EUROPEAN SOCIETY FOR SEXUAL MEDICINE – "ESSM"

ARTICLES OF ASSOCIATION

TITLE I

NAME, SEAT, OBJECT AND DURATION

Article 1 - Name

The name of the Association shall be "European Society for Sexual Medicine" in English. In shortened form, the association may use the name: "ESSM".

All deeds, invoices, announcements, publications, and other documents issued by the Association must bear the name of the Association, immediately preceded or followed by the words "internationale vereniging zonder winstoogmerk" (international non-profit association) or the abbreviation "ivzw", along with the address of the Association's head office.

Article 2 - Seat

The seat of the Association is located in the Brussels Capital Region. The address at which the registered office of the Association is located may be transferred to any other location in the Brussels Capital Region, without a change of the articles of association, by decision of the governing body, without this giving rise to a change in the language of the articles of association.

Article 3 - Object

The Association, which is not for profit, aims to carry out non-profit activities on the international level and has the following social purpose:

- To support research on sexual medicine through funding, campaigns and scientific exchange, while sexual medicine seeks to improve sexual health through prevention, diagnosis, treatment and recovery of disorders or diseases related to sexual functioning, sexual and/or relational experience and behaviour, gender identity, and sexual trauma and its consequences, taking into account individual and relational dimensions as well as contextual factors, knowledge and methods of medical, psychological and social sciences.
- To promote sexual health and the highest standards of evidence-based clinical care in sexual medicine through education, research and the provision of health care.
- To develop innovative, science-based, quality education for international health professionals, at all stages of their careers, through annual meetings, educational programmes, workshops and symposia.
- Developing qualification and certification tools in collaboration with the European Union of Medical Specialists (UEMS).
- To provide grants to support research programmes in Europe aimed at developing scientific methods for the diagnosis, prevention and treatment of conditions affecting human sexuality, and to promote the publication of medical and scientific literature in the field of sexual medicine.
- To collect and publish, at the international and European level, statistical data and all other relevant information.

These objectives shall be pursued through the following initiatives and activities:

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a. The execution, in Belgium and internationally, of all financial, commercial or real estate operations, which are directly or indirectly, wholly or partially related to the objectives of the Association, and which facilitate its expansion or development, including the purchase, construction, sale or lease of properties or other assets of the Association, as well as the taking out of loans;
b. Accepting and receiving bequests or donations, whether or not subject to any special provisions, in order to achieve one or more objectives of the Association;
c. Placing individual or collective calls and holding public meetings or organising events deemed appropriate with a view to raising funds for the benefit of the Association in the form of donations, contributions or otherwise;
d. To print and publish journals, books or brochures to promote the activities of the Association;
e. The investment of the funds of the Association that are not immediately required for the performance of its activities, and this in accordance with the legal provisions and/or conditions regarding donations or bequests received by the Association;
f. To support international or European activities and to grant donations for the benefit of public projects which are in line with the Association's objectives;
g. To support any institution created to implement the Association's objectives;
h. To take all appropriate measures in general and, in particular, to take, in Belgium and internationally, actions which are directly or indirectly, wholly or partially, connected with the Association's objectives or which could help to achieve its objective, on the understanding that the Association shall not financially support or promote trade union activities. The Association may support and involve itself in any activity whose objectives are similar to its own.

The Association may carry out any activity that is indirectly or directly related to its objectives. It can support and be involved in any activity that pursues the same objectives as itself.

Article 4 - Duration

The Association is created for an unlimited period and acquires legal personality as soon as it is recognized by the King.

TITLE II

MEMBERS

Article 5 - Members

The Association shall consist of full members, associate members and honorary members (collectively referred to as the Members). Application to membership can be either on an individual basis or via one of the affiliated societies:

- Full membership is open to all scientists and healthcare professionals, and persons with specific interest in the area of sexual medicine and who have an appropriate qualification in their discipline.
- Associate membership may be requested by any person who does not fulfill the above criteria, such as people in training, industry, etc.
- Honorary membership may be conferred upon scientists who have achieved prominence or have given outstanding service to the Society.

Only full members are entitled to vote at the Annual Business Meeting.

The number of members of the association is not limited. The minimum number of full members is set at two.

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The associate members may attend the meetings but have no voting right at the general assembly. The rights and obligations of the associate members are exclusively determined by the general assembly of the full members which can also change them at any time without the intervention of the associate members.

The Governing Body may establish different classes of membership, prescribe their respective privileges and duties.

The governing body shall keep a register of members in accordance with the provisions of the law.

Membership of the Association is not transferable.

Article 6 – Membership fee

Full members shall be required to pay an annual membership fee (which may be changed by the Governing Body, and voted by the General Assembly, upon the financial situation of the organization at that time):

ESSM simple membership	€ 50,00
ESSIM+ISSM combined membership	€ 160,00
ESSM Associate membership (for residents in training)	€ 25,00

The Governing Body may decide freely to increase the membership fees to a maximum amount of 5.000 EUR.

Article 7 - Accession

Acceptance of new full members, associate members and honorary members shall be decided sovereignly by the governing body:

- A candidate for full membership will be required to make a formal application to the Society. Membership applications can either be submitted directly to the ESSM or through one of the national ESSM affiliated societies. The ESSM Governing Body is responsible for the approval of the membership application. The candidate may be asked to show evidence that his/her training and professional activities embrace the field of sexual medicine. Full members are entitled to vote at the General Meeting.
- The ESSM Governing Body is responsible for the approval of the membership application of associate members. Associate members cannot vote or hold office in the Association.
- The ESSM Governing Body is responsible for the approval of the membership application of honorary members. Honorary members cannot vote or hold office in the Association.

In making its decision, the Governing Body will abide by the regulations, as contained in the internal regulations, if any.

Requests for admission to membership shall be made in writing only to the governing body, stating:

- With regard to natural persons: name, first name, place of residence, date of birth and place;
- As regards legal entities: name, registered office, legal form and representative.

National scientific societies with common interests and purposes with the Society may apply for affiliation to the Governing Body. The Governing Body will review the application and decide whether to accept the affiliation. Upon signing an agreement between the two societies and upon payment of the appropriate fees, members of the affiliated society can become full members of the Society for so long as they are a member of the national society, pay the current due and the national society is affiliated to the Society. Affiliated societies must support the Society's goals at the National level, and one member of the affiliated society, nominated by that affiliated society, is automatically a member of the Advisory Board of the Society (ref. Article 28). The Society may support the shared goals of affiliated national societies at the European level,

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co-organizing scientific, educational and public awareness activities. The support to be provided will be determined by the Governing Body. National Societies aiming to affiliate with the ESSM must provide evidence of non-for-profit organization, a copy of the by-laws both in the original form and in an official translation, together with the registry document, should this apply in its country.

The governing body shall make a sovereign decision on whether or not to admit the applicant to membership no later than three calendar months after the application reaches it and shall notify the applicant in writing.

The decision of the governing body is not subject to appeal.

Article 8 - Obligations of Members

Members of the Association are required to:

- To comply with the articles of association and the internal regulations of the Association as well as the decisions of its bodies;
- Not to harm the interests of the Association or any of its organs;
- Pay the membership fee.

Article 9 - Exit

Membership is terminated in hands of the member or affiliated society in the following situations:

- Any member of the Association shall be free to resign by submitting his resignation to the governing body with a notice period of six calendar months; resignation is then automatically accepted.
- A member who is more than twelve calendar months in arrear in paying the relevant subscription, if any (but in such a case the membership/affiliation may be reinstated on payment of the amount due).
- A member who is excluded or removed according to article 10.
- Membership terminates automatically upon the death of the member, or in case of a member legal entity, upon its dissolution with liquidation, merger, demerger or bankruptcy. The member who, in a material way, does not comply with its obligations and commitments within the Association, within thirty days from the date of the written request to that effect, sent by registered mail by the governing body, shall also lose the membership.

The member who resigns or is excluded must continue to fulfill his obligations until the end of a period of six calendar months from the date of submission of the resignation or the date of exclusion In case of exclusion, the termination will be immediate.

Article 10 - Exclusion

Matters of discipline regarding individual members of the Society or Affiliated Societies shall be referred to the Ethics and Disciplinary Committee, which will include three Past Presidents of the Society who will be appointed by the President of the Society to serve in the Ethics Committee for a period of two calendar years. The Ethics Committee will report their findings to the Governing Body for action.

The Governing Body has the power to suspend any member or to terminate their membership where due cause has been found and this by a simple majority vote by the Governing Body. A record of these deliberations will be kept. The member must be heard. Anyone subject to disciplinary proceedings, whether they remain a full member, inactive member, suspended member, or have been expelled from membership, may address the Governing Body on issues pertinent to the disciplinary matter under consideration.

They have the right of appeal against any disciplinary decision of the Governing Body, which will be considered by those full members present at the General Meeting of the Society. The Meeting will decide the matter by a simple majority vote.

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Article 11 - Consequence

Resigning or excluded members and their successors in title have no claim to the property of the Association and can never claim restitution or compensation for contributions paid or contributions made.

They may not demand a statement, an explanation of the accounts, or the setting of seals or an inventory.

Article 12 - Affiliation

The Society may become affiliated to other international societies with common interest and purposes. The Governing Body may propose such affiliations to members at the General Meeting, but the final decision will be made by the full members present at the General Meeting.

TITLE III

THE GOVERNING BODY

Article 13 – Composition of the governing body

The Association shall be governed by a governing body.

All of the elected members of the Governing Body and Directors of the Society must be active full members of the Society and who shall be natural or legal persons. The Governing Body shall consist of the Directors, all of whom have the right to vote at meetings.

The Governing Body shall choose the following functions:

a. President (see article 14 and 15): the President is nominated to the position of "President Elect" by members present at the General Meeting one calendar year before their predecessor is expected to complete their term of office and is automatically adopted as President when that term is completed. In the event of a tied vote at any meeting of the Society, and only in this circumstance, the President will have an additional deciding vote.
b. Past President (see article 15); remains a Governing Body member for one calendar year after completion of their Presidency
c. President Elect (see article 15): becomes a Governing Body member upon their election for the one calendar year prior to their adoption as President
d. Secretary General (see article 16)
e. Treasurer (see article 17)
f. Chairman of the Scientific Committee (see article 18)
g. Chairman of the Educational Committee (see article 19)

The Governing Body shall be composed as follows:

a. Six members at-large representatives are elected for a three-calendar year term by the full members present at the General Meeting. The elected members all have the right to vote at Governing Body meetings; when members want to apply for a position within the Governing Body, their primary affiliation (residency) and not their nationality in terms of origin will be considered. In case of temporary residency, the place at the time of the application will apply.
b. The National Affiliated Societies (NAS) will have two representatives inside the Governing Body; one will be nominated by the largest National Affiliated Society in terms of number of members (31 Dec of the previous calendar year of election) and the second one will be elected at the NAS Meeting by the attending representatives. Both of them will serve for three calendar years and can be re-appointed for an additional term but shall not serve a third consecutive term. Both of them have the right to vote at Governing Body meetings. In case of resignation, incompetence, illness or

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disability, other directors within the Governing Body will take on his/her tasks till the next meeting of the NAS takes place.

c. The maximum Governing Body members per country, excluding Educational Committee & Scientific Committee chairs, would be two, and not exceeding three members from the same country overall.
d. The total Governing Body members would be 14, with a minimum quorum of 8 to approve decisions.

Unless otherwise stipulated, outgoing directors are eligible for reappointment.

If by voluntary resignation, expiration of term or deposition, the number of directors has fallen below the statutory minimum, the directors shall remain in function until their replacement is provided for.

When a director's seat becomes vacant before the end of his term, the vacancy remains open till the next Genaral Assembly when a new member will be voted.

Article 14 – Nominating Committee

The Nominating Committee shall be formed for each election of the President Elect, Secretary General and Treasurer. The Nominating Committee shall be chaired by the Past-President of the Society. The Nominating Committee shall consist of the immediate past president, two National Affiliated Societies Representatives, President, Treasurer, Secretary General; a total number of 7 people, with a minimum quorum of five.

The Nominating Committee may nominate one candidate for each open position. The Nominating Committee shall consider the need for diversity of geography, gender and professional specialty in making its nominations. The Nominating Committee shall respect the international nature and spirit of the ESSM and shall assure that the various countries of and disciplines within the Society are adequately represented on the Executive Committee

In addition to the candidates nominated by the Nominating Committee, any member of the Society who is not delinquent in dues or ineligible by law may be nominated for election by presenting the Secretary General with a petition signed by 20 full members of the Society. This petition must be received by the Secretary General at least 90 days before the Annual General Assembly at which the election is due to take place.

If, in addition to the candidate nominated by the Nominating Committee, there are other candidates, the Governing Body shall make available by any and all reasonable means a biography of each candidate and a statement from each candidate explaining to the members of the Society the reasons that he or she should be elected. The biography and statement must be made available to the members of the Society 42 days or more prior to the Annual General Assembly at which the election is due to take place.

Nominations for election will be determined by this process in advance of the annual meeting of ESSM members. There shall not be nominations from the floor during the annual meeting of the members.

In an election at the General Assembly of the members, the candidate for each office receiving the most votes shall be elected.

Article 15 - President

The President is elected for a term of two calendar years and cannot be re-elected for a further term. The term of the Presidency shall run from the end of the General Assembly at which they are adopted. The President presides over all meetings of the Governing Body, is responsible for the agenda of the Governing Body meetings, is an ex-officio member of all committees and officially represents the Society. The President will promote activities and improve relationships with other International Societies that deal with Sexual Medicine. The President receives reports of all committees and makes recommendations

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accordingly. In the event of the death, incapacity, resignation or temporary incapacity of the President, the President Elect will assume the President's responsibilities.

The President Elect is nominated by the Nominating Committee and approved at the General Meeting one calendar year before the President is expected to complete the normal two-calendar years term of office. The President Elect will become a member of the Governing Body at the end of the Annual Business Meeting/General Meeting at which they are elected

Article 16 – Secretary General

The Secretary General is nominated by the Nominating Committee and approved by the members present at the General Meeting.

The Secretary General shall receive and give timely attention to correspondence and keep accurate records of the same and maintain the membership roster.

The Secretary General shall keep the minutes of the Governing Body meetings.

The Secretary General shall prepare a membership application blank.

The Secretary General shall give notice for election to new members. The Secretary General is an ex-officio member of all committees. The Secretary General's term of office should be three calendar years.

The Secretary General may be re-nominated by the Nominating Committee and, subject to the approval of the full members present at the General Meeting, serve a further term of office, but shall not be re-elected to serve a third consecutive term. In case of resignation, incompetence, illness or disability, other officers will take on his/her tasks till the next Nominating Committee meeting appoints a new candidate.

The Secretary General will assist the Society in planning the Annual General Assembly with guidance from the Affiliated Societies and encouraging new memberships both within and outside the European Union.

The Secretary General will promote strategies to encourage young clinicians and scientists to join the Society and convey feedback from the members to the Governing Body.

The Secretary General may be assisted in their duties by a Secretariat contracted by the Society.

Article 17 - Treasurer

The Treasurer is nominated by the Nominating Committee and approved by the full members present at the General Meeting.

The Treasurer will manage the financial affairs of the Society.

The Treasurer is required to present a financial report to the Executive Committee not less than once every six calendar months.

The Treasurer will be responsible for notification of all dues. The Treasurer will receive dues and other payments made to the Society.

The Treasurer will only make payments above an amount specified from time to time by the Governing Body if such payments are approved by the Governing Body. Smaller payments may be made in accordance with the Standing Orders of the Governing Body. The Governing Body acts as an Audit Committee.

The Treasurer's term of office should be three calendar years. The Treasurer may be re-nominated by the Nominating Committee and, subject to the approval of the full members present at the General Meeting, serve a further term of office, but shall not be re-elected to serve a third consecutive term. In case of

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resignation, incompetence, illness or disability, other directors will take on his/her tasks till the next Nominating Committee meeting appoints a new candidate.

The Treasurer will assist the Society in increasing sponsorship for the Annual General Assembly expanding ESSM activities within and outside the European Union, thereby promoting growth of the Society.

The Treasurer is a full member of the Governing Body.

The Treasurer may be assisted in their duties by a Secretariat contracted by the Society

Article 18 – Chairman of the Scientific Committee

The Chairman of the Scientific Committee is nominated by the Governing Body (see article alinea 3 for procedure) for a period of two calendar years and can be re-appointed once for an additional two calendar years, but shall not be re-elected to serve a third consecutive term. In case of resignation, incompetence, illness or disability, other officers will take on his/her tasks till the next Governing Body meeting appoints a new candidate.

The Scientific Committee will nominate a Grants Committee Chair who will need to be approved by the Governing Body. The Grant Committee Chair will be appointed for a two-calendar year period and can be re-appointed once for a period of two calendar years, but shall not be re-elected to serve a third consecutive term. In case of resignation, incompetence, illness or disability, the Scientific Committee Chair will take on his/her tasks till the next nominations from the Scientific Committee Chair and the approval by the Governing Body. The Grants Committee Chair will be invited to attend the Governing Body meetings but will not be a member of the Governing Body and is therefore not allowed to vote during the Governing Body meetings.

To replace this position (Scientific Committee chair) once his/her terms have ended, an official announcement from the Society shall be made, detailing the position description and requested qualifications

Position Description:

a. Determining the contents of the annual congress and any other congress or meeting organized by the ESSM with adequate balance between subspecialties and Affiliated Society representation.
b. Overseeing (together with each subcommittee chair) the peer-review process of the abstracts submitted for presentation at the annual congress.
c. Overseeing (together with the Grant Committee chair) the peer-review process and allocation of grants according to the terms and conditions and in function of the budget allocated to these grants by the Governing Body and following-up on the results of these grants.
d. Elect the members of this Scientific Committee (Subcommittee chairs), who should be known in the field of sexual medicine and should be invited by the Scientific Committee Chairperson based on their previous experience in local and international educational activities. Whenever possible, a European country distribution is advisable, unless the global specialty area is impossible to accomplish. Urology, Gynecology, Endocrinology and Psychology must always be present in the Scientific Committee. As a main goal, the Scientific Committee should make all efforts to maintain and increase the scientific contents of the Society.

Requested Qualifications: ESSM active member, MD or PhD degree with at least 20 grade-one publications in the field of sexual medicine must be appropriate. The candidate must have participated in the Scientific Committee for at least two calendar years before applying, in order to be familiar with the work involved.

Article 19 – Chairman of the Educational Committee

The Chairman of the Educational Committee is nominated by the Governing Body (see alinea 2 for procedure) for a two-calendar year period and can be re-appointed once for an additional two calendar

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years, but shall not be re-elected to serve a third consecutive term. In case of resignation, incompetence, illness or disability, other officers will take on his/her tasks till the next Governing Body meeting appoints a new candidate.

To replace this position once his/her terms have ended, an official announcement from the Society shall be made, detailing the position description and requested qualifications

Position Description

a. Responsible for the documentation and communication of the activities of the Educational Committee.
b. Provides the links between the committee, members and the ESSM Governing Body.
c. To prepare the agenda of the Educational Committee meeting, prepare and initiate educational activities in different levels, receive and disseminate correspondence to and from the committee.
d. Help and lead the committee in providing systematic communication from the committee to relevant stakeholders, all in agreement with the Governing Body decisions.
e. Develop and submit to the Governing Body a plan and proposed budget for educational meetings and activities for the coming calendar year. Among activities and events are: ESSM School, preparation courses for the exams, ESSM publications, ESSM symposia in international meetings, and curriculum developments on sexual medicine.
f. Collaborate on these matters with the scientific committee and the website editors.
g. Select the members of this Committee that should be known in the field of sexual medicine and should be invited by the Educational Committee Chairman based on their previous experience in local and international educational activities. Whenever possible, a European country distribution is advisable, unless the global specialty area is impossible to accomplish. Urology, Gynecology, Endocrinology and Psychology must always be present in the Education Committee. As a main goal, the Educational Committee should make all efforts to develop a continuous education program.

Requested qualifications: should be a good communicator, have the ability to delegate tasks and supervise others, and have insight and overview of the educational process of under- and post-graduate physicians in sexual medicine according to the curriculum of sexual medicine of the MJCSM (Multidisciplinary Joint Committee on Sexual Medicine).

Article 20 - Operation Governing Body

The Governing Body is responsible for the administration and management of the Society. Other Society members may be invited to participate in the Executive Committee meetings, but they cannot vote

The Governing Body shall select or approve the time and place of each meeting. With the assistance of the Treasurer, the Governing Body shall prepare and approve an annual budget for the Society for the forthcoming calendar year. The Governing Body will conduct an annual audit of the financial affairs of the Society but may also, from time to time, appoint a professional auditor who will provide them with a full and detailed report on these matters. The Governing Body shall determine the annual dues or subscription payable by each category of member subject to approval by the full members at the Annual Business Meeting. The Governing Body shall approve all applications for membership. The Governing Body shall approve all changes in the by-laws before submission for final approval by the Society's full members at General Meeting.

The Nominating Committee may propose any full member of the Society for election as President, Secretary General and Treasurer or other Governing Body membership, giving consideration to international scientific recognition and previous service to the Society. The Governing Body appoints chairpersons for the Scientific and Educational Committees giving consideration to prior committee service in appointing the Chairperson of such committees.

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An Governing Body Member's term of office automatically terminates if he or she:

a. Is incapable, whether mentally or physically, of managing his or her own affairs;
b. Is absent without notifying the secretary for 3 consecutive meetings of the Governing Body and is asked by a majority of the other Governing Body Members to resign;
c. Ceases to be a member (but such a person may be reinstated by resolution passed by all the other Governing Body on resuming membership of the Society before the next Annual General Assembly;
d. Resigns by written notice to the Governing Body Members (but only if at least two Governing Body Members will remain in office);
e. Is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Governing Body Member concerned and considered the matter in the light of any such views; o
f. Reaches the age of 75.
g. A technical defect in the appointment of an Governing Body Member of which the Governing Body Members are unaware at the time does not invalidate decisions taken at a meeting.

Article 21 – Governing Body protections

The president or secretary shall call the board into session. The president shall preside over the meeting. In his absence, he shall be replaced by the oldest past-president/President Elect present. Meetings shall be held at the registered office of the Association or at the place designated in the notices of meeting.

The invitations to attend the meeting of the Governing Body are sent to each member at least eight working days before the meeting. The Governing Body may validly deliberate and decide without having to provide proof that these convening formalities have been complied with, provided that all directors are present or have waived their right to be invited to the meeting.

The Governing Body must hold at least two meetings each calendar year.

A quorum at a meeting of the Governing Body is eight Governing Body Members. If this quorum is not reached, a new meeting may be convened with the same agenda, which shall validly deliberate and decide if at least two directors are present or represented.

A meeting of the Governing Body may be held either in person or by suitable electronic means agreed by the Governing Body in which all participants may communicate with all the other participants.

Any director may give a written proxy to another director to represent him at a meeting of the governing body. No director will be allowed to represent more than one colleague.

Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Governing Body Members is as valid as a resolution passed at a meeting. For this purpose, the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

Except for the chairperson of the meeting, who has a second or casting vote, every Governing Body Member has one vote on each issue.

A procedural defect of which the Governing Body Members are unaware at the time does not invalidate decisions taken at a meeting.

Minutes shall be taken of each meeting, signed by the secretary-general and entered in a register provided for that purpose. The extracts to be produced and all other deeds, shall be validly signed by the secretary-general or a director.

Article 22 – Governing Body responsibilities

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The Executive Committee has the following powers in the administration of the Society:

a. To perform all acts necessary or convenient to accomplish the object of the association, except those for which the general meeting is authorized;
b. To make standing orders consistent with the articles of association and the Code of Companies and Associations to govern proceedings at general meetings and to prescribe a form of proxy;
c. To make rules consistent with the articles of association and the Code of Companies and Associations to govern their proceedings and proceedings of committees;
d. To make regulations consistent with the articles of association and the Code of Companies and Associations to govern the administration of the Society and the use of its seal (if any);
e. To establish procedures to assist the resolution of disputes or differences within the Society;
f. To exercise any powers of the Society that are not reserved to a general meeting.

The Governing Body must keep proper records of:

a. All proceedings at Annual General Assembly;
b. All proceedings at meetings of the Governing Body;
c. All reports of committees; and
d. All professional advice obtained.

Article 23 - Daily management

The governing body may delegate the daily management, as well as the representation of the association as regards that management, to one or more of the persons, each acting alone, jointly or as a college, according to the decision taken in that regard by the governing body.

The governing body determines their remuneration.

The governing body and the delegates to the daily management, the latter within the limits of this board, may grant special powers to one or more persons of their choice. The governing body determines the remuneration of these agents.

The daily administration includes both the acts and decisions that do not go beyond the needs of the daily life of the association, as well as those that, either for reasons of their lesser importance that they exhibit, or because of their urgency, do not justify the intervention of the administrative body.

Article 24 - Conflict of interest

If the governing body must take a decision or pronounce itself on a transaction within its competence, in which a director has a direct or indirect financial interest that conflicts with the interest of the association, the director concerned must inform the other directors of this before the governing body takes a decision. His statement and explanation of the nature of this conflicting interest shall be included in the minutes of the meeting of the Governing Body required to make the decision.

The Governing Body is not permitted to delegate this decision.

The director with the conflict of interest may not participate in the deliberations or vote. When the majority of the directors present or represented have a conflict of interest, the decision or transaction is submitted to the general meeting; if the general meeting approves it, the Governing Body can execute it.

Article 25 - Representation

The Association shall only be validly represented vis-à-vis third parties or in court by the joint signature of two directors.

The association is also validly represented, within their sphere of competence, by the persons in charge of the daily management or by a special proxy.

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Article 26 - Remuneration

The directors shall carry out their duties free of charge, unless the general meeting decides otherwise.

TITLE IV

COMMITTEES

Article 27 - General

The Governing Body may set up new Committees and/or Boards.

The following Committees and Boards are created:

- Educational Committee
- Scientific Committee
- Advisory Board
- Examination Committee

Article 28 - Committees

The standing committees of the Society including Educational Committee and Scientific Committee shall be determined by the Governing Body from time to time and their activities conducted in accordance with standing orders made under article 22

The Society will have an Advisory Board, whose members will be elected by each nation from its own membership. The Advisory Board will elect a National Affiliated Societies Representative from amongst its members, who will be an ex-officio member of the Governing Body (see article 13). The Affiliated Society with the largest number of members will nominate the second representative who will also be an ex-officio member of the Governing Body (see article 13). The role of the Advisory Board is to inform the Executive Committee of national issues pertinent to the aims of the Society. Its role is purely advisory and its members have no voting rights. However, the Governing Body will carefully consider its advice and act upon it where it determines that it is consistent with the best interests of the Society. The Advisory Board will meet from time to time at a period determined by the Governing Body.

The Society will have an Examination Committee to manage the European Federation of Sexology (EFS)-ESSM Certified Psycho-Sexologists (ECPS) exams. The Chair of the Examination Committee will be nominated in collaboration with the EFS and will be appointed by the ESSM Governing Body for a period of three calendar years and can be re-appointed once for another three-calendar year period. The Chair will not be a member of the ESSM Governing Body.

The Chair of each Committee of the Society will nominate the members of the committee to the Governing Body for their approval. The members of the committees will be appointed for the same length of period as their chairs and can be re-appointed once for another term but shall not be re-elected to serve a third consecutive term.

TITLE V

THE GENERAL ASSEMBLY

Article 29 - Annual Business Meeting

The Annual Business Meeting shall be the annual General Assembly of the Society for the purpose of the Code of Companies and Associations. It will be held during the Annual Scientific Meeting for the purpose

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of the conduct of the Society's business and the election of Directors or new members of the Governing Body. It is hoped that consideration would be given to allow proper representation on the Governing Body to reflect the different countries and specialties amongst the membership.

Article 30 - Order of business of the Annual Business Meeting

The order of business shall be:

a. Reading of minutes of the previous Annual Business Meeting;
b. Reading of summary of Executive Committee actions;
c. Report of the Treasurer;
d. Receiving the accounts of the Society for the previous financial year;
e. Report of the Secretary General;
f. Old business;
g. New business;
h. Election of Directors (if required);
i. Election of other Governing Body members (if required);
j. To receive presentations from national societies short-listed by the Governing Body as potential hosts for future Annual Scientific Meetings at least two calendar years in advance;
k. To vote on such proposals short-listed by the Governing Body for future Annual Scientific Meetings;
l. Approval of the annual dues determined by the Governing Body;
m. Any other business;
n. Adjournment.

Article 31 – Operation General Assembly

Full members are entitled to attend general assemblies. No proxy votes will be accepted, in order to encourage active participation on the society businesses.

If they so wish, associated and honorary members may also be present, but they shall have an advisory function only. They shall act solely in an advisory capacity, without taking part in the vote.

There is a quorum at a General Assembly if the number of members present in person is at least 3.

The President or (if the President is unable or unwilling to do so) some other member elected by those present presides at a general assembly.

A General Assembly of the Society may be held either in person or by suitable electronic means and this according to the Code of Companies and Associations.

Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue.

A written resolution signed by all those entitled to vote at a general assembly is as valid as a resolution actually passed at a general assembly. For this purpose, the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.

The Society must hold an Annual Business Meeting in every calendar year.

Any General Assembly that is not an Annual Business Meeting is an Extraordinary General Assembly.

Article 32 - Authority

The General Assembly shall have sole authority for

- Amendment of the articles of association;

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- The appointment and termination of the mandate of the directors and the determination of their remuneration in the event that a remuneration is provided;
- The appointment and termination of the mandate of the statutory auditor and the determination of his remuneration;
- The discharge of the directors and the statutory auditor, as well as, where appropriate, the filing of an association proceeding against the directors and the statutory auditors;
- Approval of the financial statements and the budget;
- The dissolution of the association;
- All other cases where required by law or these articles of association.

Article 33 - Convening

The General Assembly is convened by the Governing Body or, as the case may be, by the statutory auditor, in the cases provided for by the law or the articles of association and whenever the object or the interest of the Association so requires. It must be convened each time one fifth of the actual members request it.

It must be convened at least once a calendar year for the purpose of approving the previous calendar year's financial statements and the next calendar year's budget, at a place and date to be determined by the governing body, which shall be before June 30 of that calendar year.

The notices for a General Assembly shall state the agenda and the day, hour and place of the meeting. They shall be sent by email to the members at least twenty-one days before the general meeting. To the persons for whom the association does not have an email address, the convocation shall be sent by ordinary mail, on the same day as the sending of the electronic convocations.

The General Assembly may validly decide on items not listed on the agenda provided that all actual members are present or represented.

An Extraordinary General Assembly may be called at any time by the Governing Body and must be called within 28 clear days on a written request from at least 10 per cent of the members.

Article 34 - Decision-making

In ordinary cases and except where otherwise provided by the articles of association or the Code of Companies and Associations, resolutions are decided by a simple majority of the actual members present and represented. In the event of an equality of votes, the proposal shall be rejected.

The General Assembly may validly deliberate and decide on an amendment to the Articles of Association only if the proposed amendments have been accurately indicated in the convocation and if at least two-thirds of the members are present or represented at the meeting.

If this last condition is not met, a second meeting shall be convened and the new meeting shall deliberate and decide in a valid manner regardless of the number of members present or represented. The second meeting may not be held within fifteen days of the first.

An amendment to the articles of association shall be deemed approved only if it was approved by a simple majority by the Members present or represented. Abstentions are not counted in either the numerator or the denominator.

Article 35 - Minutes

Minutes shall be taken of each meeting, signed by the secretary or a director, and shall be recorded in a special register and a copy transmitted to those actual members who request it.

Actual members have the right to check the register. Copies shall be signed by the secretary or a director

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TITLE VI

MEMBER'S RIGHT OF INSPECTION

Article 36 – Register of members

The Governing Body shall keep a register of members at the Association's registered office.

The Governing Body may decide that the register shall be maintained in electronic form. All full members may consult the register of members at the registered office of the Association. To this end, they shall make a written request to the Governing Body with whom they agree on a date and time for the consultation of the register. The register cannot be moved.

TITLE VII

SCIENTIFIC MEETING

Article 37 - Annual Scientific Meeting

The Annual Scientific Meeting of the Society is an opportunity for workers in the field to get to know each other and exchange ideas. The proposals to host a meeting should come from a full member, acting on behalf of an affiliated national society of the country that is desirous of hosting the meeting, along with the name of the appointed Chairperson. The proposal will be considered in the first instance by a Meetings Committee consisting of members of the Governing Body and Presidents of previous meetings appointed by the Governing Body. The Governing Body, in cooperation with the official congress organization of the Society, will decide upon a short list of suitable candidates to present at the General Assembly. Specific relevant details can be found on the website in the "Hosting requirements" section. The final decision to approve an application to host the Annual Scientific Meeting will be made by a simple majority vote of full members present at the Annual General Assembly. Should circumstances necessitate any change and, where possible, an alternative venue should be placed before the members at the Annual Business Meeting. In an emergency, the Governing Body is empowered to change venue or host country of the Annual Scientific Meeting but must justify its decision to the members at the next Annual General Meeting.

It is expected that the host national society will assist the professional congress organizer appointed by the Governing Body to organize the meeting for the benefit of the Society. The host national society will receive a proportion of any financial surplus resulting from the organization of the Meeting, which will be agreed upon with the Governing Body but will not exceed 10% of the profit. Any surplus retained by the host national society must only be used to reimburse reasonable additional expenses and, to the extent not used for that purpose, used to further that society's charitable aims. Any funds that will not be so used must be returned to the Society.

TITLE VIII

FINANCIAL YEAR, FINANCIAL STATEMENTS AND AUDIT

Article 38 - Financial year - Annual accounts - Budget

The financial year of the association shall be from 1st January to 31st December. The Governing Body prepares the annual accounts and the budget and submits them to the General Assembly for approval. After approval of the annual accounts and budget, the General Assembly decides, by separate vote, on the discharge of the directors and, if applicable, the statutory auditor.

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The Governing Body shall ensure that, if required by law, the annual accounts and the other documents referred to in the law are filed with the National Bank of Belgium within thirty days of their approval.

Accounting records relating to the Society must be made available for inspection by any Governing Body Member at any time during normal office hours and may be made available for inspection by members who are not Governing Body Members if the Governing Body so decides.

A copy of the Society's latest available financial statements must be supplied on request to any Governing Body Member or member. A copy must also be supplied, within two calendar months, to any other person who makes a written request and pays the Society's reasonable costs.

Article 39 – Audit

If the association is required to do so by the provisions applicable to it, the audit of the financial situation, the annual accounts and the regularity, from the point of view of the law and the articles of association, of the transactions to be reflected in the annual accounts, shall be entrusted to one or more statutory auditors appointed by the general meeting from among a list of authorized entities. The general meeting shall determine the number of statutory auditors and determine their remuneration.

TITLE IX

DISSOLUTION AND LIQUIDATION

Article 40 - Dissolution.

Except for the cases of judicial dissolution and of dissolution by law, only the general meeting can decide on dissolution, in the manner as for an amendment of the articles of association.

In case of voluntary dissolution, the general meeting, or failing that, the court, shall appoint one or more liquidators. It shall also determine their powers as well as the conditions of liquidation.

Article 41 - Liquidation

In the event of dissolution, the assets shall be transferred, after settlement of the debts, to an association with a similar social purpose. The general meeting deciding on the dissolution shall designate the association to which the liquidation balance shall be transferred.

TITLE VIII

CHOICE OF RESIDENCE AND MISCELLANEOUS

Article 42 - Residence choice

Each member of the Governing Body, day-to-day directors, statutory auditor, liquidators or provisional administrators may elect domicile at the place where they conduct their professional activity. In this case, only this address shall be disclosed in the documents filed with the entrepreneurial court.

All notifications concerning the association to the Governing Body and to the members shall be made to the last e-mail address notified to the association or, failing that, to the last postal address notified. Any change shall be communicated to the Governing Body of the Association by email with acknowledgement of receipt or by registered letter or by letter with acknowledgement of receipt.

If no such choice of domicile is known, then all notices, notifications, demands, subpoenas and service of documents with respect to the activities of the Association shall be validly made at the registered office of the Association.

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Article 43 - Notices

Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Society.

The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.

Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- Twenty-four hours after being sent by electronic means or delivered by hand to the relevant address;
- Two clear days after being sent by first class post to that address;
- Three clear days after being sent by second class or overseas post to that address;
- On the date of publication of a newspaper containing the notice;
- On being handed to the member personally; or, if earlier,
- As soon as the member acknowledges actual receipt.

A technical defect in the giving of notice of which the Governing Body Members are unaware at the time does not invalidate decisions taken at a meeting.

Article 44 - Documents

Subject to the provisions of any elective resolution of the Society for the time being in force, any notice and a copy of every balance sheet (including every document required by law to be annexed thereto) that is to be laid before the Society in a General Assembly together with a copy of the auditor's report, and the Governing Body's Report (together known as "the Documents"), shall, not less than twenty-one days before the date of the meeting, be sent to every member of the Society and every person entitled to receive notice of General Assemblies of the Society;

References in this article to sending the Documents to every member of the Society and to every person entitled to receive notice of General Assemblies of the Society include using electronic communications to send the Documents to such addresses as may for the time being be notified to the Society by that person for that purpose.

For the purposes of this article, the Documents are also to be treated as sent to any member of the Society and to any person entitled to receive notice of General Assemblies provided that:

a. The Society and the person have agreed to the person having access to the Documents on a web site (instead of the Documents being sent to the person); and
b. The person is notified not less than 21 days before the date of the meeting, in a manner for the time being agreed for the purpose between the person and the Society, of the publication of the Documents on the web site, the address of that web site, the place on the web site where the Documents may be accessed, and how they may be accessed; and
c. The Documents are published on the web site throughout a minimum period beginning at least 21 days before the date of the meeting and ending with the conclusion of the meeting

Article 45 - Reference - Internal Regulations

For all that is not provided for in the articles of association, only the provisions of the Code of Companies and Associations shall apply.

The provisions of the Code of Companies and Associations, which would not have been validly deviated from, shall be deemed to be inscribed in the present deed, and clauses contrary to the mandatory provisions of the Code shall be deemed not to have been written.

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The Governing Body of the Association may, within the limits of the law, issue internal regulations.

The internal regulations and any amendment thereto shall be communicated to the members in accordance with the provisions of the law.

If internal regulations are created or amended, a reference to the latest approved version of the internal regulations shall be included in the bylaws and made public through the action of the Governing Body.

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