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STATUTES OF THE EUROPEAN PAEDIATRIC SURGEONS' ASSOCIATION

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I. Name and Seat

Article 1: Name of the Association

The Association, with the name “**EUROPEAN PAEDIATRIC SURGEONS’ ASSOCIATION**” (herein after referred to as EUPSA or the Association) is constituted in perpetuity as an academic and non-profit organization.

Article 2: Seat of the Association

The registered offices of EUPSA are in St. Gallen SG (Switzerland).
EUPSA Head Office, Goethestrasse 61, CH-9008 St. Gallen
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II. Aim and Objectives

Article 3: Aims and Objectives of the Association

The Association has the following aims:

- 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 support prevention.
- treatment and cure of congenital malformations, injuries and all other paediatric surgical diseases or impaired functions.
- to support friendship and collegiality among all members of the Association.
- to develop an advocacy role for all fields of Paediatric Surgery in Europe.
- EUPSA will not seek any legislative or executive power within European countries.
- to develop standards for Paediatric Surgical training in Europe.

These aims and objectives shall be achieved by:

- the organisation of the annual EUROPEAN CONGRESS OF PAEDIATRIC SURGERY.
- the formulation and publication of good practice standards on the EUPSA-website.
- promoting and organizing postgraduate courses, workshops, teaching lectures, and special congresses, utilizing social media
- promoting scholarships and international exchange for study purposes of members.
- promoting European research projects among members.
- supporting members in activities related to public health: prevention, diagnosis and therapeutic measures in paediatric surgery.
- Improving the relations of EUPSA with European and non-European Paediatric Surgical Associations.



Article 4: Not-for-Profit

The Association will not engage in transactions of any kind, which are profit-driven and nothing in the Statutes and the Bye-Laws of the Association can make this possible. The Association will not engage in any transactions or activities that are for pecuniary purposes. Any income of the Association shall be used exclusively for charitable purposes. Not even a portion of the income shall be used for private purposes or for individual members.

Article 5: Bye-Laws

The EB shall propose Bye-Laws, for the management and the fulfilment of the purposes of the Association, which have to be adopted by the members, provided that these Bye-Laws shall not be inconsistent with any Swiss laws. The Bye-Laws may, after due notice, be amended, by a two-thirds majority vote of the voting members of the General Assembly (GA).

III Membership

Article 6: Membership

The EUPSA has the following membership categories:

- **Active membership**
 - Active membership is open to all paediatric surgeons registered by their National Association.
 - Active members can vote and have the right to vote at the GA provided they paid the membership fee of that year
 - Active members can be elected as office bearers and can be appointed as delegates or Chairperson of Offices or Committees.
- **Trainee membership**
 - Trainee membership is open to paediatric surgeons-in-training from any country.
 - All trainee members are obliged to provide a certification of training issued by the Head of Department
 - Trainee members have no voting rights.
 - Trainee members can be appointed as members but not as Chairpersons of offices without voting right.
 - One or two trainees should be appointed additionally as members of the education office without voting right.
- **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 Chairpersons of Offices.



- **Honorary membership**

- Honorary membership may be awarded to paediatric surgeons, to scientists and others who have made outstanding contributions and have had a significant influence on Paediatric Surgery.
- Honorary members have no voting rights.
- Honorary members can be appointed as members but not as Chairpersons of Offices without voting right.

- **Senior membership**

- Senior membership is open, on request, to active members after their retirement.
- Senior members have no voting rights.
- Senior members can be appointed as members but not as Chairpersons of offices without voting right.

Article 7: Admission, Withdrawal, Exclusion

The admission, withdrawal and exclusion of members is regulated in the Bye-Laws.

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.

IV Organization

Article 9: Institutions

The organs of the Association are:

- a) The General Assembly (GA)
- b) The Executive Board (EB)
- c) The Auditors, unless this is waived (see Article 21)

a) The General Assembly (GA)

Article 10: Annual General Assembly

The ordinary GA shall be held annually during the EUPSA ANNUAL CONGRESS. All members are entitled to attend. The Honorary Secretary shall inform all members of the Association not later than four months before the GA on the date and venue of the GA. All members are invited to submit comments, suggestions and/or recommendations to the President or the Honorary Secretary. All members except trainees (Article 19 of the EUPSA Statutes) can submit nominations for elections if appropriate, to the President or the Honorary Secretary. Any comments or queries, which arrive not later than six weeks before the GA, will be included in the agenda. Not less than four weeks prior to the GA a formal invitation, including the agenda, shall be sent by the Honorary Secretary to all members of the Association to attend the GA.



Members may raise questions for discussion on a matter or matters not referred to on the agenda. Such issues are discussed under the item "Other Business". The GA can defer these items also to the following meeting.

Article 11: 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 (in age) active member of the EB.

Article 12: Agenda / Minutes

The President signs the agenda and is responsible for the items. All comments of by EB-members shall be included in the agenda.
The Minutes will be signed by the President and by the Honorary Secretary.

Article 13: Warranties

The GA has the following non-transferable warranties:

- a) Approval of Minutes of previous GA.
- b) Approval of the annual reports of the President, the Treasurer, the Honorary Secretary and the Congress Chairperson, the annual accounts, balance, the budget and the report of the assigned auditors.
- c) Discharge of the EB and the auditors.
- d) Determination of the annual activities
- e) Elect and dismiss the President-elect, the remaining EB members and the auditors.
- f) Appointment and dismissal of special Offices and approval of the Chairpersons elected by the office.
- g) Appointment and dismissal of committees for subspecialties of Paediatric Surgery.
- h) Amendment of the Statutes of Association.
- i) Adoption, amendment and repeal of the Bye-Laws.
- j) Attendance of requests of the EB and members.
- k) Dissolution and liquidation of the Association and of the Association's assets.

Article 14: Resolutions

Only active members and corresponding members shall be entitled to vote at the GA or any matter arising out of the agenda. Proxies are excluded. Resolutions are passed by simple majority of the votes cast by the present voting members. In a tie of votes, the President has the casting vote. All items discussed under "Other Business" cannot be voted on.

In elections of the members of the EB and the Chairpersons of the committees the candidate is elected, who received 50% + 1 vote of the eligible members voting at the GA.

Article 15: Extraordinary GA



An extraordinary GA is convened at the request of three members of the EB or at the request of not less than 10% of the active members, stating the reasons therefore.

Article 16: Discharge

Before the President-elect takes office as the actual President, the past President shall submit a report on his term of office and if appropriate, approved by a simple majority of votes of the eligible voting members present at the GA.

Prior to the election of a new Treasurer, the former Treasurer shall submit a report for the entire term of office and if appropriate, approved by a simple majority of votes of the eligible voting members present at the GA.

b) The Executive Board (EB)

Article 17: Constitution of the EB, Signatory power, Duties and Responsibilities

The EB consists of at least 5 members which have the status of an active member and are actively practicing Paediatric Surgery at the time of their election.

The EB is constituted as follows:

The President-elect, will be elected by a secret ballot by the GA. After a term of 2 years she/he will automatically become the President for a term of 2 years. Thereafter she/he will automatically become the Past President for a term of 2 years. The EB denominates at least one Honorary Secretary and a Treasurer.

According to the above the composition of the EUPSA EB is as follows:

- President (Chairperson)
- President-elect (Co-Vice President)
- Past President (Co-Vice President)
- Honorary Secretary
- Treasurer
- Chairperson of Offices take ex officio part to the EB meetings and have the right of vote.

The President, the Honorary Secretary and the Treasurer are authorized to sign for EUPSA and possess individual signatory power.

Additionally the following persons take part to the EB meetings, however do not have the right of vote:

- Webmaster
- Congress Chairperson
- Group of Young Paediatric Surgeons in Europe (GYPSE) representative

All Former Presidents are invited to take part in the EB meetings without voting right.

The EB has the right to invite persons for specific reasons in the EB meeting

The UEMS Delegate is invited to the EB meeting in attendance to the Agenda referring to UEMS without voting right.



The EB decides on all matters that are not assigned to any other body of the Association, in particular, on:

- a) Management of the Association, with exception of the warranties of the GA.
- b) Fulfilment of the decisions of the GA.
- c) Representation of the Association to third parties.
- d) Preparation and implementation of the GA.
- e) Development of statutes, Bye-Laws and applications.
- f) Election of the Congress Chairperson and the Congress venue.
- g) Appointment of Honorary members.
- h) Establishment and dissolution of committees in different fields of Paediatric Surgery, and the appointment of members of these committees.
- i) The election of the chairperson of offices where the EB has the right of proposal.

Article 18: Resolution

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 members and Chairpersons of the Offices. In a tie of votes, the President has the casting vote. The quorum exists when five members of the EB are present.

Article 19: Election

Only active members belonging to a European National Association are eligible to be candidates for President-elect, Treasurer, Honorary Secretary, and Congress Chairperson.

At least four months before the annual GA, all members - except trainees -, shall be asked to propose candidates for the election to the EB. The Honorary Secretary informs the members about all received nominations.

Unless there is a specified nomination, the EB proposes the candidates for election to the GA which has the right to propose other candidates. Only candidates present during the GA are eligible for election. Before the GA meeting, ballot sheets for an election shall be distributed to the eligible members. The anonymous ballots are opened during the election process at the GA.

Article 20: Term of Office

The term of office for the President is two years. She/he serves the Association two years as President elect and two years as past President. No re-election is possible. The term of office for the Honorary Secretary and the Treasurer is three years. One re-election is possible. The term of office for the Congress Chairperson is two years.

Article 21: Auditors

As long as external presuppositions for an ordinary or limited audit are not met, the Association is free to order a revision.

If an ordinary or limited audit is required, the EB elects a statutory audit-company, for a term of one year, which must be accredited according to the regulations of the Auditor Supervision Law (Switzerland). A re-election is possible.

If no ordinary or limited audit is required, the EB elects an auditor or audit-company, for a term of one year, to provide an internal audit report. A re-election is possible.



Article 22: Offices and their Members

On proposal of the EB, the GA shall install special Offices in accordance with the mission and goals of the Association. The members are approved by the GA. The Chairperson is elected by the members of the Office, unless it is differently specified by the Bye-Laws.

Only active members are eligible as Chairpersons of Offices. The Chairpersons take part in the EB meetings with a voting right. The Chairpersons present during the EB meeting in January a written report on the activities of the past year and the future plans for the next one year. This report is also presented to the GA during the EUPSA Congress.

The term of office of the Office members shall be three years - unless regulated differently by the GA. One re-election is possible.

V. Association Assets

Article 23: General

The assets of the Association result from the membership fees, the operating account surpluses as well as contributions from possible events and/or sponsors or donations.

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 always has a positive balance.

Article 24: Liability

Only the assets of the Association are liable for its accrued liabilities. Any personal liability of the members for the debts of the Association is excluded.

Members whose membership expires prior to any possible dissolution of the Association are not entitled to its assets.

VI. Amendments / Dissolution / Supplementary Provisions

Article 25: Amendments

The statutes, the mission and goals of the Association as well as the Association's Bye-Laws may be amended by a two-thirds majority of the votes cast by the present voting members in 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 26: Dissolution of EUPSA

The EUPSA 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 participating in this GA. The EB shall ensure that all temporary debts and liabilities of the Association have been paid and the EB is discharged in full. All remaining assets of the



Association shall be transferred to UNICEF and may only be used by this institution for public health activities. Should UNICEF not exist anymore at the time of EUPSA dissolution profit and capital will necessarily be transferred to an equivalent non-profit or tax-exempted institution involved in public health activities with headquarters in Switzerland.

Article 27: Supplementary Provisions

Where these statutes or the Bye-Laws do not contain specific provisions, the provisions of the Swiss Civil Code are applicable. In any case, the German version of these statutes shall be decisive.

These statutes were accepted by the GA on June 14th 2019

Prof. Dr. Giovanna Riccipetioni
EUPSA President

Prof. Dr. Tomas Wester
EUPSA President Elect

Prof. Dr. Benno Ure
EUPSA Past President

Prof. Dr. Gonca Topuzlu Tekant
EUPSA Honorary Secretary

Prof. Arnaud Bonnard
EUPSA Treasurer