

EPA-UNEPSA / Constitution

Article 1: Name, seat

(1)

The Association is a registered association according to the Civil Code of the Federal Republic of Germany. The name of the Association shall be the "European Paediatric Association" (EPA) followed by the addition of "UNEPSA", i.e., "European Paediatric Association–UNEPSA" (henceforth referred to in the Constitution as "EPA-UNEPSA").

(2)

In all its activities, EPA-UNEPSA is in continuity with the Union of National European Paediatric Societies and Associations (UNEPSA) and shall take over and continue the logo as well as the rights and responsibilities of UNEPSA.

(3)

With respect to its entry in the Court of Registry for Associations, the Association's name shall be followed by the addition "eingetragener Verein" or "e.V." (registered association).

(4)

The association is seated in Berlin (Registergericht Berlin, Aktenzeichen VR 28645 B).

(5)

The "European Paediatric Association (EPA-UNEPSA)" e. V. exclusively and directly pursues non-profit objectives in accordance with the paragraph "Steuerbegünstigte Zwecke" (tax-privileged objectives) of the German tax regulations. The objective of the Association is the promotion of science, research and public healthcare. The respective details are governed by Art. 2 of the Constitution.

(6)

The Association does neither pursue self-serving interests nor activities directed at commercial operations. The respective details are governed by Art. 3 of the Constitution.

(7)

The finances of the Association may not be used for purposes other than those specified in this Constitution. The members of EPA-UNEPSA shall not receive any allowances from the Association's funds. No person shall benefit from expenses that are not associated with the Association's objectives or from disproportionately high reimbursements. The respective details are governed by Art. 3 of the Constitution.

(8)

The Council as defined by § 26 BGB (German Civil Code), i.e. official representation of EPA-UNEPSA, consists of the President, the Secretary General and the Treasurer. The President has the sole power of representation of EPA-UNEPSA, in addition, two members of the Council as defined by § 26 BGB may jointly represent EPA-UNEPSA. The respective details are governed by Art. 8 of the Constitution.

Article 2: Tax shelter and objectives

(1)

The "European Paediatric Association (EPA)-UNEPSA" e.V. exclusively and directly pursues non-profit objectives in accordance with the paragraph "Steuerbegünstigte Zwecke" (tax-privileged objectives) of the German tax regulations.

It is the aim of the Association to promote the child's rights to health, equity and social justice by

- a. **science,**
- b. **research,**
- c. **public healthcare, and**
- d. **education.**

(2)

In particular, the objectives of the Constitution are

- a) To encourage **scientific co-operation** between not-for-profit National Paediatric Societies/Associations in Europe and between European paediatricians working in primary, secondary and tertiary paediatric care in Europe, in order to promote child health and comprehensive paediatric care. Paediatric care is defined as the medical care of human beings during and up to the completion of growth and development, from birth up to 18 years of age.
- b) To promote **education of patients, families and care givers by translating special knowledge to generalists.**
- c) **To promote research** in child health care services in Europe by charitable measures, by no-profit making projects and by activities of benefit to the public. **Scientific results** and/or other scientific activities of EPA specific **research projects** will be published without delay and all events organised by the Association will be made accessible to the public. Results of own and other **research** will be offered to the public in courses and lectures. Scientific works will be maintained in scientific data bases, collections and libraries which are open to the public. A list of activities including teaching and training in paediatrics will be open to the public. EPA research will be performed by members of EPA and by those European paediatricians from different countries fulfilling the criteria of §57AO of the German tax law. Financial support for EPA initiated research will respect § 58 Nr.1 AO of German tax law.
- d) To improve the quality of paediatric patient care in all European countries including both member and non-member states of the European Union by adequate **clinical research and by implementing research into practice.** EPA pursues a Pan-European approach to reduce diversity of child health care and to improve quality of care.
- e) To promote the exchange of national experiences in the various fields of patient care and make national practices and **science** known to others. To obtain information about paediatrics from national societies and associations, and to make it available to EPA-UNEPSA members. For this purpose, EPA-UNEPSA has its own Internet presence in the form of a website.

- f) To co-operate **scientifically** with other not-for-profit paediatric associations worldwide, the World Health Organisation (WHO), UNICEF, the World Bank, and any other national and international organizations, foundations or other statutory corporations and institutions operating in the field of **public health care**.
- g) To organize and arrange congresses for its members and meetings of the President of European National Paediatric Societies/Associations to improve paediatric education.
- h) To implement any policy that promotes **paediatric health care** that may be laid down by the General Assembly, e.g. forming *ad hoc* expert committees to study and make recommendations on important issues of paediatric interest in Europe.
- i) To represent European paediatricians in relation to the International Paediatric Association (IPA), in continuity with the representative function previously performed by UNEPSA.
- j) Where conducive to the objectives of the association, EPA-UNEPSA may be affiliated to other related European Societies/Associations provided that its independence is assured.
- k) The fulfilment of the aims of EPA requires financial resources which will be donated directly and immediately to the projects.

Article 3: Non-profit

The Association does not pursue its own interests nor does it primarily engage in commercial activities. The Association's funds may not be used for purposes other than those specified in this Constitution. The members shall not receive any allowances from the Association's funds. No person shall benefit from expenses alien to the Association's objectives or from disproportionately high reimbursements.

Article 4: Membership

(1) FULL MEMBERSHIP

Membership to the Association is open to

1a. any European Paediatric Society/Association that represents the whole nation as well as two additional Societies/Associations for each European nation if - according to their constitutions - their main aims are promoting research, education and healthcare in the field of paediatric care. Full members must represent at least 20% of a nation registered paediatricians. A Paediatric Society/Association may lose its membership in accordance to the principles described in article 5.4.

(2) AFFILIATED MEMBERSHIP

2a. any **European** organisation involved in child healthcare whose main aims - according to their Constitution - are promoting research, education and healthcare in the field of child health care. Affiliated member organisations are not subjected to membership fee and have no rights to vote.

(3) CORRESPONDING MEMBERSHIP

Corresponding members are defined as **Non-European** organisations involved in child healthcare which have applied for membership. . Corresponding members are not subjected to membership fee and have no rights to vote.

(4)

Legal entities and associations that have no legal capacity are not eligible beyond the regulation in Art. 4 Para. 1 a).

(5)

Membership shall arise upon a member joining the Association. A written membership declaration shall be submitted. The Council shall decide upon the admission of new members by majority vote. Membership shall become effective upon submission of a written declaration of acceptance.

(6)

Applicants have no legal right to be accepted as a member of the Association.

Article 5: Termination of membership

(1)

Membership may cease due to withdrawal, exclusion or cancellation of membership.

(2)

Members are entitled to leave the Association. Members who wish to withdraw from the association must observe a three-month notice period before leaving at the end of a calendar year. A written declaration announcing the member's withdrawal shall be submitted to the Council. The notice period has been observed when a Councillor has received the member's declaration in due time.

(3)

Members can be excluded from the Association for good cause. Upon the Council's application, the General Assembly shall decide upon the exclusion by simple majority. The Council shall inform the respective member of its application in writing no later than two weeks before the respective assembly. A detailed written statement by the respective member shall be read out at the assembly that decides upon the exclusion. The exclusion of a member shall become effective upon the passing of the respective resolution.

4)

Furthermore, membership of the Association may be cancelled. This occurs in cases whereby a member is six months in arrears with the membership fee and has failed to settle the outstanding amount within three months of receiving a written reminder from the Council (three months from the date of posting). The reminder shall be sent by registered post to the member's last address known to the Association. The reminder shall notify the member of the imminent cancellation of membership. The reminder shall remain effective even if it has been returned as unclaimed.

Article 6: Membership fee

Members shall pay a membership fee. The Council shall pass a resolution to determine the amount and the date on which the fee is due.

Article 7: Bodies of the Association

The bodies of the Association consist of

- a. the Council,
- b. the General Assembly,
- c. the Scientific Advisory Board.

Article 8: Council

(1)

The Council shall consist of eleven members reflecting a geographical balance of the various regions of Europe. Nine members are elected by the General Assembly including the Past President The President of the forthcoming congress and the Chairman of the Scientific Advisory Board are the two *ex officio* members. The Council shall consist of

- a) the EPA President
- b) two Vice-Presidents
- c) the Secretary General
- d) the Treasurer
- e) three Councillors ,
- f) the Past President,
- g) the Chairman of the Scientific Advisory Board (*ex officio*)
- h) the President of the forthcoming congress (*ex officio*).

(2)

The President of the forthcoming Congress, i.e. of the subsequent Presidency, may be an *ex officio* member of the Council.

(3)

All Members of the Council shall serve a term of two years. They will be eligible for re-election to the same post for two further periods of two years. Until a successor has been appointed in accordance with this Constitution, members of the Council shall remain in office even after their term of office has expired. The position of Councillor shall cease upon the member's withdrawal from the Association. No Council member may perform several Council functions simultaneously.

(4)

The Council as defined by § 26 BGB (German Civil Code), i.e. official representation of EPA-UNEPSA, consists of the President, the Secretary General and the Treasurer. The President has the sole power of representation of EPA-UNEPSA, in addition, two Council members as defined by § 26 BGB may jointly represent EPA-UNEPSA.

(5)

In individual cases, the President may confer upon other Council members the sole power of official representation of EPA-UNEPSA.

(6)

The Council shall pass its resolutions by simple majority of the votes cast. In the event of a tied vote, the President shall have the casting vote. A quorum exists when a minimum of two-thirds of the Council members are present. Should all members of the Council agree, Council resolutions may also be passed by written consent in lieu of a meeting.

(7)

The Council shall implement the resolutions passed by the General Assembly. By passing a respective resolution, the Council may adopt legally binding rules of internal procedure provided that no mandatory legal provisions or mandatory provisions under this Constitution impede such adoption.

(8)

The President shall chair both the General Assemblies of EPA-UNEPSA and the Council meetings. In the case of his/her absence, the President may assign this function to the Vice-President.

(9)

The Secretary General is responsible for all administrative matters relating to the Association.

(10)

The Treasurer is responsible for EPA-UNEPSA's financial affairs.

(11)

The Secretary General and the Treasurer shall perform the responsibilities conferred upon them by the Council, by Council resolution or by the President.

(12)

Council meetings shall take place at a location determined by the President.

Article 9: General Assembly

(1)

The following persons are entitled to attend General assemblies:

- a) The President or Vice-President or Secretary General of each full national Society/Association Member are voting members. In case of impediment for President or Vice-President or Secretary General to attend the General Assembly, the President may delegate a member of his Society/Association to represent him at the General Assembly. The proxy should be in the form of written authorization form signed by the President and forwarded to the President of EPA-UNEPSA and the Secretary General at least 24 hours before the General Assembly meeting.

The voting member of each full national Society/Association Member may be joined in the General Assembly by two additional members of its Society/association that can be present at the General Assembly with no voting rights.

The President or Vice-President or Secretary General or designated representative of each affiliated organisation are invited to attend the General Assembly with no right of vote.

(2)

Each member voting in the General Assembly shall have one vote. Each member voting in the General Assembly shall have one vote A quorum exists when one third of the eligible members are present. In the event of a tied vote, the President of the General Assembly shall have the casting vote.

(3)

The functions of the General Assembly are:

- a) To lay down EPA-UNEPSA policies in accordance with Art. 2 (2) of this Constitution,
- b) To elect the EPA-UNEPSA President,
- c) To elect two Vice-Presidents,
- d) To elect the Secretary General,
- e) To elect the Treasurer,
- f) To elect three further members of the Council,
- g) To elect an auditor and a controller,
- h) To decide upon the admission of new members and the exclusion of existing members,
- i) To decide upon the venue and the President of the forthcoming European Congress,
- j) To delegate specific matters to be handled between two General Assemblies to the Council.

(4)

All full members may put forward registered European paediatricians as candidates for Council positions. The names of candidates must be forward to EPA council one week before the elections. Candidatures should be endorsed by Council. Voting shall be by secret ballot at the General Assembly. In the event of a tied vote, the President of the General Assembly shall have the casting vote.

Article 10: Convocation of the General Assembly

(1)

General Assemblies shall be convened by the President in writing two weeks in advance.

(2)

The written convocation of the assembly shall state the venue and the agenda.

(3)

Assemblies may be convened by fax and/or e-mail.

Article 11: Minutes of the resolutions passed by the General Assembly

(1)

Minutes of the resolutions passed at the General Assembly shall be prepared by the Secretary General and countersigned by the President of the General Assembly.

(2)

All members are entitled to inspect the minutes.

Article 12: Board of Scientific Advisors

(1)

The Scientific Advisory Board consists of experts in the field of child health care. The Board will be chaired by a Chairperson who will propose the members to council for approval. The Chairperson will be elected by council every 4 years by simple majority. The number of members of the Scientific Advisory Board is unlimited. Every four years the Scientific Advisory Board members must be reconfirmed. Members of the Scientific Board shall not receive any allowances from the Association's funds.

(2)

The Scientific Advisory Board should assist the Council in planning, performing and publishing of scientific and educational projects.

Article 13: Amendment of the Constitution

Proposals to amend the Constitution may be submitted exclusively in written form and signed by representatives of at least three Member Society/Association Members. Such proposals may not be presented to the General Assembly unless they were submitted to the Secretary General in due form at least three months in advance of the forthcoming General Assembly of EPA-UNEPSA.

Resolutions pertaining to an amendment of the Constitution require the presence of at least half of the persons entitled to attend the General Assembly. Amendments to the Constitution require a two-thirds majority of the persons attending the respective General Assembly.

Article 14: Dissolution of the Association

(1)

The Association may be dissolved by the passing of a respective resolution by the General Assembly. Such a resolution is subject to the provisions under Art. 12 (Amendment of the Constitution).

(2)

The Council shall be responsible for the Association's liquidation in accordance with § 26 BGB.

(3) In the event of the dissolution or temporary suspension of the Association, or in case of cessation of its objectives, written in the constitution the Association's finances shall be devolved to the United Nations International Children's Emergency Fund (UNICEF) represented by the Deutsches Komitee für UNICEF, 50607 Cologne, Steinfelder Gasse 9, for the direct and exclusive use in non-profit objectives.