



CONSTITUTION (Statutes) 2012

Date: 1st December 2011

Modified from 2011 version of European Society for Social Pediatrics and Child Health (ESSOP) constitution.

Includes decisions at ESSOP AGM 2011.

A. Name and headquarters

Article 1

International Society for Social Pediatrics and Child Health, ISSOP, is a non-profit organization governed by the present statutes and, secondarily, by Articles 60 et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational.

Article 2

The organization's headquarters are located in the State of Geneva, Switzerland.

The organization shall be of unlimited duration.

The official language of the organization is English.

B. Purposes

Article 3

The organization is an interdisciplinary, non-governmental, non-profit making, scientific body open to all child health professionals. The purpose of the organization is to promote knowledge of social paediatrics, to stimulate research in this field, to disseminate such knowledge at meetings and to work together with national and international agencies. This gives members opportunity to use their skills, resources and knowledge to develop local and global strategies to improve the health and well-being of children and young people

C. Resources

Article 4

a) The organization's resources come from:

- donations;
- legacies;
- private and public subsidies;
- membership fees;
- any other resources authorized by the law.

b) The funds shall be used in conformity with the organization's aims and ethical policy.

D. Members

Article 5

- a) Any physical or moral person may request to join: (i) if, through their commitment or actions, they have proved their attachment to the aims of the organization, and (ii) they are not salaried by the organization.
- b) Membership is open to all professionals in child & adolescent health.
- c) Membership is open to professionals working for child and adolescent health from anywhere in the world.
- d) The number of members shall be limited as decided by the General Assembly.
- e) New members shall ordinarily be elected at the General Assembly on the recommendation of the Executive Committee. Proposal for active membership should be made to the Executive Committee and should be accompanied by curriculum vitae and list of publications of the candidate. The Executive Committee can accept the candidate as a temporary member until elected at the next General Assembly.
- f) In consultation with the Executive Committee, the organiser of the meeting may invite guests to attend the meeting, contributing or not to the scientific programme. Local guests may also be invited up to a certain number depending on local conditions.
- g) The Association comprises the following categories of which only the first two have a right to vote:
 - i. associate members (Societies or Associations)
 - ii. active members
 - iii. honorary members
 - iv. founding members
 - v. inactive members
- h) Membership ceases:
 - on death;
 - by written resignation notified to the Committee at least six months before the end of the financial year;
 - by exclusion ordered by the Committee, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Committee's decision being notified;
- i) In all cases the membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association's assets.
- j) Only the assets of the Association may be used to meet commitments. Members have no individual responsibility.

E. Organs

Article 6

The Association's organs are:

- a) The General Assembly,
- b) The Executive Committee, comprising a Core Executive committee and a Council
- c) The Auditor.

Article 7

- a) The General Assembly is the organization's supreme authority. It is composed of all ordinary members of the organization, who have paid their dues in accordance with the regulation of the organization. The control of policies of the organization shall be vested in the Assembly. The President of the organization shall preside and the Secretary General shall in consultation with the President draft the agenda and shall keep the minutes of the meetings.
- b) The organization will hold annual or biannual scientific congresses for the presentation and discussion of papers by members and guests at a time and place to be decided by its Executive Committee.
- c) A General Assembly (AGM) of members will be held during the days of the congress that is to be considered as an Ordinary Meeting. It may also meet in extraordinary session whenever necessary, by decision of the Committee or at the request of one-fifth of the members.
- d) The Executive Committee of the organization will meet before and after the General Assembly, physically or through conference calls or web-meetings
- e) Other meetings of the organization or of the Executive Committee may be convened.
- f) The General Assembly shall be considered valid regardless of the number of members present.
- g) The Committee shall send notice of the meeting to members at least six weeks in advance. The convocation, including the proposed agenda, shall be sent to each member at least 10 days prior to the date of the meeting.

Article 8

The General Assembly:

- a) shall approve the admission and expulsion of members;
- b) appoints the members of the Committee and elects, at a minimum, the President, the Secretary and the Treasurer;
- c) notes the contents of the reports and financial statements for the year and votes on their adoption;
- d) approves the annual budget;
- e) supervises the activity of other organs, which it may dismiss, stating the grounds therefore;
- f) appoints an auditor for the Organization's accounts;

- g) decides on any modification of statutes;
- h) decides on the dissolution of the organization;
- i) fixes the annual membership fees;
- j) to determine the location of the following Congress;
- k) to deal with any matter which may properly be brought before the Assembly.

Article 9

The General Assembly is presided over by the President, or by the Secretary General in his absence.

Article 10

- a) Decisions of the General Assembly shall be taken by a majority vote of the members present.
- b) Every member has one vote.
- c) In the event that the vote is tied (deadlock), the President shall cast the deciding vote.
- d) Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the members present.
- e) The quorum of the General Assembly is presence of at least 15 members. A simple majority of votes is needed for adopting any resolution except the amendment of the constitution in which 2/3 majority shall be needed.
- f) If quorum is not attained or then views of members not attending the General Assembly are requested, a mail poll may be used.

Article 11

- a) Votes are by a show of hands. If requested by at least five members, they take place by secret ballot.
- b) The Assembly shall establish the amount of the due each member has to pay, on proposal of the Executive Committee. Any member who has not paid his or her dues for the past 2-year-terms may not be allowed to take part in attending the Assembly or activities of the organization.

Article 12

The agenda of the ordinary annual session of the general assembly must include:

- a) approval of the record of the previous General Assembly
- b) the Committee's annual report on activities
- c) report of the treasurer and of the auditor
- d) setting of membership fees
- e) approval of the budget
- f) approval of reports and accounts
- g) election of Committee members and auditor
- h) other business

Article 13

The Committee is authorized to carry out all acts that further the purposes of the organization. It is authorized to manage the Organization's business.

Article 14

- a) The Executive Committee (EC) should consist of a Core EC and a council. These should be constituted as follows:
 1. *Core EC*: this should consist of the President, General Secretary and Treasurer and five additional active EC members. In principle, the core EC should include members from as many continents and regions as possible although an essential prerequisite will be a commitment to participate actively in the work of ISSOP. The core EC will hold monthly virtual meetings to ensure that ISSOP business continues to be conducted and developed between annual meetings. The core EC will be elected by the Assembly for a period of 4 years. At the first election, the term for 2 of these Committee members shall be 2 years.
 2. *ISSOP council*: this should consist of the Core EC plus:
 - a. The Honorary President (Lennart Kohler).
 - b. The President of the forthcoming annual meeting.
 - c. One representative nominated and elected by each of the affiliated national societies for a period of 4 years.
 - d. Representative of regions of the world as per WHO regions – initially these representatives will be co-opted for a period of 4 years. Once a critical mass of members is achieved in a region, elections will take place to choose the representative for that region.
 - e. The role of the Council will be advisory to the Core EC.
 - f. Co-option to the council for specific purposes should be permitted; for example, those who are representatives for ISSOP (previously ISSOP) in international bodies (e.g. , IPA) may be co-opted.
- b) The Council will meet twice yearly, once at the annual meeting and once to coincide with the monthly meeting of the Core EC approximately 6 months after the previous AGM.
- c) The Immediate Past President of the organization shall be ex-officio member of the Executive Committee.
- d) The President of the organization presides the Executive Committee and in his or her absence the Past President or another senior officer shall act as the chairman of the Committee.
- e) The function of the Executive Committee shall be:
 1. To assist the Meeting President in preparation of the next Congress and other meetings.
 2. To assist the Secretary General in carrying out the policies of the organization.

3. To recommend the budget of the organization to the Assembly for approval.
4. To propose new members for election by the General Assembly.
5. To exercise such authority as may be delegated by the Assembly.
6. To launch any project susceptible to serve the aims of the organization within the limits of the budget and pending to ratification by the next General Assembly.
7. To co-opt any member of the organization for any specific project, pending to ratification by the next General Assembly.

Article 15

The Committee members act voluntarily and may be compensated for their effective and travel costs by agreement with the Treasurer.

The paid employees of the organization have only a consultative vote in the committee.

Article 16

The functions of the Committee are:

- a) to take all measures to attain the goals of the Association;
- b) to convene General Assemblies;
- c) to take decisions with regard to admission of new members, to resignations of members, and to their possible expulsion;
- d) to ensure the Statutes are applied, to draft rules of procedure, and to administer the assets of the Association.

Article 17

1. Presidents

- a) The President shall be elected by the Assembly for 5 years among the candidates proposed by the authoritative bodies of the countries represented in ISSOP. The President shall represent the organization and preside at the meetings of the Assembly and the Executive Committee.
- b) The Meeting President shall be elected by the assembly from amongst the candidates proposed by the authoritative bodies of the host country where the next congress is to be held.
- c) The term of the Meeting President will start from the end of one General Assembly to the end of the next one.
- d) The Meeting President shall appoint a local committee for organisation of the scientific congress.
- e) The final decision on both scientific programme and financial situation shall be the responsibility of the Executive Committee.

2. Secretary General

- f) The Secretary General shall be elected by the Assembly for a period of 4 years. His or her term of office can be extended for another 4 years, after which she or he will not be eligible for re-election.
- g) The Secretary General is the executive officer of the organization. The Secretary General shall be responsible for the administration of the organization and shall be working with the President in all the activities of the organization. He or she shall appoint the staff of the secretariat of the organization.

F. Various provisions

Article 18

The organization shall be validly bound by the individual / joint signature of President and either General Secretary or Treasurer.

The financial year shall begin on 1st of January and end on 31st of December of each year. The treasurer is responsible for the finances of the organization.

The auditor appointed by the General Assembly shall audit the Association's accounts every year.

Article 19

If no scientific meetings have been held for a period of 5 years, the organization will be deemed to have ceased to exist and all its assets will be handed over to UNICEF.

In the case of the organization being dissolved, the assets should be allotted to a non-profit organisation pursuing goals of public interest similar to those of the organisation benefiting from tax exemption. The goods cannot be returned to the founders or members, nor be used to their own profit.

For the International Society for Pediatrics and Child Health,

Prof Nick Spencer

President

Dr Olivier Duperrex

Treasurer

Geneva, 1st December 2011