

## **Title I: Constitution & Aims of the Association**

### **Article 1: The Society**

1.1 The International Society of Pharmacovigilance (ISoP) is an international non-profit scientific organisation.

1.2 The registered address of ISoP shall be in Geneva, Switzerland – (as amended with effect from 27th April 2009).

1.3 ISoP will be registered in the Trade Register of Geneva. It is governed by articles 60 to 79 of the Swiss civil code.

1.4 The Constitution of ISoP consists of the Statutes and the Society by-laws.

1.5 The Executive Committee shall decide upon the administrative address and registered address of ISoP (as amended with effect from 27th April 2009).

1.6 The working language of the Society shall be English. Other languages may be used as described in the by-laws.

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### **Article 2: Objectives**

ISoP is a global professional, independent, not-for-profit society, open to anyone with an interest in the safe and effective use of medicinal products. ISoP aims to foster science, learning and research in pharmacovigilance in all countries. These objectives are met by providing:

- opportunities for networking in a friendly environment
- collegial and convivial support among those with an interest in pharmacovigilance
- an open and impartial forum for sharing experience, knowledge and solutions
- a platform for discussion and generation of new research and ideas
- meetings, education and affordable training
- a governance structure that is transparent, accountable, open and all-inclusive to everyone regardless of gender, religion, race, political affiliation, sexual orientation, disability, nationality or creed.

## **Title II: Composition**

### **Article 3: Membership**

ISoP has different categories of members:

3.1 Active members: all individuals interested in pharmacovigilance shall be eligible for active membership.

3.2 Honorary members: any individual who has rendered distinguished services in the pursuit of the objectives of ISoP as defined in Article 2.

3.3 Benefactor members: any individual or corporate entity who has made an exceptional contribution to the cause of ISoP.

3.4 Affiliate members: affiliate members are other scientific societies that share common goals with ISoP.

3.5 The rights and obligations of member categories are described in the by-laws.

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### **Article 4: Membership fee**

Members pay an annual membership fee, the amount of which will be decided by the Executive Committee, on the basis of a recommendation of the Board.

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### **Article 5: Admission to membership**

5.1 Membership is administered and confirmed by the Executive Committee.

5.2 Honorary members are elected by the General Assembly after his or her name has been put forward by the Executive Committee.

5.3 Benefactor members are elected by the General Assembly (see Article 11) after their name has been accepted by the Executive Committee.

5.4 Affiliate membership status is elected by the General Assembly after the proposal has been put forward by the Executive Committee.

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### **Article 6: Loss of membership**

6.1 by resignation: members may resign at any time in writing to the Secretary. The annual membership fee remains due for the calendar year of the resignation.

6.2 by expulsion: decided by the General Assembly, for acts causing moral and/or financial prejudice to ISoP. Before expulsion the person concerned may be invited to explain him or

herself.

6.3 by exclusion: for non-payment of fees.

### **Title III: Organisation**

#### **Article 7: Structure**

7.1 ISoP has a threefold structure:

- the General Assembly
- the Advisory Board (henceforth referred to as “the Board”)
- the Executive Committee

7.2 The Executive Committee is advised by the Board, the composition of which is described in the by-laws. The Board elects the President.

7.3 The day to day leadership and management of ISoP is conducted by the Executive Committee, which shall comprise the President, the Vice-President, the Secretary, the Treasurer and supported by at least one representative of the ISoP Secretariat .

7.4 All voting members who have been elected to the Board can be candidates for those positions on the Executive Committee.

7.5 The election and nomination of the Executive Committee are as described in Article 9 and in the by-laws.

7.6 A term of office for the elected members of the Board is three years renewable once consecutively.

7.7 The renewal possibilities and dates of beginning and end of office will be described in the by-laws.

7.8 Past President: upon the election of a new president of ISoP, the former President becomes the Past President for the duration of office of the new President. The Past President becomes a President Emeritus when the next President is elected.

7.9 Paid-up active members and honorary members may be Candidates for election to the Board. The election will be organized by the Past President.

7.10 Elections to the Board are by ballot. In the event that all the positions available are not filled in a first ballot, a second call for candidates, and ballot shall be organized by the Past President.

7.11 The ballot procedures are described in the by-laws.

7.12 Nominees receiving the highest number of votes shall be declared elected to the vacant

posts. In the event of a tie, the person with the longest standing membership will be declared elected.

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#### **Article 8: General Assembly**

8.1 The General Assembly convenes the Active members who have paid their fees, as well as the Honorary and Benefactor members. Any member shall be entitled to be present and to speak at the General Assembly. Voting power, however, rests only with the Active paid-up members and Honorary members. No proxy voting is permitted.

8.2 The General Assembly shall be routinely convened every year, and upon request of the Executive Committee. Members will be individually informed in writing of the date and venue of the General Assembly, at least two months in advance.

8.3 A special General Assembly must be convened by the President if at least a third of the members wish it.

8.4 Minutes of the meetings are recorded, signed by the President and the Secretary, circulated to members, and are filed by the Secretariat.

8.5 The agenda of the General Assembly is determined by the Executive Committee.

8.6 The General Assembly is competent to:

- Approve the minutes of the previous General Assembly,
- Approve the annual report and financial accounts,
- Approve the statement of the accounts of the previous year, and the budget for the following year,
- Approve the membership fees,
- Elect members of the Board, if necessary,
- Elect honorary, benefactor and affiliate members,
- Expel members
- Change the statutes,
- Adopt the by-laws,
- Discuss any questions or recommendations raised by members ,
- Approve dissolution.

8.7 Except when specified otherwise, votes of the General Assembly are by a simple majority vote. In a simple majority the highest number of votes cast for any one candidate, issue or item exceeds the second-highest number, but does not necessarily constitute an absolute majority. In the event of a tie, the President shall cast the deciding vote.

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**Article 9: The Advisory Board of ISoP**

9.1 The Board meets at least once a year, and each time it is convened by the President, or upon request of at least one third of the Board's members. Minutes of the meetings are recorded, then signed by the President and the Secretary, made available to members, and are filed by the Secretariat.

9.2 Members of the Board perform these functions on a voluntary basis but may receive reimbursement for expenses incurred.

9.3 The roles, functions and membership of Board members are described in the by-laws.

9.4 The Board shall make recommendations to the Executive Committee on the function and conduct of ISoP.

9.5 Recommendations shall be passed by the Board at its meetings or by electronic mail on the basis of a majority agreement and submit them to the Executive Committee.

9.6 The Board can be assisted as needed by other members as required, who may sit at Board meetings but have no decision rights.

**Article 10: Elections for the Executive Committee and terms of office**

10.1 The Board elects the President by secret ballot among its elected members. No President Emeritus will be eligible to be elected as President.

10.2 The President will nominate the Vice-President, the Secretary, and the Treasurer from nominations received from the ISoP Board. Nominations can only be from elected members of the ISoP Board.

10.3 Members of the Executive Committee are elected/appointed for three years, renewable once consecutively. The renewal possibilities and dates of the beginning and the end of the term of office of Officers are described in the by-laws.

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**Article 11: Executive Committee**

11.1 The Executive Committee meets at least twice a year, and each time it is convened by the President, or upon request of at least one of the Executive Committee's members.

Minutes of the meetings are recorded, signed by the President and the Secretary, circulated to ISoP members, and are filed by the ISoP Secretariat.

11.2 Members of the Executive Committee perform these functions on a voluntary basis but may receive reimbursement for expenses incurred.

11.3 The roles and functions of Executive Committee members are described in the by-laws.

11.4 The Executive Committee shall represent ISoP in its dealings with third parties. The Executive Committee shall be collectively responsible for the conduct of the affairs of ISoP. The Executive Committee is the ISoP's legal representative. The powers of each of the Executive Committee's members can be delegated to another member of the Executive Committee, upon approval of the Executive Committee.

11.5 Resolutions shall be passed by the Executive Committee at its meetings or electronically on the basis of a majority vote. The President shall hold the deciding vote in case of a tie.

11.6 The Executive Committee can be assisted as needed by members of the Board or other members of ISoP as required, who may sit at the Committee meetings but have no voting rights at the Executive Committee meetings.

11.7 The Executive Committee should report to the Board on how recommendations from the Board have been managed and report this information to the General Assembly.

11.8 ISoP is validly engaged by the joint signature of the President and another member of the Executive Committee.

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## **Article 12: Financial Assets**

12.1 The financial assets of ISoP consist of:

- Annual membership fees
- Revenue from assets,
- Income from publications, congresses, consultancies or other activities pertaining to the objectives defined in Article 2,
- Subventions from states, regions, departments, cities, townships or any other public entity,
- Any other contributions, donations, private or public sources of funding, not in conflict with the objectives of ISoP as defined in Article 2, nor with the law of the country of registration.

12.2 The financial assets are used in accordance with the objectives and the budgets recommended by the Executive Committee and approved by the General Assembly.

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#### **Article 13: Finances**

A descriptive record of all expenditure and income is kept by the Treasurer who will arrange for a professional independent examination of accounts. Details of signatories and financial procedures are set out in the by-laws.

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#### **Article 14: Responsibility**

14.1 All of ISoP's financial obligations are limited to ISoP's assets as described under Article 12.

14.1 The personal financial liability of ISoP's members is exclusively limited to the amount of their payable annual membership fees.

### **Title IV: Changes in Statutes and Dissolution**

#### **Article 15: Change of statutes**

15.1 Statutes can be changed only on the proposition of the Executive Committee, or as a result of a petition of at least one quarter of the members having paid their fees.

15.2 Members will be advised of the timetable and the changes proposed and responses from members will be published.

15.3 At least half plus one of the voting members must be present at the General Assembly convened to vote on these changes of statutes. In the event this quorum is not reached, another General Assembly is convened, at the earliest one month later. This assembly is valid whatever the number of members present. Proxies are not accepted.

15.4 Any modifications of the statutes require the approval of the majority of the votes cast.

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#### **Article 16: Dissolution**

16.1 The General Assembly, which is the only body that is competent to approve dissolution, must be convened for this purpose, with at least two months written notice.

Two thirds of the active members must be present for this assembly to be valid. If this number is not reached, another General Assembly is convened, not earlier than one month

later, which is then valid whatever the number of members present.

16.2 The dissolution of ISoP requires the approval of two thirds of the votes cast.

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#### **Article 17: Liquidation**

In the event of dissolution, the General Assembly shall designate one or more commissioners charged with the liquidation of the ISoP's assets and settlement of any debts. Such commissioners will be entitled to a fee for this work. The net assets of ISoP available shall be entirely attributed to an institution of public interest with similar objectives and entitled to a tax exemption. The net assets of ISoP shall, in no case, be returned to the physical founding members or to any other member of ISoP, neither be used partially, entirely or in any other way for their own profit or for any other purpose.

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#### **Article 18: By-laws**

18.1 By-laws describe the application of the present statutes and complete them as necessary.

18.2 By-laws and any change of such are proposed by the Executive Committee and adopted by the General Assembly.

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#### **Article 19: Entry into force**

These statutes were adopted at the time of the General Assembly on July 8th, 2016 and came into effect the very same day.

Geneva, July 8th, 2016

**Signature of the representatives (President and secretary)**