

STATUTES ESPNIC Switzerland v May 24, 2016

ARTICLE	CONTENT
<p>Article 1 Name, acronym and legal status</p>	<p>1.1 The Society, hereafter referred to as “the Association”, is a nonprofit organisation which bears the name: European Society of Paediatric and Neonatal Intensive Care. Its abridged name is: ESPNIC.</p> <p>1.2 ESPNIC is a non-profit association governed by the present Statutes and by Articles 60 etc. of the Swiss Civil Code.</p>
<p>Article 2 Domicile & duration</p>	<p>2.1 The legal domicile of the Association is in Geneva, Switzerland.</p> <p>2.2 The duration of the Association shall be unlimited.</p>
<p>Article 3 Purpose and objectives</p>	<p>3.1 ESPNIC is dedicated to delivering the highest quality care for critically ill children throughout Europe.</p> <p>The objective of the Association is to advance and promote knowledge in paediatric and neonatal intensive care in Europe, and in particular, to promote the highest standards of multidisciplinary care for critically ill patients and their families.</p> <p>3.2 The Association shall endeavor to reach its objectives, among other things by:</p> <ul style="list-style-type: none"> a. Promoting and coordinating activities in the different fields of paediatric and neonatal intensive care; b. Fostering research, education and professional development in these fields; c. Providing recommended standards for the delivery of paediatric and neonatal intensive care in Europe; d. Encouraging the development of new treatments and technologies; e. Promoting multidisciplinary collaboration among paediatric and neonatal intensivists, nurses and healthcare providers and families in Europe.
<p>Article 4 Financial year and financial resources</p>	<p>4.1 The financial resources of the Association will come from:</p> <ul style="list-style-type: none"> • Grants and donations • Legacies • Private and public subsidies • Membership fees and voluntary contributions • Income from events and activities • Income from royalties derived from journals, publications • Other resources authorized by the law. <p>4.2 The financial resources of the Association shall be used to support directly or indirectly the objectives of the Association as described in Article 3.</p> <p>4.3 Members and Executive Committee members shall not be held personally liable for any commitments of the Association. Only the assets of the Association may be used to meet its commitments.</p>
<p>Article 5</p>	<p>5.1 The Association shall have the following categories of members:</p> <ul style="list-style-type: none"> a. Ordinary members to include physicians, nurses, allied health professionals or trainees residing in Europe who are

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<p>Members - categories and eligibility</p>	<p>interested in paediatric and neonatal intensive care medicine in Europe;</p> <p>b. International members to include physicians, nurses or trainees residing outside Europe who are interested in paediatric and neonatal intensive care medicine;</p> <p>c. Honorary members to include Ordinary members who have served the Association well, or persons who have made a major contribution to intensive care medicine and are elected as honorary member by the Executive Committee;</p> <p>d. Transitional measure until end 2017: All current members of the European Society of Paediatric and Neonatal Intensive Care, the Netherlands, shall automatically become members of the European Society of Paediatric and Neonatal Intensive Care, Switzerland under their current membership category.</p>
<p>Article 5.2 Privileges and Obligations</p>	<p>5.2.1 All members are full members and shall have the right to vote at the General Assembly.</p> <p>5.2.2 All member are eligible for office in the Association.</p> <p>5.2.3 Membership shall be personal.</p> <p>5.2.4 The Secretary shall keep a register in which the names, addresses and e-mail addresses of all the members and the category of their membership are listed.</p> <p>5.2.5 Members agree to uphold the highest standards of the Association and of those privileged to be caring for critically ill children and their families.</p> <p>5.2.6 Members are obliged to pay all dues on time.</p>
<p>Article 5.3 Admission</p>	<p>5.3.1 The Executive Committee shall decide on admitting members. A refusal may be reviewed by the General Assembly should a request be submitted in writing to this end, by the applicant in question, for which the review may result in that applicant being granted membership status.</p>
<p>Article 6 Termination of membership</p>	<p>6.1 Membership terminates:</p> <p>a. As a result of the death of the member;</p> <p>b. As a result of the member resigning;</p> <p>c. As a result of membership having being terminated by the Association should:</p> <ul style="list-style-type: none"> • the member in question cease meeting the demands to be compliant with one of the categories for membership as laid down in these Statutes; • the member in question fails to meet and comply with his/her obligations in respect of the Association; • in all reasonableness the Association should no longer be required to allow the membership in question to continue; <p>d. As a result of disqualification:</p>

	<ul style="list-style-type: none"> • should a member act in conflict with these Statutes, the rules and regulations which apply or the resolutions adopted by the Association, • or should the Association have been unreasonably disadvantaged by the member in question. <p>6.2 Terminating membership on the part of the Association shall be carried out by the Executive Committee.</p> <p>6.3 Terminating membership on the part of a member shall be carried out by giving notice in writing to the Executive Committee.</p> <p>6.4 Terminating membership on the part of a member or on the part of the Association may solely be carried out in writing, at the end of a month and in compliance with a period of notice of one month.</p> <p>6.5 Any member whose membership is terminated is entitled to make an appeal within 30 days. In such a case an appeal panel shall be constituted, comprising three senior members, independent of the Executive Committee. The member in question shall be notified as soon as possible, in writing, as to the decision, together with reasons for making the decision. For the period during which any appeal is underway and pending the appeal, the member in question shall be suspended.</p> <p>6.6 When membership terminates in the course of the Association's year, the annual contribution due shall remain due in full. No reimbursement can be provided.</p>
<p>Article 7 Membership Fee</p>	<p>7.1 Ordinary and International members shall have the obligation and be bound to pay an annual contribution which shall be proposed by the Executive Committee and approved by the General Assembly.</p>
<p>Article 8 General Assembly</p>	<p>8.1 All authority in respect of the Association which is not imposed by Swiss Law or the Statutes shall be retained by the General Assembly.</p> <p>8.2 The General Assembly shall have the following tasks and authority, inter alia:</p> <ol style="list-style-type: none"> a. Approval of the Minutes of the previous meeting; b. Election of the Executive Committee members; c. Determining general policy to be pursued; d. Approval of the annual report, annual accounts and budget and thereby discharging the Executive Committee and Secretariat from their annual financial responsibilities; e. Appointing, suspending and dismissing members of the Executive Committee; f. Taking decisions to amend the Statutes and to dissolve the Association; g. Determining the annual contribution to be paid by the members; h. Approving resolutions of the Executive Committee.

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	<p>8.3 The Executive Committee is moreover authorised and indeed bound, should a written request be made to this end by at least 20% of members, to convene a General Assembly and to do so within a time period of no longer than four weeks. Should no response have been given to the aforementioned request within fourteen days, the persons submitting the request may themselves convene a General Assembly in accordance with Article 12.</p>
<p>Article 9 Access to and voting rights at the General Assembly</p>	<p>9.1 Access to the General Assembly shall be afforded to all members of the Association other than any suspended members who shall not be afforded access.</p> <p>9.2 The only exception is that any suspended member shall be afforded access to the meeting at which the decision to suspend that member is to be dealt with and that member or representative shall be entitled to speak in connection with the proposed suspension.</p> <p>9.3 Admitting others than those persons referred to in section 1 shall be decided on by the General Assembly.</p> <p>9.4 Each and every Ordinary, Honorary and International member of the Association who is not suspended shall retain the right to cast one single vote.</p> <p>9.5 A member may cast a vote by granting a written proxy to a fellow member.</p>
<p>Article 10 Chairperson of the Meeting – Minutes of the Meeting</p>	<p>10.1 The General Assembly shall be chaired by the Medical President when the number of physicians among the members of the Association who are present is higher than the number of nurses and allied health professionals among the members of the Association.</p> <p>10.2 If the number of nurses and allied health professionals among the members of the Association who are present is higher than the number of physicians among the members of the Association the General Assembly shall be chaired by the Nursing President. If the Medical respectively Nursing President be absent, the General Assembly shall be chaired by another member of the Executive Committee to be appointed to this end by the General Assembly.</p> <p>10.3 The proceedings of each meeting shall be recorded by the Secretary of the Executive Committee or by another person appointed to this end by the Chairperson of the meeting, the minutes shall be signed by the Chairperson of the meeting and the Secretary subsequent to those minutes having been ratified.</p>
<p>Article 11 Decision making on the part of the General Assembly Meeting</p>	<p>11.1 Where the Statutes or the law do not determine otherwise, all decisions reached by the General Assembly shall be adopted on the strength of an absolute majority of the votes cast.</p> <p>11.2 Blank votes shall be deemed not to have been cast.</p> <p>11.3 Should votes be tied on a proposal then the Chairperson of the meeting shall have the decisive vote.</p>

	<p>11.4 All voting shall be done by show of hands unless the Chairperson is of the opinion that casting written ballots is desirable or unless at least 5 of those enfranchised shall desire this and make this desire known prior to votes being cast. Written ballots shall be unsigned, closed ballots.</p>
<p>Article 12 Convening the General Assembly</p>	<p>12.1 The General Assembly shall be convened by the Executive Committee, without prejudice to that determined by Article 8.3. 12.2 Convening a meeting shall be done by sending an invitation together with the Agenda to be discussed by e-mail to the Ordinary, International and Honorary members to the addresses of members as listed in the register of members referred to in Article 5.2. 12.3 For those members not having an e-mail address, the notice shall be sent by mail to the addresses of members as listed in the register of members referred to in Article 5.2. 12.4 The time period to be complied with in connection with convening a General Assembly shall be no less than four weeks.</p>
<p>Article 13 The Executive Committee</p>	<p>13.1 At all times the Association must have a President, a Secretary and a Treasurer.</p> <p>13.2 The Executive Committee of the Association shall consist of:</p> <ul style="list-style-type: none"> • The Medical President; • The Medical President Elect; • The Nursing President; • The Nursing President Elect; • The Treasurer; • The Secretary; • The Chairperson of Scientific Affairs • The Chairperson of Professional Development • The Trainee Representative in Paediatric and Neonatal Intensive care Medicine • The Medical Past President, as an ex-officio officer • The Nursing Past President, as an ex-officio officer <p>13.3 The members of the Executive Committee shall be ESPNIC members and shall be elected by the General Assembly.</p> <p>13.4 Terms of Office</p> <ul style="list-style-type: none"> • the Medical President Elect becomes medical President after two years and the Nursing President Elect becomes Nursing President after two years, both for a duration of two years non renewable • for the other positions in the Executive committee, the duration of office shall be one three-year term which is renewable once. • there is a maximum continuous service on the Executive Committee of seven (7) years.

	<p>13.5 In case of one or more vacancies in the Executive Committee, the Executive Committee shall inform all Ordinary, Honorary and International members within three months of this vacancy. Each individual Ordinary, Honorary and International member has the possibility to nominate candidates for each position in the Executive Committee within six weeks after the date of the information letter of the Executive Committee regarding the possibility of nominating candidates.</p> <p>13.6 The candidates that receives the highest number of votes shall be elected. Should votes be tied on the election of one or more of the members of the Executive Committee, than the President of the General Assembly shall have the decisive vote.</p>
<p>Article 14 Terminating membership of the Executive Committee, terms of Office, Suspension</p>	<p>14.1 Each and every member of the Executive Committee may, even when appointed for a pre-determined time period, be dismissed or suspended at any and all times by the General Assembly.</p> <p>14.2 Membership of the Executive Committee shall also terminate:</p> <ol style="list-style-type: none"> i. Should membership of the Association terminate; ii. Upon an Executive Committee member tendering his resignation.
<p>Article 15 Decision Making on the part of the Executive Committee</p>	<p>15.1 A member of the Executive Committee may fill more than one position.</p> <p>15.2 The Past-Presidents are invited to attend the Executive Committee meetings but have no voting rights.</p> <p>15.3 All decisions reached by the Executive Committee shall be adopted on the strength of an absolute majority of the votes cast.</p> <p>15.4 The proceedings of each Executive Committee meeting shall be recorded by the Secretary, which minutes shall be ratified and signed by the Chairperson of the meeting and the Secretary</p>
<p>Article 16 Executive Committee tasks and powers to legally bind the Organisation</p>	<p>16.1 Aside from the limits imposed by the Statutes the Executive Committee shall be charged with the management of the Association.</p> <p>16.2 The Executive Committee shall meet at regular intervals, at least two times a year.</p> <p>16.3 Should the number of Executive Committee members fall below eight, the Executive Committee shall be bound to convene and hold a General Assembly as soon as possible in order to deal with the vacancy of the vacancies which has/have arisen.</p> <p>16.4 The Executive Committee shall remain authorized to have some of its tasks carried out by committees to be appointed by the Executive Committee.</p> <p>16.5 The authorized signatories are</p> <ul style="list-style-type: none"> – the Medical President – the Nursing President – the Treasurer – the Secretary,

	<p>The Association shall be validly bound by the joint signature of any two (2) of the authorized signatories.</p> <p>16.6 No members of the Executive Committee are entitled to receive any financial contributions for their work other than reimbursement of their travel expenses to attend meetings of the association.</p>
<p>Article 17 Annual Report, Annual Accounts and Explanatory notes</p>	<p>17.1 The Association's financial year shall run from the first day of January to the thirty-first day of December. The first financial year shall however run from the date these Statutes are adopted to December 31.</p> <p>17.2 The Executive Committee shall be bound to retain the records of the assets of the Association and all that concerning the activities conducted by the Association in accordance with the demands which arise out of those activities and do this in such a manner and administer those records and the books to be kept in this light, and all further documents and other data that the rights and obligations of the Association may be tracked and plotted as a result thereof at any and all times.</p> <p>17.3 The Executive Committee shall issue its financial report at the Annual General Assembly aside from when a postponement shall have been granted. The Executive Committee shall draw up a balance sheet and a statement of revenues and expenses together with explanatory notes and submit that balance sheet and those notes to the General Assembly. Those documents shall be signed by the Medical President, the Nursing President and the Treasurer</p> <p>17.4 If the General Assembly requires clarification about the accounts which cannot be immediately resolved to their satisfaction, they shall appoint a committee, consisting of at least two members of the Association but who are not members of the Executive Committee. That committee shall review the balance sheet and statement of revenues and expenses together with explanatory notes. The Executive Committee shall be bound to retain the documents as referred to in section 2 and 3 of this Article for a period of ten years.</p>
<p>Article 18 Amending the Statutes</p>	<p>18.1 No amendments may be made to the Statutes of the Association other than on the strength of a resolution adopted by a General Assembly. The General Assembly shall be convened under cover of a notice that, at the said General Assembly, an amendment to the Statutes shall be on the agenda, after the Executive Committee shall have submitted its advice, in writing, to the General Assembly.</p> <p>18.2 A resolution to amend the Statutes or to dissolve shall require no less than a two thirds majority of the votes cast.</p>
<p>Article 19 Dissolution</p>	<p>19.1 The Association may be dissolved by a decision reached by the General Assembly. That determined in sections 1 to 2 of Article 18</p>

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	<p>shall be accordingly applicable in connection with a decision to dissolve the association.</p> <p>19.2 After payment of all liabilities the General Assembly shall decide on the distribution of any remaining assets to another non-profit association benefitting from the tax exemption with similar goal or goals. In no manner whatsoever the assets of the Association shall be distributed to its members or returned to the donors.</p> <p>19.3 The General Assembly will appoint one or more liquidators chosen amongst the members of the Executive Committee to act as liquidators of the assets of the dissolved Association.</p> <p>19.4 The liquidators shall be subject to and governed by the stipulations of these Statutes in respect of the appointment, suspension and dismissal of members of the Executive Committee. A liquidator shall retain the same authority, obligations and liabilities as those held by a member of the Executive Committee, where these can be reconciled with his tasks and responsibilities as a liquidator.</p>
<p>Article 20 Secretariat</p>	<p>20.1 The Association will have a permanent Administrative Secretariat as described in the Standard Operating Procedures.</p>
<p>Article 21 Language</p>	<p>21.1 The language of formal communication of the Association shall be English when legally possible. This includes the language of presentation and conversation at the conventions, the language of official documentation of the Association, and the language of the Association's journal and newsletter.</p> <p>21.2 Any and all disputes as to the interpretation to be given to the text of either these Statutes or matters which are not provide for herein or not sufficiently provided for herein shall be decided on by the General Assembly.</p>
<p>Article 22 By Laws</p>	<p>22.1 The General Assembly may determine bylaws.</p>
<p>Article 23 Conflict of interest</p>	<p>23.1 The Association requests that the members of the Executive Committee declare any potential conflict of interest throughout their terms of office.</p> <p>23.2 Should the Executive Committee consider that a conflict of interest declared or not by a member of the Executive Committee is detrimental to the Association's vision and purpose, the Executive Committee may recommend that the General Assembly decide whether the member should step down from being a member of the Executive Committee until the conflict of interest is resolved.</p>
<p>Article 24 Guidelines and Standing Operating Procedures for ESPNIC activities</p>	<p>24.1 The Executive Committee will issue Standard Operating Procedures to give guidelines for the management processes for ESPNIC's activities.</p> <p>24.2 However, the ESPNIC Diploma Advisory Board has authority, and is responsible, for the governance of ESPNIC credentialing programs and will prepare related standard operating procedures.</p>

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	24.3 Standard Operating Procedures may not conflict with Swiss law even when no mandatory stipulations of Law are concerned. Neither may the Standard Operating Procedures conflict with the Statutes.
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Date: 24 May 2016

Location: Geneva, Switzerland

Joseph Brierley
Medical President

Barbara Grädel Messerli
Nursing President

Agnes van den Hoogen
Secretary