

**European Consortium for Eosinophilic Diseases of the  
Gastrointestinal Tract (EUREOS)  
BY-LAWS**

**TABLE OF CONTENTS**

|                  |  |          |
|------------------|--|----------|
| <b>SECTION 1</b> | <b>DEFINITION AND INTERPRETATION .....</b>                             | <b>4</b> |
| 1.01             | DEFINITIONS.....   | 4        |
| 1.02             | INTERPRETATION.....  | 4        |
| 1.03             | ABBREVIATIONS.....   | 4        |
| <b>SECTION 2</b> | <b>BUSINESS OF THE CORPORATION .....</b>                               | <b>5</b> |
| 2.01             | NAME AND PURPOSE.....  | 5        |
| 2.02             | STATEMENT OF INTENT.....   | 5        |
| 2.03             | REGISTERED OFFICE.....   | 5        |
| 2.04             | NON-DISCRIMINATION.....  | 5        |
| 2.05             | FINANCIAL YEAR.....  | 5        |
| 2.06             | ANNUAL FINANCIAL STATEMENT.....  | 5        |
| 2.07             | AUDIT.....   | 5        |
| 2.08             | CAPITAL AND RESOURCES.....   | 6        |
| 2.09             | CAPACITY.....  | 6        |
| <b>SECTION 3</b> | <b>OFFICIAL LANGUAGE.....</b>  | <b>6</b> |
| 3.01             | OFFICIAL LANGUAGE.....   | 6        |
| <b>SECTION 4</b> | <b>MEMBERSHIP CONDITIONS.....</b>                                      | <b>6</b> |
| 4.01             | MEMBERSHIP CONDITIONS.....   | 6        |
| 4.02             | RIGHTS AND OBLIGATIONS.....  | 6        |
| 4.03             | MEMBERSHIP DUES.....   | 6        |
| 4.04             | TERM.....  | 6        |
| 4.05             | TERMINATION OF MEMBERSHIP.....   | 6        |
| 4.06             | EFFECT OF TERMINATION OF MEMBERSHIP.....                               | 7        |
| 4.07             | DISCIPLINE OF MEMBERS.....   | 7        |
| 4.08             | EXPULSION OR SUSPENSION.....   | 7        |
| <b>SECTION 5</b> | <b>ANNUAL GENERAL ASSEMBLY AND OTHER MEETINGS OF THE MEMBERS .....</b> | <b>7</b> |
| 5.01             | ANNUAL GENERAL ASSEMBLY.....   | 7        |
| 5.02             | NOTICE OF MEMBERS MEETING.....   | 8        |
| 5.03             | PROPOSALS FOR ANNUAL GENERAL ASSEMBLY AND OTHER MEMBERS' MEETINGS..... | 8        |
| 5.04             | SPECIAL MEETINGS.....  | 8        |
| 5.05             | PERSONS ENTITLED TO BE PRESENT AT MEMBERS' MEETINGS.....               | 8        |
| 5.06             | CHAIR OF MEMBERS' MEETINGS.....  | 8        |
| 5.07             | QUORUM AT MEMBERS' MEETINGS.....                                       | 8        |
| 5.08             | VOTES TO GOVERN AT MEMBERS MEETINGS.....                               | 9        |
| 5.09             | PARTICIPATING IN A SPECIAL MEETING BY ELECTRONIC MEANS.....            | 9        |
| 5.10             | SPECIAL MEETING HELD ENTIRELY BY ELECTRONIC MEANS.....                 | 9        |
| 5.11             | ABSENTEE VOTING AT MEMBERS' MEETING.....                               | 9        |
| 5.12             | MINUTES AND RESOLUTION.....  | 9        |
| 5.13             | ACTION BY MEMBERS WITHOUT A MEETING.....                               | 9        |
| <b>SECTION 6</b> | <b>CORPORATION OFFICERS.....</b>                                       | <b>9</b> |
| 6.01             | ELIGIBILITY.....   | 9        |
| 6.02             | ELECTED OFFICERS.....  | 9        |
| 6.03             | PRESIDENT.....   | 10       |
| 6.04             | VICE PRESIDENT.....  | 10       |
| 6.05             | PAST PRESIDENT.....  | 10       |
| 6.06             | TREASURER.....   | 10       |
| 6.07             | SECRETARY.....   | 10       |
| 6.08             | OTHER OFFICERS.....  | 10       |
| 6.09             | POWERS AND DUTIES.....   | 10       |

|                   |  |   |
|-------------------|--|---|
| 6.10              | CHANGING POWERS AND DUTIES.....                                    | 10  |
| 6.11              | CONTINUANCE.....   | 10  |
| 6.12              | REMOVAL.....   | 11  |
| 6.13              | APPOINTMENT.....   | 11  |
| 6.14              | REMUNERATION OF OFFICERS.....                                      | 11  |
| <b>SECTION 7</b>  | <b>GOVERNING BOARD.....</b>  | <b>11</b>                                 |
| 7.01              | MEMBERSHIP AND AUTHORITY.....                                      | 11  |
| 7.02              | DUTIES.....  | 11  |
| 7.03              | ELECTION OF GOVERNING BOARD MEMBERS.....                           | 11  |
| 7.04              | TERMS.....   | 12  |
| 7.05              | VACATION OF OFFICE.....  | 12  |
| 7.06              | FILLING VACANCIES.....   | 12  |
| 7.07              | SPECIAL MEETING OF MEMBERS TO FILL VACANCIES.....                  | 12  |
| 7.08              | CALLING OF MEETINGS OF GOVERNING BOARD.....                        | 12  |
| 7.09              | MEETING OF GOVERNING BOARD.....                                    | 12  |
| 7.10              | PARTICIPATING IN MEETINGS BY ELECTRONIC MEANS.....                 | 12  |
| 7.11              | NOTICE OF MEETING OF GOVERNING BOARD.....                          | 13  |
| 7.12              | FIRST MEETING OF NEW GOVERNING BOARD.....                          | 13  |
| 7.13              | MEETINGS OF THE GOVERNING BOARD.....                               | 13  |
| 7.14              | QUORUM AT GOVERNING BOARD MEETINGS.....                            | 13  |
| 7.15              | VOTES TO GOVERN AT GOVERNING BOARD MEETINGS.....                   | 13  |
| 7.16              | SPECIAL COMMITTEES.....  | 13  |
| 7.17              | PARTICIPATING IN A BOARD MEETING BY ELECTRONIC MEANS.....          | 13  |
| 7.18              | BOARD MEETING HELD ENTIRELY BY ELECTRONIC MEANS.....               | 13  |
| 7.19              | MINUTES AND RESOLUTION.....  | 14  |
| 7.20              | BUSINESS MEETING.....  | 14  |
| 7.21              | ACTION BY BOARD WITHOUT A MEETING.....                             | 14  |
| <b>SECTION 8</b>  | <b>INDEMNIFICATION OFFICERS AND OTHERS MEMBERS.....</b>            | <b>14</b>                                 |
| 8.01              | INDEMNIFICATION.....   | 14  |
| <b>SECTION 9</b>  | <b>AFFILIATIONS.....</b>   | <b>14</b>                                 |
| 9.01              | AFFILIATES.....  | 14  |
| 9.02              | MEMBER NETWORKS.....   | 14  |
| 9.03              | DISCLOSURE.....  | 14  |
| <b>SECTION 10</b> | <b>DISSOLUTION AND LIQUIDATION.....</b>                            | <b>Fehler! Textmarke nicht definiert.</b> |
| 10.01             | DISSOLUTION.....   | 14  |
| 11.02             | LIQUIDATION.....   | 15  |
| <b>SECTION 11</b> | <b>GENERAL.....</b>  | <b>15</b>                                 |
| 11.01             | DISPUTE RESOLUTION.....  | 15  |
| 11.02             | OMISSIONS AND ERRORS.....  | 15  |
| <b>SECTION 12</b> | <b>CONFIDENTIALITY.....</b>  | <b>15</b>                                 |
| 12.01             | CONFIDENTIALITY.....   | 15  |
| <b>SECTION 13</b> | <b>BY-LAWS, AMENDMENTS TO THE BY-LAWS AND EFFECTIVE DATES.....</b> | <b>15</b>                                 |
| 13.01             | SUBMISSION OF THE AMENDMENTS TO THE BY-LAWS.....                   | 15  |
| 13.02             | NOTICE.....  | 15  |
| 13.03             | VOTING MAJORITY REQUIREMENT.....                                   | 15  |
| 13.04             | INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW.....                   | 15  |
| 13.05             | EFFECTIVE DATE OF THE AMENDMENTS TO BY-LAWS.....                   | 15  |
| 13.06             | EFFECTIVE DATE OF THE BY-LAWS.....                                 | 16  |
| 13.07             | REPEAL OF PRIOR BY-LAWS.....                                       | 16  |

**NAME**

BY-LAW NO. 1  
A by-law relating generally  
to the conduct of the affairs of the

**EUROPEAN CONSORTIUM FOR EOSINOPHILIC DISEASES OF THE GASTROINTESTINAL  
TRACT**

## SECTION 1 DEFINITION AND INTERPRETATION

### 1.01 DEFINITIONS.

In this by-law and in all other by-laws of the Corporation, unless the context otherwise requires:

- a) **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- b) **"Board"** means the Governing Board of the Corporation;
- c) **"By-Laws"** means this by-law and any other by-law of the Corporation has amended and which are, from time to time, in force and effect;
- d) **"Corporation"** means European consortium for eosinophilic diseases of the gastrointestinal tract(abbreviated as EUREOS);
- e) **"For-profit Entities"** means those that develop, produce, market, or distribute drugs, devices, services or therapies used to diagnose, treat, monitor, manage, and alleviate health conditions (e.g., pharmaceutical and medical device/software manufacturers and other for-profit health services/product providers);
- f) **"Member"** means an individual, group, corporation or entity that meets the requirements for membership and has applied for and has been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board;
- g) **"Non-profit Entities"** means those entities outside of the healthcare sector, or entities through which physicians provide clinical services directly to patients (e.g., hospitals, medical centers, publishers, foundations, recruiters, insurance providers);
  - a) h) **"Officer"** or **"Officers"** means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the by-laws;
- i) **"Proposal"** means a proposal submitted by a member of the Corporation; and
- j) **"Regulations"** means the regulations, as amended, restated or in effect from time to time;
- k) **"Special Committee"** means organization of the membership that has a specific charge given by the board.

### 1.02 INTERPRETATION.

In the interpretations of this by-law:

- a) words in the singular include the plural and vice-versa;
- b) words in one gender include all genders;
- c) "persons" includes and individual, body corporate, partnership, trust and unincorporated organization;
- d) "including" means including, without limitation.

### 1.03 ABBREVIATIONS.

- a) **"AGA"** means annual general assembly
- b) **"EUREOS"** means European consortium for eosinophilic diseases of the gastrointestinal tract ;
- c) **"EoE"** means eosinophilic esophagitis

## **SECTION 2**

## **BUSINESS OF THE CORPORATION**

### **2.01 NAME AND PURPOSE.**

The organization shall be known as “European consortium for eosinophilic diseases of the gastrointestinal tract” hereinafter referred to as the Corporation. The Corporation is a European Corporation established under the laws of Switzerland. The Corporation was established as a not-for-profit entity on this 14th day of October of the year 2013.

### **2.02 STATEMENT OF INTENT.**

The objective of the Corporation is to establish and maintain a network and a communication platform for physicians and researchers with a specific interest in eosinophilic esophagitis (EoE) and eosinophilic gastro-enteritis and/or eosinophilic colitis in Europe. In the furtherance of the objective, the duty of the Corporation shall include without limitation:

1. Planning, supporting and coordinating research projects about eosinophilic gastrointestinal diseases.
2. Planning, supporting and coordinating training and other educational activities in the field of eosinophilic gastrointestinal diseases.
3. Being a contact organization for patients and physicians.
4. Being a partner of national and international patient advocacy groups.
5. Being a contact organization for pharmaceutical companies.
6. Being a partner for professional organizations in the field of gastroenterology, allergy/immunology, and pathology (enumeration not exclusive).
7. Being a contact, advice and information organization for the large public.

The board may from time to time carry out other tasks, as it deems necessary or appropriate for purposes of furthering the objective of the Corporation.

### **2.03 REGISTERED OFFICE.**

The head office of the Corporation shall be in Bern, Switzerland.

### **2.04 NON-DISCRIMINATION.**

The Corporation shall maintain a policy of non-discrimination and equal opportunity in membership.

### **2.05 FINANCIAL YEAR.**

The financial year-end of the Corporation shall be the end calendar year.

### **2.06 ANNUAL FINANCIAL STATEMENT.**

The Corporation may, instead of making copies of the annual financial statements and other documents available to the members, publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

### **2.07 AUDIT.**

As long as the legal thresholds (article 69b of Swiss Civil Code) are not met, the members might at their own discretion at each Annual General Assembly waive the right to an audit (opting out) or appoint one or more internal auditor(s) to audit the accounts of the Corporation for a report to the members at the next Annual General Assembly. The auditor(s) shall hold office for a term of two years and for any number of two-year terms. The auditor(s) may not be a member or employee of EUREOS.

**2.08 CAPITAL AND RESOURCES.**

The Corporation's capital comprises all resources obtained by means of: a) regular or special fees and/or dues paid in by its members; b) any donations, inheritances, legacies and subsidies that it might receive from for-profit entities, individuals and non-for-profit entities; c) revenues from benefits, raffles, festivals or any other income that it might obtain by legal means in accordance with these by-laws.

**2.09 CAPACITY.**

The Corporation shall be entitled to operate with public and private individuals and legal entities.

**SECTION 3 OFFICIAL LANGUAGE**

**3.01 OFFICIAL LANGUAGE.**

The official language of the Corporation shall be English.

**SECTION 4 MEMBERSHIP CONDITIONS**

**4.01 MEMBERSHIP CONDITIONS.**

Subject to the Articles, there shall be two (2) classes of members in the Corporation. Membership in the Corporation shall be available only to physicians and scientists interested in furthering the Corporation's purposes.

- a) Members; and
- b) Honorary members.

Members: Any person may apply for membership and may become a member after a properly executed application, accompanied by the required fee, has been filed with The Corporation.

Honorary Members: Honorary membership may be conferred on Members in good standing who are at least 60 years of age, have served with distinction in the field of eosinophilic gastrointestinal diseases, and have had significant involvement in the affairs of The Corporation. If the number of Honorary Members reaches ten percent of the total membership, the Corporation may elect only one honoree per year until such time that the total number of honorees is less than ten (10) percent of the total membership. No membership fees are requested for Honorary Members for the rest of their lives.

**4.02 RIGHTS AND OBLIGATIONS.**

Each member in good standing shall have the following rights and obligations:

- a) To make payment of fees or dues established and approved by the Annual General Assembly;
- b) To comply with any and all other obligations imposed under these by-laws, under Corporation regulations and under resolutions issued by the Annual General Assembly and Governing Board;
- c) To receive notice of, attend and vote at all meetings of the members of the Corporation;
- d) To be elected as Corporation's officer; and
- e) To enjoy the benefits provided by the Corporation.

**4.03 MEMBERSHIP DUES.**

The annual membership determined at each Annual General Assembly

**4.04 TERM.**

The term for individual membership shall be based on the calendar year.

**4.05 TERMINATION OF MEMBERSHIP.**

A membership in the Corporation is terminated when:

- a) the member dies, or in the case of a member that is a corporation, the corporation is dissolved;
- b) the member fails to maintain any qualifications for membership (such as unpaid fees);
- c) the member resigns by delivering a written resignation to the Chair of the board in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with any disciplinary regime that may be established by board resolution from time to time;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved.

#### **4.06 EFFECT OF TERMINATION OF MEMBERSHIP.**

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

#### **4.07 DISCIPLINE OF MEMBERS.**

The board shall have authority to suspend or expel any member from the Corporation for any reason, including one or more of the following grounds:

- a) violating any provision of the by-laws of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; and
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

#### **4.08 EXPULSION OR SUSPENSION.**

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the officer as may be designated by the board, shall provide thirty (30) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the officer as may be designated by the board, in response to the notice received within such thirty (30) day period. In the event that no written submissions are received by the officer as may be designated by the board, the officer may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further thirty (30) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal. The claims under article 75 Swiss Civil Code are explicitly reserved.

## **SECTION 5**

## **ANNUAL GENERAL ASSEMBLY AND OTHER MEETINGS OF THE MEMBERS**

### **5.01 ANNUAL GENERAL ASSEMBLY.**

The Annual General Assembly (AGA) of members shall be held annually at the European Gastroenterology Week (UEGW) or at any such time and at such place as the board may from time to time determine for the transaction of such business as may be brought forward.

The duty of members participating in AGA shall include, but not be limited to:

- a) electing the president and other officers;
- b) electing the auditors;
- c) deciding on inclusion and exclusion of the Corporation's members;
- d) reviewing the minutes of the last Annual General Assembly;
- e) reviewing the annual report of the President;
- f) reviewing any annual financial statements;
- g) reviewing the annual report of the auditor(s);

- h) establishing of contributions to be made, or fees and/or dues paid by the members;
- i) deciding on annual scientific program;
- j) adopting, amendment and repeal of by-laws; and
- k) deciding on dissolution or liquidation of the Corporation.

The members participating in AGA may from time to time carry out other tasks, as members participating in AGA deem necessary or appropriate for purposes of furthering the objective of the Corporation.

**5.02 NOTICE OF MEMBERS MEETING.**

Notice of the time and place of a meeting of members, including AGA shall be given to each member entitled to vote at the meeting by the electronic means to each member entitled to vote at the meeting, during a period of at least thirty (30) days before the day on which the meeting is to be held. A notice of meeting of members shall not need to specify the purpose of or the business to be transacted at the meeting.

**5.03 PROPOSALS FOR ANNUAL GENERAL ASSEMBLY AND OTHER MEMBERS' MEETINGS.**

The member shall submit to the President, Vice-President and Secretary the proposal to be put on the agenda not later than thirty (30) days, and proposals to be discussed outside the agenda of meeting not later than ten (10) days before the day on which the meeting is to be held.

**5.04 SPECIAL MEETINGS.**

A special meeting shall take place upon:

- a) a resolution of the Board or of the Annual General Assembly;
- b) a written requisition of members carrying not less than 10% of the voting rights. If the members of the board do not call a meeting within sixty (60) days of receiving the requisition, any member who signed the requisition may call the meeting;
- c) upon request of the auditors; and
- d) a resolution of the (an) auditor(s).

**5.05 PERSONS ENTITLED TO BE PRESENT AT MEMBERS' MEETINGS.**

Members, non-members, and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the by-laws are entitled to cast a vote at the meeting.

**5.06 CHAIR OF MEMBERS' MEETINGS.**

The members' meetings are chaired by the President, or in his absence, by the Vice-President. The chairman shall appoint a secretary and a person(s) responsible for counting votes, both may be non-members. In the event that the Chair or an Officer delegated by the Chair is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

**5.07 QUORUM AT MEMBERS' MEETINGS.**

A quorum at any meeting of the members shall be six (6) members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. Each member is entitled to one vote and members may only exercise voting rights by personal attendance at the meeting, unless otherwise stipulated by the by-laws. Voting shall be done by a show of hands, or by a secret ballot if so requested by the AGA.



**5.08 VOTES TO GOVERN AT MEMBERS MEETINGS.**

At all meetings of the members, every resolution, including but not limited to, election of the Officer of the Corporation, shall be decided by the simple majority of the votes cast on the resolution.

**5.09 PARTICIPATING IN A SPECIAL MEETING BY ELECTRONIC MEANS.**

A member may participate in a special meeting by means of namely telephone conference, electronic or other communications facilities allowing all persons participating in the meeting to communicate adequately with each other and a member participating in a meeting by such means shall be deemed to be present at the meeting.

**5.10 SPECIAL MEETING HELD ENTIRELY BY ELECTRONIC MEANS.**

At the sole and absolute discretion of the board, if the members of the Corporation call a special meeting, the board, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility allowing all participants to communicate adequately with each other during the meeting.

**5.11 ABSENTEE VOTING AT MEMBERS' MEETING.**

The board may, in its sole and absolute discretion, on a case-by-case basis, allowing a member entitled to vote at a meeting of members to vote in advance of a meeting by means of a telephonic, electronic or other communication facility, if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that allows their subsequent verification; and
- b) allows the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

**5.12 MINUTES AND RESOLUTION.**

The resolutions and/or minutes of the AGA or any special meeting shall be recorded in written form and executed by the chairman and the secretary or another officer designated by the board.

**5.13 ACTION BY MEMBERS WITHOUT A MEETING.**

Any action required to be taken or which may be taken at AGA or any special meeting of members of the Corporation, may be taken without a meeting, without prior notice and without a vote, if a written consent setting forth the action so taken shall be signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted; provided, however, that no written consent shall be effective unless such consent:

- a) bears the date of signature by each member signing such consent; and
- b) is delivered to the Corporation within sixty (60) days of the date on which the earliest consent was delivered to the Corporation.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

**SECTION 6 CORPORATION OFFICERS**

**6.01 ELIGIBILITY.**

All elected Officers of the Corporation shall be members in good standing and may not serve in simultaneous Elected Officer positions.

**6.02 ELECTED OFFICERS.**

The elected Officers of The Corporation shall be President, Vice-President, Past President, Treasurer, as well as Clinical Trial Officer, Education Officer, Web Officer and

Representatives of Sub-Specialities such as adult gastroenterology, pediatric gastroenterology, adult and/or pediatric pathology, otolaryngology, allergy/immunology, and basic science/translational research. The Vice-President shall occupy the positions of President, and Past President in successive terms. Unless otherwise stated in these by-laws, terms for each elected office begin at the close of the AGA following a member's election to office.

**6.03 PRESIDENT.**

The President presides at business meetings, Governing Board meetings, and Annual General Assembly. In the case of vacancy or the inability of the President to serve, the Vice-President shall serve for the remainder of the term and then succeed to a full term as President. The President shall serve for a term of two years with the option of re-election for a further two-year term by the members of the Corporation at each succeeding AGA.

**6.04 VICE PRESIDENT.**

The Vice-President shall preside at business meetings, Governing Board meetings, and Annual General Assembly whenever the President is unable to serve. The person shall serve for the remainder of the term as Vice-President and succeed to the offices of President and Past President.

**6.05 PAST PRESIDENT.**

The Past President shall serve as an advisor and consultant to the President to provide continuity in the development and implementation of long-term policies of the Corporation. A vacancy in the office of Past President shall be filled from the roster of willing former Presidents of the Corporation by ballot of the Governing Board.

**6.06 TREASURER.**

The Treasurer shall have custody of accounts, securities, property, and records of The Corporation.

**6.07 SECRETARY.**

The President, Vice-President and Treasurer shall jointly appoint a Secretary.

**6.08 OTHER OFFICERS.**

Other Officers, including Clinical Trial Officer, Education Officer, Web Officer and Representatives with the expertise in adult gastroenterology, pediatric gastroenterology, adult and/or pediatric pathology, otolaryngology, allergy/immunology, and basic science/translational research, shall be appointed as the board may specify by resolution.

**6.09 POWERS AND DUTIES.**

The powers and duties of the Officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. The duty of the President, Vice-President and Treasurer shall extend, but not be limited to, appointing of secretary and negotiating contracts, transactions, and business relationships for the Corporation; making recommendations with respect to such contracts, transactions, and business relationships; and passing judgment on such contracts, transactions, and business relationships.

**6.10 CHANGING POWERS AND DUTIES.**

The board may vary, add to or limit the powers and duties of any Officer.

**6.11 CONTINUANCE.**

An Officer shall hold office until the earlier of:

- a) the Officer's successor is appointed;
- b) the Officer's resignation;
- c) such Officer ceases to be a member of the governing board (if a necessary qualification of appointment); or

d) such Officer's death.

**6.12 REMOVAL.**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any Officer of the Corporation.

**6.13 APPOINTMENT.**

If the office of any Officer of the Corporation shall be or become vacant, the board may, by resolution, appoint a person to fill such vacancy.

**6.14 REMUNERATION OF OFFICERS.**

The officers of the Corporation shall not be remunerated for their services.

**SECTION 7 GOVERNING BOARD**

**7.01 MEMBERSHIP AND AUTHORITY.**

The Board shall conduct the business of The Corporation. The Board shall consist of the following:

- a) Vice-President
- b) President
- c) Past President
- d) Treasurer
- e) Clinical Trial Officer
- f) Education Officer
- g) Web Officer
- h) Officers representing Sub-Specialities according Section 6.08
- i) Secretary

**7.02 DUTIES.**

The Board shall manage the activities and affairs of the Corporation. The duty of the Board shall include without limitation:

- a) organizing the Annual General Assembly;
- b) providing a written report of the proceedings of the General Assembly to members;
- c) executing the resolutions passed by the General Assembly;
- d) realizing the projects agreed upon at the General Assembly;
- e) publishing and disseminating all material created by the Corporation and determination of fees and prices regarding this material;
- f) overseeing of Special Committees as the board may establish by resolution;
- g) overseeing the matters related to affiliation/association (and subsequently disaffiliation/dissociation) or business transactions of the Corporation with another organization or governing body(ies);
- h) deciding on inclusion and exclusion of the Corporation's members; and
- i) managing the budget, approval of expenditures and ensuring of compliance of the Corporation to legal and fiduciary obligations.

The board may from time to time carry out other tasks, as it deems necessary or appropriate for purposes of furthering the objective of the Corporation.

**7.03 ELECTION OF GOVERNING BOARD MEMBERS.**

Members of the board shall be elected by the members of the Corporation at the first meeting of members as at or after the effective date of these by-laws and at each succeeding AGA at which an election of officers is required.

- a) The election of Officers shall be by resolution at a meeting of members.

- b) Some officers may be designated, including regionally, representationally, and/or functionally (including as an officer), and for a stated term, as determined from time to time by the members by a two-thirds majority vote or, if the members two-thirds majority vote empowers the Officers to determine the designation, by resolution of the board.

**7.04 TERMS.**

The Vice-President, President, Past President, Treasurer, Clinical Trial Officer, Education Officer, Web Officer and Representative to the Governing Board shall serve for two years, commencing with the close of the final Annual Business Meeting of The Corporation. A person may be elected as a Vice-President, President, and Past President for more than one two-year term, but these may not be consecutive terms. A person may be elected as a Treasurer, Clinical Trial Officer, Education Officer, Web Officer and Representative to the board for more than one two-year term.

**7.05 VACATION OF OFFICE.**

The office of the Governing Board member shall be automatically vacated:

- a) If an Officer resigns by delivering a written resignation to the Secretary of the Corporation;
- b) if the Officer is found by a court to be of unsound mind;
- c) if the Officer becomes bankrupt or suspends payment or compounds with such director's creditors;
- d) if at a meeting of members a majority vote is passed by the members present at the meeting that the director be removed from office;
- e) on death; and
- f) if the Officer is removed from office in accordance with any disciplinary regime that may be established by Board resolution from time to time.

**7.06 FILLING VACANCIES.**

A quorum of the Board may fill a vacancy in the board, except a vacancy resulting from:

- a) an increase in the number of Officers; or
- b) from a failure of the members to elect the number of Officers required by the articles.

**7.07 SPECIAL MEETING OF MEMBERS TO FILL VACANCIES.**

In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect the number of Officers provided for in the articles, the Board then in office shall without delay call a special meeting of members to fill the vacancy.

**7.08 CALLING OF MEETINGS OF GOVERNING BOARD.**

Meetings of the board may be called by the President or another officer delegated by the President or any two (2) officers at any time.

**7.09 MEETING OF GOVERNING BOARD.**

Meetings of the Board may be held at any time and place within or outside of Europe to be determined by the Officers. In the event an Officer of the Board is unable to attend a particular meeting the President or other Officer shall serve or designate an alternate Officer to serve as the representative to the Board at such meeting. The President shall serve as Chair of the meetings of the board. The Secretary or another officer designated by the board shall record and keep minutes of all meetings/resolutions of the board and shall circulate the minutes/resolutions to the general membership.

**7.10 PARTICIPATING IN MEETINGS BY ELECTRONIC MEANS.**

If a majority of the Officers consent thereto, a member may participate in a meeting of the board or a committee of the board by means of namely telephone conference, electronic or other communications facilities allowing all persons participating in the meeting to

communicate adequately with each other and an officer participating in a meeting by such means shall be deemed to be present at the meeting.

**7.11 NOTICE OF MEETING OF GOVERNING BOARD.**

Notice of the time and place for the holding of a meeting of the board shall be given as prescribed by a resolution of the board. A notice of meeting of officers need not specify the purpose of or the business to be transacted at the meeting, except where the By-laws require such purpose or business to be specified, including any proposal to:

- a) submit to the members any question or matter requiring the approval of members;
- b) fill a vacancy among the officer or in the office of public accountant or appoint additional officer;
- c) issue debt obligations except as authorized by the officers;
- d) approve any annual financial statements;
- e) adopt, amend or repeal by-laws; or
- f) establish contributions to be made, or dues to be paid by members.

**7.12 FIRST MEETING OF NEW GOVERNING BOARD.**

Notwithstanding the foregoing, provided a quorum of Officers is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

**7.13 MEETINGS OF THE GOVERNING BOARD.**

The board shall meet as often as required, at the call of the President.

**7.14 QUORUM AT GOVERNING BOARD MEETINGS.**

At least fifty (50) percent of all the Officers of the board shall constitute a quorum. If a quorum is present at the opening of a meeting, the Officers present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. Either the President, or Vice-President and Treasurer voting for approval of fundraising decisions and appointment of secretary shall constitute a quorum.

**7.15 VOTES TO GOVERN AT GOVERNING BOARD MEETINGS.**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the resolution. In case of an equality of votes either on the show of hands or on ballot or on the results of electronic voting, the President (or Vice-President, if President is not able to attend the meeting), in addition to an original vote, shall have a second or casting vote.

**7.16 SPECIAL COMMITTEES.**

The Board may from time to time establish any committee or other body (including advisory bodies, councils, subject divisions, and chapters), as it deems necessary or appropriate for such purposes, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

**7.17 PARTICIPATING IN A BOARD MEETING BY ELECTRONIC MEANS.**

An Officer may participate in a Board meeting by means of namely telephone conference, electronic or other communications facilities allowing all persons participating in the meeting to communicate adequately with each other and an officer participating in a meeting by such means shall be deemed to be present at the meeting.

**7.18 BOARD MEETING HELD ENTIRELY BY ELECTRONIC MEANS.**

The Board, as the case may be, may determine that the board meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**7.19 MINUTES AND RESOLUTION.**

The resolutions and/or minutes of the board shall be recorded in written form and executed by the chairman and the secretary or another officer designated by the board.

**7.20 BUSINESS MEETING.**

The Corporation shall hold an Annual Business Meeting, on a date, at a time, and in a place decided upon by the Governing Board, typically in conjunction with the Annual Meeting of Governing Board and Annual General Assembly. The Governing Board also may call special business meetings.

**7.21 ACTION BY BOARD WITHOUT A MEETING.**

Any action required to be taken or which may be taken at board meeting of the Corporation, may be taken without a meeting, without prior notice and without a vote, if a written consent setting forth the action so taken shall be signed by officers of the Corporation having not less than the minimum number of votes that would be necessary to authorize or take such action at a board meeting at which all officers entitled to vote thereon were present and voted; provided, however, that no written consent shall be effective unless such consent:

- a) bears the date of signature by each officer signing such consent; and
- b) is delivered to the Corporation within thirty (30) days of the date on which the earliest consent was delivered to the Corporation.

Prompt notice of the taking of the corporate action without a board meeting by less than unanimous written consent shall be given to those officers who have not consented in writing.

**SECTION 8 INDEMNIFICATION OFFICERS AND OTHERS MEMBERS**

**8.01 INDEMNIFICATION.**

Every officer of the Corporation, employee of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, be indemnified and held harmless by The Corporation in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties, except where such members are adjudged guilty of willful misconduct.

**SECTION 9 AFFILIATIONS**

**9.01 AFFILIATES.**

The Corporation may affiliate/associate and subsequently disaffiliate/disassociate with an organization upon acceptance by the board and the relevant governing body(ies). The Corporation may establish subsidiaries in other countries.

**9.02 MEMBER NETWORKS.**

The Corporation will facilitate the establishment of member networks and support their interests without any direct regulation or oversight by The Corporation.

**9.03 DISCLOSURE.**

A list of The Corporation affiliates; and member networks shall be available to the membership.

Affiliation or association with The Society or any of its Sections or Branches does not convey or imply endorsement of positions, products, or policies.

**10.01 DISSOLUTION.**

A proposed dissolution shall be voted upon by a ballot and requires a two-thirds majority of the members voting.

## **11.02 LIQUIDATION.**

The liquidation of the Corporation shall be carried out by the board, provided that the Board has not appointed other liquidators. Upon termination of the liquidation, once the corresponding obligations have been met, the financial resources shall be assigned to a non-profit, tax-exempt organization or institution, located in Switzerland, which will be determined by the Board and which has an objective substantially similar to the objective of the Corporation.

## **SECTION 11 GENERAL**

### **11.01 DISPUTE RESOLUTION.**

Disputes or controversies among members, officers or volunteers of the Corporation are to be resolved in accordance with any mediation and/or arbitration processes as may be determined by the Board.

### **11.02 OMISSIONS AND ERRORS.**

The accidental omission to give any notice to any member, officer or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 12 CONFIDENTIALITY**

### **12.01 CONFIDENTIALITY.**

All proceedings of the Corporation falling within the order of business in the by-laws and all the personal information of the members of the Corporation shall be confidential unless the Corporation by an affirmative vote of two-thirds of the members present, there being a quorum, decides to make any matter or information public. However, individuals may on occasion be taken into the confidence of the Corporation at the discretion of the President.

## **SECTION 13 BY-LAWS, AMENDMENTS TO THE BY-LAWS AND EFFECTIVE DATES**

### **13.01 SUBMISSION OF THE AMENDMENTS TO THE BY-LAWS.**

The amendments to the by-laws shall be decided by ballot.

### **13.02 NOTICE.**

Notice of a proposed amendment shall be sent to members at least thirty (30) days before the amendment is to be voted upon. The notice shall include the expected impact of the amendment and the recommendation of the board.

### **13.03 VOTING MAJORITY REQUIREMENT.**

The by-laws and each proposed amendment shall be voted upon by a ballot and require a two-thirds (2/3) majority of the members voting for approval. The membership shall be notified of the results of the ballot.

### **13.04 INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW.**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

### **13.05 EFFECTIVE DATE OF THE AMENDMENTS TO BY-LAWS.**

A proposed amendment shall become effective upon approval unless a later effective date is specified in the motion for adoption or in the ballot.

**13.06 EFFECTIVE DATE OF THE BY-LAWS.**

This by-law shall be effective when approved by the membership at the Annual General Assembly unless a later effective date is specified in the ballot.

**13.07 REPEAL OF PRIOR BY-LAWS.**

All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of the previous by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

**CERTIFIED** to be By-Law No. 2 of the Corporation, as enacted by the directors of the Corporation on the 21<sup>st</sup> day of October, 2018, and confirmed by the members of the Corporation.

Dated as of the 21<sup>st</sup> day of October, 2018, and signed by the following steering committee members.

President: Arjan Bredenoord, MD



---

Vice-President: Alfredo Lucendo, MD, PhD

---

Treasurer: Luc Biedermann, MD



---