

ESPR Constitution

Art. 1 Name and Location

The name of the society is European Society for Paediatric Research (ESPR), hereinafter referred to as the Society. The legal domicile of the Society is Satigny-Geneva, Switzerland. The ESPR may have operational offices anywhere in Europe.

Art. 2 Purpose

The Society is a not-for-profit organisation which aims to promote, develop and apply research and postgraduate training to improve newborn and child health in Europe. The Society will encourage collaboration between the various specialised fields of paediatrics, with the goal of maintaining paediatrics as a unified, scientifically-orientated discipline.

Art. 3 Active Members

Membership will be open to any professional who supports the aims of the Society and has given at least one scientific contribution (e.g. presentation or poster) to the annual Society meeting.

Art. 4 Affiliate members of the Society

Members of the Society for Paediatric Research (SPR) and of the Asian Society for Pediatric Research (ASPR) may apply for affiliate membership of the European Society for Paediatric Research.

Affiliate members are entitled to receive all the mailings from the ESPR. Affiliate Members have no vote in the business affairs of the ESPR and may not hold office. To cover postal and administrative expenses, Affiliate Members must pay an annual subscription.

Art. 5 Termination of membership

Membership will cease:

- a) if a member gives written notice of his intention to leave to the President three months before the end of the current year.

- b) if the membership fee is not paid by end of March of the current year, membership will stop. Members who were excluded because of non-payment of their fees will be reinstated after payment.

Members may be expelled from the Society if a proposal to do so is approved by at least three-quarters of the active members present at the annual business meeting. Such a proposal shall only be made if a member has seriously contravened the interests of the Society. The respective member must be informed by the President in writing of his or her expulsion.

Art. 6 General

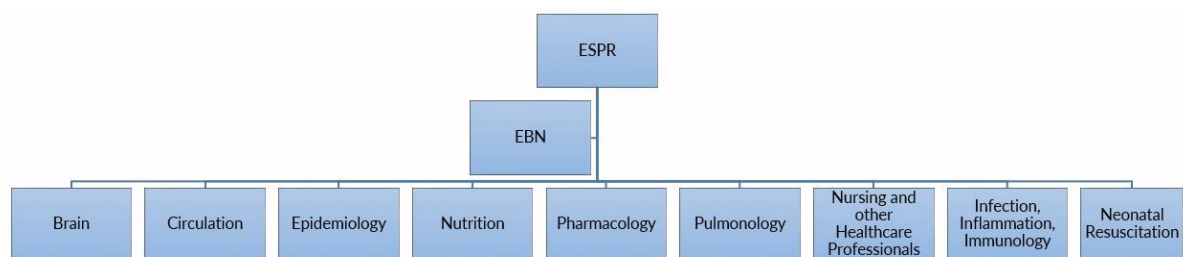
The executive organs of the Society shall be: a) the annual Business Meeting, b) the Council, c) the ESPR Executive Committee, d) the Sections.

Art. 7 The Executive Officers of the Society

The President, Vice-President, Treasurer and Chairperson of the European Board of Neonatology (EBN) will form the elected executive officers of the Society. The executive officers shall be responsible for the daily management of the Society, the supervision of employees of the Society and ensuring the smooth running of the Society as set out in this Constitution

Art. 8 The Sections

The Society shall have nine Sections and the European Board of Neonatology (EBN):



- a) European Board of Neonatology (EBN) (formerly European Society of Neonatology, ESN)
- b) Section of Brain and Development and Imaging
- c) Section of Nutrition, Metabolism and Gastroenterology
- d) Section of Circulation, Haematology and Oxygen transport
- e) Section of Epidemiology
- f) Section of Pulmonology

- g) Section of Paediatric and Neonatal Pharmacology
- h) Section of Nursing and other Healthcare Professionals
- i) Section of Infection, Inflammation and Immunology
- j) Section of Neonatal Resuscitation

The EBN shall consist of one country representative from each National Neonatal Society or Perinatal/Paediatric Society if no Neonatal Society exists from every UEMS member country.

The EBN shall have a Chairperson, an Education and Training Officer and a Policy and Neonatal Databases Officer, who will share tasks as required and attend Council.

The nine Sections will elect a Section Secretary and two or more members from their section membership to constitute the Section Council. The term is three years, and section council members can serve a maximum of two terms. Proposals shall be made by 1 May in the year of the election. At least one Section Council member should be a young researcher (that is an active member who is less than 40 years of age on taking up appointment). Each Section shall establish and agree Terms of Reference by a simple majority of those present at the Section Business meeting. The Section Secretary shall attend the council of the society.

The Sections and EBN are responsible inter alia for providing the Council with recommendations for the scientific programme of the annual meeting.

Art. 9 The Business Meeting

- a) The Annual Business Meeting is the highest authority of the Society. It will be called by the Council every year and held during the annual meeting – either in person or online. The Council must give notice of the Annual Business Meeting at least 90 days in advance.
- b) Extraordinary business meetings will be called by the Council at the request of the Council or at least one fifth of the Active Members.
- c) All Members of the Society shall have the right to participate at the Annual Business Meeting, but voting rights are restricted to Active Members. Representation is not possible.
- d) The Council shall decide the agenda for the Annual Business Meeting and shall send it out together with invitations to the meeting. The agenda of the Annual Business Meeting shall include at least the following items:
 - 1. Acceptance of the minutes of the previous Annual Business Meeting
 - 2. Report from the Council concerning the activities of the Society for the previous year. The report shall be put to vote.
 - 3. Report of the financial status of the Society. The financial report shall be put to vote.

4. Proposals from the Council
5. Proposals from Members
6. Approval of the budget and determination of membership fee for the next year
7. Election of the President, Vice-President and Treasurer

Written proposals for the agenda, submitted by Members at least 60 days before the Annual Business Meeting, must be included in the agenda. The Council will decide whether proposals received after this deadline will be included in the agenda. The agenda must be circulated to all Members at least two months before the annual business meeting.

- e) The President will take the Chair. If (s)he is unable to do so, a member of the Council, appointed by the Council, may stand in for him or her.
- f) A proposal concerning changes in the constitution or dissolution of the Society shall be approved only if at least three-quarters of the active members present at the annual business meeting vote in favour.
- g) In case of dissolution of the association, all remaining assets will be entirely attributed to a not-for-profit organisation with a mission aimed at interests of the general public, in keeping with the objectives of the ESPR, with tax-exempt status. The assets may in no manner be returned to the founders or members, or be used partially or totally, for their benefit in one way or another.

Art. 10 The Council and Standing Committees

The Council of the Society shall consist of:

1. The President
2. The Vice-President
3. The Treasurer
4. The Chairperson of the EBN
5. The elected EBN officers
6. Secretaries of the nine remaining Sections
7. The Editor-in-Chief or the Associate Editor-in-Chief of 'Pediatric Research'
8. The President-Elect for 12 months prior to taking up the post of President
9. The local organiser of the annual meeting the following year (observer status only, no voting rights)

The role of the Council

- a) The Council is competent to pass resolutions if there are at least six members present (quorum). Decisions of the Council will be made by simple majority of the votes cast. When the votes are evenly divided, the President will have an additional casting vote. Decisions

by e-voting are allowed, a simple majority of votes being required; the President will have an additional casting vote when such votes are evenly divided.

- b) The Council controls the right of signature of its members. It handles all affairs of the Society except those which are the prerogative of the Annual Business Meeting.

Standing Committees

The ESPR shall also appoint two standing committees:

- a) **Research Grant Committee:** This shall comprise four members including the Treasurer. Members will be nominated by the Council for a period of three years, with a maximum tenure of two terms. The Research Grant Committee will oversee the administration of applications to and awards made under the ESPR Research Grant Programme. The Research Grant Committee will undertake a strategic evaluation of the Programme every three years, or more frequently as necessary, and report to the Executive Council.
- b) **Mentoring Programme Committee:** This shall comprise three active members of the Society who will be nominated by the Council and who will hold the post for three years, with a maximum tenure of two terms. The Mentoring Programme Committee will oversee the call for applications to the Programme, rate submissions and match mentors and mentees.

Art. 11 Appointment of Officers of the Society

1. The President, Vice-President and Treasurer of the Council, and the Chairman of the European Board of Neonatology (EBN) (the Executive Council) and the two EBN Officers will be elected by a simple majority of the votes cast by members of the Society at the Business Meeting. Only active members may vote.
2. Only active members can be elected to the Council and the EBN. The members of the Executive Council must be of different nationalities.
3. The Members of the Council and the EBN are elected for three years and can be re-elected for the same or another function.
4. Membership of the Council cannot exceed six consecutive years or seven years including one year as President-Elect, except for the Treasurer, who may serve for three three-year terms, for a total of 9 years.
5. In the year before the third year of the current President's last term in office, a President-Elect shall be elected. He or she will serve for 1 year in that capacity, before automatically assuming the role of President, for the first three-year term.
6. The members of the Executive Council shall be nominated by a Committee which will be in charge of nominating candidates for the positions on the Executive Council and the EBN. The Nominating Committee will be appointed by the Council for a maximum of two three-year terms and shall consist of four to six members:

- three former Council-Members;
 - three active ESPR members.
7. The Nominating Committee will aim to identify and approach qualified persons to produce an Executive Council and EBN which are balanced, including members from different paediatric subspecialties, types of research (basic, clinical) and nationalities. The Committee will ascertain the willingness of each nominee to serve on the Executive Committee and/or EBN and will review his or her qualifications.
 8. No later than May 1st of the year the election takes place, the Nomination Committee will propose a slate of candidates for election to the Executive Council. Only candidates approved by the Committee can be proposed for an election by the Business Meeting.
 9. The remaining members of Council are section secretaries, elected by their relevant Sections (Art. 8). An executive officer cannot be a section secretary at the same time. The limitations to time of service are calculated separately.

Art. 12 Financial affairs

The Treasurer is responsible for filing the annual financial report to the Swiss tax authorities under Swiss regulations

Art. 13 Membership fee, liability, property of the Society

- a) Members shall pay an annual subscription fee at a rate approved by the Annual Business Meeting for the following year.
- b) Membership fees shall fall due at the end of November for the following year.
- c) Members shall have no rights to the property of the Society. Resigning or expelled Members shall have no rights to the capital of the Society.
- d) In the case of the death of a Member, including a resigned or expelled Member, his or her heirs shall have no right to the capital or property of the Society.
- e) Neither membership fees once paid nor other services performed for the Society can be reimbursed.
- f) Financial obligations of the Society are covered exclusively by the property of the Society. Members or the administrative organs of the Society shall assume no personal liability in relation to the finances of the Society.

Art. 14 Annual meeting

- a) The location of forthcoming meetings will be decided by the Council up to six years in advance based on written offers from members of the Society.

- b) The annual meeting shall include a post-graduate training programme and a scientific programme.
- c) The planning of the post-graduate training programme is the responsibility of the Council. The Council may delegate the planning to a working group.
- d) The post-graduate training programme and the scientific programme shall be approved by the Council. In order to obtain a link between training and research, the Council shall ensure that subjects in the post-graduate training programme will also be covered by the scientific programme. The Council may invite guests on behalf of the Society.
- e) The Council may arrange joined meetings with other scientific or educational societies.
- f) Papers for presentation at the scientific meeting may be offered by Members and guests.
- g) Abstracts of papers which are offered for presentation at the scientific meeting shall be submitted to the local organising committee between dates set by the Council.
- h) The abstracts must conform to a format set by the local organising committee.
- i) The Council shall decide which abstracts submitted are accepted for presentation, on the basis of merit and interest.
- j) The official language at all meetings of the Society shall be English.

Art. 15 The International Pediatric Research Foundation (IPRF)

The IPRF is a non-profit organisation created to ensure the financial and editorial governance of Pediatric Research, a scientific journal co-owned by the American Pediatric Society (APS), the Society for Pediatric Research (SPR) and the European Society for Paediatric Research (ESPR).

The IPRF Board of Trustees consists of 8 representatives, of which 4 are from the ESPR. It is the ESPR Executive Council that nominates ESPR IPRF trustees, which should either constitute past Executive Council Members or active Council Members. The powers and terms of the Trustees are set out in the By-Laws of the International Paediatric Research Foundation Inc (ratified April 25th 2019) available upon request.

This constitution incorporates the amendments passed at the annual Business Meetings held in 1987, 1988, 1989, 1991, 1996, 2001, 2004, 2008, 2010, 2016, 2018, 2020 and 2021.