

## **Constitution and Byelaws of the EPNS**

This Newsletter of the EPNS reproduces below the final draft of the Constitution and Byelaws of the EPNS, which will be presented to the members of the EPNS for ratification at the business meeting during the 3rd Congress in Nice, 7–10 November 1999. The Executive Board and the Byelaw Committee of the EPNS look forward to constructive contributions to this draft from the membership at the business meeting, and if possible before that meeting as written comments to the secretary of the EPNS.

The constitution has been registered at the Préfecture de Police, Paris, France, on 12 December 1996, under the registration number 1124. Publication in the *Journal Officiel de la République Française*, issue of 1 January 1997, page 59.

The revised constitution has been amended by the General Meeting of Members of the Society in Nice, France on 9 November 1999.

Paediatric neurologists named hereunder as the 'founders' create a corporation named European Paediatric Neurology Society [EPNS], registered in Paris, France, under the Law of 1 July 1901 and the Decree of 16 August 1901.

The founders are: Victor Dubowitz and Stuart Green, UK; Philippe Evrard and Henri Szliwowski, Belgium; Dietz Rating and Folker Hanefeld, Germany; Peter Barth, Co Begeer and Jan Rotteveel, The Netherlands; Gösta Blennow, Sweden; Jaime Campos-Castelló, Spain; Franco Guzzetta, Italy; Shaul Harel, Israel; Ivan Lesny, Czechoslovakia; Hans Lou, Denmark; Yavuz Renda, Turkey; Wojcieh Sluzewski, Poland; Marc Tardieu, France; Franco Vassella, Switzerland.

### *Constitution*

#### **Article 1: Name**

An international medical society is formed. Its name shall be the European Paediatric Neurology Society, herein after referred to as the Society.

#### **Article 2: Location**

The seat of the Society is located at the Hôpital Robert-Debré 48 Boulevard Sérurier, F-75019 Paris, France. The seat of the corporation can be transferred by decision of the Board. This decision has to be approved at the general meeting of members.

#### **Article 3: Purpose**

The general purposes of the Society shall be:

- 1 To create a non-profit making society of paediatric neurologists and members of allied disciplines from all parts of Europe dedicated to promoting clinical care and scientific research in the field of paediatric neurology and encouraging the recognition of the paediatric neurologist's competence and scope of practice.
- 2 To provide at an international European level an outlet for exchange of scientific and professional opinions for the benefit and advancement of the neurosciences, other sciences relevant to the care of children with neurological disorders and their application in infancy, childhood and adolescence.
- 3 To conduct European scientific meetings in paediatric clinical neurology and developmental neurosciences; to foster international communication and co-operative studies; and to encourage international exchange of teachers and trainees or students in the field of paediatric neurology.
- 4 To represent and/or promote the representation of paediatric neurologists practising their profession both in countries belonging to the European Union, and outside.

#### **Article 4: Membership**

- 1 There shall be three types of membership as follows: ordinary, associate and honorary.
- 2 Ordinary membership shall be for any physician in Europe trained in paediatric neurology whose main clinical and/or main research activity is in the field of paediatric neurology.
- 3 Associate membership shall be for trainees in paediatric neurology, physicians trained in paediatric neurology practising outside Europe and any physician, basic scientist or clinical scientist who shows an interest in the neurology of infancy, childhood or adolescence, whether in research or in clinical medical care.
- 4 Honorary membership shall be for persons who the society wishes to honour for outstanding distinction in the field of paediatric neurology.

#### **Article 5: Application for membership**

- 1 Personal application for ordinary membership shall be submitted by the candidate in writing to the secretary.
- 2 The Membership Committee shall accept or reject a membership application and may confer associate membership. Ordinary

membership will be ratified by the Board and approved by a vote at the general meeting of members.

**Article 6: Resignation, deletion, expulsion, change of class of membership**

- 1 Resignation shall be tendered to the secretary by post or e-mail.
- 2 Members who fail to pay the fees due will be denied membership.
- 3 Any activity prejudicial to the Society on the part of a member may lead to expulsion at the discretion of the Board. The member will receive an invitation to meet (a delegation of) the board before such a decision is made.
- 4 Change of type of membership may be decided by the Executive Board.

**Article 7: Rights and privileges of membership**

- 1 Ordinary members shall be entitled to vote and be members of the Board.
- 2 All members shall be entitled:
  - a to attend the scientific meetings,
  - b to receive or purchase at a reduced price publications of the Society,
  - c to avail themselves of such professional, technical or advisory services as the Society may provide,
  - d to be eligible to serve as members of specialized working committees established by the Society.

**Article 8: Membership fees**

- 1 Ordinary and Associate Members will pay an annual subscription which will be approved at the Business Meeting of the members.
- 2 Membership includes subscription to the Journal of the Society.
- 3 Members have no personal liability for the obligations of the Society.
- 4 Honorary members shall pay the subscription fee for the Journal if they wish to receive it, but will not pay any other membership subscription.

**Article 9: Other resources for the support of EPNS activities**

Financial support from public or private sources should only be accepted if it has been approved by the Board and is also in accordance with the relevant legal requirements for the income of non-profit organizations within the European union.

**Article 10: Structure of the Society**

The Society will be comprised of:

- 1 The membership
- 2 The Board

- 3 The Executive Committee
- 4 Working Committees

**Article 11: General Meeting of the Members of the Society**

- 1 This meeting shall be the sovereign body of the Society.
- 2 A general meeting will take place at least every 2 years and shall be held at the scientific meeting of the Society.
- 3 All ordinary members shall have the right to one vote.
- 4 Voting decisions at the General Meeting shall be made on the majority of voting members who are present except for modifications to the Constitution which will require a two-thirds majority of ordinary members.
- 5 The dissolution of the Society will require a two-thirds majority vote of the ordinary members that respond to a postal ballot.
- 6 The duties of the members of the general meeting shall include:
  - a approving the reports and decisions of the Board and the Executive Committee and giving the necessary directives for the future activities of the Society,
  - b approving the accounts of the previous year and endorsing the administration of the Executive Committee,
  - c approving proposals concerning amendments to the Byelaws.
- 7 An extraordinary General Meeting may be called by decision of the Board and Executive Committee, or at the written request of at least 5% of the ordinary members.

**Article 12: The Board and Executive Committee**

- 1 The Society is governed by a Board which shall consist of at least 12 and maximally 25 members. The Board will be elected by Ordinary Members. Members are asked to assist the Society in obtaining as wide a representation of European nations as possible on the Board.
- 2 The members of the Board will be elected by the Ordinary Members of the Society by postal ballot using a single transferable vote system. The Board may co-opt additional members of the Society to assist in carrying out the functions of the Board.
- 3 The term of office of a member of the Board shall be four years and members of the Board shall be eligible for re-election. The functions shall be non-remunerative.
- 4 The Board elects the chairmen of its committees (except when the constitution or byelaws

specify otherwise), including a Scientific Secretary and an Educational Secretary to chair the eponymous committees. The Board also elects the Executive Committee, which shall include the President, the Secretary, the Treasurer, the Associate Secretary and any Member decided by the Board.

- 5 A Chairman of the Scientific Meeting of the Society will be appointed by the Board. He/she presides at the Scientific Meeting of the Society.
- 6 Members of the Executive Committee serve for a period of 4 years and can be re-appointed once in succession.
- 7 One member of the Board shall practise in France and represent the Society regarding its registration. If no such member is elected, one shall be appointed by the Board.
- 8 The meetings of the Board shall be valid if at least five members from different countries are present, of whom two are members of the Executive Committee.
- 9 Voting shall be on majority of members present. There shall be no voting by proxy. In the case of a tied vote, the (functioning) President shall exercise a casting vote.
- 10 Duties of the Board shall include:
  - a implementing the decisions made at the General Meeting of members,
  - b directing the business of the Society between General Meetings,
  - c approving the date, place and agenda of the General Meeting of members and of the Scientific Meetings of the Society,
  - d establishing the annual budget and the fees due for each type of membership,
  - e taking all desirable measures to safeguard the integrity of the Society.
- 11 The Board shall be convened by the Secretary on the initiative of himself or the President or at the request of four Board Members from different countries or at the written request of more than 5% of the membership. The Board shall meet at least once in 2 years. The Executive Committee shall meet at least once a year.
- 12 The Society shall be represented in all legal actions by its President or/and its Secretary or/and its Treasurer or, for specific purposes, by a member of the Board at the request of the President.
- 13 The Board may suspend one of its own members if their actions are found to be detrimental to the purposes of the Society. Such a decision would subsequently be brought before the General Meeting for a vote by the membership.

#### **Article 13: Committee of National Advisers**

- 1 The EPNS is a Society with individuals as members but it also wishes to promote a forum in which each European nation is represented. The EPNS will promote the formation of a Committee of National Advisers on which paediatric neurologists are represented by such delegates.
- 2 The Society will encourage close co-operation between the Committee of National Advisers and the Committees and Sub-Committees of the EPNS.

#### **Article 14: Training and certification**

The recognition of paediatric neurology as a speciality requires the development of standards for training and practice, with models of training and outlines for certification.

#### **Article 15: Representation of the speciality of paediatric neurology in the European Union**

The Society will work towards the representation of paediatric neurology in the European Union including its representation by delegates from both the Board of the Society and the Committee of National Advisers and a body responsible for Certification of completion of training in the speciality.

#### **Article 16: Byelaws**

For all details and forms of operation and procedure not provided for in the present Constitution, reference shall be made to the Byelaws of the Society.

#### **Article 17: Amendments to the Constitution and the Byelaws**

- 1 The Constitution and Byelaws shall only be amended by the General Membership.
- 2 Proposals for amendments shall be submitted to the Secretary not less than 6 months before the General Meeting of the members of the Society. If the proposals are approved by the Board and the Executive Committee, they shall, at the discretion of the Board, either be circulated to all ordinary members of the Society at least 3 months prior to the General Meeting and be voted upon at that meeting or be subject to a postal ballot of all ordinary members.
- 3 Amendments to the Constitution shall require a two-thirds majority vote of the ordinary members, present at the General Meeting of members or two-thirds of those responding to a postal ballot. A simple majority vote of ordinary members present or responding to a

postal ballot will be required for an amendment to the byelaws.

- 4 For amendments to the constitution or byelaws, the choice between a vote at the General Meeting and a postal ballot shall be at the discretion of the Board of the Society.

#### **Article 18: Dissolution of the Society**

The General Assembly shall designate two receivers for the liquidation of the assets of the Society. The net proceeds of which shall be assigned to an international paediatric neurological organization pursuing aims close to those of the Society.

### *Byelaws*

## **SECTION I: PURPOSES OF THE SOCIETY**

To achieve the purposes of the Society as defined in the Constitution, efforts shall be made in several ways.

#### **Article I.1: Internal Organization**

The Society shall have a clear and democratic structure, which confers upon the Society authority in its professional activities and enables it to represent its members, in close co-operation with the regional and/or national organisations for paediatric neurology in Europe.

*Task force:* Byelaws Committee (Chapter II).

#### **Article I.2: Participation**

As many paediatric neurologists and colleagues in related fields from as many European countries as possible shall be encouraged to participate in the activities of the Society.

*Task force:* Membership Committee (Chapter II).

#### **Article I.3: Paediatric neurology as a professional speciality**

The recognition of paediatric neurology as a speciality in medical care, teaching and research shall be promoted by close co-operation with national organisations for paediatric neurology, individual paediatric neurologists and an appropriate independent organisation for certification in paediatric neurology and related fields in Europe. The dissemination of professional information shall be encouraged.

*Task force:* Board, Education Committee and Committee of National Advisers.

#### **Article I.4: Research**

Research in the field of paediatric neurology, as a discipline and profession, shall be stimulated.

*Task force:* Advisory Scientific Committee (Chapter II).

#### **Article I.5: Training and certification in paediatric neurology**

The Society supports the development in Europe of a Board for certification in paediatric neurology that will be independent of the Society although it expects that the Board of the Society will have representation on this independent Board.

*Task force:* Advisory Educational Committee (Chapter II).

## **SECTION II: INTERNAL ORGANIZATION**

### **A: General Board**

#### **Article II.1a: Composition of the Board**

- 1 Twenty members of the Board will be elected by the ordinary members.
- 2 Two representatives from the Committee of National Advisers will be elected by that Committee to become members of the Board of the Society.

#### **Article II.1b: Voting in the Board**

- 1 Voting in the Board is by a simple majority of the members present. A minimum of five members of the Board from at least four different countries and including two members of the Executive Committee is required to constitute a quorum. In the case of equality of votes, the President has a casting vote. In the absence of the President, those members of the Board who are present will elect one of those present to preside over the meeting.

#### **Article II.1c: Tasks of the Board**

The Board is responsible for the administration and management of the Society's affairs. Legal documents shall be signed by the President and the Secretary, or by two Board members and the Secretary, except in the case of documents related to the treasury, such as contracts with banks and credit card companies. These shall be signed by the Treasurer and the President. The Board controls the Executive Committee.

**B: Executive Committee****Article II.2a: Election of the President**

- 1 The Board of the Society elects the President every 4th year. A minimum of 75 % of the votes must be achieved by the President Elect. When there are more than two candidates the method of a single transferable vote must be used. For this purpose the ballot papers shall contain the names of all candidates, each followed by a box for the voters to number in order of preference. If no candidate gets 50% of the votes marked with preference 1, the returning officer shall exclude together the two or more candidates with the least votes if the total vote of such two or more candidates does not exceed the vote of the candidate next above; otherwise he/she shall exclude the candidate having the fewest votes.
- 2 The papers of the excluded candidate shall be transferred to whichever of the continuing candidates is marked by that voter as his/her next available preference, and the votes thus transferred, shall be added to the first preference votes of those candidates.
- 3 Any paper on which no further preference is marked shall be set aside as non-transferable and the total such papers shall be recorded.
- 4 This process shall be continued until the vote for some one candidate exceeds or equals the votes for all other continuing candidates combined, and that candidate shall therefore be declared elected.
- 5 Counting of the votes will be done immediately after voting and the result will be announced in the Journal of the Society. If there is only one candidate he will be considered elected unopposed.

**Article II.2b: Task of the President**

The President normally serves for a period of 4 years, presides over the affairs of the Society, the Board and the Executive Committee and the Annual General Meeting, and represents the Society in Europe and abroad or delegates representation. He/she is eligible for re-election on one occasion.

**Article II.3a: Election of the Secretary, Treasurer and officers**

The Board of the Society will begin the process of electing the Executive Board by inviting nominations from the members of the Board. Voting will take place by secret ballot. If there is only one candidate for a position, he will be considered elected unopposed. The Secretary General, Associate Secretary and Treasurer serve for periods of 4

years and will be eligible for re-election to the same office on one occasion.

**Article II.3b: Task of the Secretary(ies)**

The Secretary and his Associate are responsible for the day-to-day business of the Board and the Society. They convene meetings of the Board and general meetings for members of the Society, circulate agendas to those eligible to attend these meetings at least 1 month in advance, keep records of the proceedings and transactions of the Society, and represent the Board legally.

Minutes of the Board and of the General Meeting of members shall be made by the Secretary and shall be signed by the President and at least one member of the Board. They shall be available at all times at the office of the Society.

**Article II.3c: Task of the Treasurer(s)**

The Treasurer is responsible for the financial affairs of the Society, collects the subscriptions, keeps accounts and presents a statement each year at the Business Meeting. The acts of daily financial management are valid with his signature.

**C: Other Officers of the Board****Article 11.4a: Chairman of the Scientific Committee**

The Board will elect by secret ballot every fourth year a Chairman of the Advisory Scientific Committee, which he/she will convene and chair.

**Article II.4b: Chairman of the Scientific Meetings**

A Chairman will be appointed by the Board 3 years in advance of the Scientific Meeting in question. He presides at that Scientific Meetings of the Society and is responsible to the Board for the organization of that meeting. The Chairman of the Scientific Meeting shall ex-officio become a member of the Board until a year after the Scientific Meeting over which they preside and will be co-opted to the Board to present to them the accounts of that meeting within a year of its completion.

**Article 11.4c: Chairman of the Education Committee**

The Board will elect every fourth year an Education Secretary who will convene and chair the meetings of the Education Committee (see II.9).

**D: General Meeting of the Members****Article II.5: Business Meeting**

- 1 The General Meeting of the Society shall include a Business Meeting at least every 2 years in conjunction with the Scientific Meetings of the Society. The Executive Committee

shall determine the date and venue of such meetings. Preparation of the agenda and order of business is the responsibility of the Executive Committee, and in particular of the Secretary.

- 2 Notice of such meetings and their agenda shall be sent to members or published in the Society's journal at least 6 weeks in advance. Ordinary members may submit items to be placed on the agenda providing that the Secretary is notified at least 3 months prior to the meeting.
- 3 The business of the meeting shall include: approval of the agenda; minutes of the preceding meeting; reports of the Executive Committee; reports of other Committees and Working Groups of the Society: unfinished business; new business; finances; elections; matters arising.
- 4 The president shall chair the General Meeting of members with the assistance of the officers and shall control the meetings, and their suspension or conclusion.
- 5 All members may attend and take part in the discussion, but only Ordinary and Honorary Members shall vote; 20% of the Ordinary Members constitutes a valid quorum.
- 6 An extraordinary meeting may be convened at the request of not less than 5% of the Ordinary Members; 2 weeks notice of such Meetings shall be given to all members together with a full statement of the business to be discussed.

#### **Article II.6: Voting of the General Meeting**

Voting in the Business Meeting shall be by:

- 1 A simple majority of those Ordinary and Honorary members present when voting on the acceptance of new members and any items other than those specified in the Constitution.
- 2 A two-thirds majority of those Ordinary members present will be required when voting on amendments to the Constitution or expulsion of a member; alternatively, at the discretion of the Board, amendments to the Constitution may also be approved by a two-thirds majority of Ordinary members responding to a postal ballot. For the dissolution of the Society two-thirds majority of Ordinary members responding to a postal ballot is required.
- 3 Ballots shall be secret when voting for more than one person per position. Otherwise, all voting shall be by a show of hands.

## **E: Advisory Committees / Working Groups**

### **Article II.7: Membership Advisory Committee and Applications for Membership**

- 1 This committee shall be comprised of the Secretary, Associate Secretary and the Treasurer of the Society. This committee may also include another member of the Board as a membership secretary. This will be at the discretion of the Treasurer, Secretary and Assistant Secretary.
- 2 Approval of a prospective member as an Associate Member of the Society is at the discretion of the Membership Committee. Decisions as to which Associate Members should be put forward for Ordinary Membership will be decided by the Board of the Society and also require the approval of the Ordinary Members of the Society at its General Meeting.
- 3 Membership applications should be submitted on an application form devised by the Membership Committee. Application for membership should be submitted by the candidate to the Secretary accompanied by a brief Curriculum Vitae and letters of support from two members of the Society and a commitment to pay the annual fee due upon acceptance into membership.

### **Article II.8: Scientific Committee**

- 1 The Advisory Scientific Committee shall be chaired by the the Scientific Secretary elected by the Board of the Society.
- 2 The members will consist of the Chairmen of working groups, the Chairman of the most recent Scientific Meeting and of the next two Scientific Meetings of the Society and any other member of the Society for a specific matter, upon invitation of the Committee or of the Board of the EPNS. The members of the committee will elect one of them to act as secretary to the committee.
- 3 A Chairman of each Scientific Meeting of the Society will be elected by the Board three years before that meeting and is responsible for its organisation. The Chairman become *ex-officio*, a co-opted member of the Board until a year after the Scientific Meeting in question.
- 4 The Committee shall convene at least once a year. It shall assist the Board in arranging the Scientific Meetings by suggesting scientific topics, state of the art lectures, teaching sessions and promote other activities. It will help to co-ordinate scientific and / or teaching activities of different working groups and promote collaborative research.

**Article II.9: Educational Committee**

- 1 The Educational Committee shall consist of a Chairman, a Secretary and members. The Chairman shall be elected and the members approved by the Board. The Secretary shall be appointed by the members.
- 2 The Committee shall convene at least once a year. It will assist the Board in arranging teaching and training in Paediatric Neurology and in defining the standards that the Society wishes to adopt for training in Paediatric Neurology. It will liaise closely with any independent Board for certification in Paediatric Neurology and related fields in Europe.

**Article 11.10 Finances and Journal of the Society**

- 1 Subscriptions are payable by 1 January of the year or within 3 months of the first request for payment made by the Treasurer, whichever is the later.
- 2 The Journal of the Society will be the European Journal of Paediatric Neurology.
- 3 The editor of the journal shall be *ex-officio* non-voting member of the board of the EPNS.

**Article 11.11 The Committee of National Advisers**

- 1 In most cases the national or regional association of the speciality will elect or nominate a delegate to act as National Adviser by representing the views of each national group. Where there is no such association, the most

appropriate method of determining the identity of their adviser would need to be agreed between paediatric neurologists in that nation.

- 2 The Committee will choose their Chairman and Secretary from the National Advisers elected/appointed to the committee.
- 3 The Board of the EPNS will work towards close joint working with this Committee. In particular, there will be two representatives of this Committee, in addition to any elected members of the EPNS Board, on the Board of the Society and the Committee will include, in addition to the national advisers, the president of the Society and one other member of the Board of the Society.
- 4 Two members of the Committee of National Advisers will be members of the Education Committee of the Society.
- 5 In addition to any other meetings that they may hold, this Committee will convene a meeting at the General Meetings of the EPNS.

July 1999

*Committee Constitution and Byelaws:*

J ROTTEVEEL (Chair),  
 C KENNEDY,  
 M TARDIEU,  
 D RATING,  
 H SZLIWOWSKI,  
 P CASAER