

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

ARTICLES OF ASSOCIATION

E.C.P.C.P – C.E.P.A
European Confederation of Primary Care Paediatricians
Confédération Européenne de Pédiatrie Ambulatoire

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ARTICLE 1 – FORM

A federation of associations composed of European primary care paediatricians is hereby formed, to be governed by these Articles of Association.

This confederation is a non profit organisation constituted in accordance with the French law (1st July 1901).

ARTICLE 2 – PURPOSE

The purpose of the Confederation shall be:

1 - to advocate the role of paediatricians as primary care doctors for children from conception to adulthood through good medical practice as well as through health education and -promotion of children and adolescents, taking their families and social environment into account;

2 - to promote paediatric primary care through research, teaching , pre-and post-graduate medical training and continuous medical education in this field

3 - to encourage contacts and cooperation between the various groups of paediatricians practising and teaching in Europe and with other international paediatric associations;

4 - To act as a liaison group working in close collaboration with national, European and international institutions.

5- To promote guide lines for good clinical practice in paediatric primary care

ARTICLE 3 – NAME

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

ARTICLE 4 – REGISTERED OFFICE

The registered office is located at 11 quai Général Sarrail - 69006 LYON – FRANCE.

It may be transferred to any other place by resolution of the Executive Committee, subject to ratification by the following ordinary General Meeting of the members.

In the event of such transfer, the Executive Committee will be entitled to amend these Articles of confederation accordingly.

ARTICLE 5 – DURATION

The confederation is established for an unlimited duration. Its financial year runs from 1 July to 30 June each year and for the first year to 30 June 2009.

ARTICLE 6 – COMPOSITION OF THE CONFEDERATION

The confederation is made up of European associations or societies of paediatricians who have a pediatric diploma acknowledged in a European country.
The delegates of these associations or societies must be primary care paediatricians .

ARTICLE 7 – TERMS OF ADMISSION

Applications to join the confederation must be made in writing by the president of the applicant association or society to the Secretary General of the confederation. Applications shall be examined by the Executive Committee, 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 Ordinary General Meeting, forming a quorum and majority of Extraordinary General Meeting

ARTICLE 8 – DUES

The annual dues paid by each member association or society shall be prescribed in the By-laws, with the amount decided each year by the Ordinary General Meeting based on a proposal submitted by the Executive Committee.

Dues have to be paid for the full financial year, regardless of the date on which an association or society joins the confederation.

ARTICLE 9 – LOSS OF MEMBERSHIP

An association or society will lose its membership:

- 1) by submitting its resignation to the Secretary General by registered letter requesting acknowledgement of receipt;
- 2) by removal from the register by majority resolution at an Ordinary General Meeting if an association or society has failed to pay its dues, having previously been declared in default by registered letter addressed to the President of the association or society to no avail;
- 3) by removal from the register by majority resolution at an Ordinary General Meeting, forming a quorum and majority of Extraordinary General Meeting, on serious grounds, after hearing the explanations of association's or society's representatives.

ARTICLE 10 – ORDINARY GENERAL ASSEMBLY

An Ordinary General Meeting shall comprise the delegates of the member associations or societies whose dues are paid up. The number of delegates shall be calculated in accordance with the relevant provisions of the By-laws, although no association or society may have more than half the voting rights at Ordinary General Assembly.

Ordinary General Assembly shall be held at least once a year and within 12 months of the close of the last financial year. The purpose shall be to approve the accounts, to vote on the budget for the current financial year, to elect members of the Executive Committee as required and to deliberate on the items on the agenda.

The member associations or societies shall be advised of Ordinary General Meetings individually by the Secretary General at least thirty (30) days before the set date. The notices shall contain the agenda decided by the Executive Committee.

Minutes shall be taken at each General Meeting. They shall be signed by the President and the Secretary General.

Resolutions shall be passed by a simple majority of the members present or represented by proxy.

In order for Ordinary General Meetings to deliberate validly, at least one-third of the fully paid-up member associations or societies must be present or represented. If this quorum is not reached, a second Ordinary General Meeting shall be convened and may deliberate regardless of the number of votes to which those member associations or societies present or represented are entitled.

Delegates may only be represented at Ordinary General Meetings by another delegate or member mandated by the same association or society and only if they have special power of attorney. However, any single delegate may not represent more than one other person.

ARTICLE 11 – EXTRAORDINARY GENERAL ASSEMBLY

Extraordinary General Assembly may be convened at the behest of the Executive Committee or of one-third of the member associations or societies. The purpose of such meetings shall be to amend the Articles of confederation in any way deemed useful.

The member associations or societies shall be advised of Extraordinary General Meetings individually by the Secretary General at least thirty (30) days before the set date. The notices shall contain the agenda decided by the Executive Committee.

Minutes shall be taken at each such meeting. They shall be signed by the President and the Secretary General.

Resolutions shall be passed by a double majority being a majority of the delegates present or represented and a majority of the countries present or represented.

In order for Extraordinary General Meetings to deliberate validly, at least two-third of the fully paid-up member associations or societies must be present or represented. If this quorum is not reached, a second Extraordinary General Meeting shall be convened and may deliberate regardless of the number of votes to which those member associations or societies present or represented are entitled.

Delegates may only be represented at Extraordinary General Meetings by another delegate of the same association or society and if such other delegate has special power of attorney. However, any single delegate may not represent more than one other person.

ARTICLE 12 – EXECUTIVE COMMITTEE

The confederation shall be run by an Executive Committee composed of one member representing each European country.

Each representative shall be chosen by the national associations or societies among their delegates and shall be approved for a two-year term at an Ordinary General Meeting.

A deputy representative with the same powers shall be elected simultaneously, subject to the same provisions.

The list of candidates must be filed with the current Executive Committee at least one month before the date of the election.

Incumbent members of the Executive Committee may stand for re-election at the end of their term.

Should a deputy replace a member of the Executive Committee permanently, his powers shall end concurrently with the term of the member whom he has replaced.

ARTICLE 13 – EXECUTIVE BUREAU

The Executive Committee shall elect an Executive Bureau among the members of the Executive Committee. The Bureau shall be comprised of:

- a President who shall ensure implementation of the Executive Committee's resolutions, and who shall direct and oversee the general administration of the confederation which he shall also represent in any legal proceedings and in all aspects of civilian life;
- a Vice President who shall replace the President if he is unable to perform his duties and who is designated to succeed the President;
- a Secretary General who shall take minutes at meetings, have such minutes transcribed in the register, handle the correspondence, keep the list of active members up to date and file the records of the confederation. The Secretary General may be assisted by one or more Assistant Secretaries;
- a Treasurer who shall keep the books of the confederation on a regular basis, collect on claims, pay monies due, use funds in accordance with the Executive Committee's instructions and present the accounts at General Meetings. The Treasurer may be assisted as required by one or more Assistant Treasurers.

The members of the Executive Committee and 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.

Members of the Executive Bureau shall be elected for the same period as their term on the Executive Committee. All members of the Executive Bureau may stand for re-election, provided they have been re-elected to the Executive Committee. The exceptions to the foregoing rules shall be as follows:

- the incumbent Vice President shall automatically become the new President of the confederation;
- the incumbent President shall automatically become an ex officio member of the subsequent Executive Bureau.

ARTICLE 14 – MEETINGS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall hold meetings whenever necessary as convened by the President or by three-quarters of its members, and at least semi-annually.

The agenda shall be drawn up by the President or by the officers who send the notices. Should a disagreement arise, the agenda shall be set by majority resolution of the Executive Committee, in which case it may only be decided at the time of the meeting.

At least half of the members must be present for the Committee to deliberate validly. Each member shall have one vote and may not represent more than one other member.

Resolutions shall be passed by a majority of the members present. In the event of a tie, the President shall have the casting vote.

Minutes shall be taken at meetings of the Executive Committee. They shall be signed by the President and by the General Secretary. They shall then be recorded in a register and approved by the President of the confederation whenever required by the nature of the resolutions.

ARTICLE 15 – POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee is invested with the broadest powers to approve all acts and all operations that are consistent with the purpose of the confederation but are not subject to authorization by the general assembly

The Executive Committee shall oversee the actions of the Executive Bureau and may require its members to account for such actions.

It shall authorize all purchases, sales, rentals, borrowings and loans, with or without mortgage, that are needed for the confederation's operation. It shall also authorize all transactions and the lifting of mortgages, if any, with or without certification of payment.

It shall set the level of any entertainment expenses granted exceptionally to certain members of the Executive Bureau.

This list is not exhaustive, and the Executive Committee may delegate any and all powers for a limited time in a specific area.

It shall finalize the accounts for each financial year and submit them to the Ordinary General Assembly, together with a report on its activities.

It may set up committees .

ARTICLE 16 – ADVISORY COMMITTEE

As part of its duties the Executive Committee may by majority resolution set up an Advisory Committee composed of professionals with acknowledged expertise. The purpose of this committee shall be to advise the Executive Committee on pending resolutions by providing its views and recommendations on any matter whatsoever. The Executive Committee shall delegate one of its members to act as liaison officer between itself and the Advisory Committee.

The Executive Committee may also appoint in an honorary capacity and with no voting rights any person who has recognized skills or notoriety or who has rendered important services to the Society.

ARTICLE 17 – AUDITORS

The accounts shall be audited by two individuals appointed for a two-year period at an Ordinary General Assembly and chosen from among the delegates of the member associations or societies. The auditors shall certify that the annual accounts have been kept regularly and contain no material misstatements.

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 but also that the information contained in the Executive Committee's report on the statements of the confederation of income and condition is true and accurate.

They 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 18 RESOURCES

The resources of the Confederation shall include:

- dues paid by the member associations or societies in proportion to the number of their own members;
- contributions to expenses that member associations or societies are asked to pay when the confederation holds events consistent with its corporate purpose;
- any public or private grants designed to help the confederation to achieve its objectives;
- income from its property or securities;
- sums received as consideration for services rendered by the confederation;
- borrowings;
- any other resources allowed by the existing laws and regulations;

The books of the confederation shall be kept regularly. The Treasurer shall submit his report on the financial year to the Ordinary General assembly, subject to prior examination by the Executive Committee.

ARTICLE 19 – NET ASSETS / LIABILITY OF THE GOVERNING BODIES

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

ARTICLE 20 – BY-LAWS

The Executive Committee shall prepare the draft By-laws governing the implementation of these Articles of confederation and shall also propose the various items concerning the internal administration of the confederation.

The By-laws shall come into force immediately on a provisional basis until they are submitted to a Ordinary General Assembly. They shall become permanent once approved by the Assembly

ARTICLE 21 DISSOLUTION

The Confederation may only be wound up by an Extraordinary General Assembly convened specially for that purpose.

If the Extraordinary General Assembly resolves to wind up the confederation, it must appoint one or more liquidators to liquidate the property of the confederation. The Assembly shall also set their powers.

After the liabilities have been paid off, the net assets shall be remitted to a chosen association with a similar purpose or to an international organization named by the Extraordinary General Assembly. .

DONE AT LYON THIS _____ DAY OF THE YEAR TWO THOUSAND NINE