximal amount of 1000:- €

#### Article 10:

Membership is lost:

- By resignation in written certified letter to the board;
- If the annual membership fees within two month after a second call by certified letter;
- By dismissal by the annual general assembly with a vote at a qualified majority of 2/3;
- If the member dies.

Dismissal can be pronounced in case of:

- Non-respect of the constitution and/or bylaws of the Association.
- Professional misconduct, or if, in action or any way they hurt the image or the interests of the Association or its members.

Dismissal is provisionally decided, with immediate effect, by the administrative, to be confirmed during the next general assembly with a vote at a qualified majority of 2/3 of the ordinary members present or represented.

In case of resignation or dismissal during the year, paid annual fees will not be reimbursed, even partially, but shall remain property of the association.

#### **IV. Administrative Board**

Article 12:

The Association is managed by an administrative board that should have at least three members, with a maximum of seven ordinary members, who should have applied and have been elected by the general assembly.

The Administrative board chooses among its members one president, one vice-president, one secretary and one treasurer. The vice-president can also be either secretary or treasurer.

Members of the administrative board are elected for two years by a majority of votes of the ordinary members present or represented. Members can be re-elected.

The mandate of an administrator can be removed by the general assembly with a vote at a qualified majority of 2/3 of the ordinary members present or represented.

Substitution of an administrator that resigned or died will take place during the next general assembly. The newly elected administrator will complete the term of the member he replaces.

The administrative language of B-ESPES will be French, but the spoken language shall be English. A translation in English of any official document will be provided.

Article 13

The administrative board has all decisional powers but those that are constitutionally or legally reserved to the General assembly.

It takes all appropriate actions to realize the decisions of the general assembly and seeks all means to reach the goals of the associations.

The administrative board, represented by its president, writes and complete any correspondence and writing in the name of the association.

In financial matters, the association is bound by the signature of both its president and treasurer together.

The association is bound toward any third party by the signature of both its president and treasure. For expenses greater than 2500 €, the signature of a third member of the board is required.

The board must present to the annual general assembly for approval the accounting for the past year and the financial previsions for the next.

The administrative board will meet at least every six months, on written convocation from the president. The president may call additional meetings any time the interest of the association require it. He must call a meeting at the written request of at least half its members.

To be valid, discussion and decisions can not be taken if at least half the members are not present. On new convocation, the same agenda can be decided whatever the number of members present.

The administrative board makes decision by a majority of votes In case of parity, the president's vote makes the decision.

The president chairs the meetings of the administrative board and the general assembly. He chairs the discussions and announces the results of votes that have been collected by two assessors. He controls the respect of the constitution and the bylaws. He represents the association in contacts with the authorities. He signs, together with the secretary, all minutes, letters, decisions or discussions reports; with the treasurer, any accounting reports or financial documents.

The administrative board decides on any judicial action. Its president makes all requested actions, both as petitioner or defendant.

The vice-president helps the president in all his functions. He replaces the president, who can temporarily delegate his power to him.

The secretary is in charge of all letters and written documents. He writes the minutes of the board and the general assembly.

The treasurer manages the assets of the association, for which he keeps the books. He is responsible for the monetary assets as well as any other.

## **V: General Assembly**

Article 14:

A general assembly of the members of the association will be held at least once yearly, to overlook the accounting of the past year and the previsions of the next.

Members will be summoned in writing or by e-mail by the board at least ten days in advance. The agenda will be sent with the convocation.

Another member with a written procuration can represent members. No one can represent more than one other member.

Decisions will be taken at the majority of votes, unless otherwise specified by the present constitution or the law.

Minutes of the general assembly will be kept in a registry at the address of the association. Members and third parties can have access to the registry on written demand to the board. The board will decide appointment for this consultation.

Article 15:

Changes to the constitution and dissolution of the association can only be decided by a vote with a 2/3 majority of members present or represented during a general assembly summoned to this purpose, at which at least 2/3 of the members with a right to vote are present or represented.

If a general assembly summoned to pronounce the dissolution of the association or change its constitution does not have the 2/3 of its members present or represented, a new general assembly summoned for the same purpose will validly vote whatever the number of members present or represented. Nonetheless, under this circumstance, the decision will need to be validated by the civil court.

However, if a change to the constitution is about the objects for which the association was created, the second general assembly will be valid only if half of the members are present or represented. In both cases, a majority of 3/4 of votes will be required.

The general assembly during which the association is dissolved will also designate the person(s) responsible to manage the dissolution as well as his (their) powers.

In case of dissolution, the assets of the Association shall be transferred preferentially to the European Association of Paediatric Endoscopic Surgeons, ESPES, (Société Européenne de Chirurgiens Endoscopiques Pédiatriques), if it has been appropriately registered.

If this is not possible, the assets will be given to one or several Non Profit Scientific European Associations with objects similar to those of B-ESPES, according to the qualified vote of 2/3 of the General Assembly.

## **VI. Assets of the Association**

Article 16:

Any income that exceeds the expenses will be kept on the bank accounts of the association, on which will also be collected all incomes from donations, subventions or any sources.

The assets can only be used for expenses related to the management of the association or purchases by the association, or in the interest of the objects of the association.

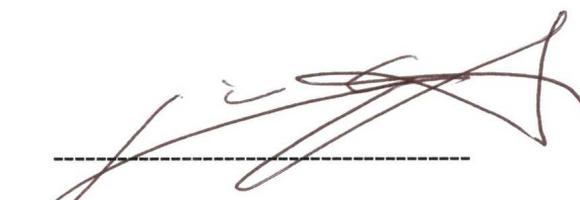
The administrative board will present the accounting of the past year and the provisional estimate for the next year to the general assembly for approval.

Made in Madrid, on December 12, 2015 in as many copies as required parties.



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Dr Philippe MONTUPET



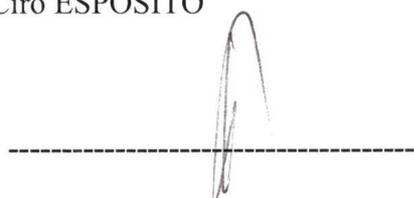
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Dr Ciro ESPOSITO



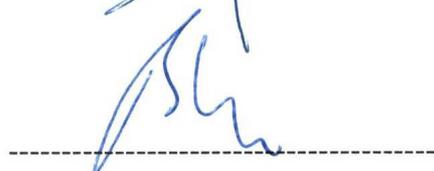
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Dr Mario MENDOZA-SAGAON



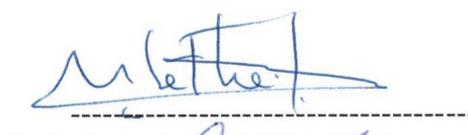
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Dr Paul PHILIPPE



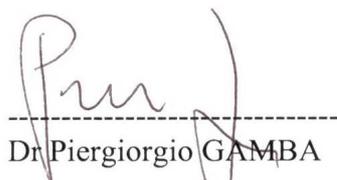
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Dr Jozef BABALA



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Dr Raimundo BELTRA PICO



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Dr Piergiorgio GAMBÀ



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Dr Juan DE AUGUSTIN

After which, the above mentioned persons, founding members, met in a

### GENERAL ASSEMBLY

And made the following decisions:

1.) Are elected as members of the Administrative Board:

1. Docteur Philippe MONTUPET, préqualifié ;
2. Docteur Ciro ESPOSITO, préqualifié ;
3. Docteur Mario MENDOZA-SAGAON, préqualifié ;
4. Docteur Paul PHILIPPE, préqualifié ;
  
5. Docteur Jozef BABALA, préqualifié ;
  
6. Docteur Raimundo BELTRA PICO, préqualifié ;
7. Docteur Pier Giorgio GAMBÀ, préqualifié ;
  
8. Docteur Juan DE AUGUSTIN, préqualifié ;

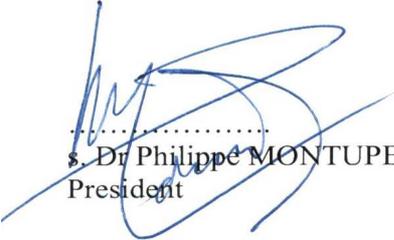
2.) The annual membership fees for the year 2016 shall be 40 € (forty euros) for regular and donating members, and 20 € for surgeons in training.

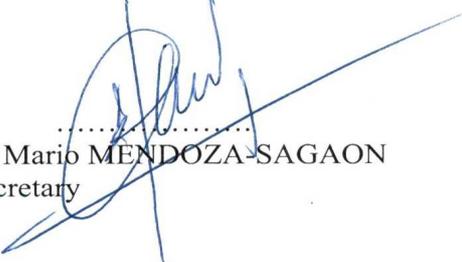
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Thereafter, the administrative board met and chose as:

President:	Dr Philippe MONTUPET
Vice-President:	Dr Ciro ESPOSITO
Secretary:	Dr Mario MENDOZA-SAGAON
Treasurer:	Dr Paul PHILIPPE

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s. Dr Philippe MONTUPET  
President

  
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Dr Mario MENDOZA-SAGAON  
Secretary