



STATUTES OF ASSOCIATION

**European Society for Paediatric Gastroenterology, Hepatology and Nutrition,
Geneva, Switzerland**

ARTICLE 1

The European Society for Paediatric Gastroenterology, Hepatology and Nutrition (ESPGHAN) is a non-for-profit association governed by the present statutes and secondly, by Articles 60 et seq. of the Swiss Civil Code. The association is politically neutral and non-denominational.

This document will also refer to statutes as “Constitution”.

ARTICLE 2

The Association's headquarters are located in the canton of Geneva and shall be of unlimited duration.

ARTICLE 3

The Association shall pursue the following aims: To promote the knowledge of paediatric gastroenterology, hepatology, and nutrition, and to stimulate research in these fields. This shall be carried out by (list not exhaustive):

- Organising scientific congresses;
- Organising educational events;
- Sharing information through scientific publication;
- Disseminating relevant information e.g. through regular newsletters, a website, and other electronic and non-electronic media;
- Offering education via e-learning modules;
- Publishing Guidelines and Position papers;
- Endorsing scientific events from affiliated societies;
- Establishment and support of working and special interest groups to promote and carry out work on specific topics;
- Supporting and facilitating research;
- Provision of awards and grants to promote research, clinical practice, and education;

- Establishment of one or more subsidiaries under the legal form of a limited liability company;
- Liaise with patient and parent organisations;
- Improve understanding, promote, and draw attention to current issues at European and world level forums;
- Liaise with affiliate societies to further research and awareness of all related activities and studies.

ARTICLE 4

The Associations resources are derived from:

- Membership and affiliation fees;
- Grants, donations, and sponsorship;
- Collections, legacies, and other gifts;
- Administration of assets (e.g. interest, other capital gain income, income from rental, etc.);
- Any surplus from holding scientific and educational meetings and other activities;
- Earnings in connection with shareholdings in subsidiaries;
- Journal subscription fees, royalty payments, sign on fee and advertising revenue;
- Share in surplus relating to the Annual Scientific Congress.

ARTICLE 5

The Association has five defined Membership categories with clearly defined criteria.

Full Member:

Full Members should have a significant track record in PGHN, have at least five years full time post-training experience/employment and must practice/reside within Europe*. Full Members in good standing (i.e. having paid their dues) have voting rights at the Annual General Meeting (AGM) and are eligible for functions within the governing bodies of ESPGHAN such as Council and Committees (unless positions are specific to representation of Trainee or Allied Health Professional Members). The option to apply for Full Membership is open for all other Membership categories, upon request, provided that the above criteria are met.

Trainee Member:

Trainee members shall be members with less than five years' experience in PGHN and must practice/reside within Europe*; trainee membership lasts up to five years; after that period, to remain in the Society, trainee members should apply for full membership. An age limit for applicants of forty years old will be applicable. Special dispensation will be given for applicants who began their training at a later stage.



AHP Member:

Allied Health Professional (AHP) Members shall be members of medically related professions allied to PGHN and must practice/reside within Europe*. This shall include, but not be limited to nurses, dietitians, researchers and another affiliated profession. AHP Members in good standing (i.e. having paid their dues) have voting rights at the Annual General Meeting (AGM).

Corresponding Members:

Corresponding members may belong to other FISPUGHAN-related societies and/or have an extensive background in Paediatric gastroenterology, hepatology, or nutrition, and/or related allied health profession. Corresponding Members shall fulfil the criteria of the respective Membership category but reside/practice outside Europe*. Corresponding members may apply to the respective membership categories highlighted above, if they change residence/practice to a European country*. Any Full, Trainee or AHP Member who relocates to a country outside of Europe* will be converted to Corresponding Membership.

Emeritus Members:

Emeritus membership is optional and available to members in good standing who have retired from active practice. They will be entitled to complimentary membership of the Society but will not have voting rights. Members may apply to become emeritus members in writing to the Secretary.

Proposals for all categories of membership should be made in writing to the General Secretary twice a year (exact deadlines are defined in the Rules & Regulations of the Society), supported in writing by a full or emeritus member who is not serving at that time on the Council. For AHP Membership applications, the letter of support can be written by an established AHP Member. Each proposal shall be accompanied by the curriculum vitae and list of publications of the candidate.

*Within the structures of ESPGHAN, Europe will be defined as per the European Region list of the World Health Organisation: <https://www.who.int/en/countries>.

Cessation of Membership

If a member's annual subscription lapses for three consecutive years, the question of continuation of membership will be decided by the Council.

A member whose conduct is prejudicial to the welfare, purpose or reputation of the Society can be excluded from the Society without explanation by decision of the membership at the AGM upon proposal by the Council.



Membership also ceases upon death or by written resignation to the General Secretary. Members who have resigned or who are excluded have no rights to any part of the Association's assets. Only the Association's assets may be used for obligations/commitments contracted in its name. Members have no personal liability.

ARTICLE 6

The Association shall include the following organs:

1. General Assembly,
2. Executive Committee,
3. Council,
4. Specialist Committees,
5. Working Groups and Special Interest Groups,
6. Task Forces.

ARTICLE 7

The Annual General Assembly (AGM) is the Association's supreme body and is comprised of the Association's members. It shall hold an annual assembly, held during the Annual Meeting of the Association. An extraordinary session can be convened at the request of the Council, or one-fifth of the members.

The AGM will be considered valid, regardless of the number of members present.

The AGM date and time will be announced to members, via the Association Newsletter, no less than six weeks before the meeting. The notification, including the proposed agenda, will be sent to members at least ten days before the date of the meeting.

ARTICLE 8

The General Assembly:

- Shall approve the admission of members via electronic, anonymous voting;
- Approves the members of the Council via electronic, anonymous voting;
- Notes the contents of the President's report and financial statements for the year and votes on their adoption;
- Approves the annual budget;
- Decides on any modification of Constitution (see below);
- Decides on the dissolution of the Association (see article 20);
- Fixes the annual membership fees.



Amendments to the Constitution must be proposed in writing to the General Secretary by any five members or by the Council not less than six months before the next AGM. The General Secretary will notify all members of the proposed amendments by the 7th of January prior to the next AGM. Any member may submit written counterproposals, to the General Secretary, no later than the 1st of February the same year. The General Secretary will then present all members with the final proposed updated Constitution not less than one month before the next AGM.

ARTICLE 9

The General Assembly is presided over by the President and General Secretary of the Association.

ARTICLE 10

Decisions of the General Assembly shall be taken by the majority vote of the members present (In cases of deadlock, the President shall have the casting vote) except in the following circumstances, where a two-thirds majority of those present will be required:

1. Alteration of the Constitution
2. The decision to dissolve the Society
3. Consideration of continuation of membership according to article 5

ARTICLE 11

Votes are by a show of hands or voting cards. Voting may also take place by secret ballot, if at least five members request it.

ARTICLE 12

AGM will include the following topics for each meeting:

- Approval of the Minutes of the previous General Assembly
- Approval of the President's annual report
- Approval of the report of the Treasurer and of the Auditor
- Setting of membership fees (if applicable)
- Approval of the budget
- Approval of reports and accounts
- Notification of outcome on electronic election of Council members
- Any other business



ARTICLE 13

The Executive Committee and Council are authorised to carry out all acts that further the purposes of the Association. It has the most extensive powers to manage the Associations day-to-day affairs. The Executive Committee are responsible for day-to-day operational decisions. Any changes to the functioning of the society or current structures and procedures are delegated to Council for approval before implementation.

ARTICLE 14

The Executive Committee is composed of:

- President
- Treasurer
- General Secretary
- President Elect (upon invite, non-voting)
- Chair of Young ESPGHAN (upon invite, non-voting)

The Council is composed of:

- Executive Committee
- Committee Chairs (Gastroenterology, Hepatology, Nutrition, Young ESPGHAN, Allied Health Professionals)
- Scientific Secretary
- Education Secretary
- International Affairs Representative
- Chair of the Annual Congress Local Organising Committee – Non-Voting
- Resident Director (Association Executive Director) – Non-Voting
- President Elect (when applicable) – Non-Voting

Council positions are for three years with no renewal of office, except in the case of extreme circumstances, whereby Council will vote on the continuation of respective roles.

The role of Treasurer will be open to a second term, due to the intricate and strategically important compliance tasks involved and will be voted upon as per the above Council positions by electronic voting of the Membership.

A candidate for a council member position may (with his/her written consent) be proposed in writing, to the General Secretary, by any five members by the 7th of January prior to the next AGM, who are not serving at that time in the Council. If no candidate is proposed, the council may propose a candidate not less than three months before the AGM.

The election will be by electronic ballot of all full ESPGHAN members in good standing using a single transferable vote in the case of more than one candidate for each post. A simple majority of those that vote will be required and the result of the election will be announced at the Annual



General Meeting. All council positions will run from AGM to AGM. For a period of three years following retirement a Council member will not be eligible for re-election in his/her former position.

ARTICLE 15

Council members work on a volunteer basis and as such can only be reimbursed for their actual expenses and travel costs. For activities beyond the usual function, each Council member is eligible for appropriate compensation.

ARTICLE 16

The functions of Council are:

- to take the appropriate measures to achieve the goals of the Association;
- to convene the ordinary and extraordinary General Assemblies;
- to take decisions regarding admission of new members for voting by the membership;
- to ensure that Constitution is applied, to draft rules and regulations, and to help administer the assets of the Association.

ARTICLE 17

The Association shall appoint an external auditor to check the operating and accounts of the association. The auditors will prepare a written and detailed report for presentation at the AGM.

ARTICLE 18

The Association is legally bound by the joint signature of the President and Treasurer of the Association.

ARTICLE 19

The financial year shall begin on the 1st of January and end on the 31st of December of each year.

ARTICLE 20

An Extraordinary General Assembly of the Society is required in order to dissolve the Society. A two-thirds majority of those present in favour will be required. Should the Association be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption.



Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.

The present Constitution has been approved by the Constituent General Assembly at the 56th Annual Meeting of ESPGHAN, 17th May, Milan, Italy.

