

CONSTITUTION



ESDP European Society for Developmental Perinatal and Paediatric Pharmacology VZW

Dienst Neonatologie
Herestraat 49,
3000 Leuven
Belgium

Registered at the Court of Leuven 1st March 2013; No. 0518.986.325

CONSTITUTION of the ESDP European Society for Developmental Perinatal & Paediatric Pharmacology VZW

§ 1 Name and Location

The association, established for an indefinite period, is called "ESDP European Society for Developmental, Perinatal and Paediatric Pharmacology VZW". Its headquarters are in Belgium, with the address: Herestraat, Dienst Neonatologie 49, 3000 Leuven (Registered at the Court of Leuven 1st March 2013; No. 0518.986.325).

§ 2 Purpose of the association

The object of the Society shall be the promotion of developmental pharmacology and therapeutics, whether fetal, perinatal or paediatric, in any matter appropriate to the purpose.

§ 3 Membership

(1) The Association has active members and supporting members. Only active members are hereinafter referred to as "members" and enjoy full membership rights. The number of members is unlimited, but must not fall below four.

(2) Active membership is open to professionals who are engaged in scientific research and or clinical therapeutics or have operated in basic or clinical research, on the association's purpose. The scientific activity shall be verified with the application for membership. The application for membership must be supported by two members and be submitted to the Secretary-General. After examination and approval of the documents submitted with the application, each Board member is entitled to oppose the admission of the candidate within four weeks after receipt of the approved application documents. If unopposed, the receiving application is granted. A current list of members will be given to each member on the occasion of the bi-annual scientific meeting.

(2a) The members of the European Society for Developmental, Perinatal and Paediatric Pharmacology - ESDP - , until now led as an association without legal personality, are eligible for membership and may obtain it through a simple written request, without the need for a confirmation of the General Assembly or the Board.

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(3a) Supporting members can be natural or legal persons or associations of persons. Supporting members have to pay an annual contribution determined by the Board for each year in advance. The contribution must not exceed the amount of 100.000 Euro. Supporting members have no voting rights and no right to participate in the General Assembly. They have the right to receive the reports of the scientific sessions of the society. The Board will decide upon proposal of an active member on their admission. The supporting members identify with their admission in the applicable statutes of the Association and promise to respect them.

(3b) The membership rights of a member that has not paid their contribution in time will be suspended until the payment has been made.

(4) Members can be excluded if they had been guilty of serious misconduct with respect to this constitution. The exclusion of a member requires a two-thirds majority of members present or represented in the General Assembly. Exclusion has to be announced to the concerned member in writing served by post. Membership self-extinguishes when a residue contribution consists of at least two years' of contributions, and this is not paid within one month after receipt of a written warning by the Treasurer.

(5) The association members are enrolled in the VZW "ESDP European Society for Developmental, Perinatal and Paediatric Pharmacology VZW", founded on 25th of December 2012.

(6) Resigned or excluded members or their heirs have no rights to the assets of the association. They can not demand compensation or accounting from the Association.

(7) The Board shall keep a list of members at the headquarters of the association. The member must accept in writing their entry on the list. Doing so confirms herewith the member's commitment to the current statutes, the internal order and the decisions of the association.

(8) Each member shall have the right to inspect at the registered office of the association the list of members as well as the accounting records and minutes of the deliberations and decisions of the General Assembly, the Board, and the representatives of the association. The inspection request must be in writing to the Board naming the required documents. The date for inspection then must be agreed upon within one month from receipt of the request for an inspection.

(9) Active members pay an annual contribution. The General Assembly decides on a proposal of the Board annually on the contribution of active members. The annual contribution per member must not exceed 10.000 €. The General Assembly may also decide at the meeting to exempt certain honorary members from the obligation to contribute.

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§ 4 Membership in the General Assembly

The General Assembly consists of the active members. Each member has one vote. Representation of another member by a member is allowed, but every member can represent not more than one other member at the same time.

§ 5 Powers of the General Assembly

The General Assembly is the supreme organ of the association and, with respect to these statutes no other entity is responsible for the affairs of the association.

In the following cases, the General Assembly must convene:

- 1) Amendments to the Statutes
- 2) Exclusion of ordinary members
- 3) Confirmation of the accounts and budget
- 4) Dissolution of the Association

Resolutions of the General Assembly concerning point 1) or 4) are not effective unless a majority of two thirds of the votes are cast.

§ 6 Internal order of the General Assembly

(1) The General Assembly must take place at least once each calendar year, by 30 June of each year. An extraordinary General Assembly may be invited by the Board if it is requested by at least one fifth of the members.

(2) The General Assembly decides on the voting rights of individual members and the eligibility of their representation. The member concerned or his representative shall have no vote in this decision. Decisions are made by a simple majority of members present or represented, unless the law of 27th June, 1921 or these statutes specify otherwise. Abstentions and invalid votes are considered negative votes.

(3) Invitations to the General Assembly including the agenda should be submitted by mail, electronically or by personal delivery at least four weeks prior to the assembly members. Membership meetings, which will decide on the dissolution of the association or a statute change, have a quorum when at least two-thirds of the members are present or represented. If a General Assembly fails due to low participation, then a further meeting shall be convened under the same agenda, which has a quorum regardless of the number of members present or represented. This must be clearly stated in the invitation. The second meeting may take place not earlier than 15 days after the first.

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(4) The General Assembly may also take place via internet, fax, mail or in other forms without physical presence of the members, if no member contradicts before the beginning of the meeting and the documentation of the voting takes place in text form. The board is entitled to make the rules of such a virtual meeting. The rules must ensure that every participant can communicate with every other participant concerning all topics of the meeting and that every participant may have the chance to give his vote under equal conditions.

(5) The decisions of the General Assembly must be recorded in a register and kept at the Association by the Secretary-General.

§ 7 Composition of the Board

(1) The Board consists of the President, the President elected for the following term of office (President Elect), the Past President, the Secretary-General, the Treasurer and up to four additional Board members. The term of office of the President, President Elect and Past-President is 2 years, the Secretary-General and the other board members is four years, and the treasurer is six years. The first General Assembly can determine deviations to the extent that they elect a president and a former president and determine the term of office of individual members shorter than is provided for by these statutes.

(2) Every two years the General Assembly will elect two new board members and the President for the term of the incumbent president consecutive term. Officials so elected are on duty from the end of the General Assembly that elected them for a term of four years, the President elected for the coming term of office as a President Elect for two years, and a further two years as acting president. Every president is a former president for two years member of the board. An extension of the term of a president for two years is allowed for a period of two years one time. If the presidential term extended in this way, the position of President-Elect does not apply to the period of extension. Every two years, the two board members who are not officers leave the board, after having served for four years.

(3) The Secretary-General is elected in the General Assembly at the end of the tenure of his predecessor. A one-time extension of term of office of the Secretary for two years is allowed.

(4) The Treasurer is elected at the General Assembly for a term of six years, ending with the expiry of the tenure of his predecessor. Re-election is allowed one time.

(5) Unless the foregoing re-election is not expressly permitted, a board member may again be elected after the expiration of his term after a break of at least two years as a member of the Board. The above described years in office end at the end of the annual meeting held at the year of the expiry of the term, not later than June 30th of that year.

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(6) Candidates for board positions can be proposed by at least two members at least one month before the General Assembly to the Secretary-General or the Board with their written consent. If more suggestions are made as vacant positions available a secret ballot will be held between the candidates. All elections to the Board are made by a simple majority of members present or represented. The General Assembly may recall a board member at any time. It requires a majority of two thirds of the members present or represented.

(7) Not more than two board members who are not officers should live in the same country. At least two board members should be qualified by a clinical activity and two other board members in other academic areas.

(8) Only active members are eligible to the board. The Board has the right to admit to its meetings, non-members or members of an expert advisory capacity, without voting rights.

§ 8 Duties and powers of the Board

(1) The Board has broad authority to manage the affairs of the association and to achieve the objectives of the association. The power includes all that is not expressly assigned by law or statute to the General Assembly.

(2) The Board may adopt any legal acts, such as contracts that commit the association and its assets, it may grant or receive and acknowledge payments, donations or grants to afford private or public, to hire and to dismiss employees, and to set the internal organization of the society.

(3) Judicial processes, either as plaintiff or defendant, shall be conducted by the Board on behalf of the association, which is represented by the persons mentioned in § 9.

(4) The Board may grant special powers to one or more board members or to third parties, regardless of whether they are members of the association. It may delegate certain tasks to such individuals.

(5) The President is responsible for the organization of scientific meetings (§ 10). The President will preside over the scientific meetings.

(6) The Secretary-General is responsible for correspondence and the keeping of the papers of the association, especially for keeping the membership lists and the preparation and storage of records of the institutions of the association and of the resolutions of the General Assembly and the Board. The Secretary-General presides the General Assembly. The secretary may appoint an assistant to perform his duties. Special powers due to (4) may be given to the assistant.

(7) The treasurer is responsible for the financial affairs of the Association and shall be responsible for proper accounting and auditing.

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(8) If no individual responsibilities are set out above, the entire board is responsible for carrying out its tasks. Internal competence arrangements do not change this overall responsibility.

§ 9 Representation of the association

(1) The Association shall be for all legal transactions and in court represented by two board members jointly, one of which needs to be the President, the Secretary-General or the Treasurer. To third parties they do not need to prove their authorization for their actions by the full Board.

(2) The association is also validly bound by the Board authorized special agents in the frame of the power representation given to them by the Board.

§ 10 Scientific Meeting

(1) The association holds a scientific meeting every two years to present and to discuss research results among the members and their guests under the chairmanship of the President. This will include the handling of ongoing research projects. The speakers should make a written summary of their lectures in English and give a copy to each of the participants. The language of scientific meetings is English.

(2) The President has to prepare the meetings in cooperation with the Secretary-General and the other board members. The meetings shall take place wherever possible in the immediate temporal and spatial context of the annual General Assembly.

§ 11 Accounting and Budget

(1) The association handles its accounting in accordance with the provisions of the Act of 27th June, 1921 and the implemented regulations relating thereto. The fiscal year is the calendar year. At the end of the calendar year the books are to be finalized. The books of the past year are to be presented to the annual General Assembly for approval, as is the budget for the coming year. The documents are to be attached to the invitation to the meeting.

(2) The auditors of the association are elected by the General Assembly by simple majority.

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§ 12 Dissolution of the Association

In the case of voluntary dissolution of the Association the remaining assets after payment of the debts shall be given to supply similar purpose which is to be determined by resolution of the General Assembly. If this is not actually possible, the liquidator appointed by the General Assembly shall determine it later.

§ 12 Miscellaneous

In addition to the regulations of these statutes the rules of the Law of 27th June, 1921, will apply supplementarily.