



European Society of Aesthetic Surgery (ESAS)
committed to excellence in aesthetic and cosmetic surgery

EUROPEAN SOCIETY OF AESTHETIC SURGERY (ESAS)

CONSTITUTION AND BYLAWS OF THE EUROPEAN SOCIETY OF AESTHETIC SURGERY

EXECUTIVE OFFICE

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BYLAWS

The Bylaws for the European Society of Aesthetic Surgery reflect the aim to unite all of the European countries to have a united voice in cosmetic surgery and to have representation in the European Parliament.

Its main objective is to unite every European surgeon who is interested in the Art of Cosmetic Surgery. Its aim is to recognise that Cosmetic Surgery is a discipline on its own, not part of any other discipline.

It will also incorporate several sections as the European Board of Cosmetic Surgery where full accreditation can be obtained. The other aim is the Continuous Medical Education (CAM) Programme which will also be incorporated.

Both Cosmetic and Plastic Surgeons are welcome to join, any discipline that wishes to specialise in Cosmetic Surgery.

To enable us to achieve these goals our Society is setting out the following programmes:

- § Teaching & Training programmes.
- § Newsletter to update members.
- § Workshops in various aspects of Cosmetic Surgery.

- § Accreditation programmes which will include various training programmes.
- § Board exams for members who wish to specialise in Cosmetic Surgery.

- § Encourage articles, papers, and a high calibre journal which would be the voice of Aesthetic Surgery in the future.

Anthony Erian MD FRCS(Eng) F.R.C.S.(Ed)
President of The European Society of Aesthetic Surgery



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CONSTITUTION

ARTICLE 1

NAME AND LOCATION

Section 1.

The name of the organisation is the European Society of Aesthetic Surgery.

Section 2.

The offices of the Society (Hereafter ESAS) are at 43 Cambridge Road, New Wimpole, Cambridge SG8 5QD and Konigsallee 22, Dusseldorf, Germany, or as determined by the Board of Directors.

ARTICLE II

OBJECTIVES

The objectives of the European Society of Aesthetic Surgery shall be:

- a) To benefit the speciality of Cosmetic and Reconstructive surgery by educating cosmetic surgeons in the practice and science of facial and body contouring by all methods new and old.
- b) To encourage and support research into body and facial cosmetic surgery.
- c) To make available continuing medical education and to introduce new ideas and techniques to its members.
- d) To ensure public and other professional awareness of the safety and efficacy of cosmetic surgery procedures.



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e) To ensure public and other professional awareness that the European Society of Aesthetic Surgery members embody the highest standards of training and expertise in the techniques of cosmetic and body and facial contouring procedures.

ARTICLE III ORGANISATIONAL POLICY

Section 1.

The European Society of Aesthetic Surgery is organised as a non-profit organisation for the purpose of educating qualified surgeons in the art, science and practice of cosmetic surgery. It serves the purpose of also educating the medical establishment about advances in cosmetic surgery and providing information about our members' qualifications to hospitals, insurance companies and speciality societies.

BYLAWS

ARTICLE 1 MEMBERSHIP

Section 1. Obligations

Members must conduct themselves in accordance with the Constitution and Bylaws of The European Society of Aesthetic Surgery.

Section 2. Membership Classification and High Training

The European Society of Aesthetic Surgery shall have the following classes of members:- a) Active b) Corresponding c) Honorary d) Retired and e) Resident Member.

Section 3. Active Members

a) Cosmetic Surgeons certified by the European Society of Aesthetic Surgery who have completed 2 years of Aesthetic surgery training or documented experience acceptable to the board, have performed 200 cases of Aesthetic surgery, have 2 letters of recommendation and have attended 5 Aesthetic surgery workshops are eligible for Active Membership. This entitles them to attend meetings, purchase The European Society of Aesthetic Surgery products at the membership prices, serve on Society Committees. They are also entitled to vote in all Society matters where a vote is held.



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Section 4. Corresponding Members

a) Those Board Certified Cosmetic Surgeons residing abroad who are not active members but wish to receive the quarterly newsletter and other pertinent Society publications.

Section 5. Honorary Members

a) Honorary Membership may be conferred by motion of the Board of Directors on any person of merit.

b) Honorary membership status shall automatically be accorded past presidents of the Society.

c) Honorary membership status shall automatically be accorded those who have served as officers or directors for an aggregate total of 10 years.

d) Honorary members pay no dues.

e) Honorary members shall have the right to attend meetings of the Society and to serve on committees.

f) Only those Honorary members who have held active membership in The European Society of Aesthetic Surgery and are certified by ABPS or a foreign equivalent are entitled to vote.

Section 8. Retired Members

a) Those active members who retire from active practice may request "retired" status.

b) They may attend at no registration fee but may not vote or serve in elective office. They may serve on committees.

c) European Society of Aesthetic Surgery member for five years.

Section 9. Residents

Surgeons actively enrolled in a residency approved by the Residency Review Committee of the European Society of Aesthetic Surgery.

Section 10. Continuing Medical Education Requirements (CME)

MISSION STATEMENT. The Mission Statement of the European Society of Aesthetic Surgery provides structured educational opportunities in keeping with the educational standards utilising appropriate methodology so that the cosmetic and reconstructive surgeons may enhance their skills in the application of the latest technology, scientific information, thus fulfilling the continued educational responsibility for the surgeon in accordance with their needs.

a) The goals of the Continuing Medical Education programme of the European Society of Aesthetic Surgery is to educate cosmetic surgeons in the art, science and practice of facial and body



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contouring cosmetic surgery and techniques. The potential participants will all be board certified by the European Society of Aesthetic Surgery, or its equivalent in other countries.

The scope of the Continuing Medical Education effort will include national meetings where new ideas and techniques in cosmetic surgery will be brought to the attention of the participants through a combination of lecture and didactic presentations, panel discussions, live clinical surgery and video instruction where the participants will be taught the highest standards of training and expertise in the technique of cosmetic surgery.

These meetings will be planned and structured as educational components and provisions for individual learning activities all utilising effective educational methodology and procedures.

In addition to the educational meetings, the continuing medical education effort will include joint sponsorship with other credit organisations that abide by the same high standards that promote the ongoing education of the Cosmetic and Reconstructive Surgeons throughout the world.

The educational efforts are evaluated at specific intervals so that cosmetic and reconstructive surgeons may avail themselves of educational activities to maintain their expertise in the technique of cosmetic surgery.

The Mission Statement of the European Society of Aesthetic Surgery will be reviewed at the meetings to maintain currency with the state of the art.

In addition to these meetings, the CME effort will include joint sponsorships with other fully accredited organisations that embody these same high standards and promote the ongoing education of cosmetic surgeons throughout the world.

b) In the event continuing education requirements are not met, the surgeon involved will be notified by the European Society of Aesthetic Surgery, return receipt requested, and will have a grace period of 12 months to acquire a total of 12 hours of cosmetic surgery in order to continue his/her member status. In the event this requirement is not met, membership status will be terminated. The former member will cease to be listed in the European Society of Aesthetic Surgery rosters or listing, cease to receive patient referrals from the Society and inquiring institutions will be notified of cessation of membership. Membership status will be reinstated upon completion of the required continuing education requirements and payment of appropriate back fees and dues.



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c) Resident Members will be a surgeon currently enrolled in an approved (ESAS) program.

Section 11. Objection, Expulsion, or Censure

a) Objection to membership in the Society of any individual meeting the membership criteria shall be directed to the Membership Chairman for investigation by the Board of Directors.

b) A member who is expelled from ESAS for violation of the principles of the ESAS is sufficient reason for referral to the Board of Directors for evaluation of continuing membership. Expulsion from the ESAS is sufficient grounds for expulsion from the European Society of Aesthetic Surgery.

c) Expulsion by the European Society of Aesthetic Surgery due process.

ARTICLE II BOARD OF DIRECTORS

Section 1. Composition

a) The Board of Directors shall be composed of the President, Vice-President, Secretary, Treasurer, and three members at large for a total of seven members.

b) Special meetings of the Board of Directors may be called by the President or upon written request of at least three members of the Board of Directors, or upon request of at least 10% of society members entitled to vote. This meeting may be called for as a conference call or in person. If at least three members of the Board of Directors call for an in-person meeting, it must be carried out within 30 days.

c) Members of the Board of Directors may meet and conduct Society business by conference telephone call, so long as five members of the Board of Directors participate in the call.

d) The Board of Directors Meeting associated with the Annual European Society meeting may be attended by those person invited by the Board of Directors and, as space permits, by Chairpersons of Committee and by Active or Honorary Members. The Board may handle business concerning personnel, matters of sensitive member concerns (such as appointments or censure) and strategic planning in confidential session. Nothing in this paragraph limits the right of the Board of Directors to meet in closed session to discuss matters which the board by majority vote of those present considers sensitive or confidential.



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Section 3. Records

Official recording of the actions of the Board of Directors shall be made by the Treasurer, and submitted to the Board of Directors for approval at its next meeting. Written record of action taken by the Board of Directors at any regular, special, or conference call meeting shall become part of the official European Society of Aesthetic Surgery records once approved by the Board of Directors.

Section 4. Power and Responsibility

a) The governing body of the Society shall be the Board of Directors. The Board of Directors shall supervise, control, and direct the business and affairs of the European Society of Aesthetic Surgery, its committees, publications, and funds. The Board of Directors shall approve standing or special committees, and shall determine the European Society of Aesthetic Surgery policies necessary to promote its objectives. The Board of Directors is responsible for long-term planning.

b) The Board of Directors shall approve, by simple majority vote, the President's appointments of committee chairmen. The President shall vote on matters only in the case of a tie vote. The Board of Directors may, by a vote of 6 of the 7 members, remove from office any officer, board member or committee chairman who fails to perform their duties to the satisfaction of those so voting. Vacancy caused by this removal for the balance of the term of any Board member or committee chairman shall be filled by a two-thirds majority vote of the Board of Directors.

c) The Board of Directors may enter into contracts on behalf of the Society and may delegate duties and/or responsibilities. The liability of the Board is limited by the European Law and the paragraph is not meant to increase that limit beyond that minimum required by the European Statute.

Section 5. Voting

Each member of the Board of Directors shall have one vote. Voting may be by proxy as long as at least four members are present in person or by conference call. Voting by proxy is not allowed in the case of a vote for the removal from office of a Society Officer or Director or Committee Chairman.

Section 6. Quorum of the Board

At any meeting of the Board of Directors four members must be present to constitute a quorum for the transaction of business. The act of a majority of those present at a meeting where a quorum is present shall be an act of the Board of Directors with the exception as mentioned in Section 5.



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Section 7. Term of Office

No one shall serve as an officer or director for an aggregate term of greater than 10 years whether sequential or interrupted.

Section 8. Compensation

Directors shall receive reimbursement for expenses submitted in writing to the Treasurer and expended on the European Society of Aesthetic Surgery business such as travel, hotel, per diem, telephone, fax, slides and secretarial expenses.

ARTICLE III

OFFICERS AND DIRECTORS

Section 1. Officer and Directors

European Society officers shall be the President, Vice-President, Secretary and Treasurer. The Vice-President shall automatically assume the office of President in the event of the President's illness. The Vice-President and Treasurer shall be elected annually for a two year term by majority vote of the active members present at the annual meeting. The Secretary shall be elected annually for two year terms by majority vote of the active members present at the annual meeting. Directors shall be elected for a five year term, with one being elected each year by a majority vote of the active members present at the annual meeting. The immediate past president shall serve on the Board of Directors for two years following his/her term. No individual shall hold more than one office at the same time.

Section 2. Term of Office

All officers should serve a term of five years or until their successor is duly appointed or elected. All Directors shall serve a three year term, or until their successor is duly appointed or elected.

Section 3. Qualifications for Office

Only active members with 60 hours European Society credit or more are eligible for nomination and election to either Officer or Board of Director positions.

Section 4. Nominations

The Nominating Committee, acting in accordance with these Bylaws, may nominate one, but no more than two, qualified members for each elected position. The Nominating Committee shall present its nominations to the Board of Directors at least 60 days prior to the annual meeting. The Secretary shall mail the slate to the members at least 30 days prior to the annual meeting. The membership at the annual meeting may, from the floor, nominate no more than three persons for



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each open position. Anyone nominated by the committee or by the membership must have given prior consent in writing and must be qualified for the position.

Section 5. Vacancies

The vacancy in any office of the Board of Directors shall be filled by the Board of Directors for the balance of the term, by a vote of the number of Board Directors, less two.

ARTICLE IV

ADVISORY BOARD

Section 1. Composition and Qualifications

The Advisory Board shall be composed of not more than five former members of the Board of Directors. Each shall be proposed by a member of the present Board of Directors and elected by a majority of that board.

Section 2. Term of Office

The term of service is for three years and may be renewed by a majority vote of the Board of Directors. No one may serve more than ten years on the Advisory Board.

Section 3. Duties

The Advisory Board shall be composed of not more than five former members of the Board of Directors. Each shall be proposed by a member of the present Board of Directors and elected by a majority of that board.

Section 4. Quorum

No quorum is necessary unless requested by a member of the Advisory Board. Then a vote of majority of the total members, whether in person or by phone, is sufficient for a recommendation to the President or Board. Neither the President nor the Board of Directors is bound by the advice of the Advisory Board.



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ARTICLE V MEETINGS AND VOTING

Section 1. Voting

Only Active or Honorary Members may vote at annual meetings.

Section 2. Quorum of the Membership

Twenty percent (20%) of the membership eligible to vote shall constitute a quorum for the transaction of business at any meeting of the Society. The President shall determine if a quorum is present.

Section 3. Tellers

The President shall appoint no less than two Active Members who are not candidates for office to serve as tellers during the Annual Meeting. Election results shall be announced by the President.

ARTICLE VI DUTIES OF OFFICERS

Section 1. President

The President shall preside at all European Society of Aesthetic Surgery meetings and Board meetings.

The President shall appoint all committee chairmen except Finance (Treasurer), whose chairman is indicated in parentheses, and other committee members as indicated in these Bylaws. The President shall perform all duties incident to the office, and any other duties prescribed by the Board of Directors.

The President shall be an ex-officio member of all committees except the Membership and Nominating Committees. The President shall obligate the society to expenditures of up to \$10,000 per year outside the budget without a vote of the Board of Directors.

Section 2. Vice-President

The Vice-President, shall in the absence of the President, preside at all European Society of Aesthetic Surgery meetings and Board Meetings, The Vice-President shall perform any other duties prescribed by the Board of Directors.



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Section 3. Secretary

The Secretary shall perform all duties incident to the office and any other duties prescribed by the Board of Directors. The Secretary shall be responsible for ensuring that minutes of all membership or Board meetings are recorded, summarised, and presented. The Secretary shall circulate the minutes of all meetings to the Board of Directors. The Secretary shall keep a roster of European Society of Aesthetic Surgery members, be custodian of the Society seal and records, and notify membership of proposed amendments to the Bylaws, election results, committee appointments, or changes of membership status. Assistance with these tasks may be rendered by the European Society of Aesthetic Surgery Account Executive, who may be a service firm hired by the Society.

Section 4. Treasurer

The Treasurer shall perform all duties incident to the office and any other duties prescribed by the Board of Directors. The Treasurer shall be the principal financial officer of the Society, and be responsible for the collection and disbursement of the European Society of Aesthetic Surgery funds. The Treasurer shall collect dues, fees, assessments, and charges; shall establish and maintain proper accounting procedures; and shall deposit the Society's funds in such bank, trust company and/or investments only as approved by the Board of Directors. The Treasurer shall report the Society's financial condition to the Board as requested, but not less often than yearly, and shall be prepared for full financial disclosure based upon an audit by a certified public accountant, whenever requested by the Board of Directors, but not less often than every four years unless waived by the Board of Directors. The Treasurer shall serve as chairman of the Finance Committee.

ARTICLE VII

STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees

The following standing committees shall function in the Society under chairmen appointed by the President and approved by the Board of Directors: Nominations, Bylaws, Public Education, Publications, Research, Scientific Program, Guidelines, Communications, Enduring Materials and Membership. The following committees shall function in the Society under the Chairman as designated.

Section 2. Special Committees

The President or Board of Directors may establish such other committees, subcommittees, or task forces as are necessary or appropriate to carry out the purposes or obligations of the Society.



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Section 3. Duties of Committees

a) Membership. The committee shall be responsible for accepting into membership cosmetic surgeons fulfilling requirements for membership, maintaining an accurate membership listing and printing a biannual roster, and developing materials and programs to encourage membership growth. This committee shall review applications for all categories of membership, shall conduct any investigation it deems necessary or appropriate to determine whether an applicant has complied with the requirements set forth in these Bylaws, and submit recommendation for or against the admission of each applicant to the Board of Directors.

b) Nominations. This committee shall nominate one or at most two active members having at least 60 hours of cosmetic surgery (ESAS) credit for the positions of President, Vice-President, Secretary and Treasurer. The Nominations Committee shall consist of five active or honorary members. The Chairman is appointed by the remainder of the Board of Directors and two members shall be elected by the general membership from the floor at the previous Annual Meeting.

c) Bylaws. This committee shall review the Constitution and Bylaws as needed, and make recommendations on amendments or revision to the Board of Directors. This committee shall consist of two or more Active, Honorary or Retired members appointed by the President.

d) Finance. This committee shall prepare an operating budget for the year and submit this to the Board of Directors for approval, and shall review the financial records yearly. This committee shall consider all matters relating to finance of the Society, and shall develop methods and procedures relating to revenues and expenditures of the Society, committees, or other cosmetic surgery related bodies. This committee shall consist of the Treasurer (chairman), the President, and one other Active, Honorary or Retired member appointed by the President.

e) Public Education and Communication. This committee shall disseminate information about cosmetic surgery, as well as the role of proper training of Cosmetic and Reconstructive Surgeons in the safe and effective performance of these operations. This committee shall consist of three or more persons appointed by the President and approved by the Board of Directors. The committee shall be responsible for communications between the Society and other cosmetic surgery organisations. It should recommend initiating monitored dialogue between those organisations to insure common goals for the benefit of all cosmetic surgeons. Those members eligible or Active, Honorary or Retired.

f) Publications. This committee shall be responsible for publications of the Society newsletter and other Society materials, as well as the operational and financial matters pertaining to these publications. This committee shall consist of four members appointed by the Board of Directors and a chairman appointed by the President. This chairman shall serve as the editor of the Society



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newsletter and is directly responsible to the President of the European Society of Aesthetic Surgery. The President of the Society is ultimately responsible for the contents of the newsletter and in this instance is analogous to the publisher of a newspaper, and the editor reports directly to him and takes orders from him. Those members eligible are active, honorary and retired.

g) Research. This committee shall be responsible for fostering and improving research efforts in the areas of cosmetic surgery, and will award research grants where available, from Society funds, or other benefactors. This committee will be charged with the responsibility to avoid personal interest to the detriment of accurate, honest, and ethical scientific reporting, and to disclose any potential conflicts of interest where applicable. This committee shall consist of at least three and not more than five members appointed by the President. Those members eligible are Active, Honorary and Retired.

h) Scientific Program. This committee shall direct the content of the Annual Meeting, Cosmetic Surgery symposia, special educational programs, or workshops, along with the dates, time and

locations of these Society functions. This committee shall consist of the President, a chairman and two other members appointed by the President. Those members eligible are Active, Honorary and Retired. The committee will be responsible for obtaining CME Class I credits, where appropriate for all program activities.

l) Guidelines. This committee shall review all pertinent data and establish criteria and methods for the safe and effective practice of cosmetic surgery in keeping with the goals of providing the public with the highest standard of surgical care. This committee shall consist of three or more: Active, Honorary or Retired members appointed by the President. All must have at least 2 years of Cosmetic Surgery credit and have served on previous Society committees.

j) Communications. This committee shall be responsible for communications between the Society and other cosmetic surgery organisations. It should recommend, initiate and monitor dialogue between those organisations to ensure common goals for benefit of all cosmetic surgeons. This committee shall consist of at least three members appointed by the President. Those members eligible are Active, Honorary and Retired.

k) Enduring Materials. This committee shall be responsible for the development of a comprehensive program of video, audio, or written educational resources for members of the Society. It should identify and select topics and surgeons using innovative techniques that promote the speciality of cosmetic surgery; produce educational videotapes featuring these topics and



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surgeons; and market these materials to Society members. The committee shall consist of at least three members appointed by the President. Those members eligible are Active, Honorary and Retired.

l) Continuing Medical Education. This committee is responsible for overseeing and fulfilling the continuing medical mission of the Society. This committee will work very closely with the Scientific Program Committee and Enduring Materials Committee to be sure that the planned educational activities are in compliance with all of the essential and standards as set forth by the European Society of Aesthetic Surgery. The committee shall consist of a Chairman, two at-large members appointed by the President or represented from the Central Office, the Chairman of the Scientific Program Committee, the Program Committee, the Chairman of the Enduring Materials Committee and a Continuing Medical Education Consultant as deemed necessary by the Board of Directors of the European Society of Aesthetic Surgery. Those members eligible are Active, Honorary and Retired. In order to maintain the necessary continuity of this committee and the Continuing Education Commission, no more than 50% of this committee shall be dismissed from their responsibilities at any one time.

m) International Advisory Committee. The purpose of the ESAS is to better recognise those surgeons who have made significant contributions to facial and body contouring surgery, as well as to better define and further strengthen the Society's relations with bona fide cosmetic surgery societies outside Europe. Members for the ESAS serve as advisors and liaisons for the European Society of Aesthetic Surgery scientific meetings held outside Europe. They are invited, free of registration fees, to all Society scientific meetings.

Section 4. Committee Reports

Each committee chairperson shall submit a written report of activities and recommendations to the President within 30 days following each scheduled Committee Meeting.

ARTICLE VIII MEETINGS

Section 1. Annual Meeting

The annual meeting of the Society shall be held preceding the Annual Meeting of the American Society of Plastic and Reconstructive Surgeons, unless changed by a majority vote of the Board of Directors. Written notice stating the date, time, and location of the Annual Meeting shall be delivered to each member at least thirty (30) days prior to the date of the meeting.



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Section 2. Symposia and Workshops

Regularly scheduled beginner, advanced or special topic educational sessions shall be scheduled and held according to the recommendations of the Scientific Program Committee with the concurrence of the Board of Directors.

Section 3. Special General Meetings

Special Meetings may be called for by at least five members of the Board of Directors or the President, Upon written request of 10% of the membership entitled to vote, a Special General Meeting may be called. The business to be transacted at that special general meeting shall be stated in the written request and no unstated business shall be heard or discussed at that meeting.

Section 4. Notice of Meetings

Written notice stating the date, time and location of the Annual Meeting shall be delivered to each member at least 30 days prior to the date of the meeting.

ARTICLE IX

FINANCE, DUES AND FEES

Section 1. Fiscal Year

The fiscal year of the Society shall be from January 1 to December 31.

Section 2. Dues

Annually the Board of Directors shall establish the dues for each category of membership. Dues shall not be required of Honorary Members or of Retired Members.

Section 3. Fees

Annually the Board of Directors and the Finance Committee shall determine the fees payable by the various membership categories (except section 2), the resident or candidate fees for the various Society symposia and/or workshops.

Section 4. Payment

Dues shall be payable annually on or before April 1 of each year. A late fee may be added to dues received between April 1 and May 30. Members whose dues have not been paid by May 30 shall be suspended from membership and will no longer be entitled to membership privileges.



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Section 5. Penalty for Non-Payment

The Treasurer will send written notice by registered mail, return receipt requested, to any member who is delinquent in payment of any dues, fees, or assessments sixty (60) days after such amounts become due. This notice will state that delinquency automatically results in suspension from membership in the Society and that suspended members are ineligible to vote, hold office or to serve on committees. If payment is not received within thirty (30) days after mailing said notice, the delinquent member shall be dropped from the European Society of Aesthetic Surgery membership roster and shall forfeit all the rights and privileges of membership. Likewise, non-payment of dues, fees or assessments by Candidate members shall require the same written notification process and will result in forfeiture of Candidate status if not received within thirty (30) days of mailing said notice.

Section 6. Liability

Members of the European Society of Aesthetic Surgery may not be held personally liable for any obligations of the Society.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation, or is or was serving at their request of the corporation or for its benefit as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible

under the General Law of European Commission from time to time against all expenses, liability and loss (including attorney's fees, judgements, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith.

The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person.



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Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article.

The Board of Directors may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

The Board of Directors, without the approval of the members, may from time to time adopt further Bylaws with respect to indemnification and may amend Article X and such Bylaws to provide at all times the fullest indemnification permitted by the General European Law. Such bylaw changes do not need to be submitted to the normal process of bylaws changes.

ARTICLE XI AMENDMENTS

These Bylaws may be amended by two-thirds of the votes cast by voting members at an Annual or Special Meeting. Written notice of proposed Bylaws changes shall be sent to the membership at least thirty (30) days before such meeting. Suggestions for Bylaws changes should be submitted by the membership through the Bylaws committee for their consideration. A Bylaws change bearing the signatures of 10% of the voting membership must be submitted to the next annual meeting above.

ARTICLE XII DISSOLUTION

In the event of dissolution of the Society, the Board of Director shall, after paying or making provision for payment of all liabilities of the Society, distribute the remaining assets in a manner which brings honour to the Society.