

CONSTITUTION
OF THE
VERBAND DER EUROPÄISCHEN OTORHINOLARYNGOLOGIE;
KOPF- UND HALSCHIRURGIE
/
CONFEDERATION OF EUROPEAN OTORHINOLARYNGOLOGY-
HEAD AND NECK SURGERY

„CEORL-HNS“

1. Name and Registration

- 1.1. The name of the Society shall be Verband der Europaeischen Otorhinolaryngologie, Kopf- und Halschirurgie / Confederation of European Otorhinolaryngology-Head and Neck Surgery, (abbreviation CEORL-HNS) hereafter referred to as “The Confederation”.
- 1.2. It is a non-profit making, non-political, scientific and educational organisation.
- 1.3. It aims to be active in all European countries.
- 1.4. The registered office of the Confederation is located in Vienna, Austria.
- 1.5. The working language of the Confederation is English.

2. Aims and Objectives of the Society

The Society, which is non-profit making, intends to advance science and research as well as education in the field of Otorhinolaryngology, Head and Neck Surgery (“ORL-HNS”) as well as related disciplines.

3. Activities and Funding to be used to achieve Aims and Objectives

- 3.1. The Aims and Objectives shall be achieved through the activities and funding listed under 3.2 and 3.3.
- 3.2. To achieve the Aims and Objectives, the following activities are designated:

- 3.2.1. The advancement and coordination of progress in the field of ORL-HNS in Europe through cooperation with all European national ORL-HNS and related organisations,
- 3.2.2. Organisation and coordination of high-quality training and exchange programmes according to the Charter of the European Union of Medical Specialists (UEMS),
- 3.2.3. Preparing and harmonising information on various training courses, educational programmes, guidelines and other activities of organisations devoted to any one of the fields of activity of the Full Members or one of the latter's members,
- 3.2.4. Representing general and healthcare policy interests of ORL-HNS in other European organisations dedicated to the prevention and control of ORL-HNS related diseases and disorders as well as the training of ORL-HNS specialists,
- 3.2.5. Coordinating and supporting research and scholarship applications and other fundraising activities for research and continued medical education relating to ORL-HNS,
- 3.2.6. Organisation of scientific events hosted by the society and support of other organisations' scientific events, especially conferences/congresses and courses which are affordable to Trainees, Specialists and Fellows,
- 3.2.7. Cooperation with related European and international organisations, for instance the International Federation of Oto-Rhino-Laryngological Societies (IFOS),
- 3.2.8. Cooperation with the UEMS ORL Section, EBEORL-HNS, their Boards, and the aforementioned organisations so as to
 - 3.2.8.1. Assist in the distribution and use by trainees of the UEMS-ORL logbook,
 - 3.2.8.2. Encourage the principle of regular visitation of ORL-HNS Training Departments,
 - 3.2.8.3. Develop programmes for subspecialty training in the field of ORL-HNS,
 - 3.2.8.4. Develop a European Board Certification of ORL-HNS,
 - 3.2.8.5. Recommend, encourage, and facilitate continued medical education (CME) and continued professional development (CPD),
 - 3.2.8.6. Ensure the highest possible standard of specialist certification in Europe in the field of ORL-HNS.
- 3.2.9. Being a member of other organisations devoted to the society's aims and objectives,
- 3.2.10. Issuing publications, information leaflets and notes
- 3.2.11. Setting up a website and/or other electronic media,

- 3.2.12. Granting scholarships and prizes in compliance with the provisions of § 40b BAO,
 - 3.2.13. Insofar as this serves the Aims and Objectives, the society is permitted to make use of an agent (“Erfüllungsgehilfe”) pursuant to § 40 Section 1 BAO, if it is clearly recognisable that the agent’s actions are to be regarded as the society’s own actions,
 - 3.2.14. Redirecting funds or other assets according to § 40a Z 1 BAO to organisation that are beneficiaries of donation and accordingly legally dedicated, insofar as the recipient’s aims and objectives are in accordance with the society’s Aims and Objectives,
 - 3.2.15. Delivering or rendering other services in compliance with the provisions of § 40a Z 2 BAO, while bearing the costs, to other charitable or beneficent organisations, insofar as the recipient’s aims and objectives are in accordance with the society’s Aims and Objectives and the combined costs of such services and the granting of scholarships according to § 40b BAO do not exceed 25 % of the society’s overall activities,
 - 3.2.16. Cooperating with similar institutions and other organisations in compliance with § 40 Section 3 BAO, which pursue similar aims in promoting a privileged purpose.
- 3.3. The necessary funds for the pursuit of the Aims and Objectives shall be raised through:
- 3.3.1. The membership fee,
 - 3.3.2. Corporate partners’ contributions,
 - 3.3.3. Donations, funds raising, bequests, and other voluntary contributions,
 - 3.3.4. Proceeds from scientific congresses and events,
 - 3.3.5. Proceeds from asset management (such as interest, other income from capital, revenue from letting and leasing, etc.),
 - 3.3.6. Subsidies and funding,
 - 3.3.7. Sponsorship revenue,
 - 3.3.8. Advertising revenue,
 - 3.3.9. Income from editing and publishing,
 - 3.3.10. Income from providing services to other corporations according to § 40a Z 2 BAO,
 - 3.3.11. Proceeds from cooperations,
- 3.4. The Confederation bears the financial responsibility for the conferences/congresses it organises.

- 3.5. The conferences/congresses shall be organised according to the congress directives.
- 3.6. The society's fund may be used solely for the aims and objectives stated in the bylaws. This includes the payment of appropriate administrative expenses which may be incurred in the context of fulfilling the society's aims. No person may benefit from expenses not in accordance with the society's aims or disproportionately high compensation. The members and members of executive organs may not receive dividends or other allocations from the society. Moreover, refunds to members are restricted to the amount of the capital contributed or the fair market value of their non-cash contribution at the time of the deposit.

4. Structure/Acquisition and Termination of Membership

- 4.1. Full membership is open to the following two groups of juristic persons and, provided that they are vested with legal capacity, (partial) institutions of international or European Organisations:
 - 4.1.1. Organisations dedicated to the advancement of the education, clinical practise, research and science in the field of Otorhinolaryngology-Head and Neck Surgery ("ORL-HNS") or are based on subspecialty areas or multidisciplinary organisations in the field of ORL-HNS ("the Subspecialty Societies").
 - 4.1.2. The national ORL-HNS-societies of all European countries including Israel acknowledged by the United Nations ("the National Societies").

(Individually also "the Group", together: "the Groups")
 - 4.1.3. Societies consisting of the aforementioned juristic persons are also eligible as members.
- 4.2. A juristic person aiming at membership in the Confederation shall address a written application to the Presidential Council. In this application reference shall be made which Group the applicant wishes to be a member of.
- 4.3. The Presidential Council shall decide on the acceptance of Full Society Members. The Presidential Council decides by simple majority. The Presidential Council also suggests an assignment of the new Member to one of the Groups. The assignment of votes follows 6.5. Membership becomes effective after ratification (resolution) by the General Assembly.
- 4.4. Resignation from the Confederation can be declared with effect at the end of the year with six months prior notice and shall be addressed to the Presidential Council. All membership fees due until the end of the membership shall be paid in their full amount, any fees already paid are not refunded.
- 4.5. The Presidential Council can expel a Member if it is in falls behind with the payment of membership fees for more than three months in spite of a warning by means of a registered letter that granted an adequate time limit and threatened the expulsion. The Presidential Council can also expel a Member for another important reason, particularly in case of gross violation of other

membership duties or a behaviour that is dishonourable or harms the Confederation. Prior to such expulsion the member shall be heard.

- 4.6. Every Member shall notify an e-mail address to which all communications of the Confederation can be addressed. The internal communication, including that to the respective Representatives, is incumbent on the member itself.
- 4.7. Individual membership is open to the following individuals:
 - 4.7.1. European or Non-European ENT doctors who are ORL-HNS practicing or retired.
 - 4.7.2. Other ENT-related professionals.
 - 4.7.3. All applicants must be in good standing with the medical regulatory authorities in their country of residence or practice. This includes holding a valid license to practice medicine (where applicable), and not being subject to any disciplinary or ethical sanctions at the time of application.
- 4.8. All individual members have full access to all benefits of the Confederation; the Presidential Council will determine these benefits.
- 4.9. A Core Presidential Council consisting of the President, the Secretary General and the Treasurer shall decide on the acceptance of Individual Members. The Core Presidential Council decides by simple majority.
- 4.10. Individual members are allowed to attend the General Assembly (6.1.-6.7.), but do not have voting rights. 4.3. to 4.6. apply accordingly with the following modifications:
 - 4.10.1. Individual members may resign from the Confederation at any time. The resignation becomes effective for the following year and can be declared until the end of the year.
 - 4.10.2. The membership ends automatically with the death of the individual member. Individual members can be expelled by the Presidential Council (4.5.):
 - 4.10.2.1. With immediate effect, if they fail to fulfill the obligation to pay the membership fees during a period of two years.
 - 4.10.2.2. With immediate effect, if they no longer meet the conditions to be an individual member (4.7.1. to 4.7.2.).
 - 4.10.2.3. Without reason effective at the end of the respective year.
- 4.11. The Confederation is committed to fostering an environment that is inclusive and representative of all its members.

- 4.12. For the purpose of clarification, it is hereby stated that all members of the Confederation are independent natural or legal persons. The Confederation therefore is not liable for the obligations of its members.

5. **Presidential Council**

- 5.1. The Presidential Council consists of:

- 5.1.1. The President and a President-Elect
- 5.1.2. The Secretary General and a Secretary General-Elect
- 5.1.3. The Treasurer and a Treasurer-Elect
- 5.1.4. One Representative delegated by UEMS ORL Section and Board and one Representative delegated by the European Board Examination in Otorhinolaryngology (EBEORL-HNS)
- 5.1.5. The Congress Presidents of the upcoming two biennial conferences/congresses
- 5.1.6. The immediate past-President, past Secretary General and past Treasurer
- 5.1.7. The Coordinator of Education
- 5.1.8. Two Senior Counsellors

- 5.2. Formation of the Presidential Council

- 5.2.1. The President-Elect, the Secretary General-Elect and the Treasurer-Elect are elected by the General Assembly in accordance with 5.4 and 5.
- 5.2.2. After the President has withdrawn from office the previous President-Elect succeeds the President. In the same manner the Secretary General-Elect and the Treasurer-Elect succeed the Secretary General respectively the Treasurer.
- 5.2.3. Members of the Presidential Council mentioned in 5.1.4 are delegated by the relevant members. Individual Persons to be delegated have to be member of a society that is a Full Member of the Confederation.
- 5.2.4. The Congress Presidents of the upcoming two conferences/congresses are members of the Presidential Council by virtue of their positions in the winning bid for these conferences/congresses as voted for or affirmed by the General Assembly (6.6.8).
- 5.2.5. The immediate past-President, past Secretary General and past Treasurer are members of the Presidential Council by virtue of their past function in the Presidential Council.

- 5.2.6. The Coordinator of Education is elected and recalled by all other members of the Presidential Council entitled to vote.
- 5.2.7. The Senior Counsellors advise the Presidential Council and are elected and recalled by all other members of the Presidential Council entitled to vote.
- 5.2.8. Members of the Presidential Council cannot hold more than one position within the Presidential Council simultaneously.
- 5.2.9. At least a third of the Presidential Council Members have to be persons licenced to teach pursuant to § 103 Universitätsgesetz 2002 (UG), BGBl. I Nr. 120/2002 (venia docendi) or have a similar teaching licence through an accredited private university (§ 2 Privathochschulgesetz (PrivHG), BGBl. I Nr. 77/2020) or a similar foreign licence to teach. Membership in the Austrian Academy of Sciences or a similar foreign institution is to be seen as equal.
- 5.2.10. All members of the Presidential Council are required to disclose any relevant conflicts of interest. The COI is published on the CEORL-HNS website.

5.3. Tenure of office of the Presidential Council

- 5.3.1. Unless otherwise stipulated in the bylaws, re-election of officers is not permitted in the same position.
- 5.3.2. The tenure of the President, the President-Elect, the Secretary General, the Secretary General-Elect, the Treasurer and the Treasurer-Elect is two years. The Treasurer can be re-elected as Treasurer-Elect one time.
- 5.3.3. The Presidents of the two upcoming biennial conferences/congresses that shall be organised by the Confederation are members for the four years preceding the respective conference/congress.
- 5.3.4. The tenure of the UEMS ORL Section and EBEORL-HNS representatives is four years. It ends at any rate with the end of the representatives' terms of the function in the UEMS ORL Section and Board or the EBEORL-HNS respectively. Once only it may be extended for further four years.
- 5.3.5. The tenure of the Coordinator of Education is two years. Reelection is possible.
- 5.3.6. The tenure of the Senior Counsellors is two years. Re-election is possible.
- 5.3.7. The officers remain in office beyond the tenures above until new officers for the respective positions have been elected or delegated.

5.4. Election of officers-elect:

- 5.4.1. Any individual person who is a member of a society that is a Full Member of the Confederation can be elected as President-Elect, Secretary General-Elect or Treasurer-Elect.
- 5.4.2. To be eligible for election by the General Assembly the candidate has to present Letters of Support:
Firstly, from the National Society the candidate is a member of. Secondly, from one of the following: EAONO, EHNS, ELS, ERS, EAFPS and ESPO. Thirdly, from another Subspecialty Society.
- 5.5. In case of hindrance of any one of the officers the officer-Elect temporarily takes over the task.
- 5.6. Functions and internal organisation of the Presidential Council
 - 5.6.1. The President is the Chairman of the Presidential Council and represents the Confederation externally.
 - 5.6.2. The Secretary General is responsible for the day-to-day administration of the Confederation and shall endeavour to facilitate communication between and within the Groups.
 - 5.6.3. The Treasurer is in charge of the financial matters.
 - 5.6.4. The Core Presidential Council, formed by the President, Secretary General and Treasurer, is responsible for the day-to-day business and urgent decisions. The Core Presidential Council can make decisions when at least two of its three members are present. Decisions shall be taken by a simple majority of the members participating in the vote. Major decisions have to be taken by the whole Presidential Council, if needed in an extraordinary meeting. In case of an impediment, each officer shall be substituted by the respective Elect position.
 - 5.6.5. The Presidential Council will meet at least once per year at a location and date to be decided, as far as possible, in the preceding meeting. The attendance of guests, in particular of staff that deals with day-to-day business, can be admitted by a simple majority of the members of the Presidential Council. Each National Society and each Subspecialty Society has the right to delegate one representative to meetings of the Presidential Council with no voting right.
 - 5.6.6. The Presidential Council is the governing body of the Confederation.
 - 5.6.7. The Presidential Council shall manage the business of the Confederation.
 - 5.6.8. The Presidential Council shall report to the General Assembly of the Confederation on its activities and financial management.
 - 5.6.9. The Presidential Council shall prepare the revenue and expense statement and balance sheet of the Confederation for the previous business year within the first five months of a business year.

- 5.6.10. The Presidential Council shall prepare the General Assemblies of the Confederation.
- 5.6.11. The Presidential Council is entitled to nominate an administrative secretary or other appropriate personnel for the day-to-day business of the Confederation and to entrust the secretary with setting up and managing the office.
- 5.6.12. The Secretary General of the Presidential Council is responsible for preparing the agendas for the Presidential Council and General Assembly meetings and convening the members not less than six weeks prior to the respective meetings. The dates of Presidential Council and General Assembly meetings shall be published on the Confederation's website six weeks in advance. The agenda shall be published on the Confederation's website and sent to the members electronically two weeks before the respective meeting.
- 5.6.13. All members of the Presidential Council can request additional items for the agenda of Presidential Council meetings up until four weeks before the respective meeting by written request (email sufficient) to the Secretary General. Full Members can request additional items for the agenda of the General Assembly by written request (email sufficient) to the Presidential Council, for the attention of the General Secretary, no later than four weeks prior to a General Assembly.
- 5.6.14. The Presidential Council nominates a webmaster to set up and maintain an open website for the Confederation. The National and the Subspecialty Societies are responsible for their respective components so as to facilitate a uniform website for all European ORL-HNS activities. The Presidential Council is responsible for the timely publication of Presidential Council and General Assembly meetings and their respective agendas.
- 5.6.15. The Presidential Council is entitled to develop congress guidelines and to nominate a Professional Congress Organiser (PCO) to manage the congresses/conferences and meetings of the Confederation.
- 5.6.16. The Confederation's Association Management company shall designate an individual to serve as the Executive Officer, responsible for matters related to the administration of the Confederation. The President may grant the Executive Officer power of attorney to liaise with financial institutions on behalf of the Confederation. This power of attorney must be limited to the right to request and access information related to the Confederation's bank accounts and financial transactions, for the purpose of fulfilling administrative and oversight duties. The Executive Officer shall not have the right to operate, manage, authorize, or execute any financial transactions on behalf of the Confederation.
- 5.6.17. The Presidential Council shall decide on the granting of scholarships and prizes.
- 5.6.18. Decisions within the Presidential Council are reached by simple majority vote with at least 50% of its members present. In case of a tie vote the Chairman has a decisive vote. The Senior Counsellors and the Coordinator of Education have no vote.

5.6.19. By order of the President the Presidential Council can hold its meetings and pass resolutions via (online) telephone or video conference, pass (circular) resolutions by electronic means as well as by telephone or other electronic attendance and voting by some members of the Presidential Council.

5.6.20. For urgent decisions that cannot be delayed or in cases of force majeure that make an in-person-meeting impossible, circular resolutions by email are admissible upon request of a member of the (Core) Presidential Council if two thirds of the members of the Presidential Council or, in case of a decision of the Core Presidential Council, two thirds of its members agree. The decision to be taken itself is reached by simple majority vote.

5.7. Notwithstanding 5.6.5 above, members may delegate representatives to take part in meetings of the Presidential Council online, if they have been announced to the General Secretary at least four weeks prior to a meeting. The representatives attend these meetings as guests with a right to speak.

6. General Assembly of the Confederation

6.1. According to the number of votes, as laid down in 6.5, each Full Member has the right to delegate one or more Representatives to the General Assembly. Multiple Votes can be united in and executed by one Representative.

6.2. Every Full Member shall inform the Presidential Council, for the attention of the General Secretary, no later than two weeks prior to a General Assembly in writing who its Representative(s) is/are, otherwise its rights are forfeited.

6.3. All members of the Presidential Council have the right to attend the General Assembly and to speak therein. Other individuals may attend the General Assembly as guests – without a right to vote, to speak, to ask question or the right to information – if they sign up by means of a written request to the General Secretary at least four weeks prior to the meeting.

6.4. Officers of the General Assembly

6.4.1. The President and Secretary General act as Chairman respectively Secretary General of the General Assembly.

6.4.2. In the absence of the President and/or the Secretary General these offices are held by the President-Elect respectively the Secretary General-Elect.

6.5. Votes:

6.5.1. Each National Society has one vote.

6.5.2. The Subspecialty Societies have the following votes:

6.5.2.1. EAONO, EHNS, ELS, ERS, ESPO and EAFPS each have five votes.

- 6.5.2.2. All other Subspecialty Societies have one vote each.
- 6.5.3. The Young Confederation has two votes and delegates two eligible Representatives to the General Assembly: One representing doctors in specialised medical training. One representing fellows not holding senior positions.
- 6.5.4. UEMS ORL Section and Board has two votes. EBEORL-HNS has one vote.
- 6.5.5. Each member of the Presidential Council entitled to vote within the Presidential Council has one vote in the General Assembly. In case of a tie vote the Chairman of the General Assembly has a decisive vote.
- 6.5.6. Representation in voting by another eligible Representative of the member or any other member by means of a written power of attorney is permitted. One Eligible Voter can exercise votes of up to three members.
- 6.5.7. Notwithstanding 6.5.2 above, upon their admission, Subspecialty Societies have one vote. The General Assembly may assign more votes with ratification of membership upon a proposal of the Presidential Council.
- 6.5.8. None of the two Groups shall have more than 60% of all votes:
 - 6.5.8.1. In case this limit would be exceeded due to admission of new members, ratification of membership(s) requires a majority of two-thirds of votes cast and a quorum of 50% of all votes.
 - 6.5.8.2. In case this limit would be exceeded due to departure of members, the General Assembly shall decide on a new assignment of votes in accordance with 6.5.8.1. Until such resolution is passed, effective passing of resolutions additionally requires a majority of votes within each of the Groups.
- 6.6. The General Assembly of the Confederation is the meeting of its members and has the rights and duties attributed to the meeting of members by the law, and particularly the following:
 - 6.6.1. It must meet biennially, if feasible in the scope of the conference/congress of the Confederation of that same year.
 - 6.6.2. The agenda shall be published two weeks in advance of the meeting.
 - 6.6.3. It shall confirm the fundamental policy of the Confederation.
 - 6.6.4. It shall accept the report of the President.
 - 6.6.5. It shall accept the report of the Treasurer.
 - 6.6.6. It shall accept and approve the report of the Auditors.

- 6.6.7. It shall accept and approve the annual budget.
 - 6.6.8. It shall, according to the congress guidelines, endorse and vote on the location and the Congress President of the biennial conferences/congresses of the Confederation, at least four years in advance. If a decision on the location becomes necessary and the General Assembly cannot be addressed in due time, the Presidential Council can vote a location and have it affirmed in the next General Assembly. No vote at the General Assembly is needed if there is only one proposal. In such case, the proposal will be brought to the General Assembly's attention.
 - 6.6.9. It can introduce membership fees and decide on the amount.
 - 6.6.10. The General Assembly passes its resolutions by simple majority vote unless a higher quorum is provided for.
 - 6.6.11. It requires a quorum of 50% of all votes. If the General Assembly has no quorum at the time the meeting is scheduled to start, it will start with a 30 minute delay. The General Assembly – unless a quorum is separately stipulated in the bylaws – will then have a quorum irrespective of the number of votes present or represented and will transact business according to the agenda.
 - 6.6.12. Additional agenda items for the General Assembly may be proposed by a two-thirds majority vote at the General Assembly if at least 50% of the votes are present or represented.
 - 6.6.13. Minutes of meetings shall be confirmed by the President and published within 10 weeks by the Secretary General. The minutes shall be approved at the next General Assembly of the Confederation.
 - 6.6.14. In cases of force majeure that make a regular General Assembly meeting impossible or impractical, circular resolutions by email are admissible based on a decision of the Presidential Council.
- 6.7. The General Assembly is open to all individual persons who are a member of a society that is a Full Member of the Confederation as observers with no right to speak. The General Assembly can, at any time during a General Assembly, decide by simple majority vote to also open the assembly to guests, in particular congress participants.

7. **Young Confederation**

- 7.1. The Young Confederation is a group of individuals within the CEORL-HNS that form a section.
- 7.2. European and non-European ENT doctors who are ORL-HNS practitioners who are younger than 45 years of age at the time of the application to join, may apply to become part of the Young Confederation. Applicants must be in good standing with the medical regulatory authorities in their country of residence or practice. This includes holding a valid license to

practice medicine (where applicable), and not being subject to any disciplinary or ethical sanctions at the time of application.

- 7.3. The membership with the Young Confederation ends automatically at the end of the year in which the respective member turns 45.
- 7.4. The members of the Young Confederation organise themselves in a transparent democratic process to select the delegates and exercise the votes (6.5.3.). They ensure that the provisions of 7.2. and 7.3. are complied with. They have their own internal rules of procedure on how to select the delegates and how to exercise their voting rights in the General Assembly. They will notify the Presidential Council of any change of their representatives within 30 days after the change. Changes of the Internal Rules must be approved by the Presidential Council. They decide themselves who can join the Young Confederation and how membership ends.

8. Auditors

- 8.1. The General Assembly of the Confederation shall elect two Auditors for a term of two years. Re-election is permissible. The Auditors may not hold any offices/positions within the Confederation except for being members of the General Assembly.
- 8.2. The Auditors shall continuously audit all current financial transactions and the financial management of the Confederation. They shall report on the truth and fairness and the use of financial means as implied by this Constitution.
- 8.3. The Presidential Council of the Confederation shall make available to the Auditors all required documents and information.
- 8.4. The Auditors shall report the results of their audits to the General Assembly of the Confederation.
- 8.5. Legal transactions between the Auditors and the Confederation shall require the approval of the General Assembly.
- 8.6. In addition to the two Auditors elected by the General Assembly, the accounts of the Confederation can be checked and approved by an external chartered accountant by decision of and appointed by the Presidential Council or when required by law.

9. Internal Conciliation Board

- 9.1. Any dispute arising within the Confederation shall be settled by the Internal Conciliation Board which is not a Court of Arbitration in terms of Section 577 et seq. of the Austrian Code of Civil Procedure (ZPO).
- 9.2. The Internal Conciliation Board shall consist of three arbiters who are individuals and members of a full member of the Confederation themselves. It shall be set up as follows: One party to the dispute shall nominate one arbiter and so inform the Presidential Council in writing. Upon the

request of the Presidential Council the other party to the dispute shall, within four weeks, also nominate an arbiter. Within further seven days the so nominated arbiters shall elect a third arbiter to chair the Internal Conciliation Board. In case of a tie, the person to be selected is determined by lot.

The arbiters shall not be members of a Confederation body the activities of which have caused the dispute, except for membership to the General Assembly.

- 9.3. The Internal Conciliation Body shall hear both parties and shall decide by a simple majority of its members. It shall decide to the best of its knowledge. Such decisions shall be final as regards the internal affairs of the Confederation.

10. Dissolution of the Society

- 10.1. The voluntary dissolution of the society can only be resolved in a General Assembly with a two-thirds majority of votes if at least one half of the votes is present or represented.
- 10.2. The General Assembly shall also – in case funds of the society are on hand – decide on the liquidation of the society. The General Assembly shall appoint a liquidator and decide where to the net assets of the society remaining after all liabilities have been covered shall be transferred. In case of a dissolution of the society its assets shall, if possible and permissible, be transferred to a non-profit organisation devoted to non-profit oriented objectives preferably promoting the research and science in the area of the fields of activity covered by the aims and objectives of the society. The same shall also apply if the preferential non-profit purpose of the society ceases to exist.
- 10.3. In the case of voluntary or official dissolution of the society, or cessation of the prior privileged purpose, the society's assets which remain after payment of all liabilities are to be used for charitable, beneficent or ecclesiastical purposes according to the § 34 ff Bundesabgabenordnung (BAO). Insofar as this is possible and permitted, the assets shall be given to institutions with objectives equal or similar to the society's objectives.

11. Special Memberships

- 11.1. **Honorary Membership**
Honorary Membership may be conferred on persons who have rendered special services to the Confederation. The Presidential Council awards honorary memberships. An Honorary Member has the right to attend General Assemblies but has no voting right.
- 11.2. **Corporate Partnerships**
Companies active in the field of ORL-HNS can apply to the Presidential Council for a Corporate Partnership. The conditions, scope and duration of the Corporate Partnership are decided on an individual basis. Congress services in connection with Corporate Partnerships shall be coordinated and handled according to the congress guidelines.

11.3. Co-opted Membership

National ORL-HNS-societies of non-European countries can become Co-Opted Members. The Presidential Council decides on the admission of Co-Opted Members. A Co-Opted Member has the right to nominate one Representative for the General Assembly. 6.2 applies analogously. They have no voting right.

11.4. Affiliated Membership

Societies related to the science or practice of Oto-Rhino-Laryngology not listed in 4.1.1 to 4.1.3 can apply for an Affiliated Membership. The Presidential Council decides on their admission. They shall have the right to attend the General Assembly, but no voting rights.