

# THE EUROPEAN HEALTH PSYCHOLOGY SOCIETY

## ARTICLES

Updated August 2014

### NAME AND REGISTERED SEAT

#### ARTICLE 1

1. The name of the Society is **European Health Psychology Society**. It has its registered seat in Leiden (The Netherlands).

### OBJECT

#### ARTICLE 2

1. The purpose and objects of the Society are the promotion and development within Europe of empirical and theoretical research in and applications of health psychology, and the interchange of information relating to this subject between the European Health Psychology Society and similar associations throughout the world towards an international achievement of these objects and purposes.
2. It will endeavour to realise the said object by:
  - a. organising scientific meetings, conferences, congresses, symposia and seminars;
  - b. publishing a newsletter;
  - c. organising scientific publications in the domain of health psychology;
  - d. promoting mutual scientific communication and cooperation among members;
  - e. organising a network of correspondents;
  - f. doing all that which may be conducive to the object, all this in the broadest sense of the word used.

### DURATION; FINANCIAL YEAR

#### ARTICLE 3

1. The Society has been established for an unlimited period of time.
2. The official year of the Society - also being the financial year - concurs with the calendar year.

### MEMBERSHIP

#### ARTICLE 4

1. The Society has members and honorary members.
2. Members may be persons who pursue the object of the Society and who have applied with the Executive Committee to be accepted as member and who have been accepted as member of the Society by the Executive Committee. The Executive Committee may reject an application to be accepted as member of the Society; the Executive Committee shall answer the applicant in writing. The Members' Meeting may as then at the request of the applicant resolve yet to accept the applicant as member of the Society.
3. Honorary members are those who by reason of their outstanding contribution to the field of health psychology and/or the Society and after having been nominated as such by the Executive

Committee have been appointed as honorary members by the Members' Meeting, and who have accepted the said appointment.

#### ARTICLE 5

The membership is individual and therefore not capable of being transferred or of devolution.

#### ARTICLE 6

1. The membership terminates:
  - a. by the death of the member;
  - b. by cancellation on the part of the member or on the part of the Society;
  - c. by disqualification.
2. The notice of cancellation of the membership by the member has to be submitted to the Executive Committee. Cancellation of the membership by the Society may be effected if it reasonably cannot be required from the Society to let the membership continue; the Executive Committee shall effect the cancellation.
3. Disqualification from membership of the Society may only be effected if a member acts contrary to the Articles, the bylaws or resolutions of the Society, or if a member in an unreasonable manner prejudices or injures the Society. The disqualification shall be effected by the Executive Committee, which shall be held to notify the member involved of the resolution in writing as soon as possible, while stating the reasons. The member involved shall be authorised to lodge an appeal with the Members' Meeting within one month after receipt of the said notification. During the appeal period and pending the appeal the member shall be suspended. The resolution of the Members' Meeting to disqualify a member shall be adopted with a majority of at least two thirds of the number of votes cast.
4. If the membership terminates in the course of a financial year, the entire annual contribution shall nevertheless be due by the member.

### **FINANCIAL MEANS**

#### ARTICLE 7

1. The financial means of the Society consist of the annual contributions of the members, donations of supporting institutions, proceeds from publications and conferences, subsidies, inheritances, legacies, donations and other income.
2. Each member shall annually pay an amount, which amount shall be determined by the Members' Meeting on a proposal by the Executive Committee.

### **EXECUTIVE COMMITTEE; COMPOSITION**

#### ARTICLE 8

1. The Executive Committee consists of eight elected members: a President, a President Elect, a Past President, a Secretary, a Treasurer and three ordinary members (one of whom will be the Membership Officer).
2. The Executive Committee Members shall be elected by the members.  
This may take place both during an ordinary or extraordinary Members' Meeting and direct elections outside of the Members' Meeting, or through a combination of both.

The Candidate Executive Committee Members must have been members of the Society for a period of at least two years.

The eight members of the Executive Committee must be as representative as possible of the regions of Europe. There shall not be more than two members from one and the same country who are Executive Committee Members at the same time.

3. Executive Committee Members may at all times be suspended or removed from office by the Members' Meeting on the basis of reasons provided at the Members' Meeting. As regards suspension and removal from office the Members' Meeting shall adopt resolutions with a majority of at least two thirds of the votes cast. The Executive Committee Member threatened with suspension or removal from office shall be given the opportunity to speak for himself/herself at the Members' Meeting, and may have himself/herself assisted in that Meeting by a counsel.
4. If in case of the suspension of an Executive Committee Member the Members' Meeting fails within three months to resolve to remove the suspended Executive Committee Member from office, the suspension will have been terminated.
5. The term of office of Executive Committee Members refers to the time interval between two Members' Meetings.
6. The Secretary, Treasurer will serve for a period of six years at the most. The President, President-elect, Past president and the Ordinary Members of the Executive Committee will serve for no more than two consecutive terms of office.
7. In the case of the death, incapacity or resignation or disqualification of any Executive Committee Member, a replacement will be appointed by the Executive Committee until elections are held for the respective post.
8. An incomplete Executive Committee shall remain competent to carry out the tasks of the Executive Committee.

## **MANAGEMENT; TASKS AND POWERS**

### **ARTICLE 9**

1. The Executive Committee shall be charged with the management of the Society.
2. The Executive Committee shall require the approval of the Members' Meeting to enter into agreements to acquire and alienate or encumber registered property and to enter into agreements under which the Society binds itself as a surety or as a severally liable co-debtor, guarantees performance of a third party, or binds itself for the security of a debt of a third party.

## **EXECUTIVE COMMITTEE; REPRESENTATION**

### **ARTICLE 10**

1. At least the President, the President Elect, the Secretary and the Treasurer jointly constitute the Executive Committee, which is charged with the daily management of the Society and the execution of the resolutions of the Executive Committee.
2. The Executive Committee shall represent the Society both in and out of court.
3. The Society shall furthermore be represented both in and out of court by two Members of the Executive Committee jointly.

## **THE MEMBERS' MEETING**

### **ARTICLE 11**

1. Annually at least one Members' Meeting shall be held, within six months after the end of the financial year, except in case the Members' Meeting extends the said period. In the said Members' Meeting the Executive Committee shall submit its annual report and shall, while submitting a balance sheet and an overview of revenues and expenses plus the necessary books and records, render an account of its management activities over the past official year of the Society.
2. The Members' Meeting shall annually appoint an Audit Committee consisting of at least two members, who are not Executive Committee Members. The said Audit Committee shall review these documents and shall submit a report of its findings to the Members' Meeting. If this review in the opinion of the Audit Committee requires special knowledge or expertise in the area of accounting, it may have itself assisted by an expert. The Executive Committee shall be held to furnish the Audit Committee with all information required by it, if so desired to show it the cash box and the values, and to make the books and records of the Society available for inspection purposes.
3. Approval of the annual report and accounts by the Members' Meeting shall discharge the Executive Committee Members.
4. In addition, budgets of income and expenditure of the current and the coming financial year shall be drawn up by the Executive Committee annually and be adopted by the Members' Meeting.

### **ARTICLE 12**

1. In addition to the Members' Meeting referred to in the preceding Article, Members' Meetings shall be convened by the Executive Committee as often as the Executive Committee deems this to be desirable.
2. At the written request of at least one tenth part of the members, the Executive Committee shall be held to convene a Members' Meeting with due observance of a period of notification not exceeding four weeks. If the request has not been carried out within fourteen days, the requesters shall be authorised to convene the Members' Meeting themselves.
3. The convocation of the Members' Meeting shall be effected by means of a written notification to the members with due observance of a period of notification of at least twenty days. The notice holding the convocation shall also state the subjects to be discussed.

### **ARTICLE 13**

1. The members and honorary members as well as the persons who have been so invited shall have the right to attend the Members' Meeting.
2. The members shall have the right to cast votes at the Members' Meeting. Each of them shall have the right to cast one vote. Each member shall be authorised to let his or her vote be cast by another member who is authorised in writing to do the same. One member may act as authorised representative for no more than two other members.
3. Honorary members have no right of vote, but they do have an advisory vote.
4. The chairperson shall determine the manner in which the votings in the Members' Meeting shall be held.

5. All resolutions about the law or the present Articles will be adopted with a simple majority of the votes cast. In case of a tied vote regarding issues, the proposal shall be rejected. In case of a tied vote regarding persons, lots shall decide. In the event that in a voting concerning the election of persons between more than two candidates none of the candidates gathers a majority of the votes, a second voting shall be held between the two candidates who gathered the largest numbers of votes, if necessary after an intermediate voting.
6. Blank and invalid votes shall be deemed to have not been cast.

#### ARTICLE 14

1. The Members' Meeting shall be chaired by the President of the Executive Committee, or, in his or her absence, by any other Executive Committee Member to be appointed by the Executive Committee.
2. The Secretary or any other person to be appointed by the chairperson shall take minutes of the issues discussed and the resolutions adopted at the Members' Meeting. These minutes shall be adopted in the same or in the next Members' Meeting, and shall by way of proof thereof be signed by the chairperson and the secretary of the said meeting.

#### AMENDMENT OF THE ARTICLES

##### ARTICLE 15

1. Amendment of the Articles may only be effected pursuant to a resolution of the Members' Meeting, with respect to which Members' Meeting it has been stated in the convening notice that an amendment of the Articles would be proposed at the said Meeting.
2. Those who convene the Members' Meeting at which the proposal to amend the Articles will be discussed, shall, at a place fit for that purpose, make available to the members for inspection purposes a copy of the said proposal in which the proposed amendment is stated word for word, from at least five days before the date that the meeting will be held until after the end of the day that the meeting is held.
3. The Members' Meeting may only pass a resolution to amend the Articles with a majority of at least two thirds of the number of votes cast.
4. The amendment of the Articles shall only take effect after it has been laid down in a notarial deed.
5. The Executive Committee shall be held to lodge an authentic copy of the deed holding the amendment of the Articles and a full and continuous text of the Articles as these read after the amendment at the office of the Trade Register.

#### DISSOLUTION AND LIQUIDATION

##### ARTICLE 16

1. The provisions set forth in paragraphs 1, 2, 3 and 5 of the preceding Article shall be applicable *mutatis mutandis* to a resolution of the Members' Meeting to dissolve the Society.
2. The credit balance after balancing falls to those who are members at the time of the decision to dissolve the Society, each for an equal part.  
The Members' Meeting can, however, give another allocation of the credit balance.
3. Unless the Members' Meeting resolves otherwise, the liquidation shall be effected by the

Executive Committee.

4. After the dissolution the Society shall continue to exist in so far as this is required for the liquidation of its assets. During the liquidation the provisions of the Articles shall as much as possible remain in full force and effect. In documents and announcements that are sent out by the Society, its name shall be extended with the words "in liquidation".
5. The liquidators shall see to it that the dissolution of the Society will be registered in the Trade Register.
6. After the liquidation has ended the books and records of the Society shall for a period of at least seven years remain in the custody of the person who was the last to hold the office of Treasurer.

## **FINAL PROVISIONS**

### **ARTICLE 17**

1. The Members' Meeting may adopt one or more sets of bylaws, in which the issues are covered that have not been covered in full or at all in the present Articles.
2. A set of bylaws shall contain no provisions that constitute a violation of the law or the present Articles.
3. The provisions laid down in the paragraphs 1 and 2 of the Article regarding the amendment of the Articles shall be applicable to resolutions regarding the adoption and the amendment of a set of bylaws.

### **ARTICLE 18**

In all cases in which the law, these Articles or any set of bylaws of the Society do not provide, the Executive Committee shall decide.

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Last updated on the basis of decisions at the Members' Meeting in Innsbruck, Austria, 2014.