

## **STATUTES FOR THE EUROPEAN PLACENTA GROUP (EPG)**

### Article 1

An Association is formed, the name of which is European Placenta Group (EPG). EPG is a Society affiliated to International Federation of Placenta Associations.

### Article 2

- a) This scientific, non-profit Association has as its main goals the encouragement, development and promotion of fundamental and applied research concerning placenta physiology, pathology, therapeutics and biotechnology in human and animals in basic and clinical sciences.
- b) The main activities of the Society will be: workshops, colloquia, conferences and congresses at which scientific results and problems related to the field of Placenta Research will be presented and discussed, as well as the publication of the scientific work discussed in these meetings. EPG will also organize the world IFPA congress at three years intervals.
- c) The Society is concerned especially, but not exclusively, with the development of Placental research in European countries.

The Society may establish special relationships with national or regional associations, groups or societies interested in similar fields, and also with International and/or European Societies or Federations interested in Placenta Research and/or Reproduction.

EPG may create subsections or local committees and research groups and participate in common meetings with other associations.

- d) The main working language of the society will be English.

### Article 3

The headquarters of the Society will be established in the country where the bank account is located in accordance to European bank regulations. This address is independent from the nationality of the President and the Council, except that at least one Council member must be located in the headquarters country.

### Article 4

The Society will be composed of members

- a) Individual ordinary members, who have one vote each
- b) Individual honorary members, who will have no right to vote
- c) Corporate members, who are represented by a Delegate, who will have one vote
- d) Individual student members, who have one vote each

### Article 5

#### Membership

Individuals wanting to join EPG will provide candidacy documents (including CV, one letter of recommendation from an EPG member) to the Executive Council. The acceptance of individual members will be decided by the Executive Council on the basis of their achievements and/or employment as appropriate to the field.

Nomination of honorary members will be made by the General Assembly after proposal by the Executive Board.

Admission of corporate members will be carried out by the Executive Council after proposal by the Board of Officers.

## Article 6

### Termination of membership

The status of member shall be lost by

- a) resignation
- b) termination declared by the Executive Council for non-payment of dues for 3 years or for ethical issues.
- c) death

## Article 7

The amount of the dues for the four categories of members will be set on advice of the Treasurer, decision of the Executive Council and approval of the General Assembly.

## Article 8

The resources of the Society include

- 1) the amount of membership fees
- 2) subsidies from the European community, departments and communes
- 3) resources created by special arrangement, subject to the approval of the competent authorities
- 4) receipts of remunerations collected for services rendered
- 5) possible donations or sponsorships

## Article 9

### Executive Council

- a) The Society will be directed by an Executive Council including the Board of Officers and Councillors elected for three years by the paid-up members. Officers and Councillors may be reelected for a second term only, with the exception of President. The Executive Council shall include the 4 EPG representatives on the IFPA Executive Council, the European Editor of Placenta (as well as the Trophoblast Research Editor, if the latter is European), and the past, current and future European IFPA meeting organizers.
- b) The Board of Officers is composed of:
  - . The Past President (ex officio), who will not have voting rights
  - . The President
  - . The President-Elect
  - . The Secretary-General
  - . The Treasurer
- c) The Executive Council must be composed by members from at least 5 different countries (countries where the professional activity takes place). Within the Board of Officers and Councillors no country may be represented by more than a total of 3 Councillors or Officers.
- d) In case of a vacancy, the Executive Council will provide for provisional replacement of its members; this will be followed by definitive replacement at the following meeting of the General Assembly. The authority of Councillors elected in this way will end at the time when the mandate of the Councillors replaced would normally expire. The replacing Councillor may be reelected for one second term.

## Article 10

### Meeting of the Executive Council

The Executive Council will meet in person or in video conference at least once a year, at the call of the President or at the request of one fourth of its members, by email sent to the executive members at least 7 days in advance. Decisions shall be made by majority vote; in case of a tie, the vote of the President shall decide. Any member of the Executive Council who, without valid reason, fails to attend two consecutive meetings of the Executive Council, will be considered to have resigned.

### Article 11

#### General Assembly

The General Assembly includes all current members of the Society who have paid their dues. It shall meet at the annual Business Meeting of EPG during the annual IFPA meeting. The meeting shall be announced by the Secretary General at least one month before the date set. For each meeting, two ad-hoc secretaries will be designated to take the minutes.

The President, assisted by the Executive Council members, presides and gives a general report of the activities of the Society. The Treasurer gives a financial report. Both reports are submitted for approval by the Assembly. Items on the agenda are discussed and/or decided.

Minutes will be subsequently made available to members on the EPG website.

### Article 12

#### Special General Assembly

This can be convened by the President or at the request of one half plus one of the enrolled and paid up members.

### Article 13

#### Bylaws

Bylaws can be established by the Executive Council. They will take effect after approval by the General Assembly. Such bylaws are aimed at details or issues not covered by the Constitution, especially concerning the internal administration of the Society.

### Article 14

#### Modification of the Constitution and dissolution

Any modification of the Constitution, as well as dissolution of the Society, will be decided by at least two-thirds of the members present at the General Assembly after consideration of a text which will be distributed to the members of the Society at least 30 days before the meeting of the General Assembly.

In case of dissolution, a 2/3 majority of all voting members of the Executive Committee will be required to dissolve the Society and to designate recipients of the assets.

## EPG BYLAWS

### Organizational Structure and Membership

1. EPG is composed of members who are interested in Placenta Research. The organizational body of EPG consists of an Executive Council and a General Assembly.
2. Executive Committee. The Executive Council is composed of Voting Members and Non-Voting Members. It consists of Officers and Councillors elected.
3. General Assembly. The General Assembly is constituted of all paid-up members attending an EPG meeting during the annual IFPA meeting. Voting members are those who attend the Business Meeting; alternatively, a web-based ballot may serve for a voting purpose including all paid-up members.
4. Applications for Membership. The Board of Officers decides on admission and numbers of members. An application would include: a) CV (including list of publications), b) one recommendation from an EPG member. Executive Council by a simple majority vote will finally approve the membership.
5. Resignations. A member or organization may resign at any time by writing to this effect to the General Secretary.
6. Financial Support. Financial support for EPG administrative services may be derived from membership fees collected from each member. The amount of such fee would be proposed by majority vote of the membership of the Executive Council and approved by the General Assembly. It is proposed that the annual membership fee should be of 20 Euro per year (ordinary member) and 10 Euro/year for student member or 50 Euros per three year and 25 Euros per three years, respectively. Financial support for other activities will be derived from funds raised by the Executive Council through the activity of the Society and cooperation with other organizations/institutions.

### Executive Council

7. Duties and Membership. The administration of EPG and further tasks of this Society are delegated to the Executive Council. Election is for a three-year term, which lasts from the beginning of the last day of a meeting of EPG to the last day but one of the next respective meeting. The detailed composition of the Council is displayed in figure 1.
8. Councillors. The Councillors are elected by a simple majority vote of the membership. Nominations will be received from voting (paid-up) members of the Society. The call for nominations has to be sent to the membership at least 2 months before voting. Nomination will be open until two weeks before voting. Voting may be performed online or in person during the general assembly meeting. Councillors will serve for three years and will be renewed by one third every year. As an exception, for Councillors elected in 2021, one third of them will be re-newed in 2023, one third in 2024 and one third in 2025. In 2022, voting will be omitted.
9. Officers. Officers of the Executive Council are: President, President-Elect, Past-president, Secretary-General and Treasurer. The Officers must be Board of Officers or Council members. They will be elected by a simple majority vote of the Council. The first voting will take place in 2022. Officers serve for three years. Re-election to the same office can occur only once with exception of the President who serves for one term only.
9. President. The President will preside at meetings of the Executive Council and General Assembly. In the absence of the President, the Past-President, the President-Elect, the General Secretary, Treasurer or another member of the Executive Council, in that order, will preside. The President will have general charge and supervision of the business and affairs of the Society. He/she will approve the Minutes of the Executive Committee and Business Meetings and will arrange an audit of the EPG accounts whenever a member newly assumes the office of Treasurer.
11. Secretary-General. The Secretary-General will attend and keep the minutes of all meetings of the Executive Council and Business Meetings of EPG. He/she will assist the President in preparation of agendas, will be in charge of organizational documents and will be responsible for maintaining a mailing list of individual members, lists of committees and their members, and correspondence with all members and related organizations. The

Secretary-General will receive requests for membership in EPG and will be responsible for presentation of membership applications to the Executive Council and for communications with applicants. He/she will also be responsible for maintenance of the Society website.

12. Treasurer. The Treasurer will have custody of all funds and securities of EPG, subject to the regulations as may be imposed by the Executive Council. He/she shall keep the financial records of the Society and shall enter therein full and accurate accounts of all monies received or paid or obligations incurred on account of EPG, and he/she will exhibit such records at all reasonable times to any member of EPG on application of such member to the office of the Treasurer.
13. Corporate members. Corporate members may be invited to Executive Council as a non-voting member. Decisions of Executive Council should be ratified by General Assembly.
14. Meetings and Conduct of Business. The Executive Council will meet yearly to conduct business during an EPG meeting during the annual IFPA meeting or online. Additional meetings (online or in person) may be held and business conducted if a quorum of the Voting Members of the Executive Council are able to attend. In the intervals between meetings, decisions of the Executive Council may be taken as written votes (letter, facsimile letter, electronic mail, electronic vote through specialized website). Emergency online conferences may be called by the President or, in her/his absence, the Past-President, the President-Elect, the Secretary-General or Treasurer in that order. The results of such votes will be circulated to members of the Executive Council in a timely fashion. All recommendations and decisions taken by the Executive Council must be reported to the General Assembly, preferably at least one day in advance of the Business Meeting, by way of EPG website announcement and/or email.
15. Voting. Under all circumstances, voting shall require a quorum, which will consist of a minimum of 60% of the Voting members of the Executive Council. Each Voting member of the Executive Council, including the President, shall have one vote, and all decisions will be made by a simple majority unless otherwise stated in the Constitution or Bylaws. In the event of a tie, the President shall have the deciding vote. Votes may be registered in person or electronically. Executive Council shall receive advance notice of up-coming votes and be informed of the results in a timely fashion. In between meetings of the Executive Council, in case of urgent matters, the Board of officers will be able to propose online voting (by email or through a specialized website) with advance notice before the vote of no fewer than 2 days. In these conditions, if the quorum is not obtained, the majority of votes will be considered as valid.
16. Standing and Ad Hoc Committees. The President may also appoint Committees and their chairmen as required to conduct the business of EPG. Each Committee will include at least one member of the Executive Council, will report to the President and the Executive Council, and will submit a written report to the Executive Council on an annual basis.
17. The Executive Council, except as in these Bylaws otherwise provided, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of EPG. Such authority may be general or confined to specific instances. Unless so authorized by the Executive Council, no Officer, agent or employee shall have power or authority to bind the Society by any contract or engagement or to pledge credit or render it financially liable for any purpose or to any amount.
18. Remuneration. Members of the Executive Council will not receive any salary for their services. The Executive Council will have the power to remunerate members of the Executive Council rendering unusual or exceptional services to EPG. Executive Council will decide in collaboration with forthcoming meeting organizers, the financial arrangements and commitments in respect to the organization of future Meetings of the Society.
19. The Executive Council should support the organization of the EPG organized IFPA meetings from a scientific and organizational point of view.
20. The Executive Council is authorised:
  - (a) To nominate EPG representatives to the Executive Council of IFPA and ad hoc committees of IFPA, including the Awards Committee.
  - (b) To identify potential organisers of future EPG meetings and ensure that there is at least one bid available at the EPG Business Meeting for the meeting at least three years in advance. The EPG general assembly decides on the organiser of the next EPG-IFPA meeting at least three years in advance.

21. During the start-up of the society current members of the EPG 'planning committee' is serving as an interim Executive Council. i.e. Steve Charnock-Jones (UK), Sally Collins (UK), Sandra Haider (AU), Linda Harris (UK), Martin Knöfler (AU), Lopa Leach (UK), Rohan Lewis (UK), Diana Morales Prieto (DE), Christiane Pfarrer (DE), Annetine Staff (NO), Christian Wadsack (AU), Melissa Westwood (UK). The interim Board of Officers will consist of Pascale Chavatte-Palmer (FR) as President, Udo Markert (DE) as Secretary and Marie van Dijk (NL) as Treasurer. The first elections for the the Executive Council will take place during the EPG/IFPA meeting in September 2021 in Amsterdam, Netherlands, and for the Officers in 2022. This interim Board of Officers and Councilors has established and accepted the consitution and bylaws, April 28<sup>th</sup>, 2021.

## **General Assembly**

22. Membership, Responsibilities and Voting. The General Assembly consists of all paid-up members belonging to the Society and participating in an EPG Business Meeting. A quorum shall consist of 10% of the participants attending the conference or the virtual meeting. Each will have one vote. Unless stated otherwise in the Constitution or Bylaws, all decisions in the General Assembly will be taken by simple majority vote. General Assembly can refer issues to be e-mailed to all members for a secret ballot. The decisions of the General Assembly are final on all matters concerning the aims and policy of EPG. The General Assembly may overrule the Executive Committee in every matter with a 2/3 majority vote.
23. Business Meeting. A Business Meeting of the EPG General Assembly will be held each year during the IFPA Meeting or online. The President or, in her/his absence, the Past-President, the President-Elect, the Secretary-General, Treasurer or another member of the Executive Committee, in that order, will preside. In the event of a tied vote, the presiding officer will cast the deciding vote.
24. Voting of IFPA Executive Council Officers from EPG. The membership will nominate candidates for IFPA Executive Council Officers from EPG. These are IFPA President, IFPA Secretary-General and Treasurer. They will serve for four years intermittently with Officers from other regional placenta societies. They must have officially participated at least once in a IFPA Executive Council meeting in any function. The call for nominations has to be sent to the membership at least 2 months before voting. Nomination will be open until two weeks before voting. Voting may be performed online or in person during the general assembly meeting. The procedure is explained in Figure 2.
25. Additional General Assembly meetings may be called during EPG-designated, IFPA or regional placenta meetings by 2/3 majority vote of the Executive Council.

## **Financial Matters**

26. Fiscal Year. The fiscal year of the Society will begin on the first day of January in each year and shall end on the 31st day of December that year.
27. Duties of the Treasurer. The Treasurer will collect fees due to EPG, from local Organizing Committees or other sources and deposit the funds in EPG's bank account. The Treasurer will make such payments as are necessary to meet the costs of the administration of the Organization, its Officers and its committees. Incoming monies may also be used to cover expenses incurred during the preparation of EPG-designated meetings.
28. Excess Funds. If monies raised specifically by EPG for a Meeting of EPG results in a surplus, this money can be made available to support the Aims and Objectives of the organization and to conduct of subsequent EPG Meetings. A 3/4 majority vote of the Executive Council will be required for approval of other types of expenditures.
29. Negative funds. No overdraft will be allowed on the Society's account and no money can be committed that is not held in the Society's bank account. The Treasurer must report to the Executive Council all current expenditures and financial commitments of the Society at the business meeting
30. Reports. Each year, the Treasurer will present an audited account of EPG finances as well as a preliminary

budget for the next fiscal or calendar year to the Executive Council and the General Assembly for approval by their respective members. Audit must be performed by two persons. It can be performed by society members as long as they are not members of the council. Auditing should be performed every third year as long as the income remains <9,000,000€.

### **Changes in the Bylaws**

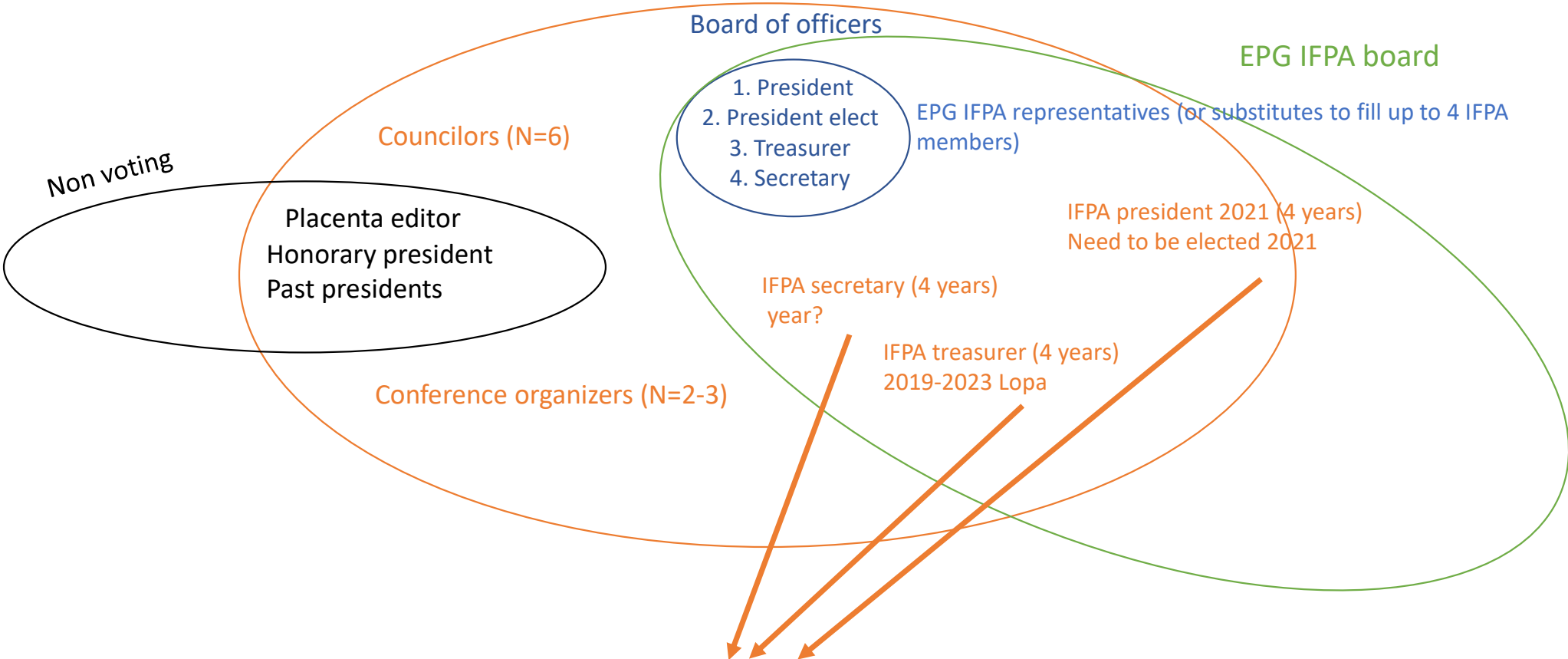
31. Revisions of the Bylaws of EPG require (a) the proposal of revisions to the Executive Council and approval by that body, (b) notification in writing by the General-Secretary to all members at least 30 days in advance of the General Assembly Meeting. Approval of proposed Bylaws revisions requires a simple of the General Assembly.

### **Dissolution of EPG**

32. Motions to Dissolve. Any motion to dissolve EPG must first be presented to the Executive Council. Approval of such a motion requires a written ballot and a 2/3 majority of all voting members of the Executive Committee. Notice of the proposal of such a motion must be given to the members at least 30 days in advance of the meeting. The vote of the Executive Council shall be made known to the General Assembly prior to presentation of the motion at a Business Meeting of the General Assembly, and a 2/3 majority is required for approval. In the absence of any planned future meetings of the General Assembly, approval of a motion to dissolve EPG, would require a written ballot and a 2/3 majority of the voting members.
33. Dispersal of Funds. In the event of the liquidation or dissolution of EPG whether voluntary, involuntary or by operation of law, or in the event it shall cease to carry out the objectives and purposes herein set forth, all assets of EPG shall be distributed following settlement of any outstanding debts to IFPA.

Figure 1

EPG executive council (N=12 to 15, > 4 countries, no more than 3/country) (3 years rotation, one re-election possible )



These must have participated to IFPA executive board (IFPA representatives or their substitutes, placenta editor, EPG meeting organizers). They can be in the EPG board of officers but it's not necessary.



Figure 2

**Voting procedures : all online**

**Year 2021, and renewal by 1/3 every year starting in 2022**

Election of councilors by paying membership and then (the next year) the EPG elect the Board of officers from amongst them (elections then by thirds every year)

*IFPA Board: Steve Charnock-Jones and Annetine Staff will resign in 2021 and will be replaced by their substitutes , i.e., Rohan Lewis & Udo Markert until 2022*

**Year 2022 and then every 3 years**

Voting for EPG Board (from and by councilors)

1. Secretary-General,
2. Treasurer
3. President : must have served a term as has served a term as councilor or officer
4. President elect

**2021**  
*P. Chavatte-Palmer/Marie Van Dijk/Udo Markert will stay as interim officers until EPG vote in 2022*

**Year 2021 and then every 4 or 8 years**

Voting for IFPA functions (Q4 years) by EPG members (he/she must have participated at least once to the IFPA executive committee) Each IFPA officer will become councillor of EPG *ex officio*

