



European Society of Contraception and Reproductive Health

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STATUTES

For ratification by GA in The Hague, May 2010

Introduction to ESC Members

The Board of Directors at its meeting in Belgrade in September 2009 agreed changes to the way appointments are made to the Board and to the other ESC committees and groups. The proposed change to the appointment of Board members requires ratification by the General Assembly.

The aim of the changes is to ensure that all members have an opportunity to vote for their country's representative, rather than just those attending the General Assembly. The Board felt that it was not appropriate that a candidate could nominate themselves or be nominated at the time of the congress within hours of voting when the members may not have had the chance to find out about the candidate.

The decision on how many representatives a country may have on the Board is based on the number of paid up members on the day of the General Assembly. This has not been an ideal situation.

The proposal that the Board wishes you to ratify is as follows:

1. The number of representatives a country may have on the Board will be based on the number of paid-up members as of 31 December of the year preceding the congress. This is better timing as member numbers are maximal at the end of the year.
2. Countries will be advised of the number of representatives and any vacancies in January.
3. Candidates will be asked to complete a short application form (as shown below). This will be made available to the appropriate country's members.
4. The closing date for applications is March.
5. In April the countries vote for their representatives either via web based voting or email or letter if web based is not possible in that country. The ESC has developed a new web site which allows safe and secure web based voting.
6. To be eligible to stand as a candidate and to vote, members must have paid their annual subscription.
7. There will be no need for proxy votes, which have been difficult to manage in the past.
8. Voting will be by simple majority (the person with the most votes wins). Even if there is only one candidate, the country will be asked to vote.
9. The successful candidates are announced on the web site and made aware that they should attend the next Board meeting at the congress.
10. This means that members wishing to stand for other ESC committees eg Executive Committee (EC) or Internal Scientific Committee (ISC) know in advance of the congress Board meeting whether or not they are an elected Board member and therefore eligible to join one of the committees. They can then submit their application forms which can be reviewed by the new Board members in advance of the Board meeting when elections will be held.

Article I Name of the Society

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 Aims of the Society

The aims of this Society are:

1. To improve and facilitate knowledge and use of contraception, abortion, sexually transmitted infections 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

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 Membership

1. Members of the Society are professionals, both doctors and non-doctors, working within the field of contraception and reproductive and sexual health and who have paid their yearly subscription.
2. The right and duties of ordinary and honorary members will be defined in the Rules of the Society and the Policies and Procedures document.
3. The affiliation of other organisation is possible. The rights and duties of these organisations will be defined in the Rules of the Society.
4. 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.

Article V The resources

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 VI The Board of Directors

1. Each European country may have representation on the Board of Directors, if there are ordinary members from that country.
2. 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.
3. The minimum number of paid up members required to enable the first and second representative to be elected is detailed in the Rules. No country may have more than two elected representatives.
4. Board Members can only be elected by ordinary members of the ESC, nationals of the same country as the Board Member concerned.
5. Candidates standing for election to the Board and voters must be fully paid-up members of the society.
6. Simple majority with a secret ballot elects these Board members for four years.
7. Terms of reference, election process and duties and responsibilities of Board members are included in the Rules as is a definition of simple majority voting.
8. The quorum is 25% ie a quarter of the Board of Directors must be present for the meeting to be valid.
9. The methods of voting used at Board of Director meetings are described in the Rules.
10. 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 VII The Executive Committee

1. The members of the Board of Directors elect from amongst its members, by secret ballot and by absolute 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

Additional posts may be created as agreed by the Board

2. The mechanism for voting is included in the Rules.
3. To be elected for the EC one has to be a Board Member first for at least one period of two years.
4. 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.
5. Members of the Executive Committee stand for re-election every 2 years. No one person may be elected to the same post for more than three terms consecutively, (i.e. 6 years).
6. Terms of reference are included in the Rules.
7. 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. Their permanent replacement will take place at a Board meeting. The mandates of members elected under these circumstances will last as long as the original mandate of the member they replaced.

Article VIII General Assembly

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 by the President within the two year period by the Board of Directors decided by a simple majority or, if necessary, upon request of one half plus one (absolute majority) of the registered members.
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 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. 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.
5. 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.
6. The Treasurer will report on the management of the funds and submit a written statement of accounts for the approval of the Assembly.

7. 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 Board members. The EC may ask for 2 further nominations to act as reserves, should the initial 2 members not be able to undertake the task. The time frame and process for this task is included in the Rules.
8. Only items appearing on the agenda or added at the initiative of the President are to be discussed during the General Assembly.
9. If necessary, upon request of one half plus one of the registered members, the President can convene an extraordinary General Assembly

Article IX Changes to Statutes, Rules, Policies and Procedures

1. 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.
2. The Rules 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 are intended to settle various issues not foreseen by the Statutes, notably those relating to the internal functions of the Society.
3. Policies & Procedures list the processes required in running the society ie election of committee members. These can be amended by the Executive Committee and the Board is kept informed.

Article X Dissolution of the Society

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.