# International Child Neurology Association

Founded on September 12, 1973

During the Xth International Congress of Neurology

## Royal Decree, Constitution and Bylaws

Last Amended 8 May 2024

Registered office:

Avenue de la Couronne 20,

1050 Ixelles, Belgium

# Royal Decree

MINISTRY OF JUSTICE

Department of Cults, Donations, Legacies and Foundations

2nd Section, No.12134S

Baudouin, King of the Belgians,

To all those present and future, Greetings.

In view of the petition whereby Ms. S. Pelc, M.D., acting in the capacity of Secretary-General of the International Child Neurology Association, seeks civil personality for this international association;

In view of the Articles of Association of the said association;

In view of the law of 25 October 1919, as amended by the law of 6 December 1954, permitting the grant of civil personality to international associations;

On the proposal of our Minister of Justice,

WE HAVE DECIDED AND HEREBY DECREE:

Article 1

Civil personality is granted to the international association "International Child Neurology Association,” the registered office of which is at Brussels.

Article 2

The Articles of Association of the said association, appended to the present decree, are approved.

Article 3

Our Minister of Justice is entrusted with the execution of the present decree.

Done at Motril, 14 August 1974

(sgd.) BAUDOUIN

By the king:

The Minister of Justice,

(sgd.) H. VANDERPOORTEN

Constitution

**Article 1: Name**

An international scientific association is formed. Its name shall be the “International Child Neurology Association”, herein after referred to as the “Association”.

**Article 2: Registered office and official language**

The registered office of the Association is located in the Region of Brussels-Capital, Belgium and the official language is French.

The working language of the Association shall be English. All documents of the Association required by law shall be drawn up in French.

The original text of this Constitution has been drafted in French. An English translation will be made available to Members. In the event of contradictions between the English translation and the original French version of the document, the latter shall prevail.

**Article 3: Disinterested purpose and object**

The general purpose of the Association shall be:

1. To create a nonprofit association of child neurologists and members of allied professions from all parts of the world dedicated to promoting clinical practice and scientific research in the field of child neurology and encouraging the recognition of the child neurologist's competence and scope of practice,
2. To provide at an international level an outlet for exchange of scientific and professional opinions for the benefit and advancement of the neurological sciences in infancy, childhood, and adolescence.
3. To conduct international scientific meetings; to foster international cooperative studies, publications, translations, audio-visual means; and to encourage international exchange of teachers and students in the field of child neurology.

**Article 4: Membership**

1. Members are composed of professionals working in the field of patient care or research in child neurology, and whose primary focus relates to that field.
2. The minimum number of members of the Association is 25.
3. There shall be three types of membership as follows: Active, Associate, and Junior Member.
4. Active membership shall be for any physician properly trained, beyond medical school, in neurology, child neurology and pediatrics, and whose main clinical and/or main research activities are well established in the field of child neurology.
5. Associate membership shall be for any health professional or scientist who shows an interest in neurology of infancy, childhood, or adolescence, whether in research or in medical care.
6. Junior membership shall be for any individual in the process of completing training relevant to the field of child neurology. This includes medical school, residency, fellowship, or research training.
7. Applications for membership shall be sent to the Secretary. The Secretary or their delegates shall accept or reject a membership application and determine the type of membership. If there are concerns, the Secretary defers to the Officers, and if not resolved, to the Executive Board. Admission to membership shall be effective upon the decision to accept the member.
8. Annual membership dues, for each membership category, payable by calendar year, shall be set every year by the Executive Board by majority vote.

**Article 5: Resignation, deletion, expulsion, change of type of membership**

1. Resignation shall be tendered to the Secretary electronically and shall be effective on confirmation of receipt by the Secretary.
2. Should any Member, Executive Board Member, or Officer be found guilty of infractions against the Constitution and Bylaws of the Association or misconduct, and once given the opportunity to present his or her defense in writing, the Executive Board may decide to suspend or expel such Member, Executive Board Member or Officer by a majority vote.  Such a Member, Executive Board Member or Officer shall be advised in writing. If an Officer or Executive Board Member be that member, he or she shall immediately be removed from office, whether suspended or expelled.
3. Change of membership type may be decided by the Executive Board for Active Members who no longer meet the requirement for Active Membership and for Junior Members who no longer meet the requirement for Junior Membership.
4. Junior Members may apply for Active Membership once they meet the required qualifications. It is the individual responsibility of Junior Members to inform of eligibility for Active Membership, and to do this a minimum of two months prior to any election of Officers or Executive Board and four months prior to any General Meeting to ensure eligibility to vote.
5. Members must renew their membership periodically, at a duration determined by the

Executive Board to remain a member, including an Active Member with entitlement to vote. Every two (2) years, the Executive Board will send six (6) months before the General Meeting an email to all the Members asking them to confirm within a specific timeframe (1 month) whether or not they wish to pursue their membership in the Association. If a Member has not replied to three successive letters of the Executive Board, he/she will be deemed to have automatically resigned.

**Article 6: Rights and privileges of membership**

1. Only Active Members shall be entitled to a vote in a General Meeting or in elections
2. Only Active Members shall be entitled to be nominated for or hold Executive Board or Officer positions in the Association.
3. All types of membership shall be entitled:

 a. to attend the scientific meetings,

 b. to receive or purchase, at a reduced price, publications of the Association.

 c. to avail themselves of such professional, technical, or advisory services as the Association may provide,

 d. to be eligible to serve as members of such Specialized Working Committees as the Association may establish.

**Article 7: Governing bodies**

The governing bodies of the Association shall be as follows:

1. General Meeting

2. Executive Board

**Article 8: General Meeting**

1. The General Meeting shall be the sovereign body of the Association. The General Meeting may be held virtually or in-person.
2. The General Meeting must be held at least annually, either in person or virtually.

The General Meeting responsible for approving the annual accounts and budget meets within six months of the end of the financial year ("Ordinary General Meeting").

1. Any resolution submitted by a member to be discussed at the General Meeting shall be presented in writing to the Secretary at least one month prior to the General Meeting.
2. The agenda and convening notice for the General Meeting will be provided to Members at least two months prior to the Meeting.
3. The General Meeting shall have the following duties, among others, to:
4. approve the minutes of the previous meeting
5. ratify the election and appointment of Officers and members of the Executive Board,

and their renumeration (if any)

1. approve the reports and decisions of the Executive Board and give necessary directives for the future activities of the Association,
2. approve the annual financial statements
3. approve the nomination and remuneration of the Association’s auditor
4. approve the annual budget,
5. approve amendments to the Constitution and Bylaws,
6. and, in general, to legislate on all matters relating to the Association.
7. All Members shall be authorized to attend the General Meeting, but voting is restricted to Active Members. All Active Members shall have the right to one vote.
8. Votes, for in-person General Meetings, shall be cast by a show of hands. However, any Active Member, if sustained by ten other Active Members present at the meeting, may ask for a vote by secret ballot on any matter. Active Members unable to attend the General Meeting may cast their vote by proxy. Proxies must be sent to the Secretary at least 4 weeks prior to the General Meeting.
9. Votes, for Remote or Virtual General Meetings, shall be cast by proxy for those present remotely or virtually at the time of the General Meeting.
10. A motion will be carried if a majority of Active Members present in the General Meeting (or represented by proxy) are in favor. No response is considered an abstention.
11. To ensure internationally diverse representation in the appointment of Officers and Executive Board Members, voting for the election of these positions will occur electronically prior to, and be ratified at, the General Meeting.
12. In the case of a tie-vote, the President shall exercise the casting vote.
13. An Extraordinary General Meeting may be called by decision of the Executive Board or at the written request of at least one-third of the Active Members.

**Article 9: Remote or Virtual General Meeting**

1. The Executive Board may provide for the possibility of Active Members participating remotely in the General Meeting by means of an electronic communication facility made available by the Association. For the purposes of majority requirements, Active Members who participate in the General Meeting in this way are deemed to be present at the place where the General Meeting is held.
2. The Association must be able to verify, by the electronic means of communication used, the capacity and identity of the Member participating remotely to the General Meeting. Additional conditions may be imposed for the use of the electronic means of communication, with the sole objective of guaranteeing the security of the electronic means of communication.
3. The electronic means of communication used must at least enable the Active Members to take direct, simultaneous, and continuous cognizance of the discussions during the meeting and to exercise their right to vote on all the items on which the meeting is called upon to vote. The electronic means of communication must also enable the Active Members to take part in the deliberations and to ask questions unless the Executive Board gives reasons in the convening notice of the General Meeting as to why the Association does not have such an electronic means of communication.

**Article 10: Election of President**

The President-Elect shall be elected by electronic ballet mid-term into the term of the current Executive Board, and the election ratified at the next General Meeting after the election. The President-Elect need not be a Member of the Executive Board at the time of the election. If not, the position can be temporarily carried as supernumerary to the current Executive Board Members. If supernumerary, the President-Elect will not have Executive Board voting rights. The President-Elect becomes the President at the commencement of the next Executive Board term. Once the President-Elect assumes the Presidency, the immediate Past President shall be an ex officio voting Member of the Executive Board until the election and subsequent ratification at the General Meeting of the next President-Elect.

**Article 11: Role of the President**

1. The President is responsible for upholding the Constitution and Bylaws of the Association.
2. The President shall preside over the Executive Board and Scientific meetings.
3.
4. If the President resigns or is temporarily unable to fulfill his/her mandate, his/her powers will be exercised by the Immediate Past President.

**Article 12: Role of the Secretary**

1. The Secretary shall supervise the work of the Association. They will be responsible for the following:
2. directing receipt and response to all membership applications, resignations, and membership questions.
3. preparing the sessions of the General Meeting and Executive Board, ensure liaison between the Members and the Association
4. overseeing the preservation of all archives and records of the Association in an organized fashion.
5. ensuring accurate recording of minutes from all Executive Board meetings and circulating such minutes in a timely manner to Executive Board Members for approval and amending minutes as needed.
6. ensuring accurate recording of minutes from all General Meetings and circulating such minutes in a timely manner to Executive Board Members and to the Association’s membership.
7. updating the Association’s records as required by Belgian law, including updating the Association’s official address and updating Executive Board Members and Officers.
8. If the Secretary resigns or is temporarily unable to fulfill his/her mandate, his/her powers will be exercised by the Executive Board who may delegate the respective powers to another Officer or Executive Board Member or to a third party.

**Article 13: Role of the Treasurer**

1. The Treasurer shall be responsible for the financial management of the Association including keeping organized financial records of the Association, including invoices and receipts, and ensuring these are available to Executive Board Members.
2. His or her duties shall be to:
3. establish the annual budget of the Association
4. collect any income, control the expenses, establish the annual balance sheet and submit it to the Executive Board and General Meeting.
5. submitting the required tax returns on an annual basis to the relevant authorities.
6. He or she shall be entitled, with the approval of the Executive Board, to open such bank accounts as may be necessary. The Treasurer shall sign all documents pertaining to bank operations and may authorize the President, Secretary or Chair of the Finance Committee to sign documents in his/her absence.
7. If the Treasurer resigns or is temporarily unable to fulfill his/her mandate, his/her powers will be exercised by the Executive Board who may delegate the respective powers to another Officer or Executive Board Member or to a third party

**: Executive Board and Officers**

1. The Executive Board shall comprise between 10 and 25 Active Members in good standing providing for a balanced representation from the different groups of nations and continents.
2. Only Active Members shall be eligible to serve as Members and Officers of the Executive Board.
3. No one can be nominated or elected as a non-Officer Member of the Executive Board for more than three consecutive terms.
4. The procedure for the appointment of Executive Board and Officers of the Association shall be as set out in the Bylaws. The term of the Executive Board and Officer positions shall be a 3-4-year period.
5. The Officers shall be a President, President-Elect, Secretary and Treasurer.
6. Duties of the Executive Board shall be, amongst others, to:
7. attend all meetings and vote on motions put forward to the Board
8. carry out the decisions of the General Meeting,
9. direct the business of the Association between General Meetings,
10. determine the date and place of the General and Scientific Meetings and prepare their agendas,
11. establish and operate the Association in accordance with the annual budget,
12. take all desirable decisions, especially to safeguard the integrity of the Association,
13. The Association is represented vis-à-vis third parties and in all legal actions by its President, Secretary and/or by any duly authorised representative appointed by the Executive Board. This applies in particular to all acts requiring the presence of a civil servant or public officer.
14. The Association shall be represented in all legal actions by its President, Secretary or/and by any duly mandated representative appointed by the Executive Board.
15. No portion of the assets of the Association shall be paid directly or indirectly to any Member, including Executive Board Members and Officers, except for payment of expenses made in the interest of the Association.
16. All intellectual property created by an Executive Board Member or Officer in the course of the performance of their duties and activities for the Association (which may include but is not limited to: educational resources, publications, information resources, collaborative networks, trademarks, copyright, designs, confidential information, etc) shall remain the property of the Association.

**Article 15: Executive Board meetings**

1. The Executive Board shall meet, in person or virtually, whenever the interests of the Association so require and at least quarterly.
2. The Executive Board shall be convened by the Secretary, either by self or presidential initiative, or at the request of five Board Members from different countries. Except in case of duly justified emergency, the agenda and convening notice for the Executive Board meeting will be provided to Executive Board Members and Officers at least two weeks prior to such meeting.
3. The meetings are chaired by the President, or, in his or her absence, by the Secretary. In their absence, another Member shall be designated by a majority vote.
4. If any Member of the Executive Board or Officer is absent, without a reason that is considered valid by the Executive Board, from two or more Executive Board meetings during any one term of office, he/she will be given a warning that he/she may be replaced. If the Member is then absent from any further meeting, he/she can be replaced in accordance with Article 10.5 of the Bylaws.

**Article 16: Voting at the Executive Board meeting**

The Executive Board acts as a collegiate body. It always seeks consensus among its Executive Board Members.

1. The meetings of the Executive Board shall be valid if a quorum of 50% plus 1 member, who are from at least 5 different countries, are present, of which two are Officers.
2. All voting during meetings shall be by show of hand, but any Executive Board Member may ask for a vote to be taken by secret ballot.
3. Voting by proxy will be allowed, if submitted electronically to the Secretary in advance of the meeting.
4. A motion will be carried if a majority of those present are in favor, with all Executive Board Member and Officers present expected to vote. No response is considered an abstention.
5. In the case of equal vote, the President, or in his/her absence, the Chair of the meeting, shall exercise a casting vote.
6. The President or Secretary shall be authorized to take electronic vote from all Executive Board Members between Executive Board meetings. Executive Board Members shall be informed as soon as possible of the results of the voting. The issue will be settled by a majority vote.

**: Mission and powers of the Nominating Committee**

1. A Nominating Committee shall be established to ensure a balanced representation from the different group of nations and continents on the Executive Board.
2. The Nominating Committee will deliberate independent of the Executive Board and will present a list of candidates for each Officer and Executive Board Member position to the membership at least two months before the election of these positions.

**Article 18: Mission and powers of the Finance Committee**

1. A Finance Committee shall be established to create an annual budget for the Association, provide oversight of all budgetary activities and ensure the operation of the Association in accordance with the annual budget.
2. The Finance Committee will present a proposed annual budget for the following year to the Executive Board for approval at the end of each financial year. Once approved, the Finance Committee will monitor spend against the annual budget and refer any variation for review to the Executive Board.

The Association’s financial year begins on 1 January and ends on 31 December

**19: Bylaws**

For all details and forms of operation and procedure not provided for in the present Constitution, reference shall be made to the Bylaws of the Association.

**Article 20: Amendments to the Constitution and Bylaws**

1. The Constitution shall only be amended by a General Meeting. Proposals for constitutional amendments shall be submitted to the Secretary at least six months before the General Meeting. With the Executive Board approval, they shall be circulated to all Active Members not less than two months prior to the General Meeting. Amendments to the Constitution shall require a two-thirds majority vote of the Active Members, present or represented.
2. The Executive Board is competent to adopt, amend and revoke the Bylaws. The last version of the Bylaws dates from June 2012.

**Article 21: Dissolution of the Association**

1. The dissolution of the Association shall only be decided by an Extraordinary General Meeting convened especially for this purpose by not less than three months advance notice. The decision shall require a two-thirds majority vote of the Active Members, present or represented.
2. The General Meeting shall designate two receivers for the liquidation of the assets of the Association, the net proceeds of which shall be assigned to an international neurological organization pursuing aims close to those of the Association.

**Article 22: Miscellaneous provisions**

Any matter not covered by this Constitution or, where applicable, by the Bylaws, shall be governed by the Belgian Code on companies and associations. In the event of conflict between this Constitution and, where applicable, the Bylaws, internal procedures or any other type of the Association’s rules, this Constitution shall prevail.

Bylaws

**Section I: Purpose**

To achieve the objectives of the Association as defined in the Constitution, efforts shall be made in multiple directions:

**Article 1: Participation**

The largest number of child neurologists and workers in related fields, from the largest number of countries, shall be encouraged to participate in the activities of the Association.

**Article 2: Research**

Research in the field of child neurology, as a discipline and profession, and international collaborative studies and working projects on specific child neurology subjects shall be stimulated and/or established.

**Article 3: Information**

Information and documents on child neurology, whether published or collected by the Association, shall be made available to the membership, or be circulated more widely. The circulation of professional information shall be encouraged.

**Article 4: Exchange**

1. International working seminars, round tables on selected topics as well as International scientific meetings open to child neurologists and to specialists in other fields related to child neurology, shall be organized.
2. Exchanges between students and teachers in child neurology shall be promoted to enhance diverse international participation. Information on opportunities in this field shall be circulated.

**Article 5: Training**

The recognition of child neurology as a specialty of its own in medical care, teaching and research shall be promoted among the profession and in medical schools. Models of training curricula and programs and outlines for certification requirements shall be made available to teachers in child neurology and the interests among medical graduates to enter this field shall be stimulated.

**Article 6: Development**

In general, all means for improving the development of child neurology in various parts of the world shall be studied and encouraged.

**Section II: Membership**

**Article 7: Membership application**

Personal application for membership shall be submitted by the candidate electronically on the Association’s official membership application form. The application shall include a curriculum vitae and letters of support from two referees who are Active Members of the Association.

1. **Section III:**

**Election of Officers and Executive Board Members**

**Article 8: Eligibility for election to Officer or Executive Board Membership**

Members and Officers of the Executive Board shall be elected in a personal capacity and not as representatives of any country or institution or organization they work for or belong to.

**Article 9: The Nominating Committee for the election of Officers and Executive Board**

1. The President will appoint a Nominating Committee with representatives from each geographic area.
2. No more than two-third of the members of the Nominating Committee will be members of the Executive Board.
3. The Nominating Committee will deliberate independent of the Executive Board and will present its list of candidates for each Officer and Executive Board Member position directly to the Executive Board three months before the election. Should the Executive Board have concerns, the President or Secretary should direct those to the Nominating committee, but the Executive Board is not required to approve candidates. The list of candidates will be presented to the membership by email distributed two months before the election.
4. The Chair of the Nominating Committee, who cannot be a candidate for Officer, will oversee the elections.
5. All candidates must state in writing their willingness to serve and accept the responsibilities of their position.
6. Officers will be elected by a majority of the votes by Active Members by electronic ballot. No vote is considered an abstention.

**10: Election of the Executive Board**

1. The Nominating Committee must ensure a diverse slate of candidates for Executive Board Membership, representing a variety of countries in each region.
2. To comply with providing for a balanced representation from the different group of nations and continents within the Board, the results of the voting shall be classified in two ways:
3. In the order of the number of votes obtained,
4. In six geographic regions i) Africa, ii) East Asia-Oceania, iii) West Asia, iv) Europe, v) North America. vi) Central-South America.
5. In considering the two classifications the list of the Board members definitely elected shall be established in such a way that none of the geographic groups shall comprise more than one‑third of the Executive Board Membership (the President, the Secretary and the Treasurer included). There shall be at least two representatives from each geographic group on the Executive Board.
6.
7. In the event of a member or Officer of the Board being unable to fulfill his/her role due to death, incapacity, expulsion or resignation, the replacement should be the next member with the most votes from the last election, consistent with other requirements. If two candidates have the same number of votes, then the Nominating Committee will decide on which member to appoint. The newly elected person will have full voting rights.

**Section IV: The Executive Board**

**Article 11: Recording the Minutes of the Executive Board**

At each meeting a member of the Board or a delegate shall be designated to record the proceedings of the meeting. The proceedings shall be reviewed at the next meeting for approval or amendments, signed by the President, and remain in the custody of the Secretary.

**Article 12: Removal and Replacement of Officer and Executive Board Members**

 The affected Officer shall be given at least 30 days to respond in writing. The Executive Board will thereafter determine the appropriate action by a two-thirds majority vote. Any substitute Officer shall be designated as “Acting” and shall return the responsibilities and duties to the original Officer if, upon a two-thirds vote of the Executive Board, the cause for substitution is removed.

**Section V: Authorized Agents and Working Committees**

**Article 13: Authorized Agents**

The Executive Board may at its discretion by majority vote contract with a third party and grant the necessary authority and powers to that third party. Such granting of necessary authority must be reaffirmed annually by the Executive Board by majority vote.

**Article 14: Specialized Working Committees**

1. The Executive Board may establish on a temporary basis Specialized Working Committees for particular areas of work.
2. The Specialized Working Committees shall comprise a limited number of participants, of which two, at least, shall be members of the Executive Board.
3. Committee members will be composed to ensure diverse international participation and opportunity for engagement of the wider Active Membership.
4. Specialized working committees support the Executive Board on specific topics and facilitate the decisions to be adopted by the Executive Board by preparing position papers, analysis or reports.
5. The Specialized Working Committees report on their work at each meeting of the Executive Board and/or at the request of the Executive Board.

**Section VI: Finance Committee and Financial Operation**

**Article 15: Finance Committee**

A member of the Executive Board who is not an Officer will chair the Finance Committee, which has oversight of all budgetary activities. The Treasurer and Finance Committee create an annual budget for each upcoming year, which must be approved by the Executive Board and then ratified at the General Meeting. The Treasurer and Finance Committee are responsible for operating the Association in line with the annual budget.

**Article 16: Reimbursement of Officer and Executive Board Member expenses**

The Executive Board may, in accordance with the budget, approve the reimbursement of reasonable expenses, be they for salaries or other expenses, incurred by Executive Board Members or Officers in the course of their duties for the Association. Appropriate supporting documentation for these expenses must be in the hands of the Treasurer before payment.

**Article 17: Income**

1. Funds of the Association shall be provided by income derived from the Association's activities such as publications, contracts, organization of seminars, scientific meetings, etc. The Association may also receive donations, subsidies, legacies and gifts of all kinds and shall have the right to purchase, sell or mortgage real estate.
2. All revenue arising from activities of the Association must be channeled directly only into accounts approved by the Finance Committee and Executive Board.

**Section VII: Scientific Meetings and Publications**

**Article 18: Scientific Meetings**

1. Scientific meetings shall be organized at which clinical and experimental observations on child neurology subjects can be presented. Special efforts shall be made to establish seminars, round tables, etc., serving as a forum for child neurologists and distinguished workers in other medical fields to meet and exchange scientific opinions.
2. The Executive Board shall determine the dates and places of the International Child Neurology Congresses. These meetings shall be held as much as possible in different countries and regions to provide for a balanced international representation and large participation.

**Article 19: Publications**

The Association shall be entitled to publish such bulletins, journals, proceedings, leaflets, and books as necessary, either by its own means, such as internet home pages, or through a publisher. An honorary Editor or/and an Editorial Board may be nominated by the Executive Board and shall be chosen among the Active Members of the Association. The Editor shall report to the Executive Board.

**Section VIII: Affiliates and Intellectual Property**

**Article 20: Affiliates**

The Association may at its discretion, by majority vote of its Executive Board, establish affiliation with independent autonomous organizations for the purposes of receiving funds raised by said organizations. Such affiliations need to be approved by majority vote of the Executive Board annually.

**Article 21: Intellectual property**

All intellectual property, journals and publications of the Association’s and educational activities, while contributed to by members of the organization, remain under the Association’s ownership and jurisdiction.