



EAPM

EUROPEAN ASSOCIATION OF **PERINATAL** MEDICINE

## CONSTITUTION

1. **Name and Legal status**
  - 1.1. The name of the association (“The Association”) is “European Association of Perinatal Medicine (EAPM)”.
  - 1.2. The Association has its seat in Amsterdam. It may have offices elsewhere. Its bureau will be established in the country where the Secretary-General is practicing his profession.
  - 1.3. The relationship between the Association and its members shall be governed exclusively by Dutch law.
2. **Objectives**
  - 2.1. The purpose of the Association is to bring together groups and individuals in a

European interdisciplinary organisation in order to promote on a non-profit basis the science of perinatal medicine for the benefit of the public, in particular by:

- (i) promoting and disseminating the study, research and knowledge on all aspects of perinatal medicine, in order to attain, by all appropriate means, a higher level of physical and mental health for women, mothers, and their children by improving the quality and provision of perinatal care in Europe;
- (ii) contributing to the improvement of teaching standards in the profession;
- (iii) proposing guidelines and standardising criteria for auditing, evaluation, and clinical care in perinatal medicine;
- (iv) fostering collaboration between the various disciplines interested in perinatal care as well as friendship between individuals from different European countries.

2.2. The means by which these objectives might be met will include:

- a) organizing a European Congress (the "**European Congress**", or: the "**Congress**") every two years. Circumstances permitting, each Congress shall be held sequentially in a different country;
- b) organising national and international educational courses on subjects of research and practice in perinatal medicine;
- c) creating and supporting study groups on topics of particular interest;
- d) promoting and facilitating the dissemination of knowledge and information especially by scientific publications, including the Journal of Maternal-Fetal and Perinatal Medicine, which is the official journal of the Association, and by a newsletter;
- e) appointing working parties to co-ordinate multicentre clinical trials;
- f) encouraging international visits between established scientific research workers and arranging exchange posts for young specialists in training;
- g) promoting internationally agreed definitions, terminologies and methodologies;
- h) representing the interests of its membership in the World Health Organisation (WHO), International Federation of Gynecology and Obstetrics (FIGO), International Confederation of Midwives (ICM), International Pediatric Association (IPA), Mother and Child International (MCI), European Association of Gynecologists and Obstetricians (EAGO), European Society of Pediatric Research (ESPR) and other international organisations whose aims are consistent with the purposes of the Association.

#### **Duration, language and communications.**

##### **Article 3.**

- 3.1. The duration of the Association shall be unlimited.
- 3.2. The official language of the Association shall be English, as far as permitted by law. Lack of knowledge of English, however, shall not disqualify a candidate from membership.
- 3.3. When these articles of association use the term "in writing", this refers to all messages sent via common means of communication either as, or transferable to, hard copy.

#### **Membership.**

##### **Article 4.**

The Association incorporates all disciplines in the health care of pregnant women, the foetus and the newborn. Members shall be accepted irrespective of sex, race, language, religion or political persuasion. The sole criterion for membership shall be the academic level or the comparable level of scientific achievement of the applicant.

Whenever these articles of association refer to (a) member(s), such reference is deemed to include full members, associate members and honorary members, unless explicitly stated otherwise.

4.a. Full membership.

Any individual professional who supports the goals and purposes of the Association and who acts in accordance with article 2 may become a full member of the Association provided he/she be a member of a national society of perinatal medicine, or where such a society does not exist, a member of a national society of paediatrics or obstetrics.

4.b. Associate membership.

The same requirement as for the full member applies to the associate member, except that associate members are not required to be members of a national perinatal (or paediatric/obstetric) society. Legal entities (including without limitation national societies (associations) of medicine, universities and hospitals if they have legal personality) can also be admitted as associate member of the Association.

4.c. Honorary membership.

Individuals who excel in the fields of interest of the Association may be appropriately honoured by honorary membership of the Association.

Honorary members are nominated by the Executive Board of the Association and appointed by the General Assembly.

4.d. Approval of membership.

The Executive Board reserves the right to exclude any applicant from membership as it shall deem necessary. The reason for rejection need not be stated.

4.e. Termination of membership.

Membership shall be terminated:

- by resignation by the member (letter to be sent to the Secretary-General);
- by failure to pay the membership fee for a third term (resignation by the Association);
- by the death of a member and the dissolution of an associate member-legal entity;
- by striking-off, voted by the Executive Board with a two-thirds majority; the member concerned shall have the right to appeal the decision to the General Assembly. The striking-off will be effective by the end of the then current year;

all this with due observance of section 2:35 Dutch Civil Code, which currently reads as follows (unofficial English translation):

**"Civil Code Book 2, Title 2 Associations, Article 35**

*"Article 35*

**"1** Membership ends:

"a on the death of a member, unless the articles permit transmission pursuant to the laws of succession;

"b by notice of termination by the member;

"c by notice of termination by the association;

"d by removal.

"2 An association may give notice of termination of membership in the instances mentioned in the articles and, in addition, when a member no longer meets the requirements for membership laid down by the articles, and if the association cannot reasonably be required to continue the membership. Such notice shall be given by the management, unless the articles confer such power on another constituent body.

"3 Removal may only be ordered if a member acts in breach of the articles, by-laws or resolutions of the association or prejudices the association in an unreasonable manner.

"4 Removal is effected by the management unless the articles confer this power on another constituent body. The member concerned shall be notified of the decision and of the reasons on which it is based in writing as soon as possible. Except when the decision has been made under the articles by the general meeting, the member shall have the right to appeal to the general meeting or to a constituent body or third party designated in the articles within one month after having received notice of the decision. The articles may make other provisions for such appeal, provided the term is not set at less than one month. During the period for appeal and pending the appeal, the member shall be suspended.

"5 Where membership ends in the course of a financial year, the annual contribution shall nevertheless remain due in full, unless the articles otherwise provide."

#### 4.f. Membership fees.

Each full member shall pay the two-yearly membership fee.

The membership fee may be incorporated into the registration fee of the next Congress, so that all participants may become members of the Association for the next two years if they so desire. The Executive Board shall from time to time with the approval of the General Assembly determine the membership fee for the Association.

#### 4.g. Rights of members.

Members are entitled to receive: the Association's newsletter, a special discount for the official journal, news about activities and reports for study groups, the book of abstracts of the European Congress, and any other material prepared by the Executive Board.

### **Powers: budgeting and fund-raising.**

#### **Article 5.**

5.1. The Association shall be authorised to:

- a. own, lease and dispose of all kinds of property, wherever situated; the Executive Board is authorised to resolve to enter into the agreements listed in section 2:44 subsection 2 Dutch Civil Code, which currently reads as follows (unofficial English translation):

#### **"Civil Code Book 2, Title 2 Associations, Article 44**

##### *"Article 44*

"1 Subject to any restrictions under the articles, the management shall be charged with the management of the association.

"2 Only if this follows from the articles, the management has authority to resolve to enter into agreements to purchase, dispose of or encumber registered property or to enter into agreements by which the association commits itself as surety or solidary (*joint and several*) obligor, warrants performance by a third party or undertakes to provide security for an obligation of a third party. The

"articles may impose restrictions and tie conditions on such authority. The  
 "exclusion, restrictions and conditions shall also apply to the authority to  
 "represent the association in respect of such acts, unless the articles otherwise  
 "provide.";

- b. open and close bank accounts;
  - c. hold scientific meetings;
  - d. co-operate with other associations or groups having objectives similar to those of the Association;
  - e. give and receive grants for the purposes of study and research in the fields indicated in article 2;
  - f. have the powers granted to a legal entity with full legal authority ("volledige rechtsbevoegdheid") under the Dutch Civil Code.
- 5.2. The financial year of the Association shall coincide with the calendar year.
- 5.3. The Executive Board shall be responsible for drawing up and implementing appropriate budgets and for all other bookkeeping obligations under Dutch law.
- 5.4. A Fund-raising Working Group created by the Executive Board shall design and implement appropriate fund-raising programs to benefit the aims of the Association.
- 5.5. The Association shall to the exclusion of any person be liable for any debts validly incurred by or on behalf of the Association, notwithstanding any provision of any law.

#### **Structure of the Association.**

##### **Article 6.**

- 6.1. The Association has the following bodies:
- a. the General Assembly (the "**General Assembly**", or: the "**GA**");
  - b. the Executive Board (the "**Executive Board**", or: the "**EB**").
- 6.2. All other officers and committees mentioned in these articles of association (such as: the Fund-raising Working Group, the President for the next European Congress, the President-Elect for the subsequent European Congress, Editor(s) of the official journal, Study Groups, the Congress Secretary-General, the Host Organizing Committee, the Scientific Committee) are appointed by and subordinate to the GA or the EB, as the case may be.

#### **General Assembly (GA).**

##### **Article 7.**

- 7.1. The GA is the supreme authority of the Association. The GA consists of two delegates per country (the "**National Delegates**") in the meaning of section 2:39 subsection 1 Dutch Civil Code, which currently reads as follows (unofficial English translation):
- "Civil Code Book 2, Title 2 Associations, Article 39**
- "Article 39*
- "1* The articles may provide that the general meeting shall consist of delegates elected  
 "by and from the members. The method of election and the number of delegates shall  
 "be regulated by the articles; each member must be able to, directly or indirectly,  
 "participate in the election. Paragraphs 4 and 5 of article 37 shall apply to an election,  
 "*mutatis mutandis*. Article 38, paragraph 3 shall apply, *mutatis mutandis*, to persons  
 "who form part of other constituent bodies of the association and who are not delegates.
- "2* The articles may provide that certain resolutions of the general meeting shall be

"subject to a referendum. The articles shall provide for the instances, the period, and "the manner in which the referendum shall be held. Pending the outcome of the "referendum, the implementation of the resolution shall be suspended."

The National Delegates shall be appointed by and from the members with due observance of the provisions of this paragraph. The election of the National Delegates shall take place at each Congress.

Preferably two National Delegates should be nominated by each national society (association) of perinatal medicine in respect of the country involved. Preferably these two National Delegates should come from different disciplines. Where such a society (association) does not exist, the national obstetrics and paediatric societies (associations), or their equivalent, shall each nominate one National Delegate.

The nominations shall be presented to the Congress by the EB for consideration by the Congress. All members of the Association shall receive an invitation for the Congress, which shall explain which appointments have to be resolved upon and which shall explain that and how the members may participate in the election, either in person or by proxy; the invitation shall enclose a form of proxy. At the election each member is entitled to cast one vote. The honorary members of the Association may participate in the GA but will not be considered as National Delegates or as members of the EB.

The EB determines from time to time which countries and which national societies (associations) qualify for the purpose of this paragraph and thus the maximum number of National Delegates. The EB further determines the procedures for the election of National Delegates.

- 7.2. Annually at least one GA shall be held to approve the documents referred to in paragraph 5 of this article. Every two years such GA shall be held during the European Congress. Notice shall be given by the Secretary-General by letters sent to the addresses the members have stated to the Association, with observance of a notice period of at least four weeks, the day of the notice and the day of the meeting not to be counted. The notice shall specify the items to be discussed.
- The GA will discuss the items on the agenda. Resolutions may be adopted by the GA irrespective of the number of members, id est the National Delegates, present at the GA, except when amendments to these articles of association or the dissolution of the Association are under consideration as referred to in article 14. A National Delegate can attend the GA either in person or by proxy. Only a National Delegate and Board Members of the Executive Board can be appointed as proxy.
- The GA shall elect the Executive Board preferably on the basis of nominations drawn up by the Executive Board.
- 7.3. The GA shall approve or disapprove any amendment to these articles of association of the Association as proposed by the Executive Board.
- 7.4. The GA shall annually appoint two experts (auditors) to examine the financial accounts of the Association with due observance of the provisions of section 2:48 subsection 2 Dutch Civil Code, which currently reads as follows (unofficial English translation):

**"Civil Code Book 2, Title 2 Associations, Article 48**

*"Article 48*

"1 At a general meeting held within six months after the end of the financial year, unless this period had been extended by the general meeting, the management shall submit an annual report on the course of business of the association and on the policy conducted. It shall submit the balance sheet and the statement of income and expenditure with notes for the approval of the meeting. These documents shall be signed by the officers and the members of the supervisory board; if one or more signatures is missing, this shall be stated giving the reasons therefor. After expiration of such period every member may commence proceedings against all the officers for the enforcement of these obligations.

"2 If there is no supervisory board and if no certificate from an accountant as referred to in article 393, paragraph 1 is submitted to the general meeting in respect of the correctness of the documents, the general meeting shall annually appoint a committee of at least two members who may not form part of the management. The committee shall examine the documents referred to in the second sentence of paragraph 1 and shall report on its findings to the general meeting.

"The management must provide the committee for its examination with all information requested by it and show it, if so desired, the cash and valuables and allow it to inspect the books and records of the association.

"3 An association which maintains one or more undertakings which must be registered in the commercial register pursuant to the law shall disclose the net turnover of such undertakings in its statement of income and expenditure.".

- 7.5. The GA shall receive the reports, the accounts and the budget of the Association for its approval.
- 7.6. The GA shall appoint the President for the next European Congress and elect a President-Elect for the subsequent European Congress. It shall also decide where these two European Congresses are to be held.
- 7.7. The GA shall appoint a Congress Secretary-General and the members of the Scientific Committee for the forthcoming European Congress on the advice of the President of that Congress.
- 7.8. The GA shall be presided over by the President of the Executive Board. The President designates the Secretary of the GA. The Secretary shall draw up minutes of the sittings of the GA and shall sign them jointly with the President.
- 7.9. The National Delegates will have one vote each and decisions shall be taken on a majority vote. Voting shall be secret only if so requested by a majority of the National Delegates. In the event of a tie, a second poll shall be held. If the votes in the second poll are once more split equally, the President shall have the deciding vote or may strike the motion from the agenda.

#### **Local functions of the National Delegates.**

##### **Article 8.**

In addition to their functions as members of the General Assembly, the National Delegates shall have the following local functions:

- a. to advise the Executive Board concerning membership applications, especially in regard to status and eligibility;
- b. to recruit members of the Association;

- c. to organise national and regional meetings;
- d. to assist in publicising the European Congress and advise congress organizers in regard to subjects and speakers from the various countries;
- e. to assist in sending copies of the Association's publications to local members;
- f. to arrange for the collection of income, in addition to the membership fees of the Association, to cover the cost of local activities;
- g. to make proposals for inclusion in the GA agenda. Such requests shall be made in writing and must reach the address of the Secretary-General at least six weeks before the date of the General Assembly.

**The Executive Board (EB).**

**Article 9.**

- 9.1. The members of the EB shall be elected, dismissed and suspended by the General Assembly. Members of the EB must be members of the Association. The EB shall consist of:
  - (i) five Officers:
    - the President;
    - the Immediate Past President;
    - the President-Elect;
    - the Secretary-General;
    - the Treasurer;
  - (ii) four Members: in order to achieve a balanced representation of obstetrician/gynecologists and paediatrician/neonatologists no more than five Members of the EB should be either obstetricians or paediatricians.
 Officers and Members of the EB may be collectively referred to as: "**Board Members**". Election and re-election of Board Members shall take place on the basis of a proposal made by the EB.
- 9.2. The EB shall fulfil the following functions:
  - a. it shall manage the affairs of the Association;
  - b. it shall aid and advise in the preparation of Congresses and meetings;
  - c. it shall approve membership of the Association;
  - d. it shall co-ordinate and promote the exchange of information between members;
  - e. it shall promote the formation of national branches and study groups;
  - f. it shall establish the two-year budget and determine the use to be made of the available funds;
  - g. it shall decide on the renting of premises suitable to the requirements of the Association;
  - h. it shall determine the action to be taken to achieve the objectives of the Association;
  - i. it shall maintain direct contact with the Editor(s) of the official journal;
  - j. it shall advise on membership fees;
  - k. it may prepare proposed amendments to these articles of association if it deems this necessary or if requested to do so by at least one-third of the National Delegates;

- l. it shall implement the decisions of the General Assembly;
  - m. it shall otherwise act for and on behalf of the Association.
- 9.3. The Association shall be represented by either the EB or the President or the Secretary-General.  
The EB may grant to one or more persons the power to represent the Association ("procuratie").
- 9.4. Chairmen of the Study Groups, Editor in chief of the official journal and the Congress Secretary-General may be invited to attend meetings of the EB in a consultative capacity without the right to vote.
- 9.5. The overall period of office for the President (including "Elect" and "Past") is six years. He/she may not be re-elected consecutively for two terms.  
Other members of the EB may serve for a four-year period. Both the Secretary-General and the Treasurer may once be re-elected for another four-year period.  
Proposals and election resolutions should change two Board Members every two years in order to maintain a one-third continuity of Board Members of the Executive Board at large.

**The Secretary-General.**

**Article 10.**

- 10.1. The Secretary-General is elected for a term of four years and may be re-elected up to a limit of two terms.
- 10.2. The Secretary-General is responsible to the EB for the fulfilment of all measures decided by the EB. He or she is in charge of the current business of the Association. He or she prepares and undertakes the work of the EB for all important questions. The Secretary-General, in agreement with the President, should consult the EB.
- 10.3. The Secretary-General shall draw up minutes of the sittings of the EB and shall sign them jointly with the President.
- 10.4. The Secretary-General is responsible for the custody of the books and records of the Association.
- 10.5. The Secretary-General is responsible for all organisational and financial affairs of the Association in concordance with the President. In case of discordance between these two the EB should adjudicate. With respect to financial affairs article 12 applies.

**Executive Board meetings.**

**Article 11.**

- 11.1. The EB will normally meet once yearly and whenever convened by the President or at the request of at least one third of its members.
- 11.2. The Executive Board shall be validly in session if at least one third of its members are present. Decisions of the Executive Board shall be made by a majority of the Board Members present.
- 11.3. Board Members are not entitled to appoint another Board Member to represent him or her.

**Finances.**

**Article 12.**

- 12.1. The financial affairs of the Association shall be managed by the Secretary-General or

- the Treasurer.
- 12.2. The Secretary-General will have authority to open and close bank accounts for the Association and to arrange all formalities in respect thereto and to disburse and collect funds for the benefit of the Association.
- 12.3. The General Assembly is responsible for nominating two experts (auditors) for the succeeding two-year period.
- 12.4. The Host Organizing Committee, to be appointed by the GA, shall be responsible for the detailed financial arrangements of the European Congress and for making a formally audited account available to the Treasurer within one year of the end of the Congress.  
The pre-Congress loan and the registration membership fees should be paid into the Association's account within six months of the end of the Congress.
- 12.5. The Treasurer shall submit an audited statement of the Association's financial account to the General Assembly at each annual meeting. Such account shall include the accounts of the preceding Congress.

#### **The European Congress organisation and the Scientific Committee**

##### **Article 13.**

The Congress organisation relies on the President of that Congress and the appointed Scientific Committee and is regulated according to the specific guidelines.

#### **Amendments to these articles of association and dissolution.**

##### **Article 14.**

- 14.1. Any proposal for an amendment to these articles of association must be submitted by the Executive Board or by at least one-third of the National Delegates.  
At least one-half of the National Delegates entitled to vote must be present or represented in writing by another National Delegate at the GA called upon to make a decision on a proposed amendment to these articles of association.  
Should this quorum not be reached, the GA shall be reconvened within a short time, to be determined by the GA. This second GA may make a valid decision irrespective of the number of National Delegates present. In no case may these articles of association be amended unless the amendment is adopted by a two-thirds majority of the members entitled to vote that were present at the GA. For a GA at which amendment of these articles of association shall be proposed notice shall be given with observation of a period of at least seven days, with due observance of section 2:42 Dutch Civil Code, which currently reads as follows (unofficial English translation):
- "Civil Code Book 2, Title 2 Associations, Article 42**  
*"Article 42*
- "1 No amendment of the articles of the association may be made other than by a "resolution of a general meeting, convened by notice stating that an amendment of the "articles will be proposed thereat. At least seven days' notice shall be given for "convening such a meeting.
- "2 A copy of the proposal, stating the proposed amendment verbatim, must be "deposited for inspection by the members at a location suitable for that purpose by the "persons who convened the general meeting at which a proposal to amend the articles "is to be dealt with, from at least five days before the meeting until after the end of the

"day on which the meeting is held. The sections which make up the association and the delegates must be notified of the proposal at least fourteen days prior to the meeting, in which case the preceding sentence shall not apply.

"3 The provisions of the first two paragraphs shall not apply if all members or delegates are present or represented at the general meeting and the resolution to amend the articles is passed unanimously.

"4 The provisions of this article and of the first two paragraphs of the following article shall apply, *mutatis mutandis*, to a resolution to dissolve (*wind up*) the association."

- 14.2. The Association may be dissolved by a two-thirds majority vote at a General Assembly whose meeting has been notified to all National Delegates at least twenty-one days before (stating the terms of the resolution to be proposed, including the name(s) of the liquidator(s) to be appointed). If such a decision is confirmed, the members of the Association shall be equally entitled to the surplus of assets held by or on behalf of the Association, ensuring that all debts and liabilities have been discharged.

**"Reglementen" (Regulations).**

**Article 15.**

"Reglementen" (Regulations) for the operation and activities of the Association and the interpretation of its responsibilities shall be drawn up by the Executive Board as the need arises, all to be approved by the General Assembly. They may not violate these articles of association or provisions of Dutch law. By-laws or guidelines covering matters in the meaning of article 13 are deemed not to be "Reglementen" (Regulations).

A document in evidence of the resolutions referred to in the head of this deed is attached to this deed.

In witness whereof the original of this deed which will be retained by me, notaris, is executed in Amsterdam, on the date first mentioned in the head of this deed.

Having conveyed the substance of the deed and given an explanation thereto and following the statement of the person appearing that he has taken note of the contents of the deed and agrees with the partial reading thereof, this deed is signed, immediately after reading those parts of the deed which the law requires to be read, by the person appearing, who is known to me, notaris, and by myself, notaris.

(signed): B.S. Veldkamp, R.W. Clumpkens.