

BYLAWS
OF THE EUROPEAN HERNIA SOCIETY (EHS-GREPA)

CHAPTER I
GENERAL PROVISIONS

Article 1. Name.

The European Hernia Society – GREPA (hereonin “the Association”) is a non-profit international scientific association constituted pursuant to the content of *Loi du 1er juillet 1901 on the Contract of Association and its implementing provisions* (hereinafter *Loi du 1er juillet 1901*), with legal personality and full capacity to act.

The Association was founded on 15 June 1979 at Bobigny (France). The initial meaning of the acronym GREPA was “*Groupe de Recherche et d'Etudes de la Paroi Abdominale*” (Group for Research and Study of the Abdominal Wall). Following the General Assembly held at Cologne (Germany) on June 1998, the name of the European Hernia Society – GREPA was adopted.

Article 2. Duration.

This Association is constituted for an indeterminate period of time.

Article 3. Purposes.

The purposes of the Association are among others:

1. The study of anatomic, physiologic, pathologic and therapeutic problems related to the abdominal wall.
2. The publication of scientific articles dealing with the anatomy, physiology and pathology of the abdominal wall.

3. The possible creation of organisations or sections outside Europe contributing with relevant documentation, participating in research studies or providing instructions within the context defined in sections one and two.
4. The development of interdisciplinary relations.
5. To undertake as many activities as may result in the improvement of the study of the abdominal wall, of the professionals who dedicate themselves to its study, and of the Association itself.
6. To promote the professional enhancement of all its members, and support their professional interests.
7. To represent its members before public or private entities, as well as to advise them on the social, professional, deontological aspects, and all those that derive from the practice of the specialty of the Association.
8. To promote education, training and research in abdominal wall surgery.
9. To promote joint activities and partnerships between national and international scientific societies.

Article 4. Fiscal address.

The Association establishes its fiscal address in the 121 rue de Rennes, 75006 Paris, France. For notification purposes, the Board of Directors shall appoint an operational office. The location of this office can be changed to any place in Europe by previous decision of the Board.

CHAPTER II

MEMBERS

Article 5. Conditions.

The Association is primarily composed of surgeons treating hernia patients; including pediatric surgeons, intensive care specialists, anatomists, physiologists, anaesthesiologists, engineers, scientific investigators and medical doctors, all of them that are engaged in the study of the abdominal wall. In addition, other professionals or individuals who contribute with their help to the achievement of the aims of the Association or who are interested in the activity of the Association may also become members.

Article 6. Members.

Within the Association there shall exist the following classes of members:

- a) Founder members are those who participated in the act of constitution of the Association: JP Chevrel (Paris), P. Duchêne (Paris), J. Escat (Toulouse), PL Fagniez (Paris), J. Hureau (Paris), J; Loygue (Paris), J Périssat (Bordeaux), D. Rigault (Paris), J. Rives (Reims) and R. Stoppa (Amiens).
- b) Active members are those who in compliance with the requirements established in Articles 5 and 9 join the Association.
- c) Honorary members are those who by virtue of their prestige or by reason of having contributed in a relevant way to the dignification and development of the Association, are entitled to such distinction. The appointment of the Honorary members will need ratification by the General Assembly, after proposal by the Board of Directors.
- d) Junior Associates members, are those professionals who, at the time of affiliating to the Association, accredit to be realizing the residence or a

training qualifying to accede to the professional exercise. Once the said training period has ended and with prior accreditation of it, they may request the change of their category to Active member category by means of a written request to the Secretary of the Association.

- e) Corporate members are those professionals (individuals) who contribute with their support to the achievement of the aims of the Association or who are interested in its activities. The Board of Directors will approve the title of Corporate member. This condition will be temporary whenever the Corporate member contributes to the aims of the Association or is interested in the Association's activity.

Article 7. Rights.

7.1. Members shall have the following rights:

- a) To take part in all the activities organised by the Association in fulfilment of its purposes.
- b) To enjoy all the advantages and benefits that the Association can obtain.
- c) To participate in the Assemblies.
- d) To receive information on the resolutions adopted by the organs of the Association.
- e) To make suggestions to the members of the Board of Directors in order to the best fulfilment of the aims of the Association.
- f) To be eligible for the organs of the Association, in the terms indicated in these Bylaws.
- g) In compliance with current legislation on the protection of personal data, the personal data provided by the members will be incorporated into a file under the responsibility of the Association. The members know and assume that the Association may have to communicate their personal data in a timely manner to the societies or federations of which the Association is a part, to organizers of Congresses and to public or private organizations related to the Association. Each member is responsible for the veracity of the data provided, as well as for keeping the data updated. The member

will be able to exercise the rights included in the current regulations regarding the protection of personal data before the Association.

7.2. Right to vote

- a) Founder members, Active members and Honorary members hold the right to vote provided that the provisions of the following section (7.3) do not apply to them.
- b) Junior Associate members do not have the right to vote during the first year as members of the Association; however, they may exercise this right during the following years if the provisions of the following paragraph (7.3) do not apply to them.
- c) Corporate members do not have the right to vote.

7.3. The members that were involved in a sanctioning file in the terms of Article 11, will lose in a precautionary way and until the resolution of the same, any right that they had by legal, statutory and/or regulatory means.

7.4. Honorary members shall be exempt from the payment of ordinary and/or extraordinary annual membership fees and from the registration fee for the Annual Congress of the Association.

7.5. Junior Associates members shall be exempt from the payment of the ordinary and/or extraordinary annual membership fees during the first year of membership. From the second year onwards, they shall be obliged to make such payments.

7.6. Corporate members are entitled to participate in the General Assemblies, without right to vote. These members may be eligible only for the position of member of an Advisory Committee, but not for member of the Board.

Article 8. Duties.

8.1. The members will have the following obligations:

- a) To comply with the present Bylaws, the internal regulations adopted and the agreements approved by the Assemblies and by the Board of Directors.
- b) To act professionally in accordance with professional ethics and deontology, avoiding undertaking actions contrary to the aims and reputation of the Association.
- c) To act faithfully with the organs of the Association.
- d) To pay the ordinary and/or extraordinary annual membership fees. The members will have a maximum term of four (4) months (until 1st of May of each calendar year), to disburse the corresponding membership fee. Honorary members and Junior associates members who shall be exempt of the aforementioned payment under the terms of Article 7 of these Bylaws.
- e) To attend, whenever possible, the Annual Congress, the Assemblies and other acts organized upon payment of registration fee set by the Board of Directors. The members shall bear the cost of travel, accommodation and meals.
- f) To accomplish, where appropriate, the obligations inherent to the position they occupy.
- g) To provide and keep updated the data given to the Association. The member must provide a valid email address that will constitute the means of communication between the member and the Association.

8.2. Honorary members can provide personal advice to the Board of Directors whenever appropriate.

Article 9. Membership.

9.1. Applications for membership should be addressed to the Secretariat of the Association, who will forward them to the Secretary General of the Board. The

Secretary General will review the applications and accept them automatically; only in case of doubt, it will forward the applications submitted to the Board of Directors, for it to decide on their acceptance or rejection.

9.2. The decision of acceptance or rejection shall be communicated to the interested party as soon as possible, stating, where appropriate, the reasons for the decision taken:

- a) In case of acceptance, the new member authorizes the charge of the ordinary and/or extraordinary annual membership fee established by the Association, undertakes to comply with these Bylaws and accepts that the Association will process the personal data for its purposes.
- b) In the event of rejection, the decision of the Board of Directors shall be final and binding.

9.3. Members who join the Association on or after October 1 (inclusive) of the calendar year will be required to pay the membership fee for that current year. The aforementioned membership fee will be valid for that current year and for the following calendar year.

9.4. The Secretariat of the Association will be in charge of keeping the register of new members under the control of the Secretary General.

9.5. The condition of member of the Association is non-transferable both inter vivos and mortis causa.

Article 10. Member cessation.

10.1. Membership will cease for any of the following causes:

- a) By death.

- b) By resignation communicated in writing to the Secretariat of the Association. Voluntary resignation shall not entitle the member to receive any equity participation that he/she has contributed in favour of the Association.
- c) By expulsion of members based on the agreement of the Board of Directors resulting from the non-payment of the ordinary and/or extraordinary annual membership fee during the first four (4) months of the calendar year. In the event that on the 1st of May of the current year, the member has not paid the membership fee due, and the Association has sent the payment reminders, the immediate expulsion comes into effect.
- d) By expulsion of members based on the agreement of the Board of Directors resulting from: i) the breach of these Bylaws and their implementing provisions or the principles of professional ethics and deontology; ii) the conduct of censurable actions contrary to the aims and reputation of the Association; iii) the manifest insubordination before the organs of the Association.

10.2. In relation to section d), a sanctioning file will be processed, prior to the Board of Directors adopting the expulsion agreement.

10.3. The Secretariat of the Association shall be in charge of keeping a register of the loss of members under the control of the Secretary General.

Article 11. Sanction proceedings.

The Secretary General will agree the opening of a disciplinary dossier with the purpose of clarifying and, if applicable, sanctioning the conducts that could be object of infraction according to the established in Article 8. The Secretary General will carry out the proper actions of the instruction of the dossier. In addition, the Secretary General will process the hearing of fifteen (15) calendar days to the member concerned so that he/she can present the allegations to the facts imputed. Once this phase is concluded, the Board of Directors adopts the

agreement to i) file, ii) reprimand or iii) direct expulsion. In the event of receiving three (3) reprimands, the expulsion will be agreed upon.

The maximum term of resolution of the sanction proceeding will be three (3) months starting from the date of the initial notification to the affected member. In the event that the three (3) months pass and the member does not receive any notification of the agreement of the Board of Directors, he/she must consider that the sanctioning file has expired.

CHAPTER III BODIES OF THE ASSOCIATION

12. Bodies.

The bodies of the Association are:

- General Assembly
- Board of Directors (hereinafter Board or Board of Directors)
- Advisory Committees
- Committee of National Representatives
- Corporate Committee

CHAPTER IV BOARD OF DIRECTORS

Article 13. Composition.

13.1. The Board of Directors is the body that leads, manages and represents the Association. It is composed of a President, a Secretary General, a President-Elect, a Treasurer and nine (9) Secretaries of the various Advisory Committees.

13.2. This initial composition of the Board of Directors, with thirteen (13) voting members, may exceptionally increase to a maximum of fourteen (14) members in the event that the Board of Directors itself deems necessary that the outgoing

Secretary General continue to serve on the Board or the Secretary General Elect, in case he/she is not an active member of the Board. The Board will take this decision without the need of ratification by the Assembly. The term of office of the outgoing Secretary General as a member of the Board of Directors shall be a maximum of one (1) year (non-re-eligible). The term of office of the Secretary General Elect as a member of the Board of Directors shall be a maximum of one (1) year before becoming Secretary General. During this annual term, these two positions shall only have the right to speak, but not to vote, except if the Secretary General Elect is active member of the Board or the Past Secretary General becomes President Elect.

13.3. The duration of the term of office of the Board of Directors and its renewal shall be as follows:

- The President, a term of two (2) years not eligible for re-election.
- The President-Elect (1st Vice-president), a mandate of two (2) years not re-eligible.
- The Secretary General, a mandate of three (3) years re-eligible by the Board for two (2) more years.
- The Treasurer, a mandate of three (3) years, re-eligible by the Board for another two (2) more years.
- The Secretaries of the different Advisory Committees will have a mandate of three (3) years, re-eligible by the Board for two (2) more years.

13.4. The Board of Directors will appoint, re-elect and revoke its own members through the procedure established for this purpose. The appointment shall require subsequent ratification by the General Assembly; however, such ratification shall not be necessary for re-election and revocation. In the event that the member appointed by the Board of Directors is not ratified by the General Assembly, the Board of Directors shall meet and decide on the matter. The decision of the Board of Directors shall be final, irrevocable, and public; if any member wishes to request a clarification of such decision may do so, and the Board of Directors shall respond as soon as possible.

13.5. If the General Assembly does not ratify the appointment of the candidate by the Board of Directors or there is no candidate for the vacant position, the outgoing member shall continue to occupy the office until the effective appointment of the successor. In the meanwhile, the outgoing member shall have the same rights and obligations inherent in the office, although he/she shall refer to himself/herself as acting in functions.

13.6. Within the powers of the Board of Directors to appoint and re-elect its members, the following limits are established:

- a) The appointment of the positions of President and Secretary General must necessarily fall on a member of the Association who has held, previously or currently, any other position on the Board of Directors.
- b) The Board of Directors will promote the values of equality and the cultural diversity of Europe in the composition of the Board.
- c) Those members who, being eligible, live and work outside an European country shall not be eligible to hold office on the Board of Directors.
- d) In the agreement for the re-election of a member of the Board of Directors, the member in question may not take part in the vote.
- e) In the appointment of the Secretaries of the different Advisory Committees, at the end of the maximum term of five (5) years at the head of the Advisory Committee or any other position at the Board, they shall wait a minimum term of at least four (4) years in order to be able to be re-appointed Secretary (of any Advisory Committee). However, during his/her mandate, he/she may be appointed Secretary of another Advisory Committee until reaching the maximum term of five (5) years as Secretary.

13.7. The members of the Board of Directors may be removed from their positions by i) voluntary resignation, ii) professional incompatibility or iii) revocation, and the Board of Directors must appoint a new member to fill the vacancy in the terms set forth in these Bylaws. In the meantime, the President Elect shall assume such functions.

i) and ii) In the event of voluntary resignation or professional incompatibility, the member concerned must notify the Secretary General in writing at the earliest.

iii) In the event of revocation by prior agreement of the Board of Directors, said agreement must be based on non-compliance with these Bylaws, its implementing provisions, the principles of professional ethics and deontology or in the performance of actions that are censurable or contrary to the aims and reputation of the Association. In the revocation agreement of a member of the Board of Directors, the member in question may not take part in the vote. The loss of the condition of member of the Board of Directors by any of the previous causes does not entail the loss of the condition of member. Although, if it is a revocation by previous agreement of the Board of Directors it will be possible to proceed to the opening of a sanctioning file in the terms of Article 11.

13.8. All positions on the Board of Directors, except the Secretary General, shall be altruistic and not remunerated, although any expenses incurred by such members in the performance of their duties may be compensated. The position of the Secretary General may be compensated after approval of the Board of Directors and ratified by the General Assembly.

13.9. The Advisory Committees, headed by the respective Secretaries, may change their name and/or functions according to the needs of the Association. Such change shall be proposed by the Board of Directors and ratified by the General Assembly.

Article 14. Meetings.

14.1. The Board of Directors shall meet i) at least twice (2) a year, ii) when deemed necessary by the President or the Secretary General, either for ordinary or urgent subjects or iii) at the initiative of half of its members plus one. The meeting may be held in person or telematically by means of any tool or technological platform set up for this purpose.

14.2. The date of the Board of Directors meeting shall be announced at least one (1) month in advance. The place, day and time of the meeting shall be indicated with the announcement of the meeting, nonetheless the agenda might be communicated in writing by the Secretary General to the rest of its members at least seven (7) calendar days prior to the date set for the meeting. In case of urgent subjects, the date of the Board of Directors meeting shall be announced with at least five (5) calendar days in advance. The place, day, time of the meeting and the agenda shall be indicated with the announcement of the meeting.

While the main part of the meeting of the Board of Directors may only address the discussion and voting of the items on the agenda, sufficient time will be devoted for any other issue or questions to be raised. Questions raised in this context may not be put to the vote. If deemed appropriate, the issue will be included as an agenda item for the next Board of Directors meeting.

14.3. The Board of Directors meeting shall be deemed valid when at least seven (7) members are in attendance. Its agreements will be valid as long as they are agreed to by a majority of votes of attendees having the right to vote (the transference of vote will not be valid). In the event of a tied vote, the Secretary General's vote shall be the deciding vote.

14.4. The voting procedure shall be a) by a show of hands; b) by means of ballots, in this case counting at the end of the voting; c) by means of a tool, procedure or platform provided for the purpose. Regardless in all cases, voting shall be carried out secretly when one of the members of the Board of Directors requests it prior

to the beginning of the vote. The Secretary General is responsible for the counting and the execution of the voting.

Article 15. Faculties.

15.1. The faculties of the Board of Directors shall extend, in a general manner, to all acts proper to the objectives of the Association.

15.2. The faculties of the Board of Directors are:

- a) Propose general and specific action programmes to the General Assembly.
- b) Execute the ratification agreements adopted by the General Assembly.
- c) Appoint the members of the Board of Directors, with subsequent ratification by the General Assembly.
- d) Re-elect and revoke the members of the Board of Directors.
- e) Decide the appointment of the outgoing Secretary General and/or the Secretary General Elect as a member of the Board of Directors, in the terms established in these Bylaws.
- f) Propose to the General Assembly a different distribution of the positions of the Board of Directors and/or a different attribution of competences and name of the different Advisory Committees.
- g) Proposal for the appointment of the President of the Congress and its location, which shall be ratified by the General Assembly.
- h) Formulate and submit for ratification by the General Assembly the balance sheets and annual accounts.
- i) Resolve on the admission of new members, in case of doubt.
- j) To adopt the agreement of expulsion of members, in the terms set out in these Bylaws.
- k) Deciding on the number of advisors that each Advisory Committee may have.
- l) To appoint, re-elect and revoke the advisors of the Advisory Committees.
- m) To propose the ordinary or extraordinary membership fees.

- n) To agree on the voting procedure of the General Assemblies (face-to-face or telematically).
- o) The management, administration and representation of the Association with the widest faculties.
- p) Manage what concerns its direction, government and internal regime, deciding on the creation of the services and bodies and deciding on the appointment of internal or external personnel necessary for such purposes.
- q) Deciding on the hiring and dismissal of personnel, on the granting of internal faculties to members of the Board of Directors or external to third parties, on the appointment of lawyers and attorneys, on the filing of claims in the Government, before Courts, ordinary jurisdictions, labor and special and on the acceptance of donations, gifts and inheritances.
- r) To decide on the contracting of all kinds of goods and services suitable for the Association.
- s) Agree on the federation or association with other scientific societies of interest, by any means provided for the purpose, as well as the subsequent separation of them.
- t) To authorize the opening of headquarters or delegations of the Association at an international level, by means of representatives appointed for this purpose by the Board of Directors.
- u) To propose the appointment of Honorary members to the General Assembly.
- v) To approve the appointment of Corporate members.
- w) To decide on the location of the operative office of the Association.
- x) Agree on the requirements and rights to hold the status of Corporate partner.
- y) To decide on the compensation (remuneration) of the Secretary General of the Board, decision that must be ratified by the General Assembly.
- z) Any other faculty that is not the competence of the General Assembly of members.

Article 16. President.

16.1. The President shall have the following duties:

- a) To preside over the meetings of the Board and The General Assembly.
- b) To decide the urgency of a subject, in order to announce an urgent Board meeting in the terms stipulated in these Bylaws.
- c) To represent the Association, either independently or together with the Secretary General in official functions and/or meetings (among others, before public Administrations, organisms, and public, private, national, international and autonomous entities).
- d) To be actively involved all the activities of the Association.
- e) To ensure, together with the Secretary General, that the Association acts according to the Bylaws.

16.2. In the absence of the Secretary General (due to absence, illness or well-founded reasons), the President will replace him/her.

Article 17. President-Elect.

17.1. The President-Elect will assume the functions of the member of the Board of Directors removed from their position (by voluntary resignation, professional incompatibility or revocation), until the appointment of the new member who replaces him/her.

17.2. The President-Elect shall replace the President when necessary (absence, illness or well-founded reasons) or when it is impossible for the latter to fulfil his functions.

Article 18. Secretary General.

18.1. The Secretary-General shall have the following functions:

- a) To ensure, together with the President, that the Association acts according to the Bylaws

- b) To use the Association's social signature to sign public or private documents on behalf of the Association, with the approval of the Board of Directors and, where appropriate, to request copies of all those documents in which the Association may have a direct or indirect interest.
- c) To approve the draft of the minutes of the Board of Director meetings and the General Assemblies.
- d) To sign, record and keep the minutes of the Board of Directors meetings and the General Assemblies.
- e) To be responsible for the counting and the execution of the voting procedures during the meetings of the Board of Directors and the General Assembly.
- f) To sign with the President, or as directed, the nominations and diplomas.
- g) To supervise such proceedings and scientific publications as the Association may consider appropriate.
- h) To decide autonomously, without the need for authorization from the Board of Directors, on the approval of expenditure items that may be necessary for the proper functioning and development of the Association, with the total maximum limit of 10% of the funds existing in the Association's current account at the close of the previous year. For the approval of expenditure items above this limit, the authorization of the Board of Directors will be required.
- i) To decide the urgency of a subject, in order to announce an urgent Board meeting in the terms stipulated in these Bylaws.
- j) To establish the agenda, with assistance of the President, to be followed at meetings of the Board and the General Assembly.
- k) To send to the members of the Association the call of the General Assembly.
- l) To represent the Association together with the President at official functions and/or meetings (among others, before public Administrations, organisms, and public, private, national, international and autonomous entities).
- m) To draft a progress report in order to present it to the General Assembly.
- n) To perform, if need be, the functions of the Treasurer and sign autonomously cheques and payment orders.

- o) To control the registrations and cancellations of members.
- p) To open sanctioning proceedings against the members in the terms reflected in these Bylaws.
- q) To approve the expenses (cheques, orders, transfers, etc.) of the Treasurer.

18.2. In the absence of the President-Elect (for absence, sickness or justified reason), the Secretary General will replace him.

Article 19. Past Secretary General.

19.1. The outgoing Secretary General, with the approval of the Board of Directors, may continue to be a member for the sole purpose of providing advice to the incoming Secretary General and to the Board of Directors.

19.2. This agreement will be made by the Board of Directors, without the need for later ratification by the General Assembly.

19.3. The term of office as a member of the Board of Directors shall be a maximum of one (1) year (not re-eligible). During this term, the outgoing Secretary General shall only have the right to speak, but not the right to vote in the Board meetings.

19.4. If Past Secretary General becomes President Elect, this figure will not exist.

Article 20. Secretary General Elect

20.1. The decision to appoint a Secretary General Elect is a faculty of the Board, being necessary to be ratified by the General Assembly. In the event of a favourable decision, such decision shall be taken one (1) year before its appointment as a member of the Board.

20.2. The Board of Directors, if deems necessary, one (1) year before becoming Secretary General will appoint the Secretary General Elect as a member of the Board of Directors for the sole purpose of learning the functions and duties of the

Secretary General. This decision will be made by the Board of Directors, without the need for later ratification by the General Assembly.

20.3. The appointment of the Secretary General Elect must necessarily fall on a member of the Association who has held, previously or currently, any other position on the Board of Directors.. In case the member appointed Secretary General Elect was currently holding another position on the Board of Director, he/she will not be obliged to resign from this previous position.

20.4. The term of office of the Secretary General Elect as a member of the Board of Directors shall be a maximum of one (1) year before becoming Secretary General. During this term, the Secretary General Elect shall only have the right to speak, but not the right to vote in the Board meetings.

Article 21. Treasurer.

The functions of the Treasurer shall be:

- a) To update the account books of the Association.
- b) To keep the accounts of the Association.
- c) To sign cheques and payment orders, previously approved by the Secretary General.
- d) To produce an annual statement of accounts to the Board so that he may scrutinise these in detail with the competent authorities.
- e) To report the balance of income and expenditure (financial report) to the Board and at the General Assemblies. If need be, the financial report may be made by the Secretary General.
- f) To hold the financial records.

Article 22. Secretaries of the Advisory Committee.

22.1.- The functions of the Secretaries will be acting as representatives of each Advisory Committee, assuming all of the duties deemed necessary. Among others, the duties will be:

- a) To forward the proposals of each the Advisory Committee to the Board of Directors.
- b) To draft yearly reports to the Board, at least two of them (at the beginning, based on the aims and tasks proposed for the incoming year and, at the end of the year, based on the tasks and aims achieved during that year.
- c) To send to the members of each Advisory Committee the call of the meetings.
- d) To establish the agenda to be followed at the meetings.
- e) To approve the draft of the minutes of each Advisory Committee meetings.
- f) To sign, record and keep the minutes of the each Advisory Committee meetings.
- g) To be responsible for the counting and the execution of the voting procedures in the meetings of the Advisory Committee.

22.2. As a member of the Board, the appointment, re-election and revocation of the Secretaries of each Advisory Committee will be decided by the Board based on objective criteria (membership, experience in the sector, curriculum vitae, cover letter, geographical criteria, etc.). At the time of the re-election, in order to be considered by the Board of Directors, the Secretaries will present a report that justifies the motives to be re-elected.

CHAPTER V

ADVISORY COMMITTEES

Article 23. Constitution and functions.

23.1. The Advisory Committees are those that support the different Secretaries. Each of the Advisory Committees shall be chaired by a Secretary and consist of a number of advisors to be determined by the Board of Directors.

23.2. The appointment and re-election of the advisors of each Advisory Committee will be based on objective criteria (membership, experience in the sector, curriculum vitae, cover letter, geographical criteria, etc.). The term of office

shall be three (3) years, extendable for a further two (2) years, and the Board of Directors shall be responsible for their appointment and re-election.

.3. The positions of advisor will be honorary and not remunerated.

23.4. Members living and working outside Europe may be appointed as member of the Advisory Committees.

23.5. Each Advisory Committee shall advise the Secretary of the Board of Directors within the scope of its faculties as set out in Articles 22 of these Bylaws. These Advisory Committees shall forward their proposals to the Board of Directors through their Secretary. Advisors may not attend meetings of the Board of Directors unless invited; in the event they attend a meeting, they shall not have the right to vote on the issues raised.

23.6. The advisors of each Advisory Committee may be removed from office by (i) voluntary resignation, (ii) professional incompatibility or (iii) revocation, in this case, the Board of Directors shall appoint a new member to replace the vacant position.

i) and ii) In the event of voluntary resignation or professional incompatibility, the member concerned must notify the Secretary General in writing as soon as possible.

iii) If the Board of Directors agrees the revocation of an advisor, this agreement must be based on the non-compliance with these Bylaws, its implementing provisions, the principles of professional ethics and deontology or in the accomplishment of censurable actions contrary to the aims and reputation of the Association. The loss of the status of advisor, for any of the foregoing reasons, does not entail the loss of membership. Although, if it were a revocation by prior agreement of the Board may proceed to the opening of a disciplinary file in the terms of Article 11.

23.6. The meetings of each of the Advisory Committee may be held in person or telematically by means of any tool or technological platform set up for this purpose. The Secretary shall call the meeting at least fifteen (15) calendar days in advance, in writing (e-mail, letter) including the place, date, time and agenda. Only the items on the agenda may be dealt with and put to the vote. The meeting will be validly constituted when half of the members of the Advisory Committee in question plus one attends. The decisions will be taken by simple majority of the attendees (the delegation of vote will not be valid). In case of a tied vote, the Secretary's vote shall be the deciding vote.

CHAPTER VI

COMMITTEE OF NATIONAL REPRESENTATIVES

Article 24. Constitution and functions.

24.1. The Committee of National Representatives shall consist of the President and the Secretary General of the Board of Directors, the Secretary of the National Representatives Advisory Committee (If this position exist) and the national representatives of each national chapter.

As a member of the Board, the appointment, re-election and revocation of the Secretary of this committee will be decided by the Board based on objective criteria (membership, experience in the sector, curriculum vitae, cover letter, geographical criteria, etc.). At the time of the re-election, in order to be considered by the Board of Directors, the Secretary will present a report that justifies the motives to be re-elected.

The national representatives of each national chapter shall be elected, re-elected and revoked directly by the national chapters and shall report to the Board of Directors.

The national representative's position shall be honorary and unpaid.

24.2. The Committee of National Representatives meetings may be held in person or telematically by means of any tool or technological platform set up for this purpose. However, one (1) face-to-face meeting must always be held at each Annual Congress celebrated. The Secretary of this committee together with the Secretary General must convene the meetings at least fifteen (15) calendar days in advance, by any means that allows a record to be made of said convocation, which must include the place, date, time and agenda. Only the items on the agenda may be dealt with and put to the vote. It will be validly constituted when half of the members plus one of the Advisory Committee in question attends. The decisions will be taken by simple majority of the attendees (the delegation of vote will not be valid), having the Secretary of the Committee of National Representatives, or the Secretary General in case of absence of previous mentioned secretary, the deciding vote.

CHAPTER VII CORPORATE COMMITTEE

Article 25. Constitution and functions.

25.1. The Corporate Committee shall consist of the President, the Secretary General, the President-Elect and the Treasurer of the Board of Directors and the Corporate Partners.

25.2. The title of Corporate Partners will be held by the legal entities that collaborate or contribute, economically or in kind, with the aims of the Association. Among its purposes are the following:

- a) Promote the main goals of the Association.
- b) Support the Association for the following projects.
 - a. Grants for Association sponsored projects and studies.
 - b. Fellowships on Hernia Centers for young surgeons in a different European country.
 - c. Accreditation systems for Hernia Centers and surgeons.
 - d. European Hernia School.

- e. Winter meeting of the Board.
- f. Meetings of the Advisory Committees.
- g. Registers.
- h. Any new projects approved by the Board.

25.3. The requirements and rights to become a Corporate Partner shall be approved by internal agreement of the Board of Directors

25.4. The Corporate Committee shall meet once a year at the Annual Congress under the following terms:

- a) Corporate Partners will be represented by one or two members of the legal entity.
- b) The members of the Board of Directors who are not part of the Corporate Committee may attend the meeting as guests.
- c) The purpose of the meeting will be the exchange of opinions, ideas and projects with the aim of supporting and encouraging education, research and patient care in abdominal wall surgery.

25.5. The Secretary General shall periodically inform the Board of Directors of the legal entities holding the title of Corporate Partners.

CHAPTER VIII GENERAL ASSEMBLY

Article 26. Nature and composition.

The General Assembly is the supreme organ of the Association.

Article 27. Meetings.

27.1. The meetings of the General Assembly may be ordinary or extraordinary.

27.2 The ordinary General Assembly shall be held once a year, coinciding with the Annual Congress of the Association, which shall be organized by the

President of the Congress, whose appointment shall be proposed by the Board of Directors and ratified by the General Assembly at least three (3) years prior to the date of the Annual Congress.

27.3. The Extraordinary General Assembly shall be held i) when established by these Bylaws, ii) by decision of the President or the Secretary General, iii) by a majority agreement of the Board of Directors or iv) when twenty (20) percent of the total members proposed it in writing and addressing it to the Secretary General.

27.4. The call of the General Assembly, whether ordinary or extraordinary, must be communicated to the members by means of the sending of an email to the address previously communicated to the Association, with a minimum of one (1) months' notice. The call shall state the place, day and time of the meeting, as well as the agenda.

While the main part of the General Assembly may only address the discussion and voting of the items on the agenda, sufficient time will be devoted for any other issue or questions to be raised. Questions raised in this context may not be put to the vote. If deemed appropriate, the issue will be included as an agenda item for the next General Assembly.

27.5. The General Assembly shall be validly constituted regardless of the number of members attending it. If so required, the members must identify themselves adequately (by means of ID, professional ID or any other similar document) in order to participate and/or to vote (those with voting rights) in the General Assembly.

Article 28. Voting procedure.

28.1. Agreements shall be adopted by a simple majority of the votes of the members with voting rights (the delegation of vote shall not be valid). The simple majority shall be when the affirmative votes exceed the negative ones (null, blank or abstentions votes shall not be computable).

28.2. A qualified majority, consisting of a two-thirds majority of the members with voting rights, shall be required in the cases stipulated by Law.

28.3. The voting procedure shall be agreed upon beforehand by the Board of Directors, and may be either i) face-to-face (by acclamation, show of hands or by means of ballots -secret vote-, in the latter case counting at the end of the voting) or ii) telematically (by means of a tool or platform enabled for this purpose). Regardless in all cases, voting shall be carried out secretly -ballots- when at least ten (10) of the members with voting rights requests it prior to the beginning of the vote in the General Assembly.

Article 29. Faculties.

29.1. These are the duties of the General Assembly:

- a) To ratify or reject the Treasurer's accounts.
- b) To ratify the agreement of appointment of the members of the Board of Directors, in the terms set out in these Bylaws.
- c) To ratify a different attribution of competences and of the denomination of the different Advisory Committees, previous proposal of the Board of Directors.
- d) To ratify the Presidents and the location of the next Annual Congresses on the proposal of the Board of Directors.
- e) To ratify the amendment agreement of Bylaws, adopted by the Board of Directors.
- f) To ratify the proposal of ordinary or extraordinary annual membership fee adopted by the Board of Directors.
- g) To ratify the proposal of dissolution of the Association adopted by the Board of Directors.
- h) To ratify the disposition or alienation of assets agreement owned by the Association, following a proposal from the Board of Directors.
- i) To ratify the agreement of the Board of Directors to associate and/or separate from other scientific entities of interest.

- j) To ratify the agreement of the Board of Directors on the creation of international Headquarters and delegations of the Association.
- k) To ratify the appointment of Secretary General Elect, in the terms stipulated in these Bylaws.
- l) To ratify the appointment of Honorary member, proposed by the Board of Director.
- m) To ratify the decision of the Board of Directors on the compensation's matter (remuneration) of the Secretary General.
- n) To ratify the interpretation of the Bylaws carried out by the Board of Directors.
- o) To ratify the further regulations to these Bylaws approved by the Board of Directors.

Article 30. Annual Congress.

30.1. The EHS will organize an annual congress.

30.2.- This yearly congress could be organized in collaboration with other international societies outside Europe.

30.3. The President of the Congress will be appointed by the Board and ratify by the General assembly

30.5. All members of the Board of Directors shall be part of the scientific programme of the Annual Congress, provided that it is held in Europe.

CHAPTER IX BYLAWS AMENDMENT

Article 31. Bylaws amendment.

31.1. Any amendment of these Bylaws shall be agreed by the Board of Directors and approved by the Extraordinary General Assembly convened for this purpose.

31.2. The text of the amendment proposed by the Board of Directors must be published on the website of the Association at least fifteen (15) calendar days prior to the Extraordinary General Assembly where it is approved. Any member who would like to present any proposal for the amendment of the text proposed by the Board of Directors must send it to the Secretariat of the Association at least five (5) calendar days prior to the date set for the Extraordinary General Assembly. In the amendment proposal, the member must include the text proposed by the Board of Directors and its amendment proposal; in case it does not include its alternative text proposal, it will not be taken into account.

31.3. The definitive text shall be approved by simple majority in Extraordinary General Assembly.

31.4. Once the definitive text of the Bylaws has been approved, it shall be applicable for all purposes.

CHAPTER X ECONOMIC REGIME

Article 32. Economic resources.

32.1. The resources of the Association shall comprise:

- a) The subscriptions of the members.
- b) Funds that it may receive and any grants that may accrue to it.
- c) The patrimony of the Association according to the *Loi du 1er juillet 1901*.

Article 33. Fiscal year duration.

The financial year of the Association shall be annual and shall close on 31 December each year.

CHAPTER XI DISSOLUTION

Article 33. Dissolution, liquidation and destination of the remainder.

33.1. The Association will be dissolved when a simple majority of the Extraordinary General Assembly, called for this purpose, following a proposal from the Board of Directors.

33.2. The remainder will be destined to philanthropic society or to learned society.

ADDITIONAL DISPOSITIONS

First.- Non-retroactivity.

Any amendment of these Bylaws shall not be retroactive (will not apply to situations prior to its approval).

Second.- Regulatory regime

In all that is not provided in the present Bylaws, in the internal implementing regulations validly adopted by the Board of Directors or in the decisions adopted by the Board of Directors, the aforementioned *Loi du 1er juillet 1901* shall apply.

Third.- Interpretation of the Bylaws.

The Board of Directors is the competent body to interpret these Bylaws and to fill any possible lacunae, and shall report and ratify by the General Assembly.

Fourth.- Regulations.

The Board of Directors may approve regulations to further develop all the issues contained in these Bylaws, having the obligation to report it and ratify by the General Assembly.

DILIGENCE: to state that these Bylaws include all the amendments agreed in the General Assembly of September 12th, 2019

APPROVAL

THE SECRETARY

THE PRESIDENT

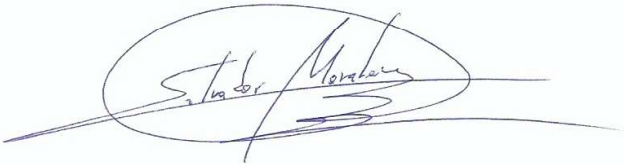
NAME AND ID:

Dr. Salvador Morales
27.407.606-M

NAME AND ID:

Dr. Agneta Montgomery
94748842

SIGNATURE:

A handwritten signature in black ink, appearing to read "Salvador Morales", enclosed within a large, hand-drawn oval. A horizontal line extends from the right side of the oval.

SIGNATURE:

A handwritten signature in blue ink, appearing to read "Agneta Montgomery", with a long horizontal flourish extending to the right.