

# Articles of Association of Swiss Association of Regional Anaesthesia

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## § 1 Name and Office of the Association

In accordance with Article 60 et seq. of the Swiss Civil Code, an association exists with the name "Swiss Association for Regional Anaesthesia" (SARA).

The registered office of the association shall be at the place of residence of the chairman of the association at the time.

## § 2 Objectives of the Association

The objectives of the Association shall be to provide and promote knowledge of regional anaesthesia and pain therapy in cooperation with the European Society for Regional Anaesthesia and Pain Therapy (ESRA) and the Swiss Society of Anaesthesiology and Reanimatology (SGAR - SSAR).

The Association is a nonprofit organisation and shall not undergo any commercial business. It shall not promote any financial interests of the members.

The Association may be registered in the Commercial Register in accordance with Article 61 Par. 1 of the Swiss Civil Code.

## § 3 Means

The association pursues its purpose by organising and/or promoting further education events and congresses in the field of regional anaesthesia and pain therapy. Furthermore the association shall join the European Society for Regional Anaesthesia to represent Switzerland and shall be in charge of the election of the Swiss delegates for the European Society of Regional Anaesthesia.

The association may publish, or promote the publishing of professional informational and educational papers for medical specialists.

At least one event for specialized professionals in the field shall be organized per year.

## § 4 Finances

The financial income of the association is generated as follows:

- A) From the association's assets
- B) Annual membership dues, the amount of which shall be fixed by the annual members' meeting.
- C) One-time or recurring voluntary contributions from sponsors and other third parties. Contributions from industry sponsors shall only be accepted

provided that the professional integrity, objectivity and independence of the members of the Association are not compromised

Seminars and educational events shall normally be financially self-supported; any surplus from such events shall be used exclusively to support future events of the Association

The members of the bodies of the Association shall not receive any remuneration for their activities, but only the reimbursement of their proven reasonable expenses.

### **§ 5 Liability**

The members of the association shall not be personally liable for the debts incurred by the association. The association shall take liability only with its assets.

### **§ 6 Membership**

There are two categories of members: ordinary members and associate members.

Any specialist in anaesthesiology practising in Switzerland may become an ordinary member of the Association, provided that he/she is also a full member of the SGAR-SSAR.

Only ordinary members of the Association who are also ordinary members of ESRA may vote for the appointment of the Swiss representatives to the ESRA Council. Members who are no longer professionally active may remain members of the Association as long as they are ESRA members.

Both natural and legal entities who support the aims of the association can become associate members..

The Board of the Association shall decide on the admission of new members at its own discretion by a resolution passed by a simple majority of the votes cast.

The Executive Board may exclude members from membership for important reasons at any time by a resolution passed with an absolute majority of the votes cast. The excluded member may appeal against the decision of the Executive Board to the General Assembly within 30 days. The general meeting shall decide on the appeal by simple majority. Only full members are entitled to vote in such an appeal.

Membership is personal and cannot be transferred..

#### **§ 6.1 Ordinary Members**

All full members shall have equal voting rights in all matters falling within the competence of the General Assembly, unless otherwise expressly provided in § 7.1. Only full members may become members of the Executive Committee.

Ordinary members are obliged to pay an annual membership fee, which is determined annually by the General Assembly. The amount of the membership fee of full members may differ from the membership fees of associate members.

## **§ 6.2 Associate Members**

Associate members shall be admitted by decision of the executive committee, requiring a simple majority of the vote's cast, upon a proposal made by a member of the executive committee.

Associate Members shall not be eligible for election to the Board of Directors of the Association and shall have no voting rights at the General Meeting, except for voting on the setting of annual membership fees, the approval of the annual accounts, the election of auditors, the approval of the dissolution of the Association and the use of the remaining net assets of the Association in the event of dissolution

Associate members shall be required to pay membership fees, which shall be determined annually by the General Assembly. The amount of these fees shall be at least half and at most twice as much as the annual fees to be paid by ordinary members.

## **§ 7 Organisation**

The governing bodies of the Association shall be:

- the members' meeting
- the executive committee / board of association
- the auditors

### **§ 7.1 The Members' Meeting**

The Executive Committee shall convene the General Assembly by written notice to the members at least 20 calendar days before the date of the meeting. The convocation may be made by a simple letter stating the agenda. In urgent cases, the notice period may be reduced to 10 calendar days, but not less.

The Annual General Meeting shall normally be held after the Specialist Meeting.

Extraordinary General Meetings shall be convened by resolution of a General Meeting or of the Executive Board or by written request of at least one fifth of all members entitled to vote, stating the items to be put on the agenda.

Resolutions, including amendments to the Statutes, shall be passed by an absolute majority of the members present at the meeting who are entitled to vote on the relevant agenda item, unless a different quorum is required by law or these Statutes. Members of the Association who are unable to attend the General Meeting may vote in writing and submit their votes to the Secretary of the Association at least 48 hours before the meeting.

The dissolution of the Association or its merger with another Association can only be validly decided if at least two thirds of all ordinary members are present at the General Meeting or have submitted their vote in writing to the Secretary of the Association at least 48 hours before the meeting and it is approved by at least two thirds of all members entitled to vote. The notice period for convening a general meeting whose agenda includes such items shall be at least 30 days.

The General Assembly has the following rights;

1. the election and, if necessary, the dismissal of the Chairperson and the other members of the Executive Board
2. the confirmation of the election of the principal officers

3. the appointment of the Auditor(s)
  4. appointment of the co-opted members of the Executive Committee
  5. the approval of the annual report, the annual accounts and the report of the auditor(s) submitted by the Executive Committee
  6. the discharge of the members of the Executive Committee
  7. deciding on the appropriation of the annual profit, if available
  8. the fixing of the annual membership fee
  9. the decision on appeals of members who have been expelled from the Association
  10. the amendment of the Statutes
  11. the approval of the dissolution of the Association and the decision on the distribution of any liquidation surplus.
- Only members of the Association which are at the same time also members of ESRA shall be entitled to vote on the appointment and dismissal, as the case may be, of the Swiss delegates to the ESRA Council.

## § 7.2 **The Executive Committee / Board of Association**

The Members meeting elect members of the Executive committee. Call for the candidates' is announced on the Society home page at least 4 weeks prior to the Members meeting. The executive committee shall consist of at least 3 and maximum 10 natural persons, elected by the members' meeting.

The officers of the Executive Committee shall be elected, as a rule for a term of office of 3 years; re-election at the end of the term is possible for a single further period of 3 years. After these 6 years members of the Executive Committee have to leave or be elected to a Major Officer position.

After the maximum period of 6 years the Webmaster of SARA will prolong its period for 1 year until another member of the Association applies for this position and is elected by SARA members.

The Executive Committee and the members of the Association will elect at the Members Meeting, from amongst the officers of the Executive Committee, the Major Officers. Under the term "Major Officers", the following posts are comprehended:

- President
- Secretary General
- Treasurer
- Past President
- President-elect
- Swiss ESRA Board Member

The President of SARA is the legal representative of the Association. The President is responsible for the management and administration of SARA. The President of SARA will automatically be the Swiss delegate to the ESRA Council.

The immediate Past President (1 year term) shall be available to advise the Executive Board and help the President in his/her duties

The President-elect (1 year term) will assist the President in his/her duties.

The Secretary General is responsible for the general administration of SARA, which will include the day-to-day affairs of the Society.

The Treasurer of SARA is responsible for all financial matters of the Association.

The Swiss ESRA Board Member is responsible for representing, together with the Swiss delegate to the ESRA Council, the interests of SARA at the European level and will inform the Executive Committee about the running business inside ESRA.

The terms of office are different for the major officers:

The term of office of the President of the Executive Board is three (3) years, renewable once. These terms go together with the terms for the Swiss delegate to the ESRA Council. Upon completion of the term of office of President, he/she automatically becomes the immediate Past President for a one (1) year term.

The term of office of the immediate Past President is one (1) year, non-renewable.

The term of office of the President-elect is limited to a one (1) year term. The President-elect will assume office one (1) year before the end of the term of office of the President.

The term of office of the Secretary General is three (3) years, renewable once.

The term of office of the Treasurer is three (3) years, renewable once.

Major Officers can rotate inside the Major Officers positions if elected in the new position by the General Assembly

Co-Opted Members for the Executive Committee are SARA Members with special knowledge, international contacts or other special characteristics needed for SARA. This members are only consultants for the Executive Committee with no official Executive Committee position and rights.

SARA has the following stipulations in case an unexpected vacancy arises among the officers of the Executive Board:

- In case of an unexpected vacancy arising for the office of President, the immediate Past President will assume office until the new President is elected. The President-elect will become President immediately upon election by the Member's Meeting.

- If the President-elect is unable or unwilling to continue in office, Member's Meeting will elect from amongst the officers of the Executive Committee a new President-elect. As an exception to the one (1) year term, the President-elect will assume the office of President when the current President's term of office expires.

- In case the Secretary General or the Treasurer is unwilling or unable to continue in office, the Member's Meeting shall elect from amongst the officers of the Executive Committee

another member to fill the office for the remaining term. This appointee will be eligible for a further full term of office.

- If an Executive Committee Member, other than those mentioned above, should be unwilling or unable to continue, then a replacement will be elected at the next Member's Meeting

The officers can be dismissed by the General Assembly only by a two-thirds majority of the members present or represented in the Annual General Assembly.

Except for the office of chairman, the executive committee shall organize itself and appoint from its members, who shall carry joint signing authority by two, its officials.

### **§ 7.3 The Auditor(s)**

The General Assembly shall annually elect one or more auditors who need not be members of the Association. The auditors shall audit the annual accounts and submit a written report on the results of their audit to the general meeting. Legal entities may also be considered as auditors. Professionally qualified auditors who carry out the audit as part of their professional activities may receive an audit fee in line with the market. The provisions of Article 69 b of the Swiss Civil Code remain reserved.

### **§ 8 Annual Financial Statements**

The financial year of the Association shall end on 31 December, for the first time on 31 December 2009. The annual balance sheet and the profit and loss account shall be closed on 31 December of each year and shall be prepared in accordance with the accounting principles generally accepted in Switzerland.

### **§ 9 Language**

The official language of the Association shall be English.

### **§ 10 Dissolution**

The dissolution of the Association as well as its merger with another Association must be decided by a General Assembly at which at least two thirds of all ordinary members are present or represented. The notice period for convening this meeting shall be at least 30 calendar days. A decision to dissolve the Association shall require a majority of at least two thirds of all ordinary members present and represented and, in addition, the approval of half of all members present and represented, including associate members. The associate members shall also be entitled to vote on this point.

The executive committee shall carry out the liquidation of the Association, unless the members' meeting has appointed special liquidators.

The distribution of any liquidation surplus shall be decided by the members present at the meeting on the proposal of the Executive Board. This surplus may only be given to non-profit

organisations based in Switzerland whose activities include the education and training of doctors specialising in anaesthesia and/or pain therapy.

The reimbursement of membership fees or the distribution of association assets to members is excluded.

These Statutes came into force with the approval of the Founding Members' Meeting on 13 December 2008.

The latest amendments to these Statutes were approved by the General Assembly of Members on 28 October 2021 in Geneva

Andrea Saporito, President

Roman Zuercher, General Secretary