

EFI Constitution

CHAPTER 1

Article 1 (Name)

The organisation was founded on March 6th 1985 bearing the name: European Foundation for Immunogenetics, hereafter EFI. It is REGULATED by articles 21-79 of the local civil law and by the present articles. It is recorded in the Register of Associations in the Tribunal d'Instance de Strasbourg under No XXXXVIII No 70. The name European Federation for Immunogenetics was adopted on June 11 1996 and recorded in the Register of Associations on 17 January 1997.

CHAPTER 2

Article 2 (Seat)

EFI has its seat in Strasbourg, 10, rue Spielmann (E.T.S.).

CHAPTER 3

Article 3 (Aims)

The purposes of the Association are:

1. To support the development of Immunogenetics in Europe as a discipline of medicine and promote research and training in this field.
2. To provide a forum for exchange of scientific information and to reinforce the skills and knowledge of young scientists and others working in the field.
3. To create a formal organisation of workers in the field of immunogenetics, histocompatibility testing and transplantation.
4. To develop recommendations for the standardisation of techniques, quality control and criteria for accreditation and to support their implementation.
5. To promote the organisation and use of immunogenetic data bases.
6. To develop relations with organisations with similar aims.

The association shall abstain from any type of political activity.

CHAPTER 4

Article 4 (Composition)

1. EFI is represented by a General Assembly and an Executive Committee.
2. EFI may be represented for any purpose whatsoever only by persons who are members of the General Assembly.
3. The Association consists of full members, corporate members and honorary members.
 - Eligibility for full membership requires evidence of continuing active involvement and expertise in a clinical or research histocompatibility laboratory, or in a laboratory performing work related to immunogenetics. An application for full membership must be supported by at least two sponsors who are full members of the society.
 - Corporate membership may be offered to any person or institution who wish to support and be associated with EFI. An application for corporate membership must be supported by two sponsors who are full members of the Association.

- The status of honorary member shall be offered to past presidents and to other individuals for their distinguished activity in immunogenetics as proposed by the Executive Committee and ratified by the General Assembly. Honorary members do not pay membership fees.
- 4. The amount of the membership fees is approved annually by the General Assembly. Membership fees may be paid either by an individual or by an institution at the appropriate level as voted by the General Assembly.
- 5. Voting rights. Full and honorary members each have one vote. Corporate members may not vote in the General Assembly.
- 6. Membership may be revoked and suspension or exclusion pronounced by decision of the Executive Committee.

Article 5 (Representation)

The General Assembly consists of all the members of EFI.

Article 6 (Role)

The role of the General Assembly is:

1. To agree to the implementation of the prospective budget prepared by the Executive Committee according to Article 23, in fulfilment of the objectives set forth in Article 3 and to adopt the budget and the programme.
2. To examine and approve the Activity Report and Periodic Accounts prepared and submitted by the Executive Committee in accordance with Articles 8 and 21;
3. To elect the Officers and other members of the Executive Committee in accordance with Article 8 (Officers).

Article 7 (Accountability)

The Executive Committee is accountable to the General Assembly for the upholding of the interests of EFI and shall, in accordance with the Articles of Association, perform all acts of management or arrangements which it deems necessary or desirable in order to carry out the aims and objectives of EFI as determined by the General Assembly in accordance with Articles 3 and 6.

CHAPTER 5

Article 8 (Officers) (Executive Committee)

1. The Executive Committee normally consists of six officers and six councillors. One representative from the Council of Europe is also a member *de jure* of the Executive Committee, but has no vote. The Officers include a President, President-Elect, Treasurer, Deputy Treasurer, Secretary and Deputy Secretary, who are elected in accordance with Article 20, para 3 from among the members of the General Assembly.
2. Members of the Executive Committee may not receive any salary or honorarium in connection with their function.
3. The functions of the President are:
 - To convene and chair meetings of the General Assembly and of the Executive Committee or if necessary to designate another member of the Executive Committee as chairman for any one meeting of these bodies;
 - To represent EFI in all dealings with other bodies and persons, or to designate another member of the Executive Committee to act as the representative, subject to the restriction imposed by Article 9
4. The functions of the Secretary are:
 - To ensure that notices of meetings are sent out, that agendas are prepared in accordance with Articles 10 and 11, and that a proper record is kept of all General Assembly and Executive Committee meetings;
 - To ensure the drawing-up of Activity Reports without erasure or variation, and of prospective programmes submitted for approval by the Executive Committee and subsequent submission to the General Assembly in accordance with Article 21 (Management and financial control)
 - To organise the election of officers and councillors of the Executive Committee.

5. The functions of the Treasurer are:
 - To collect the membership fees.
 - To ensure the proper maintenance of accounts and vouchers, the preparation of interim yearly accounts, periodic accounts and prospective budgets in accordance with Article 21.
6. The members of the Executive Committee are elected from among the General Assembly in accordance with Article 20, para 3. The term of office of the Executive Committee councillors shall consist of a period of 3 years, with the possibility of re-election for one further term after an interval of at least one year.
7. Election of Officers of the Executive Committee
 - The President is elected for a period of three years and shall not be eligible for re-election to the same office. The President-elect shall normally be elected one year before taking up the office of President and serve as President-elect during this period.
 - Treasurer, Deputy Treasurer, Secretary and Deputy Secretary shall be elected for three years and are eligible for reselection for one further term.

Article 9 (Actions)

1. The officers carry out the express instructions of the General Assembly and may carry out, separately or together, only such acts of representation, management and arrangements as are in conformity with the aims of EFI and its objectives as determined by the General Assembly in accordance with Articles 3 and 6.
2. Notwithstanding the preceding paragraph any act involving a financial commitment above a sum to be set by the Executive Committee on the part of EFI shall require the simultaneous signature of two of the officers with the approval of the President.

The Executive Committee shall appoint such standing or special committees drawn from the membership as may be required to satisfy the Constitutions, or as necessary.

CHAPTER 6

Article 10 (Notice of meetings and their agendas)

The General Assembly shall hold an annual meeting.

The draft agenda for each meeting is prepared by the Secretary in consultation with the President and is circulated to all members of the Assembly at least four weeks before any meeting of the Assembly.

Proposals made by individual members of the Executive Committee of agenda items shall be included only if they are received by the Secretary at least two weeks before the despatch of the draft agenda in accordance with para 2 of the present article.

An extraordinary meeting of the General Assembly may be convened in accordance with the present article by the President and Secretary acting together or by at least six members of the General Assembly making a joint proposal, to be in the hands of the Secretary at least twelve weeks before the proposed date of the extraordinary meeting.

The draft agenda for each extraordinary meeting shall be prepared and circulated in accordance with para 2 and 3 of this article.

Article 11 (Notice of meetings)

The Executive Committee shall meet at least once in every calendar year.

Meetings of the Executive Committee shall be convened by its chairman at least four weeks before the date of the meeting.

The draft agenda for each meeting of the Executive Committee shall be circulated to all Executive Committee members at least four weeks before the date of the meeting.

Any Executive Committee member, or any member of the General Assembly, may propose items to the Secretary of EFI for inclusion in the draft agenda of an Executive Committee meeting two weeks before the despatch of the draft agenda.

Article 12 (Extraordinary meetings)

When an extraordinary meeting of the General Assembly or any meeting of the Executive Committee has been convened in accordance with Articles 10 and 11, any request for postponement should be made to the President at least fifteen days before the date fixed for the opening of the meeting; a decision in favour of postponing the meeting shall be regarded as taken if a majority of the members convened inform the President of their agreement at least seven days before the date originally fixed.

CHAPTER 7

Article 13 (Rules of procedure)

The Articles of the present chapter apply to meetings of both the General Assembly and the Executive Committee unless otherwise indicated.

Article 14 (Quora)

1. There shall be a quorum at any meeting of the General Assembly if 30% are present or represented by proxy.
2. There shall be a quorum at any meeting of the Executive Committee if half of the members of the Executive Committee are present.

Article 15 (Submission of proposals)

Any proposal shall be submitted in writing if a General Assembly or Executive Committee member so requests. In that case, it shall not be discussed until it has been circulated.

Article 16 (Consideration of proposals)

1. When a number of proposals relate to the same subject, they shall be put to the vote in the order in which they were submitted. In case of doubt, the Chairman shall decide.
2. When a proposal is the subject of an amendment, the amendment shall be put to the vote first. When two or more amendments to the same proposal are presented, the meeting shall vote first on which ever departs furthest in substance from the original proposal. It shall then vote on the next furthest removed from the original proposal and so on until all the amendments have been put to the vote. However, when the acceptance of one amendment necessarily entails the rejection of another, the latter shall not be put to the vote. The final vote shall then be taken on the proposal as amended or not amended. In case of doubt as to the order of priority, the Chairman shall decide.
3. Parts of a proposal or amendment may be put to the vote separately.
4. In the case of proposals with financial implications, the most costly shall be put to the vote first.

Article 17 (Procedural motions)

Procedural motions shall take precedence over all other proposals or motions except points of order. They shall be put to the vote in the following order :

1. Suspension of the sitting
2. Adjournment of decision on the item in hand
3. Postponement of a decision on the substance of a proposal specified date
4. Moving to next agenda item
- 5.

Article 18 (Re-examination of decisions)

When a decision has been taken it is only re-examined if a member of the meeting so requests and if this request receives a two-thirds majority of the votes cast.

Article 19 (Voting)

1. Each voting member of the General Assembly or Executive Committee has one vote.
2. Subject to any contrary provisions in these rules, decisions of the General Assembly or the Executive Committee are taken by a two-thirds majority of the votes cast.
3. Procedural matters shall be settled by a majority of the votes cast.
4. When the question arises as to whether or not a matter is procedural in nature, it may not be so regarded unless the committee decides to that effect by a majority of two-thirds of the votes cast.
5. For the purposes of these Articles of Association, "votes cast" shall mean the votes of members for or against. Members abstaining shall be regarded as not having cast a vote.

Article 20 (Election of Officers)

1. The Chairman of a meeting shall be the President himself or one member designated in accordance with Article 8, para 2; however, if for any reason this designation cannot be carried out, the Secretary shall replace the President; in the absence of the Secretary the meeting shall elect a Chairman.
2. The Chairman shall conduct proceedings and sum up the conclusions whenever he thinks necessary. He may call to order a speaker who departs from the subject under discussion. He retains the right to speak and to vote as a member of the meeting.
3. Election of the EFI Officers and of a Chairman of a meeting shall require a two-thirds majority at the first ballot and a simple majority at the second ballot. If elections are conducted by electronic or postal ballot a simple majority vote is required for election.
4. Nomination of candidates for positions on the Executive Committee shall be made by the Executive Committee or by ten members of the General Assembly from at least two countries.
5. Votes shall be taken by electronic or postal ballot or a show of hands unless at least ten members present request the holding of a secret ballot.
6. If the number of members of the Executive Committee falls below nine between meetings of the General Assembly, the President and Secretary shall together set up a postal ballot in accordance with the preceding paragraph. Not later than one month after receiving written notification of the vacancies, they shall invite nominations allowing a four-week period for their submission and issue ballot papers allowing two weeks for their return.
7. If the President or the Secretary or both cease to hold office between meetings of the General Assembly, an electronic or postal ballot should be set up in accordance with the provisions of the present article by the other members of the Executive Committee acting together.
8. If at any time between meetings of the General Assembly, all members or all but one member of the Executive Committee cease to be members of the Executive Committee an extraordinary meeting of the General Assembly shall be convened in accordance with Article 10 to elect a new Executive Committee.

CHAPTER 8

Article 21 (Management and financial control)

1. Each financial period shall coincide with the fiscal year.
2. The Executive Committee will ensure that proper financial records are kept in accordance with Article 8, para 4 by the Treasurer or his designated deputy.
3. Within 6 months of end of the fiscal year the Executive Committee will ensure that a balance sheet and a profit and loss account are drawn up by the Treasurer or his designated deputy, and that an Activity Report is drawn up by the Secretary or his designated deputy.

4. The Executive Committee shall as a whole approve the balance sheet and profit and loss account and shall submit these documents to an independent auditor nominated for this purpose by the President, Secretary and Treasurer acting together.
5. The balance sheet, profit and loss account and all vouchers relating thereto shall be kept in the custody of the Executive Committee and be open for inspection at any reasonable time by two members of the General Assembly who have given at least two weeks notice of their intention and who have at the same time given reasons for their request.
6. The General Assembly shall examine all accounts drawn up in accordance with para 1 to 3 of the present article and Activity Report and shall examine the report prepared by the independent auditor according to para 4 of the present article.
7. Having approved all the documents examined in accordance with the preceding paragraph, the General Assembly shall discharge the Executive Committee from its financial responsibilities for the period in question.
8. In the event of a general legal obligation to draw up annual accounts based on the legal financial year, the officers of EFI shall ensure that the necessary documents are prepared, submitted to an independent auditor and made available if requested to all members of the General Assembly.

Article 22 (Responsibility for the budget)

The Executive Committee shall examine and approve the prospective budget and programme drawn up by the Officers in accordance with Article 8, para 3 (b) and 4, and submit these documents to each meeting of the General Assembly.

Article 23 (Responsibility for the future budget)

The General Assembly shall examine the prospective budget and programme submitted by the Executive Committee in accordance with Article 22 within 3 months of their being drawn up with a view to modifying or adding to the objectives of EFI as the case may be.

CHAPTER 9

Article 24 (Amendment of the articles of association)

1. Proposals for the amendment of the present articles of association shall be submitted to the Officers at least six weeks before the date of a meeting of the General Assembly so that they can be included on the draft agenda in accordance with article 11, para 4.
2. The present articles of association may be amended only by means of a resolution of the General Assembly carried in accordance with articles 15 to 19 inclusive at which two thirds of the members are present or represented or by a two thirds majority in an electronic or postal ballot.
- 3 The President shall ensure that each approved amendment to these articles of associations shall be properly registered with the Tribunal of Strasbourg within three months after which time it shall otherwise be null and void.

CHAPTER 10

Article 25 (Dissolution)

1. The General Assembly may bring about the dissolution of EFI by means of a resolution passed by the General Assembly in accordance with articles 15 to 19 inclusive, only when at least two-thirds of the members of the General Assembly are present at a meeting properly convened in accordance with article 11 or by a two thirds majority by an electronic or postal ballot.
2. The Executive Committee shall proceed to the liquidation of EFI dissolved in accordance with the preceding paragraph and shall ensure that proper accounts are drawn up.
3. An independent auditor shall be nominated by the Officers of EFI to carry out a final audit.

4. The final accounts and auditor's report shall be submitted to the General Assembly within six months of the ending of the financial year in which the dissolution was voted by the General Assembly.
5. The General Assembly shall decide on the disposal of any amount of capital of the dissolved EFI to non-profit-making bodies working in the fields of histocompatibility and transplantation.

Article 26

The President shall inform, within three months the Tribunal d'Instance de Strasbourg of the following declarations :

1. Any change in the composition of the Executive Committee,
2. Amendments to the articles,
3. Transfer of the Seat,
4. Dissolution.

The present articles were adopted by the General Assembly by postal ballot on September 28 1998.