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INTERNATIONAL PEDIATRIC ASSOCIATION

CONSTITUTION

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CONSTITUTION OF THE INTERNATIONAL PEDIATRIC ASSOCIATION (IPA)

Adopted by the Council of Delegates on October 8, 1974

Amended on:

September 9, 1980

November 8, 1983

September 6 and 9, 1992

September 12 and 14, 1995

August 11, 1998

August 18, 2004, and

August 26, 2007

August 19, 2016 (Vancouver)

February 2023

Article1-NAME

- 1.1. The name of the Association shall be ‘The International Pediatric Association’ (IPA).

Article2-OBJECTIVES

- 2.1. The objective of the IPA is to promote the highest attainable standards of child health throughout the world through the establishment of a professional organization representing pediatricians of all countries.

2.1.1. To achieve this objective, IPA will:

- i. promote friendship, collaboration and joint actions of the world’s pediatricians and their national, regional, pediatric subspecialty, and

affiliate societies to improve the health and well-being, protection, and the support of every child from birth through adolescence;

- ii. To promote professional development, medical education, welfare and protection of pediatricians around the world.
- iii. Initiate programmatic actions to address major global child health issues;
- iv. promote education on child health issues through support of international congresses, regional forums, and other scientific activities;
- v. encourage training and research in all pediatrics aspects;
- vi. advocate for the universal rights of children
- vii. collaborate and cooperate with national, regional and international bodies with common interests in promoting the health and rights of children.

Article 3-MEMBERSHIP

3.1 Membership shall include: 1) National Pediatric Societies representing a whole nation, with each nation having only one vote; 2) Regional Pediatric Societies defined as multinational pediatric societies established on the basis of geography, language or other bonds , according to guidelines determined by the governance of the IPA and approved by the Council of Delegates (CD), and 3) International Societies of Pediatric Medical and Surgical Specialists and other societies defined by criteria developed by the governance of the IPA and approved by the CD. 4) There shall also be Affiliate Societies which shall include other pediatric societies. Criteria for affiliate societies' membership will be defined periodically by the Council of Delegates. Affiliated Societies Members do not have voting rights. Each Member Society shall be represented by a Delegate who will serve on the CD, subject to the above.

- 3.2. Applications for the status of Member Societies shall be submitted to the Executive Director in a timely fashion so that they may be presented to the CD of the IPA at least 6 months in advance of the next meeting of the CD, and be voted on at that meeting.
- 3.3. Member Societies shall pay dues according to the guidelines established by the governance of the IPA and approved by the CD.
- 3.4. Each Member Society shall furnish the Executive Director of the IPA with a list of the officers and the number of members of the respective society immediately following each election.

Article 4- GOVERNING BODIES

- 4.1 Council of Delegates (CD): The control of the policies of the IPA shall be vested in a CD, consisting of one delegate from each Member Society.
- 4.2. Each Member Society shall have process for designation of a delegate to the IPA CD which conforms to IPA principles of representative and democratic governance. The officially designated delegate from each Member Society will duly represent that Society in all discussions and votes as applicable. Each Member Society shall communicate the name of its voting delegate to the IPA Executive Director and Administrative Office at least 2 months prior to any CD meeting, and each country with more than one National Society shall communicate the name of the one voting delegate from that nation as per the guidelines developed by the council of delegates or standing committee.
- 4.3. When a country has no Member Society, it may be permitted to send an official non-voting delegate to the CD upon the approval of the Executive Committee (EC) and Standing Committee (SC). This delegate may take part in discussions of the CD but may not vote.
- 4.4. Members of the EC and members of the SC shall serve as non-voting members of the CD.
- 4.5. The President of the IPA shall preside over all meetings of the CD.

4.6. The CD shall meet at the time of each International Congress. In case of extraordinary circumstances the CD can meet virtually with majority approval of the SC.

4.7. The functions of the CD shall be:

- (i) To review the policies and strategic plans of the IPA and provide input regarding such matters to the SC and EC.
- (ii) To elect the President-Elect;
- (iii) To Elect the Executive Director, Deputy Executive Director and Treasurer from the list of candidates nominated by the SC;
- (iv) To receive, review, and approve new IPA membership applications for National, Regional and International Pediatric Medical and Surgical Specialty Societies; and affiliate societies;
- (v) To approve the joint report of the President and the Executive Director;
- (vi) To receive, review, and approve the financial report and audit covering the period since the previous International Congress;
- (vii) To elect the members of the IPA Standing Committee from the slate of candidates generated by the process defined in Section 4.9 below;
- (viii) To determine the location of the future International Congress;
- (ix) To elect the President of the next International Congress based on the recommendation of the hosting national pediatric society;
- (x) To deal with any matter properly brought before the CD by a member National, Regional, International Specialty Society, Affiliate Society, the Standing Committee, or the Executive Committee.

4.8. The Standing Committee (SC): The SC of the IPA shall consist of 24 elected members and the IPA Officers.

Acknowledging the number of member national societies, size, and population, 19 SC regional members are allocated to seven geographic regions which shall duly

elected representatives to represent Member National Pediatric Societies within their geographic region as follows:

1. USA and Canada – 2 representatives;
2. LatinAmerica (including Mexico) – 3 representatives;
3. Sub- Saharan Africa – 3 representatives;
4. Middle East and North Africa – 2 representatives;
5. Central Asia – 2 representatives;
6. Europe — 3 representatives;
7. Asia-Pacific – 4 representatives.

Five seats are allocated to duly elected representatives of the Member International Pediatric Specialty Societies.

It should be noted that, for procedural matters, each Member National Society must declare itself as a member/part of one of the above-defined regions which should be aligned with their geographical location based on guidelines developed by CD/SC

4.8.1 In addition, the SC may invite representatives of other pediatric organizations as non-voting members of the SC.

- 4.9 Mechanism of election of members to the Standing Committee: Member National Pediatric Societies from each of the seven IPA geographic regions will propose a candidate selected through a democratic process with due consideration of rotation of areas within the region. Each Member International Pediatric Medical and Surgical Specialty Societies may present one duly elected candidate.

At least six months prior to the International Congress, curricula vitae of all candidates will be sent to the Administrative Office. At the time of the International Congress, the CD will elect the allotted representatives from each of the seven geographic regions, voting on the candidates presented by each region, and five members from the list of candidates presented by Member International Pediatric Medical and Surgical Specialty Societies.

Voting for Standing Committee members from a particular region will be done by Council of Delegates representatives from within the same region.

Transitional Procedure: Elections in 2023 for committees and officers will take place under the terms of the current constitution. The new election process will be enacted for the 2025 Congress if ratified at the 2023 Congress. The policies of the new constitution will be in effect upon ratification

- 4.10. No elected individual can serve as a regular member of the SC for more than two successive 2 -year terms. This does not include terms served as elected Officers.
- 4.11. Members of the EC shall be voting members of the Standing Committee.
- 4.12. The functions of the Standing Committee shall be:
- (i) To develop the programs and strategic plan of the IPA and to make decisions on behalf of the CD between its regularly scheduled meetings in case of necessity;
 - (ii) To establish policies in accordance with the objectives of IPA, subject to ratification by the CD at its following meeting
 - (iii) To appoint advisors and advisory committees;
 - (iv) To approve of the IPA budgets and operations on the recommendation of the President, Treasurer, and the Executive Director;
 - (v) To elect seven regional representatives of the EC from the newly constituted SC who shall serve on both SC and EC to maximize integration and coordination;
- 4.13. The Executive Committee (EC): The EC shall consist of the Immediate Past President, President of the IPA, the President-Elect, the Executive Director, the Deputy Executive Director, the Treasurer, the President of the forth coming International Congress, and seven regional representatives of the SC in accordance with provision of Article 4.13(vi).

Candidates for the Executive Director, Deputy Executive Director, and Treasurer will be nominated by the SC and elected by the Council of Delegates.

- 4.14. The functions of the EC shall be:
- (i) To make decisions on behalf of the SC between its regularly scheduled meetings in case of necessity
 - (ii) To carry out the programs and policies of the IPA including those developed and/or delegated by the SC;
 - (iii) To assist the President of the forthcoming international congress with its preparation;
 - (iv) To recommend the budget of the IPA to the SC for approval;

- (v) To refer applications from prospective new Member Societies to the CD;
- (vi) To exercise such authority as may be delegated by the CD or the SC.

Article5-OFFICERS

- 5.1. The Officers of IPA shall be the President and the President-Elect. Both Officers must be Pediatricians in good standing with their National Member Societies, and their National Societies must be in good standing with the IPA.
- 5.2. The President of the IPA shall preside at the meetings of the CD, SC and EC and may convene emergency meetings of the EC or SC as indicated.
- 5.3. Following a 2 year term, the President shall continue in a non-voting advisory capacity to the SC and EC for one 2 year term.
- 5.4. The President-Elect, after one 2 year term, shall take office as President for one 2 year term.
- 5.5. In the event of the President's temporary *or* permanent incapacity, the President-Elect shall serve as Acting President for the remaining duration of the period of incapacity. This time shall not be counted in their 2 year tenure period as President.
- 5.6. The SC shall nominate candidates for Executive Director, Deputy Executive Director, and Treasurer who, following election by the CD shall be the executives of the IPA. These executives will be in charge of technical, administrative and financial affairs of the IPA in consultation with the EC and SC.
- 5.7. Executives (which do not include the President or President-Elect) can serve up to two 2 year terms, except for the Executive Director, who may serve up to three 2 year terms.
- 5.8. The Executive Director, along with the President, shall be responsible to the CD and to the SC for carrying out their policies and decisions.
- 5.9. The EC and the SC may delegate such authority to the Executive Director as may be needed for efficient functioning of the IPA.
- 5.10. The IPA Treasurer shall receive a half-yearly statement of accounts from the IPA Administrative Office which will be analyzed and then recommended, or not, for approval to the EC and SC. These financial statements of accounts must be validated by external audit as part of the Treasurer's evaluation.

- 5.11. The Treasurer will preside over a Finance and Development Committee that consists of the IPA President, the Executive Director, the Deputy Executive Director, other members from the EC and SC, and external consultants as found necessary.

Article 6- SITE OF THE ADMINISTRATIVE OFFICE

- 6.1. The EC shall decide where the Administrative office and staff of the IPA is to be located following consultation with the SC.

Article 7-INTERNATIONAL CONGRESS

- 7.1. The Council of Delegates (CD) shall determine the location of the International Congress. The location should be consistent with the overall philosophy of the IPA regarding global rotation of Congress sites. The dates of the International Congress shall be determined by the President of the Congress after consultation with the President of the IPA, and the IPA EC and SC.
- 7.2. The President of the Congress shall be from the host country and shall be nominated by the host National Pediatric Society (NPS) and be elected by the CD in accordance with Article 4.7.
- 7.3. If there should be an irreconcilable division between the Congress President and the host NPS, it shall be open to the NPS to ask the SC to consider replacing the Congress President with another person. This individual shall be proposed by the NPS up to the time of the interim meeting of the SC between Congresses, provided it is not less than one and a half years before the next Congress.
- 7.4. All aspects of each Congress will be coordinated by the IPA, the IPA PCO (if any), and the President of the Congress, with all details dictated by the specific contractual arrangements developed. The ultimate responsibility for the Congress and its organization resides with the IPA.

Article8-AMENDMENTS

- 8.1. Any proposal to amend the Constitution or Schedules shall be sent to the Executive Director in a timely fashion to permit the Executive Director to send this to the CD not later than six months prior to the next meeting. Proposed amendments shall appear on the agenda in the form of a motion by a Member Society or by the SC.
- 8.2. At the meeting of the CD, a proposed amendment may be accepted without change or may be further amended by proposal of the delegates by a vote of at least two-thirds of the Member Societies present at the meeting.

Article 9-By-Laws

The SC may from time to time make such reasonable and proper by-laws as they deem necessary or expedient for the proper conduct and management of IPA.

The By-laws may regulate such matters as the SC may determine from time to time including but not limited to the following:

- (a) the admission of Members of IPA, the rights and privileges of such Members, and the dues, subscriptions and other fees or payments to be made by Members;
- (b) the conduct of Members of IPA in relation to one another, and to IPA's employees and volunteers;
- (c) the procedure at Council of Delegates, SC, and EC meetings
- (d) the rules governing the IPA Officers, Executives, SC, and EC, including matters addressing their roles, duties, appointments or removal; and
- (e) matters related to IPA finances.

The SC must adopt means sufficient to bring the By-laws to the notice of Members of IPA. The By-laws shall be binding on all Members of IPA.

No By-law shall be inconsistent with, or shall affect or repeal anything contained in these Articles. These Articles shall always prevail over any inconsistency between these Articles and the By-laws

Article 10 - DISSOLUTION

The members of IPA may at any time before, and in expectation of, its dissolution resolve that any net assets of IPA after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of IPA be applied or transferred in any of the following ways:

- (a) directly for the Objectives; or
- (b) by transfer to any charity or charities for purposes similar to the Objectives; or
- (c) to any charity for use for particular purposes that fall within the Objectives.

In no circumstances shall the net assets of IPA be paid to or distributed among the members of IPA (except to a member that is itself a charity). If dissolution occurs without a resolution passed by the members or the SC, the net assets of IPA shall be applied for charitable purposes as directed by courts or commissions in one or more of the jurisdictions in which IPA has recognized legal status as a non-profit professional membership association.

First Schedule (Article 5.3.)

A. Presidency:

- A.1. Nominations for candidates for President-Elect must be made by at least three National Member Societies in good standing and approved by the individuals' own National Pediatric Society. Proposals must be received by the Executive Director at least six months before the next scheduled meeting of the CD.
- A.2. In the election of the President-Elect of the IPA, there must be rotation of geographic representation. Therefore, for any Presidential candidate to be eligible for election, he/she must represent a region from which there has been no President-Elect for the two preceding 2 years terms.

Second Schedule

B. Dues:

- B.1. Dues for Member Societies shall be established by guidelines developed by the EC and SC and approved by the CD.
- B.2. If under exceptional circumstances a Member Society has difficulties with the transfer of dues to the IPA; they may be deposited in a bank in their respective country in the local currency and be placed at the disposal of the Executive Director of the IPA.

Third Schedule

C. Termination of Rights:

- C.1. Non-payment of dues by a Member Society for 2 years (after 2019). Shall automatically suspend voting rights until a final decision of the CD is taken at its next meeting.
- C.2. Membership may be terminated by the decision of the CD for documented violation of IPA Principles. Such decisions must be documented in writing.

Fourth Schedule (Article 4)

D. Meetings:

- D.1. The EC and SC shall hold meetings at the site and time of the International Congress, and other annual meetings shall be held at other sites as decided upon by the EC and SC.
- D.2. In addition to the annual meetings, special physical or virtual meetings of the EC and SC may be called at the discretion of the President and the EC of the IPA.
- D.3. The presence of a majority of EC and SC Members shall comprise a quorum for each of the meetings. In case a quorum is not possible due to unforeseen emergency, the meeting may be adjourned and reconvened.

Discussions can proceed but no binding decisions can be made.

- D.4. Ordinarily, meetings of EC and SC must be convened and provisional agenda sent to Members at least one month in advance.
- D.5. The CD shall meet at the time of each International Congress. In case of extraordinary circumstances the CD can meet virtually subject to majority approval by the SC.
- D.6. Reports of the President and the Executive Director and the recommendations of the EC and of the SC shall be presented to each Delegate at least one month prior to the meeting of the CD.
- D.7. The presence of the delegates of more than half of the Member Societies at a session of the CD shall comprise a quorum.
- D.8. Sites of the succeeding International Congresses must be proposed by representatives of National Member Societies and must be endorsed by the government of the respective country. Under normal circumstances there will be a regular rotation of geographic sites of International Congresses.

To be eligible for hosting a congress, a country must be from a region in which no congress has been held during the two preceding 2 years (after 2019) periods.

- D.9. Proposals for Congresses must reach the Executive Director at least six months before the upcoming meeting of the Council and circulated to the CD.

Fifth Schedule

E. Languages:

- E.1. The official languages of IPA shall be English, Spanish and French.
- E.2. Contributions may be made and published in any of these languages.
- E.3. The International Congress shall use these languages and the language of the host country as far as means and facilities will allow.
- E.4. Provisions shall be made for simultaneous translations during meetings of the CD.

Sixth Schedule

F. Voting:

- F.1. A simple majority of Members present and voting at meetings of the EC and the SC shall be valid as long as a quorum is present. Proxy voting shall not be allowed. In special circumstances, postal voting (including paper copies of emails and faxes) may be utilized.
- F.2. A simple majority of the Member Societies present and voting at the meetings of the CD shall be valid so long as a quorum is present.
- F.3. A two-thirds majority of Member Societies present and voting at meetings of the CD shall be required for changing the Constitution so long as a quorum is present.
- F.4. In the event that the vote is tied, the President shall cast the deciding vote.

Seventh Schedule

- G.1. The reports of the President and Executive Director of the IPA, the list of candidates for the President Elect of the IPA and the SC of the IPA, the curricula vitae of all candidates, and the proposed sites for the next International Congress shall be sent to each Member Society at least one month before the next scheduled meeting of the CD