



ASSOCIATION FOR EUROPEAN PAEDIATRIC AND CONGENITAL CARDIOLOGY

# CONSTITUTION ASSOCIATION FOR EUROPEAN PAEDIATRIC AND CONGENITAL CARDIOLOGY (AEPC)

Approved 22 November 2020

## NAME AND SEAT

### Article 1

The international non-profit association shall bear the name “Association for European Paediatric and Congenital Cardiology”, abbreviated “AEPC”.

The association is established according to the Belgian Law “Wetboek van vennootschappen en verenigingen” dated March 23 2019, published on April 4 2019.

The full name as well as the abbreviation may be used separately.

The association has its seat at Herestraat 49, 3000 Leuven, Belgium.

## NON-PROFIT OBJECTIVE OF INTERNATIONAL UTILITY AND PURPOSE

### Article 2

The association shall pursue the following objectives, predominantly but not exclusively in Europe:

- to defend the interests of all European patients, doctors and care providers in the field of paediatric and congenital cardiology;
- promote knowledge of the normal and abnormal heart and the cardiovascular physiology during growth and development from foetus until adulthood;
- to assure a high level of professional practice in the field of paediatric congenital heart disease;

These goals, among others, can be achieved through:

- an annual meeting with a professional and scientific component;
- promoting and supporting collaboration between members to develop scientific research and professional development;
- to defend and promote the interests of paediatric and congenital cardiology in Europe;
- to promote communication and collaboration with other associations and (patient) organizations with similar interests throughout the world
- to use any means the association deems necessary.

It is important to:

- promote the availability and accessibility of drugs and medical tools;
- promote access to information on new and ongoing trials;
- stimulate research on new treatment strategies and drugs;
- exchange information and promote collaboration between European patient associations;

Activities to achieve these goals include, but are not limited to:



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- representation in relevant European associations;
- organization of symposia, workshops and other educational activities.
- provision of information through channels such as the website of the association;

The association can make contracts, acquire estates or financial obligations, loan or lease, pay salaries to staff and make any expenses required for the association to function.

The previous enumeration must be seen in the broadest sense, and is given as example but not to limit, such that the council can conduct all actions which contribute to achieving the goals.

The association shall not have as a main goal a commercial or industrial activity; it shall not provide financial or patrimonial advantages to its members.

## DURATION

### Article 3

The association has been entered into for an indefinite period of time. The association acquires corporate personality from the date of recognition by Royal Decree.

## MEMBERSHIP

### Article 4

The association shall have a minimum of two ordinary members; there is no limit on the maximum number of members. Members are by law ordinary members of the association.

Besides ordinary members, there can also be “junior” and “senior” and “honorary” members.

Membership to the Association is only open to individuals, not to associations.

Membership to the association is subject to the following formalities and conditions:

- a candidate-member submits an application form via the website of the association or via mail, fax or e-mail to the secretariat.
- the application forms are submitted to the council, who decides on the acceptance of a candidate as member of the association.

In addition, the association can appoint individuals as honorary members, whatever their nationality, who are entitled to take part in the association’s meetings with voting rights.

### Article 5

Membership is non-transferable.

### Article 6

1. Membership shall commence after the membership contribution has been paid and shall end following:
  - a. cancellation by the member;
  - b. cancellation by the association;
  - c. removal.
2. A member may cancel membership at the end of the financial year, provided this is done in writing and subject to a cancellation period of no less than four weeks. Immediate termination of the membership through cancellation is also possible:



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- a. if continuation of the membership cannot reasonably be required;
- b. within one month after a member learns of or has been informed of a decision under which the rights of the members are curtailed or their obligations are increased, unless it concerns a change of the financial rights and obligations;

If the cancellation has not taken place on time, the membership shall continue until the end of the following association year.

3. Cancellation of the membership by the association shall take place by the council, in writing and subject to a minimum cancellation period of four weeks.

Cancellation of the membership by the association shall take place particularly if a member has failed to pay the membership contribution within the period specified, but no sooner than one month after the member has been urged to pay, and furthermore in all cases in which the association cannot reasonably be required to continue the membership. If the cancellation is not made on time, the membership shall continue until the end of the following association year.

4. Removal from membership may only be pronounced when a member acts contrary to the constitution, regulations or decisions of the association, for example when the member harms the association unreasonably.

The removal shall take place by the council, who shall inform the member in question as soon as possible of its decision, stating its reasons. The party involved shall be authorized to appeal to the general meeting within one month after receiving the notification. During the appeal period and pending the appeal, the member is suspended.

The general meeting who must judge on the appeal, may only decide to remove a member by means of a decision for this purpose, taken with a majority of at least two thirds of the number of votes cast.

5. If the membership terminates during the course of an association year, the member shall nevertheless be required to pay the annual contribution for the entire year.

The council may suspend any member who acts contrary to the constitution, regulations or decisions of the association or who harms the association unreasonably, for a period to be determined by the council, but no more than six months.

An appeal to the general meeting against the suspension is possible. The stipulations of paragraph 4 relating to the "appeal" shall apply mutatis mutandis.

## FUNDS

### Article 7

1. The funds of the association shall comprise the annual contributions from members and income from services provided to the members and other income.
2. All members of the Association shall pay an annual fee, the amount is determined by the general meeting, as proposed by the council.  
Honorary- and senior members are exempt from the above obligatory contribution.
3. The council shall be responsible for drawing up the financial annual report and the budget for the association, both must be submitted to, discussed in and approved by the general meeting. As the occasion arises, the council shall also draw up an annual report to explain and justify the management.

## COUNCIL

### Article 8

1. The council shall comprise of at least four natural persons: a president, a secretary-general, a scientific secretary and a treasurer and furthermore any other official regarded as essential for the functioning of the association.



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2. The president, the secretary-general, the scientific secretary, the treasurer and the other members of the council shall be appointed by the general meeting of members.  
The positions of president, secretary-general, scientific secretary and treasurer may not be combined with other positions on the council.  
Also honorary members can be council members.  
The general meeting shall confirm, following the proposal from the council, the number of council members.
3. Stating reasons, council members may be suspended and dismissed by the general meeting at any time. The decision to suspend or dismiss a council member by the general meeting must be made by a majority of two-thirds of the votes cast.
4. If in the case of suspension of a council member, the general meeting fails to decide to dismiss within three months, the suspension shall be lifted. The suspended council member shall be given the opportunity to give account in the general meeting and may be represented or assisted by (legal) counsel in this.
5. Members of the council shall be appointed for a maximum period of five years. The term of president shall be three years and the term of the secretary-general, the scientific secretary and the treasurer shall be five years. A year in this regard is understood to be the period between two consecutive annual general meetings. A retired member of the council may be re-appointed immediately, but not in the same position.
6. Vacancies are filled as soon as possible. A council with vacant positions shall maintain its managing authority.

### Article 9

1. The council is convoked whenever the interest of the association requires it, by the president or two council members.  
The invitations are sent at least 7 days before the meeting to the council members by post, by fax or by e-mail containing the agenda. The meeting is held on the date, time and location specified in the invitation.
2. The council is charged with running the association and shall take all decisions necessary for the functioning of the association. The council is authorised to implement internal regulations. The most recent version of the internal regulations can be consulted on the website of the association. Council decisions shall be taken with a majority of all votes cast, taken in a council meeting in which a majority of all members of the council are present.  
In the event of a tie in votes, the president or his replacement shall decide.  
Council meetings are convened at least once every year. Minutes shall be prepared of all council meetings, which must be signed by the president (or replacement) following approval and then filed. Council meetings shall be chaired by the president, or in the absence, by the secretary-general.
3. Except for the stipulations of paragraph 4 of this article, the council shall be authorized to decide to enter into agreements to obtain, sell or encumber registered properties and to enter into agreements whereby the association commits itself as security or as joint and several debtor, to warrant performance by a third party or to commit itself as security for a third party debt, and to recruit staff. The council shall also be authorized to appoint external experts in order to support the realization of the association's objectives, provided the necessary budget has been approved by the general meeting of members.  
According to article 10:10 of the law book mentioned in article 1, the council can take decisions and actions which are considered to be daily business or an emergency situation.
4. The council requires the prior approval of the general meeting for decisions to enter into agreements, described in paragraph 3 above.  
Without aforesaid approval, the association cannot be legally represented in these legal actions.
5. All official documents which relate to the association shall be signed by the president or, the case being, by the secretary-general acting within his powers.
6. Council members are only liable for decisions, actions or conduct that are manifestly outside the margin in which normally cautious and careful council members, placed in the same circumstances,



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may reasonably disagree. Council members, members of any of the Association's appointed bodies and Executive staff shall incur no personal liability towards the society except in the case of gross negligence or failure within their duties.

### Article 10

1. The council represents the association.
2. The power of representation shall also fall to the president or the secretary-general together with the treasurer.
3. The council may give power of attorney to one or more members of the council as well as to others to represent the association within the limits of that power of attorney.

## THE GENERAL MEETING OF MEMBERS

### Article 11

The general meeting of members is to be held at a place to be further determined.

### Article 12

1. Provided they are not suspended, the following shall have access to the general meeting of members:
  - ordinary and junior members in good standing;
  - honorary- and senior members;
  - persons invited by the council.

All ordinary and junior members in good standing and honorary members have one vote. Senior members are not entitled to vote.

Powers of attorney are not allowed at the general meeting. Every member who is prevented from attending a general meeting may vote by sending their ballot prepared by the council by letter, telegram, fax or mail to the secretariat of the association. The council may require that the ballots should be deposited with the secretariat five full days before the meeting at the secretariat.

Invitees shall be introduced as such at the start of the meeting and shall be entitled to take part in the deliberations, but shall not have a voting right.

A suspended member shall have access to the meeting where the decision to suspend is treated, obviously without having voting rights, but shall be entitled to address the meeting about this matter.

2. The president determines the manner in which the votes in the general meeting are held.
3. Any decision for which no greater majority is prescribed by law or by this constitution shall be taken by a majority of the votes cast, in a meeting in which at least twenty five percent (25%) of all those entitled to vote are present. All members who have submitted a valid ballot in time are considered to be present. If the number of people entitled to vote attending the general meeting is not enough to take a valid decision, a new general meeting shall be convened to discuss the same subject. If the votes are equally divided over matters, the proposal shall be rejected. If the votes are equally divided over the election of people, the drawing of lots shall decide the issue. If no one person obtains an absolute majority in the election between more than two persons, a revote shall be held between the two persons with the most votes.

### Article 13

1. The general meetings shall be chaired by the president, or, in absence of the president, by a replacement appointed by the council; the secretary-general shall act as secretary-general.



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2. The decision pronounced by the president or its replacement at the general meeting that the meeting has come to a decision, shall be final. The same shall apply to the content of the decision taken, in so far as the vote regarded a proposal not recorded in writing.
3. The secretary-general or a person appointed by the president shall keep minutes of the issues dealt with at the general meeting. These minutes shall be approved at the same or in the next general meeting and shall be signed by the president and the secretary-general of that meeting as proof thereof.

### Article 14

1. The association's financial year shall run concurrent with the calendar year.  
Every year at least one general meeting shall be held within six months after the conclusion of the financial year. The meeting will take place on the third Friday of the month of June at 20.00 pm, at the seat of the association. At this general meeting of members the council shall present its annual report on the association's affairs.  
The council shall submit to the meeting for approval the annual accounts with an explanation, as well as the budget for the next twelve months. Accounting is performed in conjunction with article 3:47 from the law mentioned above. The annual accounts are submitted according the provisions article 2:9 paragraph 1 and 3:47 paragraph 7 of the above mentioned code. These documents are signed by the council members with signatory powers; if the signature of one or more of them is missing this shall be stated stating the reasons.
2. The audit of the association shall be entrusted to at least one statutory auditor, if the legal provisions require the appointment of an auditor or when the general assembly decides to appoint an auditor (article 3:47 6, law mentioned above).  
The statutory auditor shall be appointed by the general assembly for a period of three years. Their assignment ends immediately after the annual meeting of the year of its expiration.  
The remuneration of the auditor is determined by the general assembly, considering the audit standards of the Belgian Institute of Company Auditors (Instituut der Bedrijfsrevisoren). The remuneration is a fixed amount, which is established at the start for the entire period. It can be modified with the consent of all parties. Furthermore, the auditor can be entrusted with special or extraordinary assignments and be remunerated for it. In addition to this remuneration the auditor will receive no benefits whatsoever from the association.
3. The council shall provide the statutory auditor with all information required, if requested, show the cash and assets and grant perusal of the association's books and documents.

### Article 15

1. In addition to the general meeting referred to in the previous article, general meetings of members are convened by the council as often as it thinks desirable.
2. At the written request of at least one-third of the ordinary members, the council shall be obliged to convene a general meeting of members no later than four weeks after the request was submitted. If the request is not followed through by an invitation within fourteen days, the petitioners may themselves convene the general meeting. The petitioners may then charge people other than the members of the council with chairing the meeting and drawing up the minutes.
3. The convocation of the general meeting shall take place by written notification to those entitled to vote at last one month in advance.  
The convocation must be accompanied by the agenda, the list of issues to be dealt with and the documents relevant for these issues.  
Votes may only be held on the issues listed on the general meeting agenda.
4. The members can individually waive the terms and formalities of convocation.  
The general meeting may validly deliberate and decide when the above-mentioned terms and formalities of convocation were not observed, provided all members entitled to vote explicitly declare to waive these terms and formalities.  
Decision-making regarding issues not included in the agenda is not allowed, unless:



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all members entitled to vote are present at the meeting and agree unanimously to discuss the issue not included in the agenda; or at least half of the members entitled to vote are present and all members who are not present, have explicitly agreed in writing that the general meeting discusses issues not included in the agenda; and no council member opposes the decision-making regarding the issue not included in the agenda.

5. According to article 10:5 of the law mentioned in article 1, the general meeting of members has the exclusive power to:
  - appoint or dismiss of the auditor and decide their remuneration;
  - approve the annual accounts;
  - approve the budget.

## AMENDMENT TO THE CONSTITUTION

### Article 16

1. The constitution may only be amended by a decision of the general meeting, which is convened with the notification that the amendment of the constitution is to be proposed there.
2. Those who have convened the general meeting to discuss a proposal to amend the constitution must send the persons entitled to vote a copy of the proposal detailing verbatim the proposed amendment(s) at least two weeks before the day of the meeting.
3. The general meeting in which at least a twenty-five percent (25%) of voting members are present, can decide to amend the constitution by a majority of at least two-thirds of the number of votes cast. All members who have submitted a valid ballot in time are considered to be present.
4. The amendment(s) to the constitution shall become effective after they have been laid down in a private or notarial record. Each member of the council shall be entitled to request a copy of the deed of the amendment to the constitution passed.

The stipulations in paragraphs 1 and 2 of this article shall not apply if all of the persons entitled to vote are present or have cast their vote by ballot at the general meeting and the decision to amend the articles of association is taken unanimously.
5. The members of the council shall be obliged to deposit an authentic copy of the deed of the amendment to the constitution and a full consecutive text of the articles of association, as they read after the amendment, in the association's file at the registry of the court of commerce of the court district where the association is registered.

## DISSOLUTION and LIQUIDATION

### Article 17

1. The stipulations in article 16 shall apply mutatis mutandis to a decision by the general meeting to dissolve the association.
2. Together with the decision referred to in the previous paragraph, the general meeting shall determine the use of any credit, where possible in agreement with the association's objective.
3. The liquidation shall be undertaken by the council.
4. Following dissolution the association shall continue to exist where necessary to liquidate its assets. During the liquidation the stipulations of the constitution shall continue to apply as far as possible. In any documents and notifications sent out by the association its name must be accompanied by the words "in liquidation".
5. The association shall cease to exist when It or the liquidator(s) know of no more credit.
6. The books and documents of the association dissolved must be kept for a period of time, as prescribed by law, following the liquidation. They shall be kept by the person appointed as such by the liquidators.



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## **REGULATIONS**

### **Article 18**

- 1.** The council can adopt and change set of regulations in which issues are arranged for which the constitution does not provide or does not fully provide.
- 2.** Such regulations shall not contain any stipulations that are contrary to the law or this constitution.

### **Article 19**

This constitution shall exist in both the English and Dutch language. In the event of any differences in interpretation, the English text shall prevail.