



European Association of Paediatric and Adolescent Gynaecology, Statutes

ARTICLES OF ASSOCIATION:

Definitions.

Article 1

In these articles of association, the following definitions apply:

1. Voting delegates, the delegates elected by and from among the members of a national society or national group for the General Assembly referred to in Article 2:39 of the Dutch Civil Code and in Article 10, paragraph 1 of these Articles of this Association, who are entitled to vote in the General Assembly, which is apparent from Article 12, paragraph 6 of these Articles of the Association;
2. EURAPAG board, the body referred to in Section 2:44 of the Dutch Civil Code and Sections 8(1) and 11(1) of these Articles of Association, namely the board of the association;
3. director, the officer appointed by the board, as referred to in Article 20 of these articles of association;
4. annual accounts, balance sheet and statement of income and expenditure with the notes of the association;
5. electronically, a readable and reproducible message sent electronically with the consent of the person with whom communication is made, respectively to the association to the address that has been made known by that person or by the association for this purpose;
6. members, both the ordinary members referred to in Article 4 paragraph 2 of these Articles of Association and the honorary members referred to in Article 4 paragraph 3 of these Articles of Association, insofar as no further distinction is made under or pursuant to these Articles of Association or the contrary from the sentence appears;
7. General Assembly, the body referred to in Article 2:40 of the Dutch Civil Code and in Article 10, paragraph 1 of these articles of association, i.e., the general meeting of the association consisting of delegates, as referred to in Article 2:39 of the Dutch Civil Code;
8. membership, both the membership of the ordinary members, referred to in Article 4 paragraph 2 of these articles of association, and of the honorary members, referred to in Article 4 paragraph 3 of these articles of association, insofar as no further distinction is made under or pursuant to these articles of association or the contrary is apparent from the context;
9. conflict of interest, a direct or indirect personal interest that conflicts with the interest of the association and the organization associated with the association;
10. association, the association with full legal capacity as referred to in article 2 paragraph 1 of these articles of association.

Name, seat and date of incorporation.

Article 2

1. The association is called: European Association of Paediatric and Adolescent Gynaecology, EURAPAG.
2. The association has its seat in Zaanstad, the Netherlands, and the official language of the association is British English.
3. Official information of the association can be found at: www.eurapag.com.
4. EURAPAG, European Association of Paediatric and Adolescent Gynaecology, hereinafter referred to as the association, is a voluntary, non-governmental, non-profit organization of national societies

of paediatric and adolescent gynaecology of all European countries (regardless of EU membership), neighbouring countries, who share the same norms and values of EURAPAG or of individual doctors specialized in gynaecology and obstetrics and/or paediatrics of these countries, in which the national paediatric and adolescent gynaecology does not exist, and the purpose of the association as defined in Article 3 of this adhering to statutes. The association also supports honorary members according to Article 5 of the association.

5. The association has been entered into for an indefinite period of time.

Purpose.

Article 3

1. The purpose of the association is:

- a. supporting education and research within the paediatric and adolescent gynaecology, with an emphasis on applying new knowledge in practice, to promote health, quality of life and future female reproductive health;
- b. promoting cooperation between gynaecologists and paediatricians in European countries in the field of paediatric and adolescent gynaecology;
- c. improving awareness and knowledge in paediatric and adolescent gynaecology;
- d. supporting dissemination of experience in paediatric and adolescent gynaecology;
- e. supporting research in paediatric and adolescent gynaecology;
- f. supporting, harmonizing and disseminating post-graduate and post-specialization training in paediatric and adolescent gynaecology;
- g. collaborating with other international organizations within paediatric and adolescent gynaecology;
- h. harmonizing health care to provide good guidance in diagnose and enable treatments within Europe for paediatric and adolescent gynaecology;
- i. all that is related to the foregoing in the broadest sense or may be conducive to this

2. The association endeavours to achieve this goal, either independently or in collaboration with others, also to be reached by:

- a. supporting gynaecologists and paediatricians, and others specialists working within paediatric and adolescent gynaecology and applying for the title of European Fellow in PAG (paediatric and adolescent gynaecology) or international Fellow in PAG (IFEPAG or FIGIJ);
- b. promoting recognition of EURAPAG and IFEPAG Fellows in their ability to teach paediatric and adolescent gynaecology within Europe as carry out subspecialisation;
- c. supporting training institutes in the broadest sense of the word for paediatric and adolescent gynaecology to apply for accreditation for the Post-Specialty Training curriculum in and the IFEPAG programme;
- d. supporting national and international conferences in paediatric and adolescent gynaecology;
- e. organizing European conferences in paediatric and adolescent gynaecology at least every three (3) years, always in a year other than in which the World Congress of Paediatric and Adolescent Gynaecology is organized;
- f. maintaining and developing a partnership with all associations relevant to paediatric and adolescent gynaecology.

4. The association is not for profit.

Members and Membership.

Article 4

1. The association has ordinary and honorary members. Wherever these Articles of Association or regulations adopted or resolutions passed by virtue of these Articles of Association make mention of a member or members, this shall include both ordinary and honorary members, unless expressly provided otherwise or evidently intended.

2. Ordinary member of the association may be:

I. A national association of paediatric and adolescent gynaecology from each European country or neighbouring area. In case of interest in membership of several national associations or Concept groups from one country, the association or group with the largest number of participants will be accepted as a member of EURAPAG.

II. Gynaecologists or paediatricians with an interest in paediatric and adolescent gynaecology from a country, in which the national society is not yet a member of EURAPAG or where such a society does not yet exist. If there are more than five (5) individual members in one country, they should form a national group; and

III. who have been admitted to ordinary membership of the association by the board or the General Assembly, in accordance with the provisions of these articles of association; or

IV. to whom in an individual case exemption from one or more of the requirements described in subparagraphs I to III for ordinary membership of the association has been granted by the board, which exemption may be subject to further conditions and who have been admitted to ordinary membership of the Association by the Board or the General Assembly in accordance with the provisions of these Articles of Association. To apply for membership of the association, a written request must be sent to the board of the association. The written request must contain information regarding the applicant's activities and further development of paediatric and adolescent gynaecology and at the same time, the application must also contain a statement that the applicant agrees to the Statutes of the Association.

The board decides on the admission of a new member and the secretary-general will inform the new member in writing. Membership starts on the day that the first payment for membership is received on the account of the association.

3. Honorary members can only be specialists who have made an outstanding contribution to the development of paediatric and adolescent gynaecology. The appointment is proposed by the board of the association and approved by the General Assembly.

Honorary members are as such exempt from paying an annual contribution. The honorary membership ends:

a. by thanking the honorary member, in writing or by electronic means must be removed from the board;

b. by the death of the honorary member;

c. by a decision to that effect by the board; the person concerned is as soon as possible in writing of the decision, stating the reasons asked.

4. Honorary membership is personal and therefore not subject to transfer or transition.

5. The Board shall keep a membership register in which the names and addresses of all members are recorded. Upon request each member may receive an extract therefrom relating to his membership.

The board shall ensure that the membership register is kept in such a manner that the composition of the association can be known from it at any time. Each member shall be obliged to notify the association in writing or electronically of its address and any changes thereto without delay.

With a view to quick and easy accessibility of the members, it is desirable to give notice of other means of communication as well, such as e-mail address and telephone number.

6. Donors are those who have been admitted as such by the board and who are either a researcher and/or specialist interested in paediatric and adolescent gynaecology, or as an organization (industry, research and development institutes) interested in this area of interest. The board is authorized to terminate the donorship by written notice of termination. Donors are obliged to make an annual financial contribution to the association, the minimum amount of which is determined by the General Assembly.

Membership and Admission.

Article 5

1. The application for membership of the association must be made in writing or electronically to the board.

2. The applicant will have to demonstrate to the satisfaction of the board that the applicant meets the requirements for membership of the association. The board may reject the application if it cannot reasonably be expected of the association to grant membership.
3. The board decides on the admission of a member within three months of the application and communicates its decision to the applicant in writing or electronically.
4. In the event of a negative decision by the board on an application for admission to membership of the association, including the refusal of an exemption, the General Assembly can still decide to admit it.

Suspension.

Article 6

1. The board is authorized to suspend a member if the member repeatedly violates acts with its membership obligations or has seriously harmed the interest of the association through actions or conduct.
2. During the period that a member is suspended, the rights attached to the membership cannot be exercised.
3. The board will not suspend a member until the board has heard the person concerned after duly summoning him to do so.
4. The board is obliged to report the suspension of a member to the General Assembly, at the next meeting of the General Assembly.
5. Further provisions regarding the (cancellation of the) suspension of members are in the by-laws.

End of membership.

Article 7

1. Membership ends:
 - a. due to the death of the member;
 - b. by cancellation by the member;
 - c. by cancellation by the national association or national group;
 - d. by dismay.
2. Termination by the member must take place in writing or electronically at the latest four weeks before the end of the financial year. If continuation of the membership cannot reasonably be expected of the member, the cancellation can take place at any time with immediate effect. Furthermore, the member can cancel the membership with immediate effect within one month after the member has been notified of a decision to convert the association into another legal form, to merge or to split. The right to terminate with immediate effect by the member does not exist in the event of a change in financial rights and obligations.
3. Termination by the EURAPAG association must take place in writing or electronically at the latest four weeks before the end of the financial year. The association may terminate membership when a member (national society, national group or individual member) has ceased to meet the membership requirements set out in the articles of association, as well as when the association cannot reasonably be required to continue membership. If continuation of the membership cannot reasonably be expected of the EURAPAG association, the cancellation can take place at any time with immediate effect, which in any case applies when:
 - a. the member fails to fulfil his (financial) obligations towards the EURAPAG association;
 - b. the member no longer meets the requirements set for membership;
 - c. the member acts contrary to the articles of association, regulations or decisions of the association;
 - d. the member unreasonably prejudices the association. Termination by the association is effected by the board. The member concerned shall be informed of the decision in writing as soon as possible, stating the reasons.
4. A cancellation in violation of the provisions of the previous paragraphs will terminate the membership at the earliest permitted time following the date on which cancellation was made.

5. Expulsion can only be pronounced by the board if a member acts contrary to the articles of association, regulations or decisions of the association, or unfairly prejudices the association. The member concerned shall be notified of the decision in writing as soon as possible, stating the reasons.

6. From a decision to terminate membership by the association on the grounds that a member does not fulfil his obligations towards the association, and that the association cannot reasonably be expected to cancel the membership and of a decision of the board for expulsion, the person concerned may appeal to the Members' Council within one month of receipt of the notification of the decision. To this end, he will be notified of the decision in writing as soon as possible, stating the reasons. During the appeal period and pending the appeal, the member is suspended, on the understanding that the suspended member has the right to defend himself at the meeting of the Members' Council at which the appeal is heard.

7. Termination of membership and expulsion from membership without prior suspension as referred to in Article 6 is possible.

Annual Contributions and Commitments.

Article 8

1. The ordinary members are obliged to pay an annual contribution, of which the amount will be determined by the General Assembly. For this purpose, they may be divided into categories, which pay a different contribution.

2. The Board is authorised to grant full or partial exemption from the obligation to pay a contribution in special cases.

3. If membership ends in the course of a financial year, the entire annual contribution shall nevertheless remain due.

4. The Board shall be authorised, subject to the approval of the General Assembly, to attach obligations to membership.

Members' rights and obligations.

Article 9

1. Each member of the association has the right, among other things:

a. to participate in the election of the voting delegates;

b. to stand for election as a voting delegate, with observance of the relevant provisions in the by-laws;

c. to stand as a candidate for election as a board member of the association, with due observance of the relevant provisions in the articles of association and the regulations of the association;

d. to participate in association activities;

e. to use the services, advice and assistance of (all bodies of) the association, possibly against reimbursement of costs, on further conditions to be determined by or on behalf of the board;

f. to attend the meetings of the General Assembly, with due observance of the determined in this regard by or pursuant to these articles of association.

2. Each member of the association has in any case the duty:

a. to pay an annual contribution, as far as the ordinary members are concerned;

b. to adhere to the provisions of the statutes and regulations of the association and to the legally valid decisions of the organs of the association and to make all statements required for compliance with those provisions and decisions;

c. to represent the interests of the association to the best of its ability;

d. the obligations that the association enters into on behalf of its members or that arising out of membership, to accept and comply with.

3. For the rest, the association can only make obligations to the members be imposed with the prior consent of the General Assembly.

General Assembly: powers, composition and election of delegates.

Article 10

1. The General assembly is the general meeting of the association, which delegates are elected in accordance with the provisions of this article and the bylaws. Join the General Assembly in grants the association all powers that are not assigned by law or the articles of association other organs are assigned.

2. The General Assembly has, among other things, the following powers:

- a. approving the three-yearly updated strategic three-year plan of the association and the annual plan of the association derived therefrom;
- b. approving the budget of the association, which is based on the documents referred to under a.;
- c. determining the amount of the annual contribution;
- d. approving the annual accounts and the past financial year policy pursued;
- e. granting discharge to the board members for their conduct policy;
- f. the appointment, suspension and dismissal of board members.

3. The voting delegates are elected by the members from among themselves; in this election all members who are not suspended may participate directly or indirectly. Only an adult natural person can be elected as a delegate. The position of voting delegate is in any case incompatible with the position of EURAPAG board member.

4. a. The General Assembly is composed of the representatives of national associations, national groups and individual members. Each voting delegate has one vote. Each of the at least eight (8) members of the Board also has one vote and is not counted in the votes of the relevant National Association or National Group.

b. The number of voting delegates of National Societies, taking into account the number of their members, as follows:

- National Association with a maximum of fifty (50) members – two (2) delegates;
- National Association with a maximum of one hundred (100) members – three (3) delegates;
- National Association of up to five hundred (500) members – (four) 4 delegates;
- National Association of more than five hundred (500) members – five (5) delegates

c. A national group of at least five (5) members, regardless of a country where there is no national association, always has one (1) delegate vote, regardless of the total number of Individual Members of that country.

5. The voting delegates are in principle elected once every three years. To this end, the board calls on the members, in accordance with the relevant regulations in the by-laws, to apply for nomination within a period to be determined by the board of at least two weeks after that call. Any member who has not been suspended may apply to be elected as a voting delegate or re-elected by means of a written or electronic message to the board, with due observance of the relevant provisions of the internal regulations.

6. The General Assembly is composed in such a way that the delegates can operate independently and critically with respect to each other, the board and any partial interest.

7. The board shall notify the name of the candidate or candidates to the members by posting the list of eligible persons on the official website of the association and in the official body of the association.

8. Ballot papers will be sent to all voting delegates. The board decides whether the ballot papers are offered to the voting delegates in writing, electronically or via the official website of the association.

9. All members who have not been suspended may participate in the election of delegates.

Participation in the election of delegates may be in writing, electronically (email) or via an electronic means of communication (internet), to be determined by the Board. For this purpose, it is required at least that a member can be identified in writing, electronically or via the electronic means of communication (i) and (ii) can exercise his right to vote.

10. Each voting delegate has the right to cast one vote in the election of delegates; this vote can only be cast for one candidate.

11. The first vacancy for voting delegates will be filled by the candidate with the most votes. The candidate who subsequently received the most votes will fill the second vacancy concerning delegates, if applicable, and so on. In the event of a tied vote in an election of voting delegates, lot shall decide which of the candidates concerned is chosen. In the event of a drawing of lots, the board will determine the method of drawing lots.

12. The result of the vote will be notified to the members as soon as possible by posting it on the official website of the association. The person who has been elected as a voting delegate will simultaneously receive a written or electronic confirmation of this from the board.

13. The board keeps a schedule of resignation of voting delegates; a delegate who resigns according to the roster may, whether or not consecutively, but can no more than once be re-elected, again for a term of no more than three years. The provisions of this article regarding the election of voting delegates apply mutatis mutandis to the re-election of delegates.

14. If, for whatever reason, one or more voting delegates are missing, the remaining voting delegates, with due observance of the relevant provisions in the by-laws, form a fully authorized General Assembly, provided that at least two voting delegates are still in office.

15. A voting delegate of the national society or national group resigns:

a. when installing a new General Assembly

b. by his/her death;

c. by his/her voluntary resignation;

d. by the expiry of the term for which he/she has been elected, by his/her resignation in accordance with the rotation schedule referred to in paragraph 13 or by his/her resignation;

e. because he is no longer a member of EURAPAG or the national society or national group;

f. by his being placed under guardianship, as well as by a judicial decision by which, as a result of his physical or mental condition, an administration is instituted over one or more of his properties;

g. by accepting his/her appointment as EURAPAG board member;

h. by his irrevocable conviction for a crime.

16. Further rules regarding the election of delegates have been established by the General Assembly in the internal regulations and are announced to the members by the Board when convening the election of delegates.

Meeting of the General Assembly: at least once a year.

Article 11

1. The General Assembly is held at least once a year and also once held every three years, on the occasion of and at the site of each European Congress on Paediatric and Adolescent Gynaecology. The General Assembly is convened by the Board by means of an invitation, which is published on the association's website at least six (6) months before the meeting of the General Assembly. The General Assembly can be held in person or virtually.

2. In addition to the (three) annual meeting of the General Assembly, the Board shall convene the General Assembly as often as it deems desirable or when it is required to do so by law or the Articles of Association.

3. Furthermore, at the written request of at least such a number of voting delegates as is authorized to cast one-tenth of the number of votes that can be cast in a plenary meeting of the General Assembly, the Board is obliged to convene a General Assembly on a period of no longer than four (4) weeks after submission of the request. The requirement that the request be in writing is met if the request is recorded electronically. If the request is not complied with within fourteen (14) days, the applicants can themselves convene the meeting by convening the meeting with due observance of the convocation period referred to in Article 15. In that case, the applicants can charge others than members of the board with the leadership of the General assembly meeting and the drawing up of the minutes.

General Assembly: access to the meeting and voting rights.

Article 12

1. All non-suspended persons have access to the General Assembly meeting, all non-suspended board members and the director.
2. Members who have not been suspended may also attend the General assembly meetings without prejudice to the provisions of paragraph 5. Members do not have the right to speak at the General Assembly meetings, without prejudice to the provisions of the second sentence of paragraph 4.
3. The board, or the President or the President of the General Assembly, decides on admission of persons other than those referred to in the previous paragraphs, with due observance of the relevant provisions of the by-laws.
4. The voting delegates, board members and the director have the right to address the General Assembly meeting. Other attendees only have this right if and insofar as the President has granted them the floor.
5. The board or the President of the General Assembly meeting can declare a (part of a) General Assembly meeting closed, as a result of which only the persons referred to in paragraph 1 may participate.
6. Every voting delegate who has not been suspended is entitled to vote in the General Assembly meeting. Each voting delegate has the right to cast one vote. Board members have an advisory vote in the General assembly meeting. Voting by proxy is not allowed.
7. Without prejudice to the provisions of the previous paragraphs, if the board does so decide, a voting delegate entitled to vote also by means of a participate in the General assembly meetings by electronic means of communication, speak at them and cast their vote. To this end, it is required that the voting delegate entitled to vote via the electronic means of communication
 - i) can be identified,
 - ii) can take direct cognizance of the discussions at the meeting,
 - iii) can participate in the deliberations and
 - iv) can exercise the right to vote.

General Assembly: chairmanship and minutes.

Article 13

1. The General assembly meeting is chaired by the President.
If the President is absent, the vice-president of the board acts as chairman. If the vice-president of the board is also missing, one of the other board members, to be designated by the board present, will act as chairman. If the chairmanship is not provided in this way either, the voting delegates of the General assembly will provide it itself. Until that moment, the chairmanship is held by the oldest voting delegate present at the meeting.
2. Minutes are drawn up of the business transacted in each General assembly meeting. These minutes are approved at the next General assembly meeting, and in evidence thereof signed by the President and by the person who drew up the minutes. Those who convene the General assembly meeting can have a notarial record of the transactions drawn up. The contents of the minutes or the official report shall be brought to the attention of the members.

General assembly: decision-making.

Article 14

- The opinion of the President expressed at the meeting of the General assembly regarding the result of a vote is decisive. The same applies to the content of a decision taken insofar as a vote was taken on a proposal not laid down in writing.
2. However, if the correctness of the opinion referred to in the previous paragraph is disputed immediately after the decision has been made, a new vote will take place if the majority of the General assembly or, if the original vote was not taken by roll call or in writing, a person entitled to vote present demands. As a result of this new vote, the legal effects of the original vote lapse.
 3. Insofar as the articles of association or the law do not provide otherwise, all resolutions of the General assembly are adopted by an absolute majority of the votes cast.

4. Invalid and blank votes are considered not to have been cast.
5. If no one obtains an absolute majority in a vote to elect a person, a second vote shall be held or, in the event of a binding nomination, a second vote shall be held between the nominees. If again no one has obtained an absolute majority, repeated voting shall take place until either one person has obtained an absolute majority or the vote is between two persons and the votes are tied. In the event of such further voting, not including a second vote, each time the vote shall be between the persons who were voted for in the previous vote, but excluding the person who received the smallest number of votes in that previous vote. In the event of a tied vote between two persons, lots shall be drawn to decide which of the two is elected. In the event of a draw, the President shall determine the manner in which the draw shall be made.
6. In the event of a tie on a proposal not relating to an election of persons, then it is rejected.
7. Votes about persons are always in writing. All other votes shall be taken orally, unless the President deems a written vote desirable or one or more of the persons entitled to vote so require before the vote. Written voting takes place by unsigned closed ballot papers. Decision-making by acclamation is possible, unless a roll-call vote is required.
8. If the board so decides, votes at the General assembly meeting can also take place by means of voting boxes.

General Assembly: convening the meeting of the General Assembly.

Article 15

1. The General assembly meetings are, without prejudice to the provisions of Article 11 paragraph 2, convened by the board. The convocation takes place by sending a written announcement to the addresses of all voting delegates according to the register of members. The convocation can also be made electronically. The term for the convocation is at least fourteen days, not including the day of the convocation and that of the meeting.
2. The convocation shall state the subjects to be discussed, without prejudice to the provisions of Articles 23 and 25, and shall also include the agenda and accompanying documents.

Board composition and appointment.

Article 16

1. The board consists of a number to be determined by the General Assembly at least eight (8) members, who shall appoint a secretary-general, a treasurer and other board roles from among themselves. No country represented in the association may have more than one voting representative on the board. When a trainee board member is appointed board member, this trainee board member has an advisory role and not a vote in the board meeting.
2. The actual composition of the board must always be such that none of the board members of the association can dispose of the assets of the association as if they were its own assets. A board member may not have a business interest that conflicts with the interest of the association. Such a conflict is in any case the case with a business relationship with a supplier and/or manufacturer of products or medicines in the broadest sense of the word in the field of paediatric and adolescent gynaecology. The position of board member of the association is in any case incompatible with the function of voting delegate.
3. The method of recruiting and selecting board members of the association can be specified in more detail in the by-laws.
4. With due observance of the provisions of the previous paragraphs, the board members of the association can dispose of the assets of the association as if are appointed by the General assembly. The appointment is made from the members in origin and vacancies will be provided as soon as possible.
5. If the number of board members of the association has fallen below eight (8), the board shall remain competent. However, the board is obliged to convene a General Assembly as soon as possible in which the filling of the vacancy(s) that has arisen is discussed. In the event of the absence or

inability of one or more board members of the association, the remaining board member(s) of the association will be charged with the entire management.

In the event of the absence or inability of all board members of the association can dispose of the assets of the association as if or of the sole board of the association can dispose of the assets of the association as if, the association is temporarily managed by a person who must always be designated for this purpose by the General assembly.

In these articles of association, 'incapacity' shall in any case mean the circumstance that:

- a. the board member is unavailable for a period of more than seven days due to illness or other causes; or
- b. the board member is suspended.

End of board membership, periodic resignation, suspension.

Article 17

1. Any board member, even if he has been appointed for a certain period of time, may at any time be dismissed or suspended by the General assembly. A suspension that is not followed by a decision to dismiss within three months ends when that term has expired. During the period in which a board member is suspended, this board member cannot perform the function.
2. A resolution to suspend or dismiss a board member can only be adopted by the General assembly with a majority of at least two thirds of the votes cast and provided that the relevant board member has been given the opportunity to defend himself against the General assembly.
3. Board members are appointed for a maximum period of three (3) years.
4. The board establishes a retirement schedule that provides for periodic resignation of the board is authorized to change this schedule. Adoption or amendment of the retirement schedule cannot result in a sitting board member resigning against his will before the period for which he has been appointed has expired. A retiring board member can be reappointed, whether or not consecutively, but no more than twice, each time for a period of no more than three years. Anyone appointed to an interim vacancy will, in principle, take the place of his predecessor on the retirement schedule. The provisions of these articles of association regarding the appointment of board members are of mutatis mutandis to the reappointment of board members.
5. A board member resigns:
 - a. by his/her death;
 - b. by his/her voluntary resignation;
 - c. by the expiry of the period for which he/she has been appointed or by his/her resign in accordance with the retirement schedule referred to in paragraph 4;
 - d. because he/she is declared bankrupt, applies for a moratorium or requests the application of the debt rescheduling scheme as referred to in the Bankruptcy Act;
 - e. by being placed under guardianship, as well as by a court decision in which, as a result of his physical or mental condition, a government is instituted over one or more of its goods;
 - f. by the termination of the EURAPAG association of national society or national group;
 - g. by his/her resignation granted to him/her by the General assembly;
 - h. by his/her irrevocable conviction for a crime.

Board functions and decision-making by the board.

Article 18

1. The vice-president of the board is appointed by the General assembly to office. The vice-president will, at the end of the period of the President, become president (President-Elect) unless the General assembly disagrees. The board shall appoint a secretary and other (board) titles from among their number; a director may not hold more than one office.
2. Board meetings are held as often as the President or the majority of the board members in office convene or convene a board meeting, but at least four times a year.
3. The convocation of a board meeting shall be effected by the President or the majority of the board members in office, or on behalf of them by the association manager, in writing or electronically,

stating the subjects to be discussed, as well as the date, time and place of the meeting, within a period of at least seven days, not including the day of convocation and that of the meeting.

4. Board meetings are held at the location to be determined by the person convening the meeting.

5. Admission to the meetings shall be granted to the board members as well as to those who are admitted by the board present at the meeting. The association manager director shall be entitled to attend the board meetings and cast an advisory vote.

6. As long as all sitting members of the Board are present at a Board meeting, valid resolutions may be passed on all matters coming up for discussion, provided they are passed unanimously, even if the provisions of these Articles of Association for convening and holding Board meetings have not been observed.

7. Each board member is entitled to cast one vote. Voting by proxy is not allowed.

8. A board member shall not take part in any deliberations and decision-making if he has a conflict of interest with the company. In such case the board shall record in (an annex to) the minutes of the managing board meeting with regard to which agenda item(s) and which board member(s) had a Conflict of Interest.

If, however, the majority or all board members in office have a conflict of interest, all managing directors are authorised to participate in the deliberations and decision-making of the managing board and the managing board decides. Decisions in which there was a conflict of interest are mentioned in the minutes of the Board meeting.

9. The board may only pass valid resolutions at a meeting if at least half of the number of board members are present at the meeting.

All resolutions not otherwise provided for by law or these articles of association shall be passed by an absolute majority of the votes cast. If at a meeting not at least half the number of the serving board members is present, a second meeting may be convened, to be held not earlier than two and not later than four weeks after the first meeting. At this second meeting, irrespective of the number of directors present, a legally valid decision may be taken on the proposal as discussed at the first meeting, provided it is taken by an absolute majority of the votes cast.

The notice convening the second meeting shall state that and why a resolution may be passed regardless of the number of board members present at the meeting.

Invalid votes and blank votes shall be deemed not to have been cast. If the votes are tied when electing persons, lots shall be drawn; if the votes are tied in any other vote, the proposal shall be rejected.

10. Votes about persons are always in writing. All other votes are taken orally. However, the President may determine that the votes are cast in writing. Written vote takes place by means of unsigned closed ballot papers. Decision-making by acclamation is possible, unless a roll-call vote is required.

11. The board meetings are chaired by the President of the board. If the chairman of the board is absent, the vice-president of the board acts as chairman. If the vice-president of the board is also missing, the meeting itself provides its leadership. Until that moment, the chairmanship is held by the oldest board member present at the meeting in age.

12. The opinion of the President expressed at the meeting regarding the result of a vote is decisive. The same applies to the content of a decision taken insofar as a vote was taken on a proposal not laid down in writing.

13. However, if the correctness of the opinion referred to in the previous paragraph is challenged immediately after it has been expressed, a new vote shall be taken if the majority of the meeting or, if the original vote was not by roll-call or in writing, a person present who has a right to vote so requires. The legal consequences of the original vote shall be annulled by this new vote.

14. Summary records or lists of decisions shall be drawn up by or on behalf of the President of the meeting and shall be adopted at the same or the next meeting and signed by the President in evidence thereof.

15. The board may adopt resolutions otherwise than at a meeting, provided that all board members in office are given the opportunity to vote and all have declared themselves in favour of the proposal in writing or electronically in favour of the concept proposal.

16. Without prejudice to the provisions of the previous paragraphs and if the board decides so, a board member may also participate, speak and vote in board meetings by electronic means of communication.

To this end, it is required that the electronic means of communication i) enables the board member to be identified, ii) enables him/her to directly take note of the proceedings at the meeting, iii) enables him/her to participate in the deliberation and iv) enables him/her to exercise his/her voting right. Further rules on participating and voting in board meetings via an electronic means of communication may be laid down by the Board in the by-laws.

Board role and representation.

Article 19

1. Subject to restrictions under these articles of association, the board is charged with the managing the association.

2. The board is charged with the general policy of the association, which includes in any case:

a. determining the strategic three-year plan of the association and the annual plan of the association derived therefrom;

b. determining the budget of the association, which is based on the documents referred to under a;

c. adopting the management report;

d. preparing the annual accounts;

e. monitoring the progress of the strategic goal achievement of the association, both from a policy and financial point of view;

f. preparing the agenda of the General Assembly;

g. to propose the membership fees and submit such proposals to the General Assembly for approval;

h. to attend the General Assembly;

i. to implement the decisions of the General Assembly in its work and in the activities of the association;

j. to assess applications from new members;

k. to ensure that the European Congresses on Paediatric and Adolescent

Gynaecology is prepared in accordance with the decision of the General Assembly and cooperate with the EURAPAG President and the local Scientific and Organisational Committee of the future congress;

l. to prepare the program for all meetings and activities of the committees, departments and the like.

3. The board is responsible for the functioning, appointment and dismissal of the association managing director, with due observance of the provisions of article 20.

4. Each board member is obliged towards the association to properly fulfil the duties and to focus on the interests of the association and the organization associated with the association.

5. If one or more members of the Board are absent or unable to act, the remaining members of the Board or the only remaining member of the Board shall be temporarily in charge of the management. The Board is, however, obliged to convene a meeting of the General Assembly as soon as possible, at which the vacancy or vacancies are to be filled.

If all members or the sole member of the Board are absent or unable to act, the person appointed for this purpose by the General Assembly shall temporarily be in charge of the Board. Such an absence shall be deemed to exist in the event of suspension, illness or unavailability, provided that, in the event of illness or conceptual unavailability, the possibility of contact between the board member and the association has not existed for a period of at least fifteen days, unless the General Assembly decides otherwise in a specific case.

6. Subject to the approval of the General Assembly, the Board shall be authorised to resolve to enter into agreements to acquire, dispose of and encumber registered property and to enter into

agreements whereby the Association binds itself as surety or joint and several co-debtor, warrants performance by a third party or provides security for a debt of another party, and to represent the Association in these activities. The absence of the aforementioned approval of the General Assembly may be invoked against third parties.

7. Without prejudice to the provisions of the last sentence of the previous paragraph, the association is represented by:

- a. either the board;
- b. or two board members acting jointly.

8. Without prejudice to the provisions of paragraph 12, the provisions of paragraph 7 will remain in full force in all cases in which the association has a conflict of interest with one or more board members.

9. If there is a (possible) conflict of interest, the board member concerned will report this immediately to the President of the board, providing all relevant information. If it concerns the President of the board himself, he or she will report it to another board member.

The board then takes a position on this in the absence of the board member concerned. Whether there is actually a conflict of interest is at the discretion of the board.

10. The board may decide to grant a power of attorney to one or more board member(s), to the association manager director, as well as to third parties, to represent the association within the limits of that power of attorney.

11. The board is authorised to have certain parts of its task performed by committees or to be advised by committees under its responsibility. The members of such a committee shall be appointed by the Board, which shall also determine the duties and powers of this committee. The Board shall inform the members of the setting up of such committees and the appointment of members of such committees.

12. If and as long as this is stipulated in Article 2:47 of the Dutch Civil Code, the General Assembly may appoint one or more persons to represent the association in all cases where the association has a conflict of interest with one or more board members.

13. The board members receive no remuneration for their work. They are, however, entitled to reimbursement of expenses incurred by them in the performance of their duties, insofar as these are not excessive.

14. The Association shall have a current policy plan of the Board that provides insight into, among other things, the activities to be performed by the Association, the method of raising funds, the management of the Association's assets and the spending thereof.

Director.

Article 20

1. The board may appoint an association managing director and charge him/her with the day-to-day management of the association.
2. If an association managing director has been appointed, he/she may be dismissed by the board with due observance the relevant legal provisions.
3. The association managing director has an advisory vote in the meetings of the board.
4. The association managing director acts within the policy frameworks established by the board and within the limits of the available budget and is accountable to the board for this.
5. The director is not a member of the board.

Financial year, management report, annual accounts, account and accountability.

Article 21

1. The financial year of the association is equal to the calendar year.
2. The board is obliged to keep records of the financial position of the association and of everything concerning the activities of the association, in accordance with the requirements that may arise from these activities, and to keep the books, documents and other data carriers relating thereto in such a manner that the rights and obligations of the association may be known at any time.

3. Within six months of the end of the financial year, unless the General Assembly extends this period, the Board shall present a management report on the course of affairs in the association and the policy conducted at the annual General Assembly meeting. It shall submit the annual accounts to the General assembly for approval, together with a statement regarding their accuracy issued by such auditor if an auditor as referred to in the following paragraph has been instructed to audit the annual accounts. The annual accounts shall be signed by all board members; if the signature of one or more of them is missing, this shall be stated and reasons for the omission shall be given. After expiry of the term each member may claim at law that the joint board members shall comply with these obligations.

4. The association may commission an accountant as referred to in Section 2:393 paragraph 1 of the Dutch Civil Code to audit the annual accounts. The General assembly is authorized to grant the assignment to the accountant. If the latter does not do so, the board is authorized.

The accountant reports on his/her audit to the board, and sets out the results of his audit in a statement on the fairness of the annual accounts. If an accountant has been commissioned to audit the annual accounts, the board is obliged to provide him/her with all information requested by him/her for the purpose of his/her audit, to show him/her the cash and the values, if desired, and to show the books, documents and other data carriers of the association for consultation.

5. If an accountant as referred to in the previous paragraph has not been commissioned to audit the annual accounts, the General assembly shall annually appoint a committee of at least two members from among the members, who may be a board member. The committee examines the annual accounts and reports its findings to the General assembly. The board is obliged to provide the committee with all the information it has requested for the purpose of its investigation, if desired, to show it the cash and values and to make the books, documents and other data carriers of the association available for consultation. If the investigation requires special accounting knowledge, the committee can be assisted by an expert.

6. The mandate of the committee referred to in the previous paragraph may be revoked at any time by the General assembly, but only by appointing another committee.

7. Approval of the annual accounts by the General assembly does not discharge the directors for the policy pursued during the past financial year. After the proposal to approve the annual accounts has been discussed, a proposal will be made to the General assembly to grant discharge to the board members for the policy pursued by them for the past financial year, insofar as such policy is apparent from the annual accounts or announcements about that policy were made at the meeting of the General assembly.

8. The board is obliged to keep the books, documents and other data carriers referred to in the previous paragraphs for a period of seven years, without prejudice to the provisions of paragraph 9 below.

9. The data recorded on a data carrier, with the exception of the balance sheet and statement of income and expenditure drawn up on paper, can be transferred and stored on another data carrier, provided that the transfer takes place with correct and complete representation of the data and this data during the entire retention period are available and can be made legible within a reasonable time.

Assets.

Article 22

1. The assets of the association are formed by the annual contributions of members and donors, subsidies, project funds, gifts, legacies, is obtained by inheritance, as well as other benefits.
2. Inheritances can only be accepted under the privilege of description of the estate.

Amendment of the Articles of Association.

Article 23

1. No changes can be made to the statutes of the association than

by a resolution of the General assembly in a meeting of the General assembly, which has been convened with the announcement that amendments to the Articles of Association will be proposed there.

2. Anyone who has convened a meeting of the General assembly for a proposal to amend the Articles of Association, must notify the sections of the association and the delegates in writing or electronically of a copy of that proposal, in which the proposed amendment is included verbatim, at least fourteen days before the meeting.

3. A resolution to amend the Articles of Association requires a majority of at least two thirds of the votes cast.

4. An amendment of the articles of association shall not take effect until it has been laid down in a notarial deed. Each board member is independently authorised to have such a deed drawn up.

Departments, committees and congress

Article 24

The Board may set up extraordinary bodies for the performance of professional duties, namely committees or sections consisting of members of the Association. The Board shall determine the rules of procedure of these extraordinary bodies. The committees and departments shall be accountable to the Board.

Dissolution and liquidation.

Article 25

1. The association can be dissolved by a decision of the General assembly in a meeting of the General assembly, which has been convened with the announcement that dissolution of the association will be proposed there.

2. The persons who called the meeting of the General assembly to discuss the proposal to dissolve the association must notify the sections of the association and the delegates of this proposal in writing or electronically at least fourteen days before the meeting.

3. The resolution to dissolve the association shall require a majority of at least two-thirds of the votes cast at a meeting of the General assembly at which at least such number of delegates as is entitled to cast at least half the number of votes that can be cast at a full meeting of the General assembly is present. If this requisite number of delegates is not present, a second meeting of the members' council shall be convened after that meeting, to be held in the presence of at least half the number of votes that can be cast at a full meeting of the General assembly

No later than fourteen days and no later than six weeks after the first meeting, at which the proposal to dissolve the Association as discussed at the previous meeting of the General assembly may be decided on irrespective of the number of delegates present, provided this is done by a majority of at least two-thirds of the votes cast.

The notice of the second meeting must state that and why the resolution to dissolve the association may be passed regardless of the number of delegates present at the meeting.

4. If the association is dissolved by a resolution of the General assembly, its assets will be liquidated by the members' committee, if and insofar as the General assembly does not determine otherwise.

5. The liquidation will take place with in accordance with the provisions of Title 1 of Book 2 of the Dutch Civil Code. During the liquidation, these articles of association will remain in force to the extent possible.

6. In its resolution to dissolve the Association, the General assembly shall determine the allocation of the assets of the dissolved Association remaining after payment of the creditors, on the understanding that the reserves remaining after liquidation shall be distributed in accordance with the objectives of the Association to a charitable organisation with a similar objective or to a foreign organisation that exclusively or almost exclusively pursues the general good and that has a similar objective.

7. After the dissolution, the association will continue to exist insofar as this is necessary for the liquidation of the assets. During the liquidation, the provisions of these statutes and regulations of

the association will remain in force as far as possible. In documents and announcements emanating from the association, it must be added 'in liquidation' to its name.

8. The books, documents and other data carriers of the dissolved association shall, after the association has ceased to exist, be kept during the period determined by the law for that purpose by the person appointed for that purpose by the liquidators.

By-laws and other regulations.

Article 26

1. Except as otherwise provided by or under these articles of association, the housekeeping regulations and other regulations of the association shall be adopted by the board and may be amended or deleted by the board.

2. The by-laws and other rules of the association shall regulate those subjects that have not or not fully been regulated in these articles of association. The by-laws and the other rules of the association may not be in conflict with the law, also when it does not contain imperative law, and these articles of association.

Final provision.

Article 27

In all cases not provided for by the law, these Articles of Association or the Rules and Regulations of the Association, the Board shall decide.

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