

EFPOS CONSTITUTION

European Federation of Psychosocial Oncology Societies

Name

The name of the Organisation ("the Organisation") is the European Federation of Psychosocial Oncology Societies ("EFPOS")

Administration

Subject to the matters set out below the Organisation and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee constituted by clause 7 of this constitution ("the Executive Committee")

Objects

The Organisation's objects ("the objects") are:

- to advance the understanding of psychological, social, cultural and ethical aspects of cancer and its treatments
- to promote interdisciplinary research in psychosocial oncology
- to promote high standards of psychological and social support for cancer patients, their families and healthcare providers and so, improve the quality of psychosocial care
- to promote education in psychosocial oncology for psychologists and social workers and any other health care professionals concerned with cancer care
- to influence policies on psychosocial care and research priorities within Europe through liaison with key organisations
- to foster and maintain collaboration between psychosocial oncology societies within Europe
- to foster collaboration between individuals involved in psychosocial oncology
- to promote a better understanding and acceptance of psychosocial oncology among health professionals and the lay public

Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- power to buy, take on, lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;

power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Organisation;

power subject to any consents required by law to borrow money and to charge all or any part of the property of the Organisation with repayment of the money so borrowed;

power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

power to co-operate with other organisations, charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Organisation and to exchange information and advice with them;

power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

power to appoint and constitute such advisory committees as the Executive Committee may think fit;

power to do all such other lawful things as are necessary for the achievement of the objects.

but shall at all times ensure that in all cases any transaction does not exceed the Organisation's existing resources and/or has the approval of the Members

Membership

Membership of the Organisation shall be open to any body corporate or unincorporated association being a national or regional European psychosocial oncology society or group which is interested in furthering the work of the Organisation which subscribes to the objects set out in clause 3 and which has paid any annual subscription laid down from time to time by the Executive Committee (any such body being called in this constitution a "member organisation")

Associate membership of the Organisation shall be open to any individual professional actively involved in psychosocial oncology, interested in furthering the work of the Organisation and living in a region or country with no active member; who submits an application for membership together with a curriculum vitae and statement on the situation in their region regarding the provision of psychosocial oncology and who pays any annual subscription laid down from time to time by the Executive Committee.

Corresponding member organisations and corresponding associate members meet the same requirements as member organisations and associate members but do not live and work in Europe

Member organisations, associate members, corresponding member organisations and corresponding associate members are collectively known as EFPOS Members

Each member organisation and corresponding member organisation shall notify the name of the representative appointed by it ("the Representative") and of any alternate to the Secretary. If the Representative or alternate resigns from or otherwise leaves the member organisation or corresponding member organisation, he or she shall forthwith cease to be the Representative of the member organisation or corresponding member organisation. The Representative shall represent the member organisation or corresponding member organisation at all meetings of EFPOS Members and shall be

authorised to vote on proposed resolutions on behalf of the member organisation or corresponding member organisation.

Any representative appointed by a member organisation or corresponding member organisation shall hold office for a maximum term of three years, but shall be eligible for re-election for one further term of three years only, at the expiry of this term.

Where there are more than two associate members representing a country or region which is not represented by a member organisation or corresponding member organisation, the Executive Committee shall have the discretion to require such associate members to appoint a single representative ("the Representative") to represent them at any meeting and to vote upon any matters put forward by the Executive Committee.

The Executive Committee shall ratify any application for membership of the Organisation within six months of the application being received by the Secretary.

The Executive Committee may unanimously and for good reason terminate the membership of any EFPOS Member. The Representative or the associate member concerned shall have the right to be heard by the Executive Committee, before a final decision is made.

Honorary Officers

At a biennial general meeting of the Executive Committee, the members of the Executive Committee shall elect from amongst themselves a President, a Vice-President, a Secretary and a Treasurer who shall hold office from the conclusion of that meeting until they shall retire in accordance with clause 7.3.

Executive Committee

- 7.1 The Executive Committee shall consist of the President and five other EFPOS Members (or their Representatives) elected at the Biennial Meeting who shall hold office from the conclusion of that meeting
- 7.2 The Executive Committee may in addition appoint not more than three co-opted members who shall also be EFPOS Members (or their Representatives) but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause 10 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

Every member of the Executive Committee shall have the option to retire from office, upon giving not less than 8 weeks notice to the Secretary. Any EFPOS Member or their Representative wishing to be appointed to fill any such vacancy shall give not less than 4 weeks notice to the Secretary.

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7.4 A member of the Executive Committee shall be obliged to retire from the office at the Biennial Meeting next after they have held office for three years but they may be re-elected or re-appointed for one further term of three years only.

7.5 The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member

7.6 Ballots for the appointment of Executive Committee members to fill vacancies arising under clauses 7.3, 7.4 or otherwise shall be made by e-mails sent to the Secretary on the date specified by the Secretary when calling an election.

7.7 No person shall be entitled to act as a member of the Executive Committee whether on a first or any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act.

Determination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

8.1 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

8.2 is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or

8.3 notifies to the Executive Committee a wish to resign (but only if at least four members of the Executive Committee will remain in office when the notice of resignation is to take effect).

8.4 If being an associate member, they fail to pay any annual subscription fee laid down from time to time by the Executive Committee for a period of one year or more

8.5 If being a Representative of a member organisation, corresponding member organisation or associate members where that member organisation, corresponding member organisation or those associate members fail to pay any annual subscription fee laid down from time to time of the Executive Committee for a period of one year or more

Behaviour either by the associate member, corresponding associate member, member organisation, corresponding member organisation, or Representative which in the unanimous opinion of the Executive

- 8.1 Committee (save for that of the member in question) is contrary to the objects of the Organisation or is likely to call the Organisation into disrepute

In the case of Clause 8.6 the Executive Committee member has a right to make representation before the remaining members of the Executive Committee before a decision is made.

Executive Committee Members not to be personally interested

- 9.1 Subject to the provisions of sub-clause 2 of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Organisation (otherwise than as a trustee for the Organisation) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- 9.2 Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Organisation: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

Meetings and Proceedings of the Executive Committee

- 10.1 The Executive Committee shall have contact twice yearly, either by a meeting in person or by e-mail, telephone or video conferencing to be decided at the absolute discretion of the Executive Committee. A special meeting may be called at any time by the President or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- 10.2 The President shall act as chairman at meetings of the Executive Committee. If the President is absent from any meeting the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 10.3 There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.

- 10.1 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- 10.2 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- 10.3 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 10.4 The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

Receipts and Expenditure

- 11.1 The funds of the Organisation, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Organisation at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee or by one Executive Committee member and another named individual whose appointment as signatory has been agreed by the unanimous consent of the Executive Committee and such agreement shall be made in writing and signed by all Executive Committee members.
- 11.2 The funds belonging to the Organisation shall be applied only in furthering the objects.

Property

- 12.1 Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - 12.1.1 all land held by or in trust for the Organisation; and
 - 12.1.2 all investments held by or on behalf of the Organisation;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- 12.1 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Organisation, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.
- 12.3 It is acknowledged that no member of the Executive Committee shall be personally liable for any debts or expenses properly incurred by the Organisation, and the Organisation undertakes to indemnify the members of the Executive Committee in respect of any loss or expense incurred by such members in defending any claims or proceedings brought in respect of any such debts or expenditure properly incurred either by the Organisation, or by the member on behalf of the Organisation.

Accounts

The Executive Committee shall comply with all relevant accounting requirements and shall ensure that the following procedures are adopted:

- 13.1 the keeping of accounting records for the Organisation
- 13.2 the preparation of annual statements of account for the Organisation;

14. Biennial Meeting

- 14.1 There shall be a Biennial Meeting at the date and time notified by the Executive Committee.
- 14.2 Every Biennial Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Biennial Meeting to all EFPOS Members. All EFPOS Members (or their Representatives) shall be entitled to vote at the meeting, and voting upon resolutions shall be made by forwarding an e-mail to the Secretary.

The President shall chair the Biennial Meeting, but where the President is not

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in attendance the Vice-President shall act as chairman. Where neither the President nor the Vice-President is present, before any other business is transacted the persons present shall appoint a chairman of the meeting from the members of the Executive Committee.

14.4 The Executive Committee shall present to each Biennial Meeting the reports and accounts of the Organisation for the preceding two years.

15. Procedure at Biennial Meetings

The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every meeting of the Organisation.

16. Congresses

16.1 The Organisation shall hold a scientific congress every two years.

16.2 The Organisation's scientific congress shall be organised by one of the EFPOS Members to be appointed by the Executive Committee

16.3 Where the EFPOS member is a member organisation or corresponding members organisation the committee of the scientific congress shall be composed half of the members of the organising member organisation, and half of the EFPOS Members or their Representatives to be appointed by the Executive Committee, otherwise the committee of the scientific congress shall consist of the EFPOS Member and such other EFPOS Members or their Representatives as are appointed by the Executive Committee.

16.4 An outline of the programme of the scientific congress will be proposed by the organising member organisation to the Executive Committee at least one year before the congress shall be held.

The Executive Committee will ratify such proposal within one month of receipt of the proposed programme.

16.5 The Organisation shall not pay for the expenses or organisation of the congress which shall be funded by the organising member organisation and by subscription

17. Notices

Any notice required to be served on any EFPOS Member shall be in writing and shall be served by the Secretary or the Executive Committee on any EFPOS Member or their Representative either personally or by sending it by e-mail addressed to such EFPOS Member or their Representative at his or her last known e-mail address, and any notice so sent shall be deemed to have been received within 24 hours of transmission.

18. Alterations to the Constitution

18.1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than half of the EFPOS Members or their Representatives entitled to vote and voting at a

Biennial Meeting. The notice of the Biennial Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

19 Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Organisation it shall call a meeting of all EFPOS Members or their Representatives, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Organisation. Any assets remaining after the satisfaction of proper debts and liabilities shall be given or transferred to such other organisations or institutions having objects similar to the objects of the Organisation may determine or failing that shall be applied for some other charitable purpose.

20 Arrangements until first Biennial Meeting.

Until the first Biennial meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.