



E U P S A EUROPEAN PAEDIATRIC SURGEONS' ASSOCIATION

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**STATUTES OF THE
EUROPEAN PAEDIATRIC SURGEONS' ASSOCIATION**

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Article 1: Name of the Association

The Association shall be named the European Paediatric Surgeons 'Association (herein after referred to as the EUPSA or Association). The EUPSA is founded as a scientific and non profit-making association for an indeterminate period of time according to the Austrian civil code.

Article 2: Location of the Association

The head office of the EUPSA is registered in Austria.

Article 3: Aims and objectives of the Association

- To act as an international forum of the European Paediatric Surgeons.
- To promote the highest clinical standards in all fields of Paediatric Surgery and in all paediatric surgical centres in Europe.
- To support the discovery of new clinical and research insights, that may lead to prevention, treatment and cure of congenital malformations, trauma and all other paediatric surgical diseases or disturbed functions.
- To support friendship and fraternity between all members of the Association.
- To develop an advocacy role for all fields of Paediatric Surgery in Europe.
- Not seek any legislative or executive power within European countries.

These aims and objectives shall be achieved by:

- The organisation of the annual EUROPEAN-CONGRESS.
- The formulation and publication of good practice standards in the EUPSA-website.
- Promoting and organizing postgraduate courses, workshops, teaching lectures, and special congresses.
- Promoting scholarships and international exchange for study purposes of members.
- Promoting European research projects of members.
- Supporting members in public health activities related to prevention, diagnosis and therapeutic measures in paediatric surgery.
- Intensifying the relations of the EUPSA with non-European paediatric surgical associations.

Article 4: Not-for-profit

The Association shall not engage in business of any kind, which is ordinarily carried on for profit and nothing in the statutes and By-laws shall authorize the Association to do so. The Association shall not enter into any transaction, carry on any activity or engage in any business solely for pecuniary purposes. Any income received by the Association shall be applied exclusively to the not-for-profit purposes of the Association as set forth herein. No part of any income shall benefit of any private member or individual.



Article 5: By-laws

The board shall propose from time to time, for adoption by the members, By-laws, provided that the By-laws shall not be inconsistent with the laws of Austria. Those By-laws must be adopted and may be amended, after due notice, by the affirmative votes of two-thirds of eligible members present and voting at the Association's GA.

Article 6: Administration of the Association

An Executive Board (EB) shall conduct the business of the Association. The EB shall make proposals to the General Assembly (GA) and fulfil the decision of the GA.

All the financial dealings of the Association have to adhere to the principals of appropriate bookkeeping and accounting. Any debts or liabilities must always be fully covered by the assets of the Association, and the treasurer has to ensure that the Association has always a positive balance. The financial records of the Association will be audited annually by a firm of international auditors and two internal auditors. Their findings will be presented to EB and the GA.

The EB shall install special offices. The EB, as well as the GA, may nominate the officers. The nominations must be approved by a majority of votes of the eligible members voting at the GA.

The EB shall propose to the GA the installation of committees for subspecialties of Paediatric Surgery. The Committees are open to all members interested in that subspecialty.

• Executive Board

- President (chairman of the EB)
- Past President (1. Vice-chairman)
- President Elect (2. Vice-chairman)
- Secretary
- Treasurer
- Chairmen of the Offices
- Web Master
- Congress Chairman (without voting right)
- Delegate of the UEMS Executive Board (Observer)
- Past Presidents (without voting right)

• Quorum at the EB meeting

EB decisions shall, when possible, be made by consensus. When this is not possible every issue may be determined by simple majority of the votes cast by the officers of the Association present at the EB meeting. In the case of equality of the votes the president shall have a second or casting vote. The quorum exists when four members of the EB are present.



- **Election of the EB**

Only active members are eligible to be candidates for president, treasurer, secretary, and congress chairman.

At least four months before the Annual Meeting of the GA, all members - except trainees -, shall be asked to propose candidates for the election to the EB. The secretary informs the members via Homepage about all received nominations. Unless there is a specified nomination office, the EB proposes the candidates for election to the GA. The GA has the right to propose further candidates. Only candidates present during the GA are eligible for election.

Before the GA meeting, ballot sheets for an election shall be distributed. The anonymous ballots are opened during the election process at the GA.

The president elect, will be automatically the next president and the president, the next past president. Therefore, the president elect will be elected by a secret ballot at the time of the GA two years before his/her term as president.

The secretary and the treasurer will be elected by a secret ballot at the time of the Annual Meeting of the GA on appropriate time before their office begins.

The proposed delegates for the EUPSA-offices must be approved by a majority of votes of the eligible members voting at the GA.

- **Terms of office**

The term for the president is two years. Thus, he/she serves the Association two years as president elect and two years as past president. No re-election is possible.

The term for the secretary and the treasurer is three years. One re-election is possible.

The term for chairmen of the offices is three years – except otherwise regulated. One re-election is possible.

The term for the congress chairman is two years.

Article 7: Membership

The EUPSA has the following membership categories:

- **Active membership**

- Active membership is open to all paediatric surgeons from Europe registered by their National Association.

- Active members have the right to vote at the GA.

- Active members can be elected as office bearers and can be appointed as Delegates or chairman of offices.

- **Trainee membership**

- Trainee membership is open to paediatric surgeons-in-training from any country registered by their National Association.

- Trainee members have no rights to vote at the GA.

- Trainee members can be appointed as members but not as chairmen of offices. Preferably one or two trainees should be appointed additionally as members of the education office.



- **Corresponding membership**
 - Corresponding membership is open to all scientists or non Paediatric Surgery specialists who have major interests in the specialty of Paediatric Surgery.
 - Corresponding members have the right to vote at the GA.
 - Corresponding members can be appointed as members but not as chairmen of offices.

- **Honorary membership**
 - Honorary membership may be awarded to paediatric surgeons, to scientists and others who have made outstanding contributions and exerted an important influence on Paediatric Surgery.
 - Honorary members have no right to vote at the GA.
 - Honorary members can be appointed as members but not as chairmen of offices.

- **Senior membership**
 - Senior membership is open to active members after their retirement (after request).
 - Senior members have not the right to vote at the GA.
 - Senior members can be appointed as members but not as chairmen of offices.

Article 8: Membership fee

All members except senior and honorary members shall be charged membership fees in an amount proposed by the EB and approved by the GA.

Article 9: General Assembly

- **Meeting**

The GA shall be held at least annually and shall always be held on the same occasion as the EUROPEAN CONGRESS. All members are entitled to attend. The secretary shall, not less than four months prior to the date, notify all members of the Association of the venue and date of the GA and invite all members to submit comments, suggestions and/or recommendations to the president or to the secretary, or nominations for elections if appropriate. All comments or requests received not less than six weeks prior to the GA shall be included in the agenda, unless the EB directs otherwise.

Not less than four weeks prior to the GA the formal invitation to all members of the Association to attend the GA shall be sent out by the secretary. The invitation shall include the agenda.

Members may raise questions for the purpose of discussion, a matter or matters not referred to on the agenda. These will be discussed under the item "Other Business". The GA can defer these items also to the following meeting.

- **Presidency**

The GA will be convened and presided over by the president and in his absence by the past president and in his absence by the president elect and in his absence by the oldest active member of the EB.



- **Agenda**

The president signs the agenda and is responsible for the items. All comments of members received in time and approved by the EB, as well as all items suggested by EB-members shall be included in the agenda. The following items are obligatory:

- The minutes of the previous GA
- The report of the president
- The report of the congress chairman
- The report of the treasurer and the internal and external auditors
- The report of the secretary
- Other business

- **Voting**

Only active members, corresponding members shall be entitled to vote at the GA on any matter arising out of the agenda. In all meetings the decisions are made by a simple majority of votes by the eligible members present and voting. In the case of equality of votes the president or other presiding officer of the Association shall have a second or casting vote. All items discussed under "Other Business" cannot be voted on.

Election of officers for the EB: In case of two candidates, the candidate is elected who has 50% + 1 votes of the eligible members present at the GA.

- **Extraordinary GA**

An extraordinary GA may be called at the request of three members of the EB or at the request of not less than ten percent of the active members indicating the reasons therefore.

- **Discharge**

Before the president elect takes over the office as an actual president, the former president has to present a report of his term and, if appropriate, it has to be approved by a simple majority of votes of eligible members present and voting at the GA.

Before the election of a new treasurer the report of the former treasurer covering the whole time spans of his office has to be presented, and if appropriate, approved by a simple majority of votes of eligible members present and voting at the GA.

Article 10: Offices and members of offices

Within the Association special offices shall be installed and members of offices shall be proposed by the EB and the GA approves them in accordance with the mission and goals of the Association. The delegates of the offices elect a chairman, unless it is differently specified by the Bye-laws. Only active members can be elected as a chairman of offices. The chairmen of the offices are members of the EB and shall present a written report of the activities of the past year and the prospective plans for the next two years to the EB and to the GA two months before the European Congress.



Article 11: Amendments

These Statutes, the Mission and the Goals of the Association as well as the Association's By-laws may be amended by a two-thirds vote of the eligible members present and voting at the GA. The proposed amendment(s) shall be printed on the notice of the GA and shall be submitted to the eligible members at least thirty days in advance of the GA.

Article 12: Dissolution of the EUPSA

The EUPSA is constituted in perpetuity but may at any time be dissolved by a resolution passed at a GA by not less than two-thirds of the active members of the Association. The EB shall ensure that all temporary debts and liabilities of the Association shall be paid and discharged in full. Any remaining assets of the Association shall be transferred to the Caritas of Austria and must only be used by this institution for public health activities. If the Caritas does not exist anymore at the time of dissolution of the EUPSA, the remaining assets shall be transferred to an equivalent institution involved in public health activities.