

STATUTES OF THE EUROPEAN SOCIETY OF CONTRACEPTION AND REPRODUCTIVE HEALTH

Ratified by the General Assembly in Prague, 2 May 2008

Article I

In accordance with the French law of 1st July 1901 and the decree of 16th August 1901, an association called EUROPEAN SOCIETY OF CONTRACEPTION AND REPRODUCTIVE HEALTH was founded. The abbreviated title is ESC.

Article II

The aims of this Society are:

1. To improve and facilitate knowledge and use of contraception and reproductive health care in the countries of Europe.
2. To promote the harmonisation of different policies concerning contraception and reproductive health care in the countries of Europe.
3. To promote availability of all methods of contraception in the countries of Europe.
4. To carry out epidemiological and sociological studies and other types of research on contraception and reproductive health care in the countries of Europe.
5. To encourage relations between the European Society of Contraception and reproductive Health and other appropriate organisations in Europe and throughout the world.
6. To share knowledge and experience of contraception with countries outside Europe.

Article III

The registered office is established at:

**Centre de Régulation des Naissances
Hôpital Saint-Louis
1. Avenue Claude Vellefaux
75475 Paris CEDEX 10**

Besides the official seat in France, the Society has an office in Belgium at:

ESC Central Office
Opalfeneweg 3
B-1740 Ternat
Belgium

The Board of directors is entitled to change the address of the seat in Belgium.

It can be transferred by a decision of the Board of Directors. This decision must be ratified by the General Assembly.

The society will be validly represented in lawsuits, either as plaintiff or defendant, by the Board of directors, which will be represented by the President or the Vice-President or other representatives (nominated by the Board).

Article IV

1. Members of the Society can be all professionals, doctors and non-doctors, effectively working within the field of contraception and reproductive and sexual health and who have paid their yearly subscription.
2. A professional wishing to become a member of the Society, must be proposed by an ordinary or honorary member to the Secretary General of the EC, who is entitled to assess that the conditions (as said previously) are met.
3. The right and duties of ordinary and honorary members will be defined in the Rules of Procedure of the Society.
4. The affiliation of other organisation is possible. The rights and duties of these organisations will be defined in the Rules of Procedure of Society.

Article V

Persons who have rendered exceptional services that are brought to the attention of the Association may be elected honorary members. They are exempt from membership fees. Honorary members are confirmed by the Board after being proposed by the Executive Committee.

Article VI

Membership ends:

- when the conditions set out in Article IV 1. cease to be fulfilled.
- by resignation.
- by death.
- by being struck off the Society register by the General Assembly following a proposal by the Executive Committee due to a serious fault. The party involved will have previously been asked by registered letter to appear before the Executive Committee to explain him/herself.

The conditions related to members being automatically struck off the register for non-payment of annual membership fee are set out in the Rules of Procedure.

Article VII

The resources of the Association comprise:

1. The sum of the membership fees.
2. Registration fees for the activities of the ESC.
3. Subsidies, gifts and legacies given to the Society.
4. Revenue from sale of publications and other works of the ESC.
5. Any profits made from activities organised by ESC including congresses and seminars

Article VIII

Each country may have representation on the Board Directors, if there are ordinary members from that country.

The minimum number of paid up members required to enable the first and second representative to be elected is detailed in the Rules of Procedure. No country may have more than two elected representatives.

Simple majority elects these members for four years at the General Assembly. The members of the Board of Directors choose from amongst its members, by secret ballot, by simple majority, a working body called the "Executive Committee" composed of:

- a President
- a Vice President
- a Secretary General
- an Assistant Secretary
- a Treasurer
- an Assistant Treasurer

The Executive Committee may co-opt members to serve on the Committee when their contribution will play a vital role in the running of the Society or where an Executive Committee member can no longer carry out their role. This co-option will be ratified at the next Board meeting.

Members of the Executive Committee stand for re-election at each General Assembly. No one person may be elected to the same post for more than three terms consecutively, (i.e. 6 years).

The Executive Committee is empowered to replace temporarily members of the Board of Directors who have ceased their functions under the conditions set out in the Rules of Procedure. Their permanent replacement will take place during the next General Assembly. The mandates of members elected under these circumstances will last as long as the original mandate of the member they replaced.

Article IX

The Board of Directors shall meet at least once every two years, on the occasion of the General Assembly, by invitation of the President, or at the request of a quarter of its members.

Simple majority shall take decisions in the event of a tie the President will have a casting vote. The quorum is 25%.

Any member of the Board of Directors who, without permission from the Executive Committee, or any justification, has not attended two consecutive meetings will be considered as having resigned.

Article X

1. The ordinary General Assembly is composed of all the ordinary and honorary members of the Society. The ordinary General Assembly will take place every two years, usually during the ESC Biennial Congress.
2. An extraordinary General Assembly may be convened within the two year period by the Board of Directors decided by a simple majority.
3. At least two months before the date fixed for the General Assembly the Secretary-General shall send an invitation to the members of the Society by letter, fax or other written means. All items that members wish to put on the agenda will be sent to the Secretary-General no less than one month prior to the date of the General Assembly. The final agenda will be sent out two weeks before the General Assembly.

4. The President assisted by the members of the Executive Committee will preside over the General Assembly and give an account of the state of affairs of the Society.
5. The Treasurer will report on the management of the funds and submit a written statement of accounts for the approval of the Assembly.
6. The written statement of accounts will be reviewed and countersigned as a true and fair view of accounts every two years by two members of the Society from separate countries who are not on the Board. In the first instance the Executive Committee will appoint the two signatories, but in the future the General Assembly will vote on these nominations by simple majority. At least four nominations will be proposed by the Board members for each ordinary General Assembly.
7. After having covered all the items on the agenda the new members of the Board of Directors are elected. Board Members can only be elected by ordinary members of the ESC, nationals of the same country as the Board Member concerned. (See Article VII).
8. Only items appearing on the agenda or added at the initiative of the President are to be discussed during the General Assembly.

Article XI

1. In order that the proceedings of the General Assembly be valid a minimum number of ordinary members must be present. The quorum is fixed at 8% of the ordinary members of the Society. It must be maintained not only at the opening of the meeting but throughout its entirety. If half an hour after the hour fixed for the beginning of the General Assembly, or if as a result of the departure of a member during the session, the quorum is no longer reached, the session will have to be adjourned.
2. For elections to the Board and Executive Committee, a secret ballot will be held. If and unopposed candidate wishes, they can have a show of hands for their election. A show of hands is used for all other elections. However, at the request of a majority of ordinary members of the General Assembly, any vote can be taken by secret ballot. To be elected for the EC one has to be a Board Member first for at least one period of two years.
3. Every ordinary and honorary member is entitled to one vote. He/She can also dispose of a proxy vote (one per attending member only).
4. The ordinary General Assembly takes its decisions by simple majority. The extraordinary General Assembly decides on a majority of two thirds.

Article XII

If necessary, upon request of one half plus one of the registered members, the President can convene and extraordinary General Assembly following the procedures set out in Articles X and XI.

Article XIII

The Statutes can only be changed by voting at the General Assembly. Where necessary the Executive Committee will prepare the proposed changes, discuss and if approved at a Board of Directors meeting present them to the General Assembly for ratification.

The Rules of Procedure are established by the Executive Committee which then submits them to the Board of Directors for discussion and approval prior to presentation at the General Assembly.

The Rules of Procedure are intended to settle various issues not foreseen by the Statutes, notably those relating to the internal functions of the Society.

Article XIV

The dissolution of the Society can be pronounced by not less than three quarters of the members present at either an ordinary or extraordinary General Assembly to conform with the Law of 1st July 1901 and the decree of 16th August 1901 (French Law).

In the case of dissolution, the possible assets of the ESC will be allocated by the retiring Executive Committee to an association with similar charitable aims as ESC.