

**E.C.P.C.P - C.E.P.A**  
**European Confederation of**  
**Primary Care Paediatricians**  
**2020**

**Confédération Européenne de Pédiatrie Ambulatoire**

Registered office: 11 quai Général Sarrail – 69006 LYON – FRANCE

# **ARTICLES OF ASSOCIATION**

## **E.C.P.C.P – C.E.P.A**

### **European Confederation of Primary Care Paediatricians Confédération Européenne de Pédiatrie Ambulatoire**

Registered office: 11 quai Général Sarrail – 69006 LYON - FRANCE

#### **ARTICLE 1 – ESTABLISHMENT AND NAME**

- a) A permanent federation is hereby formed, composed of European organizations of Primary Care and/or Community pediatricians, to be governed by these Articles of Association.
- b) This confederation is a nonprofit, unbiased and independent organization constituted in accordance with the French law (1st July 1901).
- c) The name of the confederation is: E.C.P.C.P – C.E.P.A, European Confederation of Primary Care Paediatricians, Confédération Européenne de Pédiatrie Ambulatoire.
- d) The registered office is located in Lyon.
- e) The address of ECPCP is 11 quai Général Sarrail – 69006 LYON - FRANCE
- f) The location of the registered office may be transferred to any other place by a majority resolution of the General Assembly (GA).
- g) The confederation is established for an unlimited duration. Its financial year runs from January 1st to December 31st each year

#### **ARTICLE 2 – PURPOSES AND OBJECTIVES**

The purpose of the Confederation is:

- a) To seek for the best quality Primary Pediatric Health Care of children in Europe.
- b) To advocate the role of pediatricians as primary care physicians for children from conception to adulthood through good medical practice as well as through health education and promotion of children and adolescents, taking into account their families and social environment.
- c) To promote paediatric primary care through health services research, teaching, pre-and post-graduate medical training and continuous medical education in this field.
- d) To facilitate contacts and cooperation between the various groups of paediatricians practicing and teaching in Europe and with other international paediatric organizations.
- e) To act as a liaison group working in close collaboration with national, European and international institutions.
- f) To promote guide-lines for good preventive and clinical practice in paediatric primary care for all providers of child care in the community.

#### **ARTICLE 3 – COMPOSITION OF THE CONFEDERATION and DUES**

- a) The confederation is made up of National organizations of Paediatric Primary Care and/or Community paediatrics in countries belonging to the WHO Regional Office for Europe. The delegates of these organizations must be primary care paediatricians.
- b) National Pediatric Organization belonging to European countries that do not have a Paediatric Primary Care association or society shall be accepted as members and will contribute according to the number of primary care paediatricians belonging to this society.

c) Applications to join the confederation must be made in writing by the president of the applicant association to the Secretary General of ECPCP giving all details about the organizations, its active and inactive members who work in primary paediatric care. Applications shall be examined by the EB, whose approval shall be granted by a simple majority (with the President having a casting vote). Such approval shall then be subject to ratification by the next General Assembly.

d) Paediatric organizations that do not fulfill the requirements to become members of ECPCP may apply for the status of Affiliated Organizations of ECCPC/CEPA. These might be either European Organizations of Paediatricians not engaged in Primary Care or Non-European Paediatric Organizations engaged in Primary Care. Affiliation shall allow the delegates of said organizations to attend GA of the Confederation as observers with no voting rights and no right to become members of the Executive Bureau.

e) The annual dues paid by member organizations shall be prescribed in the By-laws, with the amount decided by the GA based on a proposal submitted by the Executive Board, dues to be paid for the full financial year, regardless of the date on which an association or society joins the confederation.

f) An association or society will lose its membership

1. By submitting its resignation to the Secretary General by a registered letter requesting acknowledgement of receipt.
2. By removal from the register by majority resolution at a GA if an association or society has failed to pay its dues, having previously been declared in default by a registered letter addressed to the President of the association or society to no avail.
3. By removal from the register by majority resolution at a General Assembly, on serious grounds, after hearing the explanation of organization's or society's representatives.

#### **ARTICLE 4 REPRESENTATION OF MEMBER ORGANIZATIONS**

- a) The General meeting of the Confederation shall include the delegates of the fully paid-up member organizations, the number of which is determined as follows:
- 1 delegate for the first 500 members/contributors
  - 1 additional delegate from 501 to 1000 contributors
  - 1 additional delegate from 1001 to 2000 contributors
  - 1 additional delegate from 2001 to 3500 contributors
  - 1 additional delegate for any number exceeding 3501 contributors.
- b) No single organization may have more than half of the voting rights at a General Meeting, and that the total number of delegates for each country will be determined by the same rules, independent of the number of organizations of that country.
- c) National organizations are those that determine the nomination of the delegates. Among the delegates one delegate representative has to be nominated as team leader and spokesperson on behalf of the delegates. One deputy shall be designed from among the delegates. The identity of these representatives shall be announced to the Executive Board (EB) four weeks before a GA takes place.

#### **ARTICLE 5 – GENERAL ASSEMBLY (GA)**

- a) The confederation shall be governed by the GA consisting of the delegates of the Member Organizations whose dues are paid up.
- b) The number of delegates shall be calculated in accordance with the relevant provisions of the By-laws, although no organization may have more than half the voting seats in the General Assembly.

- c) The GA is invested with the broadest powers to deal and govern ECPCP, vote the Executive Board, approve the accounts, vote on the budget for the current financial year and discusses the items on the agenda.
- d) The GA shall get updates on a regular basis and be conveyed at least once a year
- e) The member organizations shall be advised on the convocation of the GA individually by the Secretary General at least thirty (30) days before the set date. The notices shall contain the agenda decided by the EB.
- f) Minutes shall be taken at each GA and signed by the President and the Secretary General.
- g) Resolutions shall be passed by a simple majority of the members' delegates present or represented by proxy.
- h) Delegates may be represented at GA by one other delegate mandated by the same association or society providing this has been notified by the delegate representative to the general secretary or the president prior to the GA. Any single delegate may not represent more than one other person.
- i) GA deliberations and decisions will be valid if at least one-third of the fully paid-up member organizations are present or represented.
- j) Two extraordinary decisions need a special quorum. If the GA decides about changes of the statutes (articles of the association) or bylaws and for the dissolution of ECPCP, half of the fully paid-up member organizations must be present or represented and decisions must be taken by a two third majority of the delegates present or represented
- k) If the quora in subarticles (i) and (j) are not reached, a second GA shall be convened after the original convocation time and then may decide on these matters regardless of the number of member organizations present.
- l) Official Observers recognized by the EB as such (members of interested primary paediatric care organizations) are permitted to take part in the GA and have the right of speech but no right of vote.
- m) Symposia held as part of the ECPCP meetings are open to the general public.
- n) The assembly can be performed online.

#### **ARTICLE 6 – EXECUTIVE BUREAU (EB)**

- a) ECPCP is run by an Executive Bureau (EB) elected by the GA from among the delegates.
- b) The EB has full authority to decide on matters concerning ECPCP which cannot be postponed, and take independent initiatives on behalf of ECPCP, including transaction of business, purchases, sales, rentals, borrowings and loans, needed for the confederation's operation.
- c) The Executive Bureau shall be comprised of a President, Vice President, Secretary General, Treasurer, the Web Master and the Past President. The EB may invite other delegates to be present at its convention as advisor's ad personam with no voting rights
- d) A quorum is required for any EB assembly to be legal. This is defined by the presence of the president and at least two additional members of the EB. The EB takes its decision by simple majority. In case of a tie, the President has a casting vote.
- e) The President of ECPCP shall be the chairperson at any assembly of members. He/she is responsible to make a report at each assembly, outlining past and future operations of the foundation. She/he shall plan, organize, direct and co-ordinate the activities of ECPCP, delegating as he/she thinks fit to ensure that the objectives of the organization are attained. He shall act as chief spokesperson to the public, the press, legislative bodies, the medical community at large and fellow organizations.
- f) The Vice President is the locum tenens of the President and in the event of the President's temporary or permanent incapacity or in case the office of President becoming vacant, shall perform the duties and responsibilities of the President until the end of the relevant term or

for the remaining duration of the period of incapacity. He is designated to succeed the President.

- g) The Secretary General (SG) is in charge of technical and administrative affairs of ECPCP in consultation with the President and the EB. In addition he/she shall be responsible for keeping the minutes of the GA and the EB and for having such minutes transcribed in the register, keep the list of active members up to date and file the records of the confederation. The Secretary General may be assisted as required by an Assistant appointed for the post by the EB.
- h) The Treasurer is responsible for the financial affairs of ECPCP, its yearly budgeting and the control, planning of financial activities, he/she ensures that ECPCP maintains accurate financial records, reviews the expenditures and financial status on a regular basis to ensure overall financial integrity, submits the financial accounts to an annual independent audit, develops and presents financial recommendations to the EB and performs other duties assigned by the President or the EB. The Treasurer shall keep the books of the confederation on a regular basis, collect on claims, pay monies due, use funds in accordance with the instructions of the EB and present the accounts at General Assembly. The Treasurer may be assisted as required by one or more Assistant Treasurers appointed for the post by the EB.
- i) The Webmaster keeps the webpage up to date (invitations to assembly, uploading presentations after the assembly) in accordance with the instructions of the Executive Board.
- j) Members of the Executive Bureau may not receive any remuneration for the duties assigned to them. They may however be reimbursed for expenses incurred on the behalf of the confederation, subject to the President's approval and upon remittance of receipts.
- k) Members of the Executive Bureau shall be elected for a period of two years by the General assembly. All members of the Executive Bureau may stand for re-election. The exceptions to the foregoing rules shall be as follows:
  - a. the incumbent Vice President shall automatically become the new President of the confederation (to be confirmed by an GA)
  - b. The incumbent President shall automatically become an ex officio member of the subsequent Executive Bureau for another two years- ratified by the GA.

#### **ARTICLE 7 – AUDITORS**

- a) The accounts shall be audited by two individuals appointed for a two-year period by the GA at its assembly and chosen from among the delegates of the member organizations. The auditors shall certify that the annual accounts have been kept regularly and contain no material misstatements.
- b) For this purpose, without interfering in the management of the confederation they shall audit its books and assets, ensuring not only that the accounts have been kept regularly and contain no material misstatements.
- c) The auditors may conduct any audits and investigations that they deem appropriate at any time of the financial year and may have any documents required for that purpose provided to them, including but not limited to contracts, account books and documentary evidence.

#### **ARTICLE 8 - RESOURCES**

The resources of the Confederation shall include:

- a) Dues paid by the member organizations in proportion to the number of their own members.
- b) Contributions to expenses that member organizations are asked to pay when the confederation holds events consistent with its corporate purpose.

- c) Any public or private grants designed to help the confederation to achieve its objectives
- d) Sums received as consideration for services rendered by the confederation
- e) Any other resources allowed by the existing laws and regulations;

#### **ARTICLE 9 – NET ASSETS / LIABILITY OF THE GOVERNING BODIES**

- a) Only the net assets of the confederation may be used to honor commitments made in its name.
- b) The members of the Executive Bureau or other governing bodies shall be exempt from personal liability.

#### **ARTICLE 10 – BY-LAWS**

- a) The Executive Bureau shall prepare a draft of the By-laws governing the implementation of these Articles of confederation and shall also propose the various items concerning the internal administration of the confederation.
- b) The By-laws shall come into force immediately on a provisional basis until they are submitted to a General Assembly.

#### **ARTICLE 11 - DISSOLUTION**

- a) If the purpose of the organization can no longer be achieved, the EB may apply to the supervisory authority for the organization to be dissolved.
- b) Voluntary dissolution or fusion with a related organization can be decided by a two-thirds majority vote of the GA at an assembly called solely for this purpose.
- c) In the event of its dissolution and after the liabilities have been paid off, any assets of the organization shall be donated to non-profit nontaxable organizations supporting Child health or pursuing similar purposes as ECPCP. Was there more than one such organization, decisions shall be taken by the GA by a majority vote.
- d) If the GA resolves to wind up the confederation, it must appoint one or more liquidators to liquidate the property of the confederation.

The new statutes were accepted by 30 delegates (96% of present delegate votes) at the Extraordinary Zoom Assembly with a sufficient quorum at 5-9-2020

Gottfried Huss  
General Secretary of ECPCP