

## CONSTITUTION

### ARTICLE 1 – FORM – DURATION – NAME – REGISTERED OFFICE

#### A. Form – Duration

The European Association of Preventive Cardiology is a registered branch of the European Society of Cardiology (ESC) designated as “Association” despite not being an autonomous legal entity. The ESC is governed by the law dated 1<sup>st</sup> July 1901 and was registered at the Sous-Prefecture at Grasse on 08 April 1992 – n°1/10006 – O.J. n°18 – 29 April 1992.

The European Association of Preventive Cardiology was formed as the “European Association for Cardiovascular Prevention and Rehabilitation” at the ESC General Assembly on 30 August 2004 in Munich, Germany, for an unlimited duration. The change of name was voted at the EACPR general Assembly on 28 August 2016 in Rome.

The European Association of Preventive Cardiology can be dissolved by the ESC Ordinary General Assembly upon proposal of the ESC Board. The internal organization of the European Association of Preventive Cardiology is regulated by the present Constitution approved by the ESC Board and related policies or by-laws approved by the European Association of Preventive Cardiology Board.

The President of the European Association of Preventive Cardiology must belong to one of the National Cardiac Societies or belong to one of the Constituent Bodies of the ESC, and be a Fellow of the ESC or/and EAPC.

Subject to the approval by the Ordinary General Assembly, the European Association of Preventive Cardiology may decide to absorb any ESC Associations, Working Groups or Councils by extending the field of its activity. The ESC Constituent Body absorbed will then be dissolved or, possibly, merged into a new Constituent Body. The ESC Ordinary General Assembly will then decide on the timeline of this restructuring process.

#### B. Name

The Association is called European Association of Preventive Cardiology, abbreviated to EAPC.

#### C. Registered Office

The European Association of Preventive Cardiology has a registered office at the European Heart House in Biot (Alpes-Maritimes) – 2035, route des Colles, Les Templiers - CS 80179 BIOT - Sophia Antipolis Cedex, France.

## **ARTICLE 2 – PURPOSE AND MEANS**

The European Association of Preventive Cardiology contributes to the mission statement of the ESC which is “to reduce the burden of cardiovascular disease in Europe”.

The ESC created Associations to promote the advancement of specific areas of expertise related to prevention, diagnosis and management of diseases of the heart and the vascular system.

In its sub-specialty area of *primary and secondary prevention*, the European Association of Preventive Cardiology is committed to “*promote excellence in research, practice, education and policy in cardiovascular health, primary and secondary prevention*”.

The European Association of Preventive Cardiology takes responsibility for education and training of cardiologists and other professionals involved in *primary and secondary prevention* in the ESC member countries, and for the development of standards for their training, continuous education and professional conduct. In addition, the European Association of Preventive Cardiology promotes education, training and standards throughout the world.

The European Association of Preventive Cardiology wishes to improve the scientific understanding of primary and secondary prevention through promotion of research in this field.

The European Association of Preventive Cardiology may undertake the scientific and material organisation of any congress, symposium or similar event, bringing together any and all professionals, including physicians, scientists, biomedical technicians, nurses and allied health professionals, interested in *primary and secondary prevention* as well as offering all associated services usual at such international meetings, including but not limited to renting space, organising scientific sessions, satellite events, publishing information and similar.

The European Association of Preventive Cardiology may organise the collection, analysis, processing and communication of medical or scientific information obtained from a wide range of physicians, scientists or institutions of *primary and secondary prevention*.

The European Association of Preventive Cardiology may collect, edit and publish journals, articles or information whether in printed or electronic form on any medical or scientific nature related to *primary and secondary prevention*.

The European Association of Preventive Cardiology may award scholarships, awards or grants for education, training or research in its area of interest.

## **ARTICLE 3 – MEMBERS & FELLOWS**

### **A. Members from ESC member countries**

EAPC membership is subscribed on an individual and direct basis. It is open to all health professionals, members of a National Cardiac Society or national organisation involved in the field of *primary and secondary prevention* that supports the EAPC mission and objectives.

Only EAPC members of the ESC Member Countries can have voting rights at the EAPC General Assembly or within the Association.

A member is considered eligible for voting after Two (2) months of membership.

Only EAPC members holding voting rights may stand for Board positions.

Only members from ESC member countries who have paid their full annual membership dues are eligible to vote.

EAPC membership is based on the civil year and is valid from 1<sup>st</sup> January to 31<sup>st</sup> December.

EAPC members are entitled to specific benefits and become automatically members of the ESC.

Applications for membership are made online via the dedicated form along with payment (when applicable) on the EAPC website.

EAPC membership categories and fees are defined by the Board and subject to adjustment after simple majority agreement (50% of voting Board members + 1 vote) by the EAPC Board members.

### **B. Affiliated members from ESC affiliated countries**

EAPC affiliated membership is subscribed on an individual and direct basis. It is open to all health professionals, members of an ESC affiliated member country, involved in the field of primary and secondary prevention, that supports the EAPC mission and objectives.

EAPC affiliated members are offered specific benefits defined by the EAPC Board.

EAPC affiliated members do not have voting rights at the ESC and EAPC General Assemblies or within the Association.

EAPC affiliated members are not eligible for EAPC Board positions.

EAPC affiliated members do not become ESC members automatically.

### **C. Members from the rest of the world**

Any scientist, health professional involved in the field of *primary and secondary prevention* from a non-ESC member or non-ESC affiliated country, that supports the *EAPC* mission and objectives, may become a member.

This category of members is offered specific benefits defined by the *EAPC* Board. Members from the rest of the world do not have voting rights at the ESC and *EAPC* General Assemblies or within the Association. They are not eligible for *EAPC* Board positions and do not become ESC members automatically.

#### **D. Fellows**

Physicians, scientists and other professionals who have made a major contribution to prevention, diagnosis and management of diseases of the heart and the blood vessels and/or the scientific understanding of the heart and the vascular system, may apply to become a Fellow of the European Society of Cardiology (FESC) and/or whenever available, a Fellow of the *EAPC*.

The procedures for application and election of ESC Fellows are decided upon by the ESC Board. The procedures for application and election of *EAPC* Fellows (whenever available) are decided upon by the *EAPC* Board.

#### **ARTICLE 4 – RESIGNATION – EXPULSION – DEATH**

*EAPC* individual members or Fellows may resign by sending their resignation to the *EAPC* President and Secretary of the Board. Their membership will then be terminated at the end of the current calendar year.

*EAPC* individual members who resign from their *EAPC* membership also terminate their membership of the ESC at the end of the current calendar year, provided that the *EAPC* individual member does not have an ongoing membership with another ESC Constituent body.

When applicable, the lack of payment of the annual membership fee may lead to exclusion from the *EAPC* membership.

A member or Fellow of the *EAPC* may be expelled from the *EAPC* and ESC for any justified grievance addressed to the President or Secretary. The request for expulsion must be communicated to the Board which may take immediate decision by written vote. Such decision must be taken by 2/3 of the voting members of the *EAPC* Board.

The *EAPC* Board may recommend to the General Assembly removal of a member from the Association membership list for activities which may bring the *EAPC* into disrepute.

In the event of death of an individual *EAPC* member or Fellow, the membership is terminated immediately. The heirs and assignees will not by right acquire membership of neither the *EAPC* nor the ESC.

In case of resignation or death of a voting *EAPC* Board member, an extra-ordinary election can be organized at any time of the year. The new Board member will start his or her mandate immediately although the term length will need to match the one in progress (from year N to year N+2). Nominations or replacement can be made as described in Article 6 - Internal Governance.

In case of resignation of an *EAPC* Sections, the section's chair-elect will automatically become chair.

## **ARTICLE 5 – RESOURCES**

The sources of revenue for the *EAPC* include:

- Membership dues paid directly to the *EAPC* from individual members, affiliated members, rest of the world members and Fellows when applicable. The amount of such dues will be determined by the Board.
- Remuneration and contributions earned from the sale of goods and services (net income) and from any other resources authorised by law and regulations of the country in which the *EAPC* and ESC reside.
- Donations and sponsorships in compliance with current regulations.
- Generally any other authorized source of income

The *EAPC* Board has authority to seek financial support to cover investments or other expenses linked to the conduct of the Association activities.

Net income generated from various activities is not redistributed to the *EAPC* members, but re-invested into the Association. Scholarships, awards or grants may be awarded for education, training or research in the *primary and secondary prevention* area of interest.

## **ARTICLES 6 – INTERNAL GOVERNANCE (Board, Executive Committee...)**

A. The administration of the *EAPC* is conducted by a Board composed of:

1. Voting Executive Officers who are elected by the *EAPC* voting members every two years:
  - President
  - President-Elect
  - Immediate Past-President
  - Secretary
  - Treasurer

2. Voting Committee chairs, who are nominated by the EAPC President
3. Voting Sections Chairs, elected amongst and by the section nucleus members once every two years, at their last meeting before the new Board mandate, by secret ballot.
4. EJPC Editor-in-Chief (Voting Member)
5. Ex-officio non-voting members:  
These members have an advisory role and are not entitled to vote at Board meetings
  - Representatives of other ESC internal Constituent Bodies
  - ESC Chief Executive Officer and Director of the Specialty Centre (by delegation)
  - Consultants or sui generi members, who are proposed by the President and approved by the voting members

Representatives from industry companies are not eligible to be part of the *EAPC Board*.

The EAPC President must be Fellow of the ESC or of the *EAPC* when applicable

B. There is an Executive Committee composed of:

1. President
2. President-Elect
3. Immediate Past-President
4. Secretary
5. Treasurer

In attendance the ESC Chief Executive Officer and Director of the Specialty Centre (by delegation)

C. Task Forces / Committees / EJPC Editor in Chief

- The Board of the Association will periodically appoint the Editor(s) of the European Journal of Preventive Cardiology (EJPC) and the Committee Coordinators and will ratify the list of Associate Editors as proposed by the Editor(s).
- The Board establishes Committees and Task Forces as needed and appoints members apart from the elected positions of Sections as outlined above.
- The Board will also determine the budget, objectives, resources and timelines for such Committees and Task Forces
- Committees and Task Forces will usually consist of no more than eight members. Committee or Task Force Chairs will be members of the EAPC Board, by cooption if necessary, for the duration of the Committee/Task Force.

- The Committee or Task Forces Chairs are eligible for two years with a possible extension under certain circumstances.
  - Committees and Task Forces will report to the EAPC Board on a regular basis and will submit a written scientific and financial report once a year to the EAPC Board.
- D. The EAPC members holding voting rights shall elect each voting Board member in accordance with the *EAPC* Board approved procedures.
1. Voting Board members shall hold their positions for a period of two years,
  2. This two-year term shall start and come to an end at the close of the annual General Assembly of the period.
  3. The period in office should not exceed 3 mandates, including a maximum of two mandates in the same position for Secretary, Treasurer and Committee Chairs. Once the maximum term of office is completed, a board member is not eligible for re-election to the Board for a period of four years. The six year period of service required to serve as President-Elect, President and Past-President are thus exceptions to the mandate limit.
  4. *The role of President-Elect can be taken up separately from or during or at the end of a term of office as a Board member.*
  5. The President will automatically become immediate Past President at the end of his/her two year mandate.
  6. The duties of all Board members are executed on a voluntary basis. All Board members will be entitled to reimbursement of expenses incurred while exercising their duties upon presentation of supporting original documents, in respect of the travel policy.
- E. Non-voting members are appointed by the Board for a 2 year-term, which term may be extended once at the same position. This limitation does not apply to the Editors of the official Society Journals who are contracted on an individual basis for a specified term.
- F. In the event of the death or the resignation, whether personal or professional, of any member of the Board, he or she will be replaced as follows:
- If it concerns the President, such will be succeeded for the balance of the appropriate two-year mandate by the President-Elect on an acting basis.
  - If it concerns the Secretary or Treasurer, the Board may appoint one of the other voting Board members to assume such responsibilities for the balance of the two-year mandate, or may appoint, at its own discretion, any Fellow of the ESC to fill such position for the balance of the two-year mandate. The latter Fellow will have no voting rights. The Board will refer the matter to the next Ordinary General Assembly for an approval vote covering the balance of the mandate, thus making this person a voting member of the Board.
  - If it concerns the immediate Past-President, the Board may, in its own discretion, appoint any previous Board member for the balance of the two-year mandate. This previous Board member will have no voting rights.



- If it concerns the President-Elect, the Board will refer the matter to the next Ordinary General Assembly for a vote following, to the extent possible, the procedures laid down in this Constitution and Board approved procedures. In the meantime, until voting has taken place, the task related to the position of President-Elect within the Board may be delegated to one of the other Board members, or to any previous Board member. A previous Board member will have no voting rights.
  - If it concerns non-voting Board members, the Board may appoint any qualified person for the balance of the two-year mandate.
- G. The EAPC President, President-Elect and Past-President may invite Board members to resign prior to the end of his/her mandate if they remain inactive and do not participate in the Board meetings and activities. Committee and Sections chairpersons may invite committee members to step down, if they remain inactive and do not participate in the committee/section activities. Criteria and process for implementation should be defined by the EAPC Board.
- H. Should an *EAPC* Board member wish to hold an executive position concurrently (President, President-Elect or Vice-President) in a National Cardiac Society or in the ESC, he or she should inform the *EAPC* Board.

## **ARTICLE 7 – ROLES AND RESPONSIBILITIES**

### **A. Roles and responsibilities of the Boards**

#### 1. ESC Board

The ESC President is the only person recognised by French law to have the ultimate power to act on behalf of the *EAPC*.

The ESC Board approves the *EAPC* Board procedures, as drafted by the *EAPC* Executive Committee and approved by the *EAPC* General Assembly.

#### 2. *EAPC* Board

The *EAPC* Board is invested with the power to execute, or authorise others to execute, all acts and operations of the *EAPC* which are not reserved for the General Assembly.

The role of the *EAPC* Board includes but is not necessarily limited to:

- Liaise in an open and transparent way with the ESC Board
- Define the general policy and strategic direction of the *EAPC*, about which it reports to the *EAPC* General Assembly and ESC Board
- Ensure that the *EAPC* governed by its constitution remains in line with the ESC Statutes and By-Laws



- Approve the projects presented by the *EAPC* Executive Committee, the programme of activities and the corresponding budget in compliance with ESC budget guidelines
- Approve the annual objectives and assumptions, business plan and related budget
- Decide on the provisional exclusion of individual members and of other Fellows
- Approve the internal rules and regulations and by-laws of the *EAPC*.

In the event of an emergency, the *EAPC* Board shall have authority to make any appropriate decision by a simple majority of the voting Board members. In such a case, the decision may be taken on written consultation. In such a case, powers are conferred to the President or the Secretary to implement the decision made.

## **B. Roles and responsibilities of the Executive Committee**

The role and responsibilities of the Executive Committee are among others:

- To discuss with the EHH management on business and operational plans, operations, organisation and Human Resources matters, major projects and actual results and to report to the *EAPC* Board on a regular basis
- To discuss and report to the *EAPC* Board on governance issues
- To oversee the allocation of resources between ESC internal constituent bodies according to the ESC and Associations approved governance rules
- To propose to the Board together with the *EAPC* Head of Department and Director of the Specialty Centre the budget for approval
- To maintain the risk register and to consider insurance matters jointly with the EHH management
- To review policy for the financial business of the *EAPC*

The Executive Committee advises the Board, prepares the Board's agenda and discussions and oversees the implementation of the Board's decisions.

### **i. Roles and responsibilities of the President**

The President will be responsible for executing the decisions of the Board and ensuring the smooth running of the *EAPC* which he/she shall represent before a court of law and in all administrative procedures with the exception of any specific delegation.

The role of the President of the *EAPC* includes but is not necessarily limited to the following:

- Be a member of a National Cardiac Society or belong to one of the Constituent Bodies of the ESC, and be a Fellow of the ESC or/and *EAPC*
- Be a full ex-officio voting member of the ESC Board and as such, act as representative of the ESC Board

- Be the Chairperson of the *EAPC* Board and Executive Committee and *EAPC* Ordinary and Extraordinary General Assemblies.
- Assume responsibility for establishing that high ethical standards are adhered to by all who are engaged in the *EAPC* business and affairs
- Act in the name and on behalf of the *EAPC* Board and the ESC, and in particular:
  - Carrying out the decisions of the ESC Board and responsibility for the proper conduct of the *EAPC* business.
  - Representing the *EAPC* with respect to all civil matters and holding full authority to commit the *EAPC* without prejudice for the powers expressly held by the Board
  - Finalising the agenda for the *EAPC* Board and Executive Board meetings and General Assemblies.

The President may delegate part of his authority and signature. The President is a member of any meeting of the *EAPC* by right.

In case of a tied vote during a Board meeting, a second round of voting will be necessary. In case of a second tied vote - the *EAPC* President may have the casting vote.

## **ii. Roles and responsibilities of the President Elect**

The President Elect will automatically assume the office as President of the *EAPC* after two years and acts on behalf the President when needed.

The role of the President-Elect of the *EAPC* includes but is not necessarily limited to the following:

- Interact openly and transparently with the ESC Board
- Act as representative or spokesperson of the *EAPC*
- Assume responsibility for establishing that high ethical standards are adhered to by all who are engaged in the *EAPC* business and affairs
- Ascertain in partnership with the *EAPC* President that the Board focuses on strategic planning and policy development
- Perform the duties of the *EAPC* President in absence or incapacity including completing the Presidential term in the event of a vacancy
- Manage assignments given by the President or the *EAPC* Board
- Make recommendations on work processes and volunteers' assignments
- Ascertain, together with the *EAPC* Executive Board, continuity in *EAPC* leadership
- Before taking office as President, consider and prepare Board appointed Committees for the coming two years including renewal of Chairpersons and members as needed

## **iii. Roles and responsibilities of the immediate Past President**

The immediate Past Presidency automatically follows a two-year term as President without further voting. The Past-President serves during two years and is thereafter not subject to re-election to a new Board position at the end of his/her mandate.

The role of the immediate Past President of the *EAPC* includes but is not necessarily limited to the following:

- Act as representative or spokesperson of the *EAPC*
- Provide insights on the *EAPC* history and guidance to the *EAPC* President and Board
- Act as Chairperson of the new Nominating Committee for the *EAPC*
- Assume responsibility for establishing that high ethical standards are adhered to by all who are engaged in the *EAPC* business and affairs
- Ascertain in partnership with the President that the *EAPC* Board focuses on strategic planning and policy development
- Manage assignments given by the President or the *EAPC* Board and ensure continuity in the activities of the *EAPC*

#### **iv. Roles and responsibilities of the Secretary**

- Act as representative or spokesperson of the *EAPC*
- Ascertain in partnership with the sub-specialty Association President that the *EAPC* Board focuses on strategic planning and policy development
- Assume responsibility for establishing that high ethical standards are adhered to by all who are engaged in the *EAPC* business and affairs
- Provide guidance to the *EAPC* President and Board on statutory and organisational matters
- Manage assignments given by the President or the *EAPC* Board and ensure continuity in the activities of the *EAPC*
- Supervise and keep records of the *EAPC* Board minutes, activities and membership in close cooperation with the European Heart House dedicated Staff
- Make recommendations on work processes and volunteers' assignments

#### **v. Roles and responsibilities of the Treasurer**

- Act as representative or spokesperson of the *EAPC*
- Ascertain in partnership with the sub-specialty Association President that the *EAPC* Board focuses on strategic planning and policy development
- Assume responsibility for establishing that high ethical standards are adhered to by all who are engaged in the *EAPC* business and affairs
- Supervise finances and provide guidance to the *EAPC* President and Board especially long-term financial planning and management, unbudgeted expenses
- Participate in fundraising activities and ensures full transparency of all transactions and compliance with current regulations

- Cooperate with the ESC Chief Executive Officer, Chief Finance Officer, Specialty Centre Director and Association Head of Department (HOD) in preparing 3-year business plans, reviewing budgetary and financial issues of the *EAPC*
- Report on financial matters to the EAPC General Assembly

## **C. Roles and responsibilities of the Nominating Committee**

The nominating committee, consisting in 2 co-chairs (Past Presidents) and the past chairs of each section, has the aim to define the best candidates for elected positions, reflecting the broad interests of the Association.

The role of the Nominating Committee consists of:

- Evaluating and proposing candidates for *EAPC* Board elections
- Ensuring balance of candidates with appropriate experience from all regions within the ESC member countries according to pre-defined selection criteria

The term of the Nominating Committee mandate is two years non-renewable with the exception of the co-chairs mandate, renewable once (four years maximum).

Members of the Nominating Committee are eligible as candidates for election to either the *EAPC* Board, or to a future Nominating Committee, except if they are members of the outgoing Nominating Committee. In that case, eligibility is gained after 4 years.

- The Nominating Committee should normally propose more than one candidate, and no more than three candidates for each voting position on the new *EAPC* Board. Decisions within the *EAPC* Nominating Committee will be made by a majority of the votes of those members present having the right to vote. In the event that the number of votes cast is tied, the voting will be repeated. In case of the second tied vote, the co-chairs of the Nominating Committee shall have a deciding vote. Otherwise the co-chairs shall not have a vote.

## **D. Roles and responsibilities of the European Heart House (EHH) Executive Officers**

### **i. Chief Executive Officer (CEO)**

A Chief Executive Officer (CEO) is appointed by the ESC Board and grants him/her such delegation, powers and authority as necessary to enable the business, financial, legal and daily management of the *EAPC* and its staff, to be conducted in a smooth, ethical and professional way in accordance with the ESC and *EAPC* strategy.

The Director of the Specialty Centre is granted delegation from the ESC Chief Executive Officer in his/her absence.

The CEO main duties are to:

- Implement the strategy of the ESC's conduct and development
- Define and implement an optimized efficient structure
- Present the implemented strategy and the budgets to the Board

- Coordinate the ESC's actions at all levels, in particular of all the management departments (human resources, finance, insurance, etc...)
- Implement the budgets allocated to him/her
- Federate the Teams around predefined projects
- Manage labor relations in the company, in collaboration with the Human Resources Director

The CEO appoints EHH staff, but for important decisions, the Presidential trio is included out of courtesy and decision needs to be ratified by the Management Group of the ESC Board.

## ii. Director Specialty Centre

The ESC Specialty Centre Director reports directly to the ESC Chief Executive Officer. His/her responsibilities include:

- Execute the strategy and policies defined by the ESC Board
- Is part of the European Heart House Management Team (CODIR)
- Contribute to the implementation of the ESC business model and development as well as to the decisions made collectively at the EHH Management level
- Represent the ESC Specialty Centre on the different sub-specialty Boards (Associations, WGs & Councils) and intervenes as consultant and referent by delegation from the ESC Chief Executive Officer
- Recruit, lead and manage the ESC Specialty Centre Team according to the ESC management best practice
- Establish and manage the ESC Specialty Centre budget according to the annual budget guidelines and approved by the ESC Chief Executive Officer
- Oversee coherence in the conduct of operations across Associations, Working Groups and Councils and control implementation: contracts, procedures, dashboards...
- Ensure that the internal governance of the ESC sub-specialty bodies is conducted in respect to the ESC statutes

## iii. Association Head of Department

A European Heart House Executive Officer (Association Head of Department) is appointed by the Specialty Centre Director with CEO prior approval to conduct operations for the *EAPC*.

The Association Head of Department directly reports to the ESC Specialty Centre Director. His/her responsibilities include:

- Association Team management:
  - Shares the Association strategy and values
  - Manages Association dedicated Team: organizes, delegates and controls, manages conflict
- Association operational management:

- Strategy implementation : drafts Association annual business plan in collaboration with the *EAPC* Board; proposes organization and adequate resources (financial, human, material and timelines); manages prioritised and validated projects by *EAPC* Board and EHH Management
- Activity record tracking : defines and updates key performance indicators to enable efficient management of the Association ; measures and analyses gaps ; proposes or decides upon corrective actions and implements them
- Association budget building and management in respect to the ESC annual budget guidelines and procedure
- Manages internal and external communications of the *EAPC*
- Mutualises resources with the other ESC Associations whenever possible and encourage cross-collaboration between the various ESC sub-specialty bodies

#### **iv. Association Project Manager**

- Act as back-up of Association Head of Department in absence
- Manage the administrative support of the Association
- Punctually participate to projects completion by implementing actions requested by the Association Head of Department
- Participate to main events of the Association and assist the Association Head of Department in administrative management
- Participate in internal and external communication.

#### **v. Association Project Officer**

- Manage administrative support of dedicated Association Committees (meetings, minutes, budget...)
- Participate at main ESC and Association events (congresses, internal & external meetings)
- Ensure that the different procedures and policies are implemented for the good operational run of the dedicated Committee
- Contribute to the Association internal and external promotion

## **ARTICLE 8 – GENERAL ASSEMBLIES**

### **a. Attendance**

General Assemblies are attended by the current *EAPC* Board and the members from the *EAPC*.

## **b. Notification to attend**

Notification to attend must be given to the *EAPC* membership by electronic mail, no less than thirty (30) days in advance.

## **c. Agenda**

The agenda will be drawn up by the Board and circulated to *EAPC* members no less than thirty (30) days in advance.

Only those items appearing on the agenda of the General Assemblies will be discussed and voted on.

Any *EAPC* member may submit in writing to the Secretary/Treasurer of the Board any issue or proposal not governed by this Constitution, no less than three (3) months before the next General Assembly and, if approved by the Board, it will be put on the agenda of the General Assembly.

## **d. Assembly bureau**

The President of the *EAPC* presides over the General Assemblies and is responsible for all procedures related to the preparation and conduct of the General Assemblies. If the President is unable to perform these tasks, these may be conducted by a member of the Executive Board designated by the Board to this effect.

## **e. General Assembly**

The Ordinary General Assembly shall meet each year, preferably at the annual Congress of the *EAPC*. Additional General Assemblies shall be convened by the *EAPC* President as required, or at the request of no less than two thirds of the delegates.

### ○ Quorum & Majority

Decisions of the General Assembly will be made by a simple majority of the votes cast by the members. Null and blank votes are included in the number of votes cast. In the event of a tied vote, a second round of voting will take place. In case of a second tied vote, the President will have the casting vote. A quorum of 30 voting members is required to validate a meeting as a General Assembly – If above condition is not met, an electronic vote will be organised.

### ○ Powers of the General Assembly

The General Assembly deliberates on all items appearing on the agenda.

It shall receive the annual report of the President and Secretary/Treasurer on behalf of the *EAPC* Board. No distribution of profit to members is permitted.

It will approve or adjust the accounts of the previous financial year, and provide for the replacement of members of the current Board.



The resolutions of the General Assembly will be recorded in minutes approved by the President and Secretary of the meeting and made available to members within three months after the General Assembly.

## **ARTICLE 9 – PROCEDURES FOR ELECTIONS OF BOARD, NOMINATING COMMITTEE...**

- a. The Executive Committee, chaired by the *EAPC* President, may proceed to conduct the elections for the new Board members at an earlier time of the year than that of the annual General Assembly, but not earlier than four (4) months before such General Assembly.
- b. Such elections may be conducted electronically.
- c. Voting will be conducted under the responsibility of the *EAPC* Nominating Committee in accordance with *EAPC* Board approved rules and procedures which will be communicated in writing to all *EAPC* members at least three (3) months ahead of the annual General Assembly.
- d. The *EAPC* Nominating Committee will issue a call for candidacies / nominations, amongst *EAPC* members.-A nomination must be accompanied by a proposer and seconder who are also members of the Association. Nominations must be received by the Secretary no less than 60 days before the General Assembly. Members may only stand for one position in any one election.
- e. For paying membership, only members from ESC member countries who have paid their full annual membership dues are eligible to vote. The members voting in any election must have been *EAPC* members for at least 2 months before the candidates selection is made public by the *EAPC* Nominating Committee Chair.
- f. Except for those applying for the position of President-Elect, candidates cannot stand for election for more than 3 consecutive elections.
- g. Voting will be by secret ballot or electronic vote and administrated by the European Heart House Staff supervised by the *EAPC* Nominating Committee Chair. If one candidate only is proposed for any position, a vote will take place in any case. The proposed candidate(s) will be elected if he gains 51% of the total number of votes cast.
- h. If he/she is not elected by a majority of votes, his/her candidature will fail and the *EAPC* Nominating Committee must reconsider the candidature and make a new proposal to the members within three months. An electronic vote will follow. The *EAPC* Nominating Committee will again supervise said vote.
- i. Voting rights are granted according to the membership category. See article 3 for more information on voting rights.

## **ARTICLE 10 – RULE FOR MERGE/INTEGRATION WITH OTHER ESC CONSTITUENT BODIES**

If a working group, council or Association is restructured, the constituent body resulting from such restructuring will, from the date on which the absorbed constituent bodies are dissolved, have the same number of voting delegates for ESC elections that each of the constituent bodies involved had before the restructuring took place for the next two mandates (4 years). After 4 years, the standard number of votes will then apply.

## **ARTICLE 11 – CHANGES OF THE CONSTITUTION**

Any provisions of the Constitution may be changed by the *EAPC* General Assembly:

- a. Upon recommendation of the *EAPC* Board or
- b. Via a validated proposal supported by members

To qualify as a validated proposal the following criteria must be fulfilled:

- a. The proposal must be supported by at least 50 voting members of the *EAPC*.
- b. The members supporting the proposal must certify in writing to the Secretary/Treasurer of the *EAPC* that the proposed wording to constitute the validated proposal has been consistently followed throughout and that the decisions to support the proposal were made following proper internal decision making, including voting procedures.
- c. The procedures for formulating a validated proposal must be received by the Secretary/Treasurer of the *EAPC* at least three (3) months prior to the General Assembly. The Secretary/Treasurer of the *EAPC* is responsible for determining that consistent wording and correct procedures have been followed and time frames respected, informing the Board of the *EAPC* and placing the validated proposal on the Agenda of the *EAPC* General Assembly.
- d. Proposed changes must be circulated to all members at least two (2) months before the *EAPC* General Assembly.
- e. The *EAPC* Board shall have the right to comment in writing on any validated proposal and may circulate such commentary together with the proposed wording to all members prior to the *EAPC* General Assembly.
- f. Proposed changes will be voted at the General Assembly. A quorum of 30 voting members is required to validate a meeting as a General Assembly.

## **ARTICLE 12 – ACCOUNTING PERIOD AND PROCESS**

The accounting period shall start on the first (1<sup>st</sup>) of April and end on the thirty first (31<sup>st</sup>) of March of the following year.

## **ARTICLE 13 – RESPONSIBILITY OF *EAPC* MEMBERS AND BOARD MEMBERS**

Only the assets of the *EAPC* may be secured against agreements entered into in its name. Neither *EAPC* members nor Board members may be held personally responsible for said agreements, subject to any application of the provisions of the Law.

## **ARTICLE 14 – DISSOLUTION - LIQUIDATION**

The dissolution of the *EAPC* will take place upon the decision of two thirds of all voting members present at an ESC Extraordinary General Assembly following a proposal of the ESC Board communicated as indicated above.

The net product of the dissolution is allocated to the ESC.