



ESPGHAN

Constitution

EUROPEAN SOCIETY FOR PAEDIATRIC GASTROENTEROLOGY, HEPATOLOGY AND NUTRITION CONSTITUTION

Accepted in Paris on 4th October 1968 and amended in Weimar on 20th May 1976, in London on 10th May 1979, in Graz on 13th May 1983, in Lisbon on 25th June 1987, in London on 7th June 1991, in Thessaloniki 1997, in Prague on 7th June 2003, in Dresden on June 10th June 2006, in Barcelona on 12th May 2007, in Budapest on 6th June 2009, in Istanbul on June 12th 2010, in Sorrento on 28th May 2011 in Stockholm on 27th April 2012 and in Jerusalem 11th June 2014 and on the 12th of May 2017 in Prague and Geneva on the 11th May, 2018

N.B. Only the French version of the above statutes is legally binding

1. NAME

The Society shall be named the European Society for Paediatric Gastroenterology, Hepatology and Nutrition (ESPGHAN). The Society shall be governed by its statutes, which are subject to Swiss Law, in particular to articles 60 et seq. of the Swiss Civil Code.

2. PURPOSE

This Society is a non-profit making organisation whose purpose is to promote the knowledge of paediatric gastroenterology, hepatology and nutrition, and to stimulate research in these fields.

3. MEANS OF THE ASSOCIATION

- a) The purpose of the association may be fulfilled through the following:
 - 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
- b) The financial means are:
 - Membership and affiliation fees
 - Grants, donations and sponsorship
 - Collections, legacies and other gifts



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- 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

4. MEMBERSHIP OF THE SOCIETY

- a. The Society consists of full, corresponding, trainee, allied-health professional and emeritus members. Members must have an active interest in paediatric gastroenterology and/or hepatology or nutrition (PGHN).
- b. 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. Each proposal shall be accompanied by the curriculum vitae and list of publications of the candidate, a documentation of the personal presentation of a paper/poster at a previous Annual Meeting of ESPGHAN, UEG or a FISPGHAN World Congress or regular attendance of Annual Meetings of ESPGHAN, and a meaningful documentation of the clinical and/or research work in PGHN.
- c. The applicant for full membership should have presented a paper/poster at a previous Annual Meeting of ESPGHAN, UEG or at a FISPGHAN World Congress. Applicants with active involvement and a significant track record in PGHN, and at least five years full time post-training experience/employment (or equivalent part time), may apply for full membership without the requirement of personally presenting a paper to the society.
- d. Only full ESPGHAN members in good standing (i.e. having paid their dues) have voting rights at the Annual General Meeting (AGM).
- e. Corresponding members shall be full members of other FISPGHAN-related societies or non-European members not fulfilling the criteria of Full Membership, but actively involved in Paediatric Gastroenterology, Hepatology and Nutrition.
- f. Trainee members shall be members with less than 10 years experience in PGHN; trainee membership lasts up to five years; after that period, to remain in the Society, trainee members should apply for full membership.
- g. Allied Health Professional (AHP) Members shall be members of medically related professions allied to PGHN. AHP members can convert to full membership by fulfilling the requirements as defined in the paragraph 4c.
- h. Emeritus members shall be 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.
- i. The Council will have the duty to consider all applications twice a year, and to give the membership details of those candidates whom they recommend for membership. The membership has final and supreme decision over the admission of a member, without having to justify any refusal. The numbers of members shall be limited as decided by the membership at the AGM. Voting on new members will be done electronically.



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

5. MEETINGS

- a. The Society will hold an annual scientific meeting for the presentation and discussion of papers by members and guests at a time & place to be decided by the membership at the AGM.
- b. An annual general meeting (AGM) of members will be held during the days of the scientific meeting.
- c. The Council of the Society will meet before the AGM.
- d. Other meetings of the Society or of the Council may be convened.

6. JOURNAL

The Society will edit a journal by an elected representative in order to further the purpose of the Society, i.e., the general policy of the Journal shall be decided by the Council.

- a. The Council shall elect an Editor for five years and he/she will not be eligible for re-election except under extraordinary circumstances.
- b. A candidate for an Editor may be proposed to the Council in writing to the General Secretary the 7th of January in the year of electing an Editor. .
- c. Five to ten members of the Society will be elected by the Council in agreement with the Editor for the Editorial Board, which will meet annually at the time of the AGM.
- d. The Editor shall attend the Council meeting once a year.
- e. The Journal of the Society may be shared on equal terms with other society/ies who have the same purpose. Under such circumstances the editorial boards should meet together annually.
- f. The publication committee is a joint committee with NASPGHAN. It includes the Past President, the President, the Executive Treasurer and the Editor of each organisation and is co-chaired by the two Past Presidents.

7. LANGUAGE AND LOCATION

The official language of the Society will be English at meetings and in correspondence. The seat of the Society is at Geneva, Switzerland.



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8. COUNCIL

The Council of the Society consists of the following persons:

1. President
2. General Secretary
3. Executive Treasurer
4. President Elect (non-voting)
5. Nine Council members including
 - a. the Gastroenterology Committee Chair
 - b. the Hepatology Committee Chair
 - c. the Nutrition Committee Chair
 - d. The Young ESPGHAN Committee - Committee for Trainees and Young Investigators Chair
 - e. The Allied Health Professionals Committee Chair
 - f. The Education Secretary
 - g. The Scientific Secretary
 - h. The International Affairs Representative
 - i. The organiser of the next Annual Meeting (non-voting)

An Executive Committee consists of the following persons:

1. President
2. General Secretary
3. Executive Treasurer
4. President Elect (by invitation)
5. Resident Director (by invitation)

The Executive Committee oversees the administration of the Society.

9. PRESIDENT

The President is elected for three years but will act as president-elect (non-voting) for one year prior to his/her term of his/her office and serve as a non-voting, advisory past-president for one year after his/her term of office. He/she will not be eligible for re-election as President after his/her term of office. He/she should be a full member and have previously served on Council, but he/she should not have served on Council for at least one year preceding the time of election. A candidate for the post of President may (with his/her written consent) be proposed in writing by any five members, who are not serving at that time in the Council, to the General Secretary, by the 7th of January prior to next the AGM. In the event that no candidate is proposed, the Council may then propose a candidate not less than three months before the AGM.

The President will be elected by an anonymous electronic ballot of all full ESPGHAN members in good standing and will be completed fifteen days prior to the Annual Meeting. Votes received after this time will be invalid. The election will be by a single transferable vote in the case of more than one candidate for the post of President. A simple majority of those that vote will be required. The result of the election will be announced at the Annual General Meeting.

10. PRESIDENT ELECT

The President-elect, in the absence of the President, shall preside at all meetings and shall perform such other duties as may be assigned to him/her by the president or the council.



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11. PAST PRESIDENT

The Past President is responsible for advising and assisting the President and President Elect on matters of importance to the Society and he/she also sits as chair on the Publication Committee.

12. GENERAL SECRETARY

The General Secretary is elected for three years. The General Secretary may be re-elected for one additional year only, after the first term of office of three years has been concluded. He/She should have previously served on Council. A candidate for the post of General Secretary may (with his/her written consent) be proposed in writing by any five members who are not serving at that time in the Council, to the General Secretary, by the 7th of January prior to the next AGM. In the event that no candidate is proposed, the council may then propose a candidate not less than three months before the AGM.

The General Secretary will be elected by an anonymous electronic ballot of all full ESPGHAN members in good standing which will be completed fifteen days prior to the AGM. Votes received after this time will be invalid. The election will be by a single transferable vote in the case of more than one candidate for the post of General Secretary and Executive Treasurer. A simple majority of those that vote will be required. The result of the election will be announced at the Annual General Meeting. The General Secretary will attend to the affairs of the Society and the Council and will keep minutes of all meetings.

Additionally the Council must appoint a local Geneva resident representative as Home Secretary of the registered office to represent ESPGHAN before the authorities of the hosting country. This representative must be a local resident throughout his/her mandate. His/her duties are to participate in conjunction with the General Secretary and the Treasurer in all legal, administrative and financial affairs of the Society. The appointment of this Secretary may be nominated by the Council and shall be approved by the General Assembly. This position will be held for three years, with possible renewal if convenient. However the mandate may be terminated earlier if necessary. The Secretary of the registered office may be invited to Council meetings if matters to be discussed are within his/her duties, but he/she will not have voting rights.

13. TREASURER

The Executive Treasurer is elected for three years and may be re-elected for another three year term. The Executive Treasurer may be re-elected for one additional year only, after the second term of office of three years has been concluded. He/she should have previously served on Council. A candidate for the post of Executive Treasurer may (with his/her written consent) be proposed in writing by any five members who are not serving at that time in the Council, to the General Secretary, by the 7th of January prior to the next AGM. In the event that no candidate is proposed, the council may then propose a candidate not less than three months before the AGM.

The Executive Treasurer will be elected by an anonymous electronic ballot of all full ESPGHAN members in good standing which will be completed fifteen days prior to the AGM. Votes received after this time will be invalid. The election will be by a single transferable vote in the case of more than one candidate for the post of Executive Treasurer. A simple majority of those that vote will be required. The result of the election will be announced at the AGM. The Treasurer will hold the funds of the Society and is responsible for all financial decisions in agreement with the General Secretary and the President. The Treasurer is the chair of the Finance & Investment Committee.

To represent ESPGHAN before the fiscal authorities at the country of registration, Council may appoint a local member as Home Treasurer, who will act in co-ordination with the Executive



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Treasurer for affairs related to tax and fiscal matters. The Home Treasurer, although appointed by Council, must be confirmed by the General Assembly. This position will last for three years but may be reappointed as considered appropriate for its purpose. The Home Treasurer may be invited to Council meetings when issues relevant for his/her function are being discussed.

14. RESIDENT DIRECTOR

The Resident Director will be elected by Council and will be responsible for ensuring the society can take effective administrative steps from within Switzerland and will be granted signatory authority. The Resident Director will form a part of the Executive Committee, upon invite, and will serve for a term of three years. Re-election by Council is possible for a further three-year term.

15. COUNCIL MEMBERS

The Council will have nine more members elected for periods of three years.

For details please refer to clause 8.

One seat *each* in the Council shall be reserved for a representative of the Gastroenterology, Hepatology and the Nutrition, the Young ESPGHAN and the Allied Health Professionals Committees. These individuals will be nominated by the respective committees—and his/her appointment to the council shall be approved by a majority vote of all full ESPGHAN members in good standing. Nominations need to be submitted until the 1st of February of the respective year.

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. In the event that 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.

16. ORGANISATION OF THE NEXT MEETING

Proposals for organising the annual scientific meeting should be made in writing, to the congress organising office and copied to the General Secretary by the 1st of November following a call for proposals for a specific year published by the society. A shortlist of potential destinations shall be given to the General Secretary by the 7th of January of the following year.

The decision and the appointment are made by a majority of the members present at the AGM. The organiser will be an additional Council member in the year before the meeting and until the end of the meeting which he/she conducted.

17. VOTING

Decisions in Council will require the support of a majority of those present. Decisions at the AGM will be by a simple majority of those present except in the following circumstances, where a two-thirds majority of those present will be required:



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1. Alteration of the Constitution
2. The decision to dissolve the Society (cf. article 20)
3. Consideration of continuation of membership according to article 4 (k)

Exclusion from membership will be voted by secret ballot at the AGM.

Election to ordinary membership of the Society as well as council positions will be by electronic voting of all full ESPGHAN members in good standing and will be by a simple 'Yes/No' vote for each member proposed. A two-thirds majority of the total electorate in favour is required to ensure membership is approved.

The quorum for a general meeting will be 30 full ESPGHAN members in good standing (excluding the Council) and the quorum for a Council meeting will be five members.

18. ANNUAL SCIENTIFIC MEETING

- a. The overall programme will be arranged by the organiser of the next meeting together with the Scientific Committee and in consultation with the Executive Council and the Council.
- b. An objective of the Society is to encourage the inclusion of recent and not necessarily completed research work at the annual scientific meeting.

19. ALTERATIONS TO THE CONSTITUTION

- a. 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.
- b. The General Secretary will notify all members of the proposed amendments by the 7th of January prior to the next AGM.
- c. Any member may submit written counter-proposals, to the General Secretary, no later than the 1st of February the same year.
- d. The General Secretary will then present all members with the final proposed updated constitution not less than one month before the next AGM.

20. DISSOLUTION OF THE SOCIETY

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.

In the event of dissolution of the organisation, official abolition or lapse of the charitable purpose of the organisation, the remaining assets after deduction of all the liabilities shall be used for charitable purposes. If possible and permissible, the funds shall support other organisations with the same or similar aims and goals as this organisation.

21. SWISS LAWS TO APPLY

The Society shall be governed by and construed in accordance with the laws of Switzerland. Any disputes arising under the terms of these Statutes that could not be solved on the basis of solutions



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proposed by an expert (to be chosen jointly by the parties in dispute) shall be conducted in the Courts of Geneva, Switzerland.