

## Bylaws

This March 2005 version was accepted at the Annual General Meeting of the Society in Oslo, Norway, on 3 March 2005.

### Article 1: Name and Registered Office

The name of the Society is the "International Society for the Study and Prevention of Infant Death (ISPID) e.V.", hereinafter called the "Society" or "ISPID". The registered office of the Society that operates in the form of a non-profit organisation is instituted in Tübingen, Germany. ISPID has been organised to foster science and research as specified in article 2. It originates in the "European Society for the Study and Prevention of Infant Death" (ESPID) and the "SIDS Global Strategy Task Force" (GSTF). The society is the scientific arm of SIDS International, but as a scientific organisation remains independent from it on an organisational level.

### Article 2: Objectives

- a) To promote the exchange of information among scientists who have special experience in the field of infant health and death and to the community at large.
- b) To promote education and training in infant health and death research in order to encourage progress in this field.
- c) To carry out co-operative studies in the field of infant health and death particularly those aiming at prevention.
- d) To provide further education in the field of infant health and death by organising meetings for this purpose including annual scientific meetings, training programmes and educational workshops, granting fellowships and travel awards and fostering official publication of scientific proceedings and other materials.
- e) To carry out any other measures to support research and prevention of infant death, as determined by the Annual General Meeting.

### Article 3: Members, Corporate Members and Honorary Members

- a) Individuals can be members of the Society. Applications for membership shall be supported by at least one existing member and submitted to the Secretary. The Secretary will then submit the applications to the Board members for approval. Existing members will be informed about the admission of any new member(s) via the Society's Newsletter. If a member resigns, his/her membership will end at the end of that year.
- b) Corporate Members are groups or societies that join the ISPID, representing their members as a whole. They pay a membership due. They and their individual members have no voting privileges.
- c) Members will pay an annual due, the amount of which is settled at the Annual General Meeting and shall be paid in advance by 1 January of each year. Individual or corporate members can resign by a formal declaration to the Annual General Meeting. Any member who fails to pay his/her annual fee for two successive years will receive written notification from the Treasurer that failure to pay all outstanding fees within six months will terminate his/her membership.

- d) Individuals who have achieved distinction in their work for ISPID and/or in the field of infant death research and prevention can be offered honorary membership if they have retired from active practice. Proposals for honorary membership will be presented by the Board to the Annual General Meeting to be voted on. Honorary membership includes ISPID membership. Honorary members are excused from any membership dues.

#### **Article 4: Termination of membership**

Membership ends

- a) on leaving the Society by the end of a calendar year if written notice has been given to the Board and a period of notice of 3 months has been adhered to.
- b) for a natural person by death, for a legal entity by loss of legal capacity, for an association by dissolution.
- c) by expulsion. This might be agreed upon by the Board with the consent of the committee if the member has acted contrary to the interests of the Society. The member is to be given the opportunity to declare himself/herself prior to the decision. He/She is entitled to appeal against this notification of expulsion to the next statutory annual general meeting. The appeal is to be filed in writing within 4 weeks from delivery of the notification to the member's most recent address given to the Society.
- d) by deletion from the members list due to a decision of the Board if the member is in arrears for at least 2 yearly fees in spite of having been reminded. by deletion from the membs list due to a decision of the Board if the member is in arrears for at least 2 yearly dues in spite of having been reminded.

Cash deposits and contributions in kind are not returned to members if members leave the Society or if the Society is dissolved.

#### **Article 5: Official Language**

The official language is English.

#### **Article 6: Annual General Meeting**

The President of the Society convenes the Annual General Meeting. If the President is unable to fulfil this task, the Board will choose one of its members as the President's substitute. The Annual General Meeting will normally be held once yearly. Notification together with the agenda will be given in writing, sent out to members at least one month before the date of the Annual General Meeting. The Secretary is responsible for the preparation of the minutes of the Annual General Meeting, which shall be signed by him/her and by the President of the Society.

Functions of the Annual General Meeting include

- a) authorisation of the Board to deal with matters pertaining to the Society that require attention between Annual General Meetings
- b) election of two auditors to check the Treasurer's report
- c) determination of annual membership dues
- d) determination of the place of the next Annual General Meeting
- e) determination of the Society's activities, as defined in Article 2

#### **Article 7: Board**

Composition of the Board

The Board has five elected members: the President, the Secretary, the Treasurer (the three being the Executive Committee within the meaning of Article 26 BGB, German Civil Code; each authorised to represent the other), and two Members at Large, jointly authorised to represent the Society. In addi-

tion, other ISPID members may be invited to attend Board meetings at the discretion of the President, including committee members and the organisers of the next annual meeting.

#### Elections

- a) Board members are elected by the members of the Society following nomination by individual members as described in Article 8.
- b) The term of office for all elected Board members is normally five years. Board members remain in office until re-elections are held.
- c) Posts of the Secretary and the Treasurer are open for re-election for one term; the other posts are not open for re-election. However, members who have served on the Board may be proposed for election in another capacity.
- d) Elections for the posts of President and Secretary will not normally take place in the same year. With the agreement by vote of the Annual General Meeting and the agreement of the individual concerned, adjustment (up or down) of the length of term of office of a maximum of one year may be made in order to achieve this when a simultaneous election would otherwise occur.

#### Tasks of the Board members

- a) The President is responsible to the Society for carrying out decisions taken at the Annual General Meeting. He/she chairs the Annual General Meeting. For any special or general purposes the President may delegate matters normally dealt with by him-/herself as President to any member of the Board.
- b) The Secretary is entrusted with the administrative duties of the Society.
- c) The Treasurer is entrusted with any financial matters.
- d) The Board can install committees for certain tasks; committee members are nominated by the Board; the term of office of committee members is normally three years with the option of re-appointment for one term.
- e) If the President, Secretary or Treasurer resign or are prevented in any way from completing their term of office, the Board will choose one of the other Board members as acting President, Secretary or Treasurer, respectively, until an election has been held, before or at the next Annual General Meeting.

### **Article 8: Voting and Elections**

#### Amendments to the Bylaws of the Society

- a) At the Annual General Meeting, a quorum of at least one fifth (20 %) of the members must be present; decisions on amendments shall be ratified only if at least three quarters (75 %) of all votes cast are in favour. Votes will normally be taken by a show of hands but may be taken by secret ballot at the discretion of the President.
- b) Decisions based on voting conducted by mail (whether by paper or electronic media) will only be considered valid if at least one fifth (20 %) of the current members respond; decisions on amendments to the Bylaws of the Society shall be ratified only if at least three quarters (75 %) of all the votes cast are in favour.

#### Elections and all other matters

- a) Except for the 2 auditors, who are elected during the Annual General Meeting, elections are only conducted by mail (whether by paper or electronic media) and will only be considered valid if at least one fifth (20 %) of the current members respond. The Board will communicate the procedures for all such votes (deadline for voting, recipient of votes, person(s) who will count the votes, and procedure of announcing the result of voting) to the members in advance.
- b) Any decisions shall be taken on the basis of the largest vote. That is, for example, if more members vote in favour than against, then the decision will be in favour, even if the combined number of those against and those abstaining is more than half of those responding. In the case of an

election, the candidate receiving the largest number of votes will be selected. In the case of a tie, the President shall have the casting vote.

#### **Article 9: Non-Profit-Making Character**

- a) ISPID exclusively and directly pursues non-profit-making objectives within the meaning of the Charitable Purposes Ordinance (Abgabenordnung, Section "steuerbegünstigte Zwecke") of the Federal Republic of Germany (1977).
- b) Any funds must be used for the Society's objectives. ISPID members shall not receive any profit, shares or any other financial benefits from the funds of ISPID in their capacity as members. If they cease to be members or if the Society is dissolved, membership subscription fees previously paid shall not be reimbursed, and members shall not otherwise be entitled to the assets of ISPID. No person will be awarded administrative expenses against activities other than those directly related to the business and objectives of ISPID, nor receive disproportionately high or unrelated remuneration of any other kind. The Society is entitled to any kind of administration of its own assets unless opposing to tax regulations. It shall work on a non-profit-making basis only.
- c) Any funds should be used for the objectives within a reasonable time period as proposed by the Board and approved by the Annual General Meeting, allowing for the need to maintain a reasonable reserve fund to protect the Society's interests and liquidity.
- d) All officers of ISPID work in an honorary capacity. Commercial business in their capacity as officers of ISPID is not permitted.
- e) If ISPID is dissolved, or if its objectives otherwise become invalid, all assets shall be assigned to a public corporation or a corporation that is recognised as a tax privileged charity. The corporation shall use these assets exclusively and directly for non-profit-making purposes within the scope of fostering children's health. Decisions on how the assets are to be employed in future shall be carried out only after approval by the tax and revenue office responsible for the registered office of the Society.
- f) The revenues office responsible for the registered office of the Society shall be informed as to any amendments to the Articles of the Society before registration at court.

#### **Article 10: Privacy Policy**

The Society stores some personal data from its members (name, affiliation, address, phone and fax numbers, e-mail address, web site, account data) as necessary to fulfil its objectives. ISPID also keeps an address list with names of persons, who may wish to receive information on the Society. The electronic database may be accessed and maintained only by the Secretary and the Treasurer, data may be reported to the Board as necessary for decision-making.

In order to facilitate communication within the Society, a members list is made available to ISPID members on paper or in a password-protected members area of the ISPID website. Any data required for invoice of membership dues (bank account or credit card data, date of payment) are used solely for this purpose, accessed and maintained only by the Treasurer, and kept confidential. No data whatsoever is given to anyone outside the Society.

Individuals may request information and/or update of personal data stored by the Society, and deletion of their data from the members list. Personal data will be deleted on resignation, suspension, removal, or death of a member, or in the event of the dissolution or final liquidation of the Society.

Prof. Christian F. Poets, MD  
(Executive Secretary)