

INTERNATIONAL SOCIETY OF PHYSICAL AND REHABILITATION MEDICINE (ISPRM) STATUTES

Version approved by Assembly of Delegates, May 2017

Preamble: This version of the statutes was submitted to the Assembly of Delegates for approval and approved on 3 May 2017.

Article 1: Name, acronym and structure & applicable laws, legal status and domicile

- 1.1 The Society (hereinafter referred to as The International Society of Physical and Rehabilitation Medicine ("ISPRM") or the "Society") is a non-profit, non-governmental international association governed by the present statutes and by Articles 60 et Seq. of the Swiss Civil Code.
- 1.2 The Society has legal personality.
- 1.3 The legal domicile of the Society is in Geneva, Switzerland.
- 1.4 The duration of the Society shall be unlimited.

Article 2: Purpose and objectives

- 2.1 The mission of the ISPRM is to optimize functioning and health-related quality of life and minimise disability in persons with disability and/or medical problems throughout the world. This will be achieved by:
 - a) enabling physicians and researchers active in physical and rehabilitation medicine to develop and apply optimal care.
 - b) strengthening the development and capacity of national organisations of Physical and Rehabilitation Medicine.
 - c) partnering with international organisations to develop and implement effective disability and rehabilitation policies.
 - d) promoting collaboration among governments, non-governmental organisations, organisations of persons with disabilities, business and others.
- 2.2 The Society shall pursue the following goals:
 - a) To influence rehabilitation policies and activities of international organizations interested in the analysis of functional capacity and improvement of the individual quality of life. To help national professional organizations to influence national and local governments on issues related to the field of physical and rehabilitation medicine.
 - b) To encourage and support the development of a comprehensive medical Specialist in Physical and Rehabilitation Medicine.
 - c) To develop appropriate models for physician training and, therefore, involvement and participation in the physical and rehabilitation medicine process ensuring that their level of training is optimal for the required community needs.
 - d) To encourage a wide interest of physical and rehabilitation medicine in all physicians.
 - e) To provide means to facilitate research activities and communication at the international level.
 - f) To provide a mechanism to facilitate international exchange regarding different aspects of rehabilitation including disseminating information regarding rehabilitation-related meetings.

Article 3: Financial year and financial resources

- 3.1 The financial year shall begin on 1st of January and end on 31st December of each year.
- 3.2 The financial resources of the Society shall include:

- a) membership dues and voluntary contributions.
- b) grants and donations.
- c) private and public subsidies funds from conferences, other events, activities, fundraising.
- d) income from royalties or licensing agreements derived from journals, publications etc.
- e) other resources authorized by the law.

The financial assets of the Society shall include:

- a) bank accounts.
- b) other investments.
- c) claims of the ISPRM on its assets held by other organizations.

3.3 The financial resources of the Society shall be used to support directly or indirectly the objectives of the Society, as described in Article 2.2.

3.4 Only the assets of the Society may be used to meet its commitments. Members and Executive staff will not be held personally liable for any commitments of the Society.

Article 4: Membership

4.1 Categories of membership

4.1.1 The categories of membership are: National Societies, Individual and Corporate.

4.1.2 Within the National Societies class are Active and Associate Members.

4.1.3 Within the Individual class are Active, Honour Role, Honorary, Associate and Emeritus Members.

4.1.4 Representation on the Assembly of Delegates, right to vote and hold office is open only to Active National Societies, Active Individual Members and Honor Role Members.

4.1.5 All classes are required to pay an annual subscription, unless otherwise stated in the Policies and Procedures or the President's Cabinet deems it appropriate to waive fees due to special circumstances. Any of these classes that have not paid the annual subscription for two consecutive years will have their membership suspended and shall forfeit all rights of membership until the suspension is removed through the payment of dues.

4.2 Eligibility

4.2.1 Active National Society Membership shall be open to established National Societies of Physical and Rehabilitation Medicine - recognized as such in their own country - and whose membership is primarily composed of qualified physicians dedicated to the care of people with impairments and disabilities and the practice of Physical and Rehabilitation Medicine.

4.2.2 Associate National Society Membership shall be open to any National Society of health professionals related to the field of Physical and Rehabilitation Medicine.

4.2.3 Active Individual Membership shall be open to all physicians and surgeons qualified to practice in their own country, or retired from practice 5 years or less, who are interested in and/or concerned with the care of people with impairments and disabilities.

4.2.4 Individual Honour Role Membership shall be granted by the Executive Committee to any Active Member following a recommendation of the Awards Committee, as a mark of respect in recognition of distinguished contributions to the field of Physical and Rehabilitation Medicine.

4.2.5 Individual Emeritus Membership shall be granted by the Executive Committee to any Individual Active Member who has been a member of the Society for at least ten years, is retired from full time professional activity and requested Emeritus status.

4.2.6 Individual Associate Membership shall be open to individuals with a degree/diploma in a health care/research profession/discipline with primary interest in Physical and Rehabilitation Medicine and management of people with disabilities.

4.2.7 Individual Honorary Membership shall be granted by the Executive Committee to any person who has made outstanding contributions to the management and care of people with impairments and disabilities.

4.3 Admission

4.3.1 National Societies, Active Individual, Individual Associate and Individual Emeritus Membership:

- a) Eligible Societies and Individuals must complete the appropriate application form
- b) Eligible Societies and Individual members seeking reinstatement who pay their dues up to date will not need to go through the admission procedures.

4.3.2 Individual Honour Role Membership:

Active members approved by the Executive Committee following the recommendation of the Awards Committee as a mark of respect in distinguished recognition to the field of physical and rehabilitation medicine.

4.3.3 Individual Honorary Membership:

Any person approved by the Executive Committee who has made outstanding contributions to the management and care of people with impairments and disabilities.

4.4 Duties and privileges

4.4.1 Active National Society Members

- a) Active National Society Members are entitled to nominate one representative to the Assembly of Delegates with the right to vote.
- b) Members of Active National Societies are eligible to hold office or serve on the Executive Committee, but only if they are also Active Individual Members and meet the additional requirements listed in Section 8.1.1 of these Statutes.
- c) Active National Society Members will pay dues annually or their membership will be suspended.
- d) Suspended Active National Society Members cannot have representation on the Assembly of Delegates and have no right to vote.

4.4.2 Associate National Society Members

- a) Associate National Society Members may attend all meetings and activities of the Society.
- b) Members of Associate National Societies do not have the right to have representation on the Assembly of Delegates or to hold office.
- c) Associate National Society Members will pay dues annually or their membership will be suspended.

4.4.3 Active Individual Members

- a) Active Individual Members are entitled to nominate and vote for representatives of the Active Individual Members to the Assembly of Delegates. These representatives will have the right to vote and hold office.
- b) Active Individual Members are eligible to be elected or appointed to any position of the Assembly of Delegates and the Assembly of Individual Members, but must meet the additional qualifications listed in Section 8.1.1 of these Statutes to serve as an officer and/or member of the Executive Committee.
- c) Active Individual Members will pay dues annually or their membership will be suspended. Suspended Members cannot serve as representatives to the Assembly of Delegates and have no right to vote.

4.4.4 Individual Honour Role Members

- a) Individual Honour Role Members are entitled to nominate and vote for representatives of the Active Individual Members to the Assembly of Delegates. These representatives will have the right to vote and hold office.
- b) Individual Honour Role Members are eligible to be elected or appointed to any position of the Assembly of Delegates and/or Executive Committee.
- c) Individual Honour Role Members do not pay dues.

4.4.5 Individual Emeritus Members

- a) Individual Emeritus Members are entitled to attend all meetings and activities of the Society, but cannot become members of the Assembly of Delegates, vote or hold office.
- b) Individual Emeritus Members do not pay dues.

4.4.6 Individual Associate Members

- a) Individual Associate Members are entitled to attend all meetings and activities of the Society but cannot become members of the Assembly of Delegates, vote or hold office.
- b) Individual Associate Members will pay dues annually or their membership will be suspended.
- c) Suspended Individual Associate Members lose all rights of membership.

4.4.7 Individual Honorary Members

- a) Individual Honorary Members are entitled to attend all meetings and activities of the Society, but will not have the right to vote or to hold office.
- b) Individual Honorary Members do not pay dues.

4.5 Termination of membership

4.5.1 Membership will cease in the following situations:

- a) upon death of an Individual Member.
- b) upon the dissolution of a National Society Member
- c) by written resignation to the Executive Director; however, in such case the member will remain responsible for the payment of all annual dues for the calendar year in which the withdrawal takes effect and no refund of dues will be given.
- d) by expulsion for cause if such a proposal is approved by at least three-quarters (3/4) of the members present at an Assembly of Delegates. Such a proposal shall only be made if a member has seriously contravened the interests of the Society.

Article 5: Official bodies

5.1 The official bodies of the Society shall be:

- a) the Assembly of Delegates
- b) the Assembly of Individual Members
- c) the Executive Committee
- d) the President's Cabinet
- e) the Council of Past Presidents
- f) the President
- g) the Immediate Past-President
- h) the President-Elect
- i) the Vice President
- j) the Secretary
- k) the Treasurer

Article 6: Assembly of Delegates

6.1 Scope and powers

6.1.1 The Assembly of Delegates shall be responsible for the strategic decisions of the Society to include:

- a) Approving changes to the Statutes
- b) Approving the financial statements of the previous year
- c) Approving the actions of the Officers
- d) Voting on presented bids for the World Congresses
- e) Approving strategic plans
- f) Approving collaborative plans
- g) Electing the Vice President, the Secretary and the Treasurer
- h) Electing members of the Nominating Committees
- i) Removing Officers who do not meet the standards of their offices
- j) Dissolving the Society

6.1.2 Between meetings of the Assembly of Delegates, the Executive Committee will assume those responsibilities of the Assembly of Delegates that it cannot accomplish through e-mail voting and that require action before the next Assembly of Delegates meeting.

6.2 Composition of the Assembly of Delegates

6.2.1 All members of the Executive Committee as described by these Statutes.

6.2.2 One representative from each National Society.

6.2.3 Fifteen Representatives elected by the Assembly of Individual Members

6.2.4 Executive Director (*ex-officio*)

6.3 Procedures

6.3.1 The Assembly of Delegates will meet at least every year with at least one meeting coincidental with the International Congress.

6.3.2 The Executive Director of the Society shall send notices of the meetings to members at least 90 days in advance. Any proposed amendments to the Statutes will accompany these notices. Reports of the officers, committees and task forces along with the proposed agenda shall be sent to each member at least 21 days prior to the date of the meetings.

6.3.3 The Assembly of Delegates will be presided over by the President of the Society.

6.3.4 In case of absence, the President-Elect shall take the chair.

6.3.5 The agenda of the Assembly of Delegates shall be set by the President and must include:

- a) approval of the record of the previous meeting of the Assembly of Delegates.
- b) the report of the treasurer.
- c) approval of financial statements for the past year.
- d) approval of the actions of all officers since its last annual approval.
- e) the report of the President summarizing the major activities of the ISPRM since its last meeting.
- f) election of the Vice President, Secretary, Treasurer and members of the Awards and Nominating Committee (during meetings that occur in the even years).
- g) discharges the Assembly of Delegates and Executive Staff of their responsibilities for the reporting period.
- h) any other business.

6.3.6 Representation by proxy is possible.

6.3.7 Minutes of the meeting shall be prepared by the Central Office with the help of the secretary.

6.4 Decision-making

6.4.1 Decisions of the Assembly of Delegates shall be considered valid only if there is a quorum of the President or his/her designee and at least 10 percent of the remaining Assembly members.

6.4.2 Decisions shall be taken by a simple majority vote (50% + 1) of the members present. In case of deadlock, the President shall have the casting vote.

6.4.3 Voting shall normally take place by a show of hands or electronic voting unless requested otherwise (by at least 30% present) in which case they will take place by ballot.

6.4.4 All Members of the Assembly of Delegates may vote except for those with ex-officio status.

6.5 Extraordinary session

6.5.1 An extraordinary session of the Assembly of Delegates can be convened whenever necessary by decision of the President's Cabinet or at the request of one-fifth (1/5) of the members of the Assembly of Delegates.

6.6 Amendment of the Statutes and dissolution

6.6.1 Notice to amend these Statutes may be submitted by any Active Individual Member or Active National Society Member to the Secretary and the Chair of the Statutes Committee and Executive Director of the Society.

6.6.2 The President's Cabinet after studying the proposal shall decide within 2 months whether or not it supports the proposed changes. It shall inform the submitter accordingly.

6.6.3 If the President's Cabinet supports the proposal, it shall be presented to the Assembly of Delegates either through an e-mail ballot or at its next scheduled meeting. Members of the Assembly of Delegates will be given 90 days to respond to an e-mail ballot. If a proposed change is placed on the agenda of a regular Assembly of Delegates meeting, it must be distributed 90 days before the meeting.

6.6.4 For a proposal to be approved by e-mail ballot, it must be approved by a majority of those voting. For a vote to be valid, at least 40% of the Assembly of Delegates must vote. A proposal presented at a meeting of the Assembly of Delegates shall require a second and simple majority for passage.

6.6.5 The Assembly of Delegates must notify the total membership of the approved changes not later than 3 months after their approval.

6.6.6 If the President's Cabinet does not support the proposal, the Active Member can request the Executive Director to include the submitted proposal on the Agenda of the next scheduled meeting of the Assembly of Delegates provided that the motion is seconded. The approval of such a motion would require a 2/3 majority. If this motion is passed, the Assembly of Delegates must notify the total membership of the approved changes not later than 3 months after their approval.

6.6.7 In case of dissolution, if the quorum as per article 6.4.1 is not reached, the President has the right to adjourn the Assembly of Delegates and to reconvene an extraordinary meeting of the Assembly of Delegates on the same day. In such a case, the extraordinary Assembly of Delegates must include all members of the President's Cabinet and 5% of the remaining Assembly of Delegates members. Under such circumstances, 75% of the Assembly of Delegates attending the meeting must approve the dissolution.

Article 7: Assembly of Individual Members

7.1 Composition

7.1.1 All individual members of the ISPRM will be members of the Assembly of Individual Members.

7.2 Duties

7.2.1 The Assembly of Individual Members is authorized to advocate for the interests of Individual Members of the Society.

7.2.2 The functions of the Assembly of Individual Members are to:

- a) propose activities of the Society to attain the goals of its individual Members.
- b) determine its strategy.
- c) adopt activity reports and approve an annual plan of action.
- d) draft policies and rules of procedure for its activities and ensure that these are applied.
- e) elect representatives to the Assembly of Delegates and Executive Committee
- f) elect its Chair

7.3 Procedures

7.3.1 The Assembly of Individual Members will elect 15 of its members to represent the ISPRM individual members in the Assembly of Delegates.

7.3.2 The Assembly of Individual Members will elect three Active Individual Members who will represent the Individual Members on the Executive Committee. Members from each of the three ISPRM areas will elect their own representatives.

7.3.3 The Assembly of Individual Members will elect its Chair who will be responsible for the activities of the Assembly.

7.3.4 The Assembly of Individual Members can conduct its business either during meetings or by electronic voting.

7.3.5 The Assembly of Individual Members (AIM) need not meet a quorum to conduct its business. A simple majority of those attending the meetings of the AIM can pass motions and elect officers and representatives.

7.3.6 An electronic vote of the AIM need not meet quorum to be valid. A simple majority of those who vote within 30 days can pass motions.

Article 8: Executive Committee

8.1 Composition

8.1.1 To be a member of the Executive Committee it shall be necessary

- a) to have a Medical Doctor degree with a PM&R specialist title or equivalent;
- b) to have at least 10 years of PM&R practice or national equivalent;
- c) to be an active and participating member in national and international PM&R or related organizations;
- d) to be actively practicing and/or participating in organizational activities in his/her own country and
- e) to be an Active Member of the ISPRM (individually or through his/her National Society).

8.1.2 The Executive Committee shall be formed by the following officers and representatives.

- President
- President-Elect

- Vice President
- Immediate Past-President
- Secretary
- Treasurer
- Nine Representatives of National Societies: three Members each from the three ISPRM Areas: The Americas; European, Eastern Mediterranean and Africa; and Asia-Oceania Areas
- Three Representatives of Individual Members: one from each of the three ISPRM Areas
- Executive Director (*ex-officio*)
- Presidents of all upcoming Congresses (*ex-officio*)

8.2 Duties

8.2.1 The Executive Committee will be responsible for all ISPRM operational decisions as delegated to it by the Assembly of Delegates except when it further delegates its responsibilities to the President's Cabinet.

8.3 Procedures

8.3.1 In the event an elected Officer is unable to complete his or her term of office, or the Assembly of Delegates removes an Officer for cause, the President and the Executive Committee will appoint a replacement to be approved by the Assembly of Delegates at its next meeting.

8.3.2 The Executive Committee shall meet at least once per year.

8.3.3 The Executive Committee will delegate its responsibilities to the President's Cabinet when:

- a) The President determines a decision has to be made within 30 days or
- b) If the Executive Committee fails to have a valid vote because too few of its members returned their votes.

Article 9: President's Cabinet

9.1 Composition

9.1.1 The President's Cabinet will consist of the President, Immediate Past-President, President-Elect, Vice President, Secretary and Treasurer.

9.2 Duties

9.2.1 The President's Cabinet will be responsible for those ISPRM operational decisions referred to it by the President, either because the ISPRM must complete a decision within 30 days, or the Executive Committee failed to provide a valid vote.

9.2.2 The President's Cabinet will provide counsel to the President at his/her request.

9.3 Procedures

9.3.1 The President's Cabinet shall meet at least once per year and in addition it can meet formally or informally (telephone, e-mail, etc.) as often as necessary.

Article 10: Council of Past Presidents

10.1 Composition

10.1.1 The Council of Past Presidents shall be formed by all Past Presidents of the Society. In addition, the Past Presidents of its two founding organisations (IFPMR and IRMA) shall be also invited to join this Council.

10.2 Duties

10.2.1 This Council shall act only a consultative capacity and does not have any executive and/or administrative role in the affairs of the ISPRM.

10.3 Procedures

10.3.1 The Immediate Past-President of the ISPRM will chair the Council of Past Presidents for a two-year term and he/she will be recognized as Past-President and Chair of the Council of Past Presidents.

Article 11: Officers

11.1 The officers of the Association shall be:

- a) the President, Immediate Past-President, President-Elect, Vice President, Treasurer and Secretary.
- b) only one office can be held at any given time by an officer.
- c) each officer must be eligible to be a member of the Executive Committee.

Article 12: President

12.1 Terms of service

12.1.1 The President shall serve for a two (2) year term, non-renewable, automatic succession from President-Elect.

12.2 Role

12.2.1 The President shall:

- a) chair the Assembly of Delegates meetings.
- b) chair the Executive Committee
- c) chair the President's Cabinet.
- d) officially represent the Society externally.
- e) Provide executive leadership to the Society with the advice and approval of the President's Cabinet.
- f) The President may make operational decisions without a formal vote of the President's Cabinet if the ISPRM must complete these decisions within 15 days or the President's Cabinet failed to provide a valid vote. In such situations, the President must seek the advice of as many members of the President's Cabinet as possible before making decisions. If the President must make decisions without a formal vote of the President's Cabinet or Executive Committee; he/she must prepare a report to these governing bodies outlining the circumstances of the decisions.

Article 13: Immediate Past-President

13.1 Terms of service

13.1.1 The Immediate Past-President shall serve for a two (2) year term, non-renewable, automatic succession from President.

13.2 Role

13.2.1 The Immediate Past-President will participate as a member of the Executive Committee and President's Cabinet.

13.2.2 The Immediate Past-President will serve as Chair of the Awards and Nominating Committee, and as Chair of the Trustees of the Educational and Development Fund.

Article 14: President-Elect

14.1 Terms of service

The President-Elect will serve for a two (2) year term, non-renewable, automatic succession from Vice President.

14.2 Role

14.2.1 The President-Elect will participate as a member of the Executive Committee and the President's Cabinet.

Article 15: Vice President

15.1 Terms of service

15.1.1 The Vice President will serve for a two (2) year term, non-renewable, elected by the Assembly of Delegates.

15.2 Role

15.2.1 The Vice President will participate as a member of the Executive Committee and the President's Cabinet.

Article 16: Secretary

16.1 Terms of service

16.1.1 The Secretary shall serve for two (2) year terms for a maximum of three terms, elected by the Assembly of Delegates.

16.2 Role

16.2.1 The Secretary with the help and assistance of the Executive Director will be responsible for:

- a) keeping up to date the book of minutes of the Board of the Directors, Executive Committee and President's Cabinet;
- b) ensuring that annual membership fees, correspondence and general communications with all members are maintained regularly and periodically as established by By-Laws;
- c) screening membership applications prior to presentation to the President's Cabinet, Executive Committee for approval;
- d) screening grant applications to the International Educational and Development Fund;
- e) act as reference person for all committee related projects; ensures communication between committees and the President's Cabinet
- f) act as point of contact between the Central Office and the President's Cabinet
- g) screening applications to hold a World Congress;
- h) actively assist an incoming Secretary in a smooth transition of the secretarial duties; and
- i) any other administrative activity in the routine operation of the Society, including the preparation of the agendas for the PC, EC and AoD Meetings and reviewing their minutes.

Article 17: Treasurer

17.1 Terms of service

17.1.1 The Treasurer shall serve for two (2) year terms for a maximum of three terms, elected by the Assembly of Delegates.

17.2 Role

17.2.1 The Treasurer with the help and assistance of the Executive Director will be responsible for

- a) the preparation of yearly budget estimates and the interim annual budget, if indicated;
- b) reporting the annual Account Balance of the assets and funds of the Society with clear indication of income and expenses as compared to the Budget Estimates;
- c) approval of expenses according to annual budget approved by the Assembly of Delegates
- d) co-validation in online banking system with another(other) member(s) of the President's Cabinet
- e) approval of out of pocket expenses in conjunction with another(other) member(s) of the President's Cabinet
- f) making recommendations regarding any other financially related issues; and
- g) actively assist an incoming Treasurer in a smooth transition of the Treasurer's duties.

Article 18: Nominations of Officers

18.1 There will be an Awards and Nominating Committee to be chaired by the Immediate Past-President and comprised of six additional members to be elected by the Assembly of Delegates. These members are each to represent a different Country. This Committee is to nominate the candidates for the offices of Vice President, Secretary, Treasurer and Awards and Nominating Committee. The Committee submits these nominations to the Assembly of Delegates for approval. The term of the Committee members is two years.

Article 19: Conflict of Interest

19.1 The Society requests that its officers and members of the Assembly of Delegates declare any potential conflict of interest throughout their terms of office.

19.2 Should the President's Cabinet consider that a conflict of interest declared or not by an officer or member of the Assembly of Delegates is detrimental to the Society's vision and purpose, the President's Cabinet may recommend that the Assembly of Delegates decide whether the member should step down from being an officer or member of the Assembly of Delegates until the conflict of interest is resolved.

Article 20: Liability

20.1 Officers, members of the Assembly of Delegates, members of any of the Society appointed bodies and Executive staff shall incur no personal liability towards the Society except in the case of gross negligence or failure within their duties.

20.2 The Society shall indemnify who is or has been an officer or agent of the Society against any liability incurred by that person except in the case of gross negligence or failure within their duties.

Article 21: Dissolution and liquidation

21.1 In the case of dissolution, the President with the advice of the Assembly of Delegates shall appoint two liquidators to be in charge of the liquidation of the Society.

21.2 In the case of the Society being dissolved, the remaining assets should be allotted to a non-profit organization pursuing goals of public interest similar to those of the organization benefiting from tax exemption. The goods cannot be returned to the founders or members nor be used to their own profit.

Article 22: Powers to contract - Signatories

22.1 The President, Treasurer and Secretary shall be the authorized signatories of the Society.

22.2 The Society shall be validly bound by the joint signatures of any two (2) of the authorized signatories.

Article 23: Reserve funds

23.1 The Society shall establish a reserve fund in order to guarantee the running of its operations and meet its obligations, the amount and use of this fund shall be determined by the Executive Committee.