

UNION OF EUROPEAN NEONATAL AND PERINATAL SOCIETIES (UENPS)



STATUTE

1 Preamble

The Constitutions of various international health organizations including the International Paediatric Association (IPA) and the World Health Organization (WHO) encourage the national medical and educational societies related by geography, language and other bonds to form regional societies and unions.

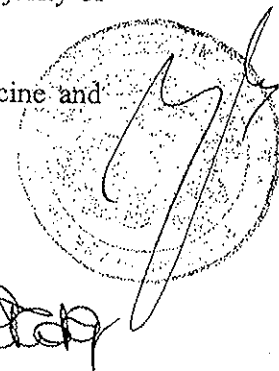
On this basis, at the General Council of the main national societies held in Vienna on July 1, 2007, it was decided to establish the Union of European Neonatal and Perinatal Societies, acronym UENPS.

2 Establishment and Name

- 2.1 The Association is incorporated under the name "Union of European Neonatal and Perinatal Societies", acronym UENPS.
- 2.2 The UENPS has its legal seat in Rome, Italy.
- 2.3 The UENPS is constituted for an indefinite period of time.

3 Objectives

- 3.1 The objectives of the UENPS (hereinafter also referred to as the "Association") are:
 - (a) To promote scientific and professional cooperation and friendship among the members of National scientific neonatal and perinatal societies (hereinafter referred to as the "National Societies" and, where there is no national neonatal society, of any association that represents the majority of neonatologists and/or perinatologists of a country;
 - (b) To develop knowledge and education in the area of foetal medicine and neonatology, with the aim of improving children's health;



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3.2 To accomplish these objectives, the Association shall focus on the following strategies:

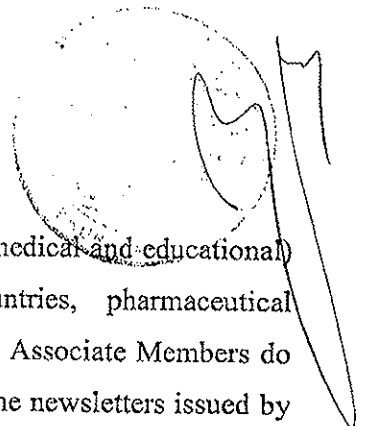
- (a) influence the European Union policy making;
- (b) support the creation of a European network of highly qualified National Societies;
- (c) support National Societies in their activities so that they can reach comparable competitive levels in serving the interests of their patients by exchanging and sharing their experiences;
- (d) to stimulate the exchange of knowledge and ideas in the fields of prevention, conservative treatment and the surgical treatment of diseases in the area of foetal and neonatal medicine;
- (e) stimulate education and research in these fields;
- (f) co-operate with National Societies and the various associations that are interested in establishing European requirements for training and for gaining practicing in the specialty fields;
- (g) co-ordinate the efforts undertaken in European countries to achieve these objectives, where this is requested by the National Societies.

4 Members and criteria for admission

4.1 The members of the Association are the societies, operating in various areas of the neonatal and perinatal field, which submit applications for admission to the Association. The Executive Committee evaluates the application based on the profile of the applicants and then proposes it to the General Council for approval.

4.2 The members of the Association are grouped as follows:

- (a) Ordinary Members with voting rights: i.e. the National Neonatal and Perinatal Societies from European countries;
- (b) Associates Members: i.e. Neonatal and Perinatal societies from non-European countries. They have no voting rights but shall regularly receive the newsletters issued by the Association, they may participate in the conferences organized by the Association, and may be invited to attend the General Council meetings of the Association.




(c) Scientific Associate Members: i.e. other national (medical and educational) societies of European or non-European countries, pharmaceutical companies and medical research entities. Scientific Associate Members do not have voting rights, but shall regularly receive the newsletters issued by the Association, and may participate in the conferences held by the Association.


- 4.3 Each Ordinary Member has one vote at the annual General Council.
- 4.4 The National Societies listed in Annex 1 may become Ordinary Members by filing a written declaration of membership, addressed to the President of the Association, in which they express their wish to join the Association, without any need for evaluation by the Executive Committee or subsequent approval by the General Council.
- 4.5 Applications for Ordinary Membership by National Societies not listed in Annex 1, for Associate Membership, and for Scientific Associate Membership shall be addressed by the President of the applicant body to the President of the Association, who will forward it to the Executive Committee for evaluation and subsequent approval by the General Council.
- 4.6 The individual members of National Societies, and of the various associations showing an interest, are not members of the Association.
- 4.7 The National Societies, and the various associations that are interested, shall act in the interest of their individual members within the OENPS.
- 4.8 Membership in the Association may be terminated:
- (a) by resignation in writing addressed to the Secretariat of the Association;
 - (b) upon exclusion by decision of the General Council following a vote in favour of a proposal for exclusion put forward by the Executive Committee for serious reasons.

5 Governing bodies and officers

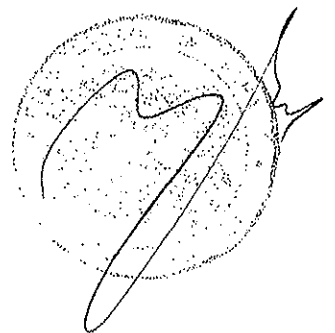
- 5.1 The governing bodies and officers of the Association are:
- (a) the General Council;
 - (b) the Executive Meeting;



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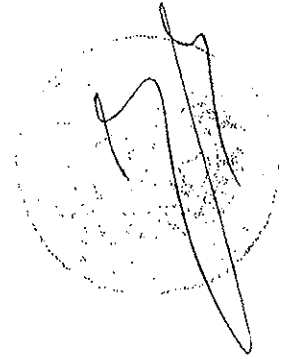
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- (c) the Supervisory Committee;
- (d) the General Secretary;
- (e) the Treasurer.

6 The General Council

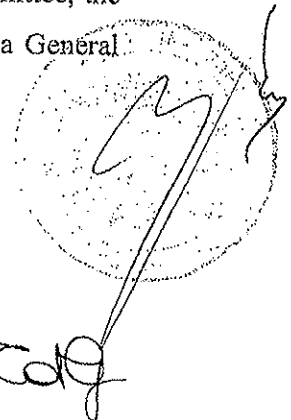
- 6.1 The General Council shall be composed of the Chairmen of each National Society - Ordinary Members - belonging to the Association. The Chairmen of the National Societies may be replaced by one official delegate. Each President of the National Society, or his/her delegate, may attend the General Council meeting accompanied by two advisors at the most.
- 6.2 The General Council shall meet at least once a year to approve the accounts. Meetings shall be convened by the Executive Committee by a written notice establishing the date, place and agenda at least two months ahead of the meeting. The General Council may be convened also by email. The notice convening the General Council shall include the agenda of items to be discussed, the time and place of the General Council. Associate Members may be represented in the Council by a delegate who may take part in the discussions but shall not vote.
- 6.3 General Councils may be held *via* teleconferencing and/or videoconferencing on condition that:
 - (a) the President of the meeting is able to identify the participants, to run the meeting and acknowledge and declare the results of the vote;
 - (b) the note-taker can adequately comprehend the events to be incorporated into the minutes of the meeting;
 - (c) the participants in the meeting can intervene in the discussion of the items on the agenda and vote simultaneously on such items;
 - (d) the places connected via video/audio devices, as organized by the Association, are indicated in the notice convening the Meeting and the Meeting is deemed to be have taken place where the President is.
- 6.4 The functions of the General Council shall be :
 - (a) To elect the President of the Association as provided for in Article 18 below;



- (b) To elect the Vice President;
- (c) To elect the Secretary General;
- (d) To elect the Treasurer;
- (e) To elect five members of the Executive Committee;
- (f) To elect three members of the Supervisory Committee and appoint the Committee's President;
- (g) To approve the admission of new members upon proposal by the Executive Committee;
- (h) To deliberate on the dissolution of the Association under the circumstances provided for by this Statute and on the disposal of the Association's assets;
- (i) To set up a Regional Neonatal Research and Documentation Centre, establishing an ad hoc structure and defining the areas of competence;
- (j) To decide on how to use the assets of the Association, and delegate the implementation and the necessary powers to the Executive Committee;
- (k) To promote the publication of newsletters, books and/or scientific journals and/or any other educational materials (video tapes, DVDs, CD ROMs... etc) and the institution of courses, masters, workshops and research teams in the field of neonatal and perinatal medicine and in all related areas when necessary;
- (l) To deliberate on all matters brought to its attention by the Executive Committee;
- (m) To approve the minutes of its meetings.

7 The Executive Committee

- 7.1 The Executive Committee shall be composed of the President, the Vice President of the Association, the Secretary-General, the Treasurer and five members elected by the General Council.
- 7.2 In case of resignation or dismissal from a position on the Executive Committee, the remaining Committee members shall nominate a substitute and convene a General Council, with the ratification of the nomination as item on the agenda



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- 7.3 Substitute Members of the Executive Committee shall hold the position until the end of the term of that Executive Committee.
- 7.4 The Executive Committee shall operate for a period of two years.
- 7.5 The Executive Committee is given the ordinary administrative powers needed to pursue the institutional goals of the Association and to implement the decisions of the General Council

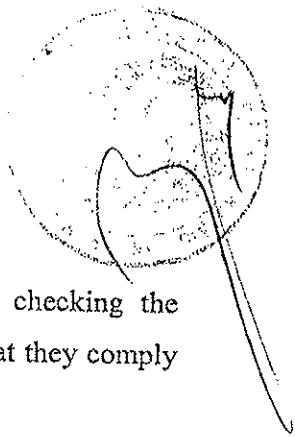
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The functions of the Executive Committee shall be:

- (a) to convene the General Council;
- (b) to consider applications for the status of Ordinary member, for the status of Associate Member, and for the status of Scientific Associate Member of the Association. It shall report to the General Council on the general status of the applications for admission and shall propose the admission of such new members to the General Council;
- (c) to select the site of forthcoming Conferences, establishing the dates and contacting the National Societies that will be organizing the conferences;
- (d) to draw up the accounts in cooperation with the Treasurer, and present them to the General Council for approval, after they have been checked by the Supervisory Committee;
- (e) to select the President and Scientific Committee of each Conference;
- (f) to see to the implementation of all the decisions taken by the General Council;
- (g) to appoint the first Supervisory Committee at its first meeting;

8 The Supervisory Committee

- 8.1 Without prejudice to Article 7.6(g) above, when appointing the members of the Executive Committee, the General Council shall elect a Supervisory Committee consisting of three members. The Executive Committee may appoint a professional accountant, registered with the List of Auditors, to act as advisor to the Supervisory Committee.

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- 8.2 The Supervisory Committee shall operate for a period of two years.
- 8.3 The Supervisory Committee shall be responsible for periodically checking the accounts to verify that they are correct in form and substance, and that they comply with the provisions of the Civil Code.
- 8.4 In order to carry out their mandate, the Supervisory Committee shall have free access to all the Association's accounting and administrative documentation.
- 8.5 The Members of the Supervisory Committee shall participate in the Executive Committee meetings upon invitation by the President of the Association, in an advisory capacity without voting rights.
- 8.6 The President of the Supervisory Committee shall set the body's *modus operandi*.

9 The Secretary General

- 9.1 The Secretary General shall be elected by secret ballot by the General Council upon proposal by the President .
- 9.2 The Secretary General shall supervise the operational management of the Association and shall be responsible for its organization in cooperation with the Secretary's Office.
- 9.3 The Secretary General shall implement the decisions and directives of the Executive Committee and of the General Council of the Association.
- 9.4 The Secretary General shall carry out all management activities in pursuance of the decisions taken by the Executive Committee.
- 9.5 The Secretary General shall sign the correspondence related to the areas of responsibility he/she has been assigned by the Executive Committee.
- 9.6 The Secretary General shall prepare the minutes of Executive Committee meetings and shall sign them together with the President of the Association.
- 9.7 The Secretary General shall be responsible for the archives of the Association which include the register of Members and Associates, the register of the minutes and/or decisions of the Executive Committee, the record of correspondence, and the correspondence.

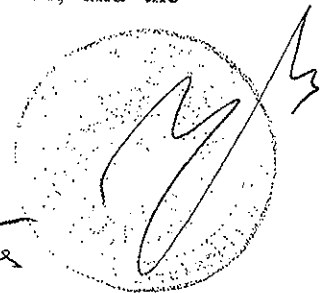
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- 9.8 If the Secretary General is absent or indisposed, his/her duties shall be performed by a substitute chosen by the Executive Committee, who need not belong to the Executive Committee.
- 9.9 The Secretary General may be assigned other duties and responsibilities by the Executive Committee and/or by the General Council.
- 9.10 The Secretary General shall hold the position for a period of two years, and the mandate may be renewed only once.

10 The Treasurer

- 10.1 The Treasurer shall be elected by secret ballot by the General Council upon proposal by the President .
- 10.2 The Treasurer shall be responsible for :
- (a) managing relations with the banks where the Association's funds and securities are deposited, or he/she may delegate this task to someone else;
 - (b) checking that the expenses decided by the Executive Committee, in pursuance of General Assembly directions, are congruent with the cash held by the Association;
 - (c) assisting the Executive Committee in drawing up the accounts;
- 10.3 The Treasurer shall hold the position for a period of two years; this mandate may be renewed only once.

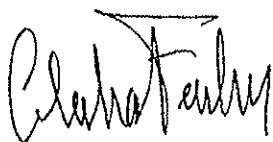
11 The Secretary's Office

- 11.1 The Secretary's Office is located in the registered office of the Association.
- 11.2 The following are the functions of the Secretariat:
- (a) administrative management of the Association's Members;
 - (b) management, organization and coordination of the Association's internal and external activities, including, for example, the logistic organization of the ordinary and extraordinary meetings of the bodies of the Association;
 - (c) communications;
 - (d) management and coordination of fund raising activities;
 - (e) publishing;

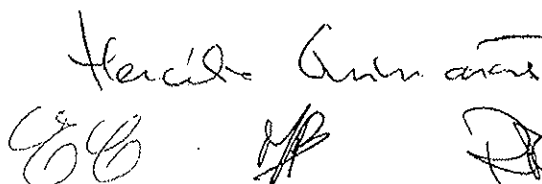
- (f) any other activity specifically requested by the bodies of the Association
- 11.3 The Executive Committee may outsource the management of the Secretary's Office to an external company endowed with appropriate facilities and competencies to carry out the assignment.

12 Quorum and voting

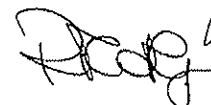
- 12.1 The presence of more than half of the Ordinary Members at the General Council meeting shall constitute a quorum.
- 12.2 The presence of at least five Executive Committee members at Executive Committee meetings shall constitute a quorum.
- 12.3 A simple majority vote of those present and voting shall be sufficient (abstentions are not taken into account) for all routine matters put before the General Council and the Executive Meeting, except for matters where the Statute states otherwise.
- 12.4 Votes shall be cast verbally by each Society, through roll call, except for votes on individuals which shall always be cast with a secret ballot. Members shall express their vote by saying : "for", "against" or "abstention".
- 12.5 In cases where voting does not result in a majority decision, prevalence will be given to the vote of the Ordinary Member representing the National Society that has the largest number of members.
- 12.6 In the case where an Ordinary Member cannot attend the General Council, written proxy may be given to another Ordinary Member which shall be submitted at the beginning of the Meeting. The proxy shall state the name of the proxy holder, his empowerment to vote in the name and on behalf of the Ordinary Member being represented. Proxies shall refer only to the Meeting at which they are submitted.
- 12.7 The Secretary General of the Association shall keep the minutes of the Meetings. In case the Secretary General is absent or indisposed, this duty shall be performed by one of the participants.
- 12.8 The minutes of the Meeting shall be signed by the Secretary General and by the President of the Association; when members leave the Meeting this shall be mentioned in the minutes..



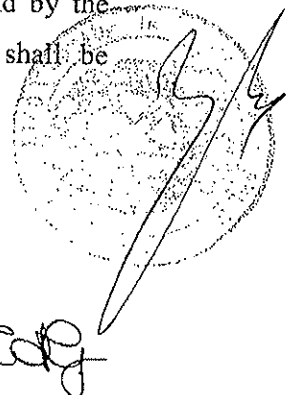
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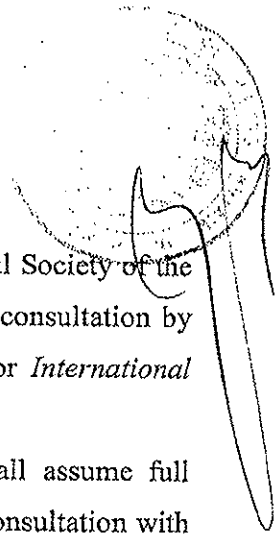
- 12.9 In the cases where the General Councils are conducted by videoconferencing or teleconferencing, this shall be stated in the minutes.
- 12.10 The President may invite specially qualified people, not belonging to the Association, to present reports to the General Council on issues of special interest.

13 Rights and duties of Members

- 13.1 Voting rights in the General Council are reserved for Ordinary Members who also have the right to:
- (a) participate in the General Council meetings and be informed about the programs drawn up by the Association to fulfil its goals;
 - (b) participate in activities promoted by the Association;
 - (c) use all the Association's services;
 - (d) leave the Association whenever they wish..
- 13.2 Every member of the Association is obliged to:
- (a) observe the provisions of this Statute and comply with the decisions made by the administrative bodies;
 - (b) perform the activities agreed on;
 - (c) behave in a manner that conforms with the aims of the Association.
- 13.3 Except for the Bodies appointed in the Articles of Association with the only purpose of making the Association immediately operative, the Governing Bodies and Offices shall not be held by people outside the Association.

14 Conferences

- 14.1 Conferences shall be held every two years on issues of interest. The scientific meetings may be attended by anyone who on their own behalf or as representatives of a scientific, have an interest in neonatal and perinatal medicine. All members of the Association should promote and encourage active participation in Conferences and in the other scientific meetings held by the Association.
- 14.2 The President of the Conference shall be selected by the members of the National Society of the Country hosting the Conference and approved by the Executive Committee.

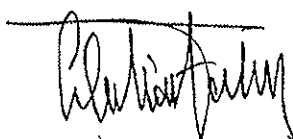
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- 14.3 The exact dates of the Conference shall be announced to the National Society of the Country hosting the conference by the Executive Committee after consultation by the latter with the President of the Conference and the Council for *International Organization of the Medical Sciences (CIOMS)*.
- 14.4 The National Society of the Country hosting the Conference shall assume full responsibility for its organization and success and shall operate in consultation with the Executive Committee of the Association.
- 14.5 Without prejudice to the previous Article, the Association shall in any case have full power to decide the conference service company to which the organization of the conference shall be entrusted, albeit under the supervision of the National Society of the Country hosting the Congress.
- 14.6 The discussion topics of the sessions, the issues, speakers and the President of the Conference shall be selected and approved by the Scientific Committee, nominated by the Executive Committee.
- 14.7 Any printed product regarding the Conference shall be approved by the President or by the Secretary General of the Association.

15 The President of the Conference

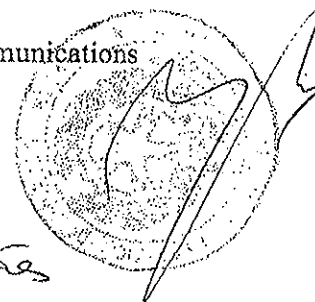
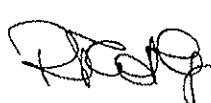


- 15.1 The candidate for President of the Conference shall be notified to the Secretary General of the Association two years before the date of the Conference.
- 15.2 Within three months of the close of the Conference, the President of the Conference shall send the final accounts of the conference to the Executive Committee for approval. Unless otherwise decided by the Executive Committee, the President of the Conference is responsible for ensuring that a sum not larger than 30% of the total net profits obtained by the Conference, be transferred to the Association's bank account.

16 Official language and communications

- 16.1 The official language of the Associations shall be English. All communications related to the operation of the Association shall be conducted in English.



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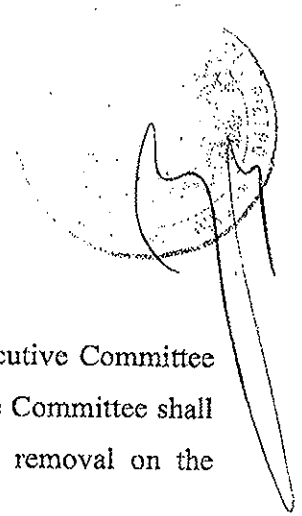


17 Notice of proposed changes to the Statute and dissolution of the Association

- 17.1 Each Ordinary Member may propose amendments to the Statute in writing. Such amendment proposals shall be sent to the Secretary General not later than three (3) months before the next meeting of the General Council and shall be put on the agenda for discussion.
- 17.2 A two-thirds majority vote of those present and voting at the General Council shall be required for changing the Statute.
- 17.3 The dissolution of the Association may be proposed by the Executive Committee. In such case it shall convene the General Council meeting without delay.
- 17.4 The dissolution of the Association may be proposed by a majority of Ordinary Members upon written request addressed to the President of the Association who will inform the Executive Committee which, in turn, shall convene the General Council without delay.

18 The President and Vice President

- 18.1 The term of office of the President of the Association is two years and it cannot be renewed.
- 18.2 Upon expiry of the President 's mandate, the position of President shall be covered by the standing Vice President .
- 18.3 When, for whatever reason, it is not possible for the Vice President to cover the position of President, or in case of refusal, the General Council shall appoint a President.
- 18.4 The President shall be the legal representative of the Association.
- 18.5 The President shall chair all the meetings of the Executive Committee and of the General Council.
- 18.6 The President may consult the members of the Executive Committee by electronic communication systems and through remote devices, to conduct routine administrative activities and to implement decisions.
- 18.7 The Vice President shall carry out the President's duties if the latter is unable to exercise his function. In this case he/she shall have all the rights and powers of the President .



19 Removal of officers

19.1 The removal of Officers shall be proposed in writing to the Executive Committee and signed by two thirds of the Ordinary Members. The Executive Committee shall convene a General Council without delay putting the proposed removal on the agenda

20 Assets and financial resources

20.1 The Association shall pursue its goals by using:

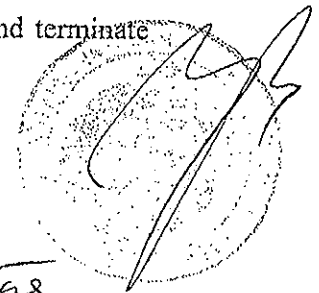
- (a) income from conferences;
- (b) income from assets
- (c) contributions from individuals and public and private entities;
- (d) proceeds, bequests and donations;
- (e) margins from commercial activities and events
- (f) loans, and any other kinds of revenue.

20.2 Cash donations, grants, and bequests are accepted by the Executive Committee which shall deliberate on their use in accordance with the Association's statutory aims.

20.3 Revenues from commercial activities and events shall be entered under the appropriate balance sheet items; the Executive Committee shall deliberate on their use in accordance with the Association's statutory aims.

20.4 The General Council, acting on a proposal by the Executive Committee, may decide to introduce obligatory annual fees for the members of the Association. The contribution by each National Society shall be calculated on the basis of the number of its domestic members who pay membership fees. The method of payment and the rights and/or restrictions deriving from payment and/or non payment of membership fees shall be set forth in the decision introducing such fees.

20.5 The financial year of the Association shall commence on 1st January and terminate on 31st December each year.



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21 General and provisional regulations

- 21.1 For matters not provided for by this Statute, reference shall be made to the Civil Code and applicable laws.
- 21.2 The Governing Bodies appointed in the Articles of Association shall remain in office until the close of the first International Conference held by the Association, unless removed under the provisions of this Statute.

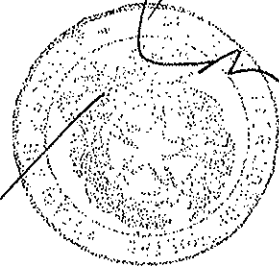
Pluribus

Juanic Heriberto Funes Guinard Benito Funes

Roberto Nicole de Funes TESTE

Marta Belladonna TESTE

Emilio Cucchiarelli interprete



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Annex 1

Members of Union of European Neonatal & Perinatal Societies (UENPS)

- Austrian Pediatric Society Section Neonatology & Pediatric Intensive*
- Bulgarian Neonatal Association*
- Croatian Society for Neonatology and Neonatal Intensive Care*
- Czech Peri-Neonatal Society*
- Dutch Neonatal Society*
- Estonian Perinatal Society*
- Georgian Neonatal Society*
- Hellenic Neonatal Society*
- Hungarian Perinatal Society*
- Italian Neonatal Society*
- Italian Perinatal Society*
- Latvian Neonatal Society*
- Lithuanian Neonatology Association*
- Macedonian Neonatal Society*
- Polish Neonatal Society*
- Portuguese Neonatal Society*
- Romanian Neonatology Associations*
- Serbian Perinatal Society*
- Slovenian Neonatal Society*
- Slovakian Neonatal Ped. Society*
- Spanish Neonatal Society*
- Swiss Neonatal Society*
- Turkish Neonatal Society*
- Association of Neonatologists of Ukraine*

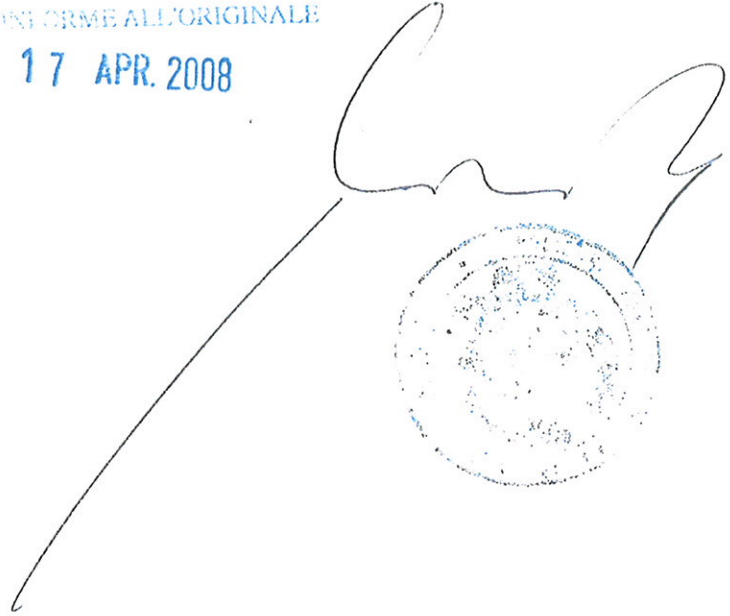
Unione Hellenic Pediatric Airway Perinatal
Emilia Cucchiaroli interprete
Alfreda TESTE
TESTE

REPUBBLICA ITALIANA - ROMA 3 IL 17 APR. 2008 AL N. 15676

ALL' Pobbler - SERIE II

CONFESSIONE CRIME ALL'ORIGINALE

ROMA, 17 APR. 2008

A handwritten signature in blue ink is written over a circular official stamp. The signature is stylized and appears to be 'L. ...'. The stamp is circular with a textured, dotted appearance and contains illegible text.