

Constitution of the Association of the Swiss Branch of the ISSHP to Organize the International Meeting Geneva 2012 of the International Society for the Study of Hypertension in Pregnancy (ISSHP)

Preamble

The Swiss Branch of the International Society for the Study of Hypertension in Pregnancy (subsequent: Swiss Branch of the ISSHP) has been assigned by the International Society for the Study of Hypertension in Pregnancy (subsequent: ISSHP) to organize the world congress of 2012 in Geneva.

The Swiss Branch of the ISSHP creates an association „Verein im Sinne des Schweizer Zivilgesetzbuchs (ZGB)“ to organise and conduct the world congress. Following completion of the world congress and dispatch of all connected business the association will be terminated.

The founding members of the association decide upon the presented terms.

I. General

§ 1 Name, location and language

I Named “Association of the Swiss Branch to organize the International Meeting Geneva 2012 of the ISSHP” (subsequent: “Association”) an association in terms of paragraph 60 ff. ZGB exists.

II The Association will reside at the address of the president of the Association. The address of correspondence is that of the president of this Association.

III The official language of the Association is English.

§ 2 Duration of the Association

The Association will terminate its function after completing all financial transactions of the World Congress. Potential benefits arising from the meeting will be transferred to the Swiss Branch to support the Swiss Branch and if applicable preeclampsia research in Switzerland.

§ 3 Objectives

I The Association is a charity.

II The “Association” is intended to accomplish planning, organization and execution of the world congress as well as all therefore required operations. The

Association executes the therefore required legal acts, contracts with third parties and keeps the accounts of the preparation and execution of the congress.

§ 4 Funds

I No membership fee for the Association is raised, but such a membership fee might be introduced at a later date.

II The assets consist of the revenues from profits of the congress as well as from additional benefits arising from members or third parties.

§ 5 Membership

I Membership is limited to members of the Swiss branch of the ISSHP.

II Clinicians and scientists being members of the Swiss branch of the ISSHP attending the branch meeting on June 24th 2010 in Interlaken are the Foundation Members of the Association. Each of the members can resign from the association by informing the president in writing.

III Proposal of membership may be made by submission of an application to the president of the Association. The president presents the applicants for election for membership during the annual business and scientific meetings. Membership is confirmed by the majority of attending members voting in favor during the annual meeting.

IV The membership ends with discharge, exclusion or death.

V Revoking membership is possible at any time. A letter of membership withdrawal must be presented to the president of the Association at least 4 weeks in advance of the general assembly.

VI Membership shall be revoked upon failure to attend the meeting without apology due to the critical nature of the decisions made for the international meeting or if it is decided by the majority of the members during the annual meeting due to other important reasons. The executive board determines upon exclusion of a member. The member can enter an objection to the general assembly.

II. Organization of the Association

§ 6 Elements of the Association

I The elements are:

- the general assembly;
- the executive board consisting of
 - the Swiss Councilor at the ISSHP,
 - the president and
 - the secretary;

- the statutory auditor.

§ 7 General assembly

I The general assembly consists of all members and is the supreme organ.

II The general assembly is responsible to advise the strategy of the Association and to supervise the activities of the Association.

The general assembly is furthermore responsible to executive the denoted duties:

- election/deselection of the executive board and of the president;
- election of the auditor;
- acceptance of new members;
- designation and revision of statutes;
- report of and approval of accounting;
- resolution on the budget plan.

III The association will meet annually at the Swiss branch of the ISSHP meeting and in between according to upcoming duties. The meeting comprises a business meeting and a scientific meeting which is considered to establish the scientific program of the Geneva meeting. Both meetings are open for all participants.

IV Invitation to the general assembly will be by e-mail to the most recent e-mail address provided by the member at least 2 weeks in advance. The agenda will be attached.

V Upon request by one member a extraordinary general assembly has to be called and announced by e-mail two weeks in advance with the agenda attached as described above.

VI Every member has one vote. Elections and votings are open and decisions are majority-based.

VII Change of statutes does require a 2/3 majority.

VIII A protocol of the meeting is prepared by the secretary and distributed among all members of the Association after the meeting. The official language of the meeting and of the protocol is English

§ 8 Executive board

I The executive board consists of the following persons:

- The Swiss Councilor at the ISSHP,
- the president and
- the secretary.

II These functions are on a honorary basis. They are represented by the officials of the Swiss branch of the ISSHP.

III The executive board represents the Association and conducts its business. The main tasks of the officials are to organize, to chair and to create the agenda for

the organizational and scientific meetings in preparation of the international congress.

IV The secretary is the substitute of the president of the group and supports the president at his duties. She/he prepares the summary of the contents of the meeting and distributes this protocol among the participants of the meetings. International experts and representatives of the ISSHP (the president and the secretary general) will be invited to the meetings in addition to the members of the Swiss branch.

V The executive board will be summoned upon request of the president or an executive board member. Decisions can be made either in the presence of all three members or if an absent member consents to the decision of the others.

VI The president and the secretary of the Association will have to jointly sign contracts which support the work of the Association. Contracts may solely be signed if reasonable to organize the international meeting.

§ 9 Financial Controlling

I The general assembly elects a auditor who controls the accounting according to the Obligationenrecht (OR). The auditor must comply with regulations of paragraph 727 c OR and must not be connected to the Association. Membership is not permitted nor should be this person a close relative of members of the Association.

II The auditor controls the accounting of the Association and provides the general assembly with a written report.

III If the Association is obviously overindebted and the executive board does not perform corrective action, the auditor advises the justice.

§ 10 Liability

Debts of the Association are solely covered by the Association's funds (according paragraph 75a ZGB). Personal liability of members is excluded.

III. Final provisions

§ 11 Change of statutes

I Changes to the constitution can be decided by a 2/3 majority vote by the members of the association independent of the number of participants.

II An application to modify the constitution must be sent to the president at least two weeks before the annual meeting in written form. The president will distribute the application for a change of the constitution among all members of the Association at least one week before the annual meeting.

§ 12 Dissolution

The association will automatically be dissolved upon final financial regulations of the International meeting in Geneva in 2012 and upon dissolution any benefits will be transferred as has been described in § 2.

§ 13 Duration of the Association

The Association will terminate its function after completing all financial transactions of the World Congress. Potential benefits arising from the meeting will be transferred to the Swiss Branch to support the Swiss Branch and if applicable preeclampsia research in Switzerland.

§ 14 Commencement

These statutes have been accepted by the founding assembly on ... and came into effect with this date.

The president:

The minute taker:

.....

(Name)

.....

(Name)

Berne,

For the final draft:

Markus Mohaupt, Prof. Dr.
Extraordinarius und Leiter der Abteilung für Hypertonie
Präsident Swiss Branch ISSHP
INSELSPITAL, Universitätsspital Bern
Klinik für Nephrologie/Hypertonie
Abteilung für Hypertonie
Freiburgstr.
3010 Bern
Telefon: +41 (0)31 632 9731
Fax: +41 (0)31 632 9734
E-Mail: markus.mohaupt@insel.ch
www.nephrobern.ch