

Statutes

The International Society for the Study of Celiac Disease (ISSCD) was founded in Oslo, Norway on 21 June, 2011 at an informal meeting of delegates attending the International Celiac Disease Symposium (ICDS) 2011. The ISSCD is legally incorporated in The Netherlands where its Statutes are formally recorded on 19 March, 2013.

The ISSCD is the international organization for professionals working in the field of celiac disease (CD) and gluten-mediated human disease in the broadest understanding of the term. These Statutes form the basis for its operation and governance.

The ISSCD is registered in the trade register of the chamber of commerce in The Hague in the Netherlands under number 57523703 (www.kvk.nl)

Statutes of the International Society for the Study of Celiac Disease (ISSCD)

1. Name and Seat Article 1

- 1.1 The name of the organization is 'International Society for the Study of Celiac Disease, hereafter called ISSCD.
- 1.2 The seat¹ of the ISSCD shall be 3rd Floor, Apollo Centre, Desborough Road, High Wycombe, Bucks, HP11 2QW, The United Kingdom.

¹ The seat of the ISSCD will be in general the private address of the President or one of the other members of the Governing Board. The seat may be transferred to another location by decision of the General Assembly and need to be officially changed in the Statutes.

2. Objectives Article 2

- 2.1 The general purpose of the ISSCD is to promote scientific knowledge regarding the field of CD and gluten-mediated human disease in general and also everything related or contributing to this in its very broadest sense.
- 2.2 The ISSCD shall endeavour to achieve its objective through:
 - a) Supporting the organization of regular International Celiac Disease Symposia
 - b) Promoting international research efforts in the field of CD and gluten-mediated human disease.
 - c) Develop and help to develop protocols for studies which can be performed in research centers
 - d) Enhance research quality in the field of CD and gluten-mediated human disease
 - e) Organize education and intellectual exchange in the field of CD and gluten-mediated human disease.
 - f) Organize and support international initiatives to enhance professional education about CD and gluten-mediated human disease.
 - g) Cooperate with patient support groups and other parties seeking to improve the lives of people affected by CD and gluten-mediated human disease.
 - h) Establish consensus statements and authoritative guidelines in the field of CD and gluten-mediated human disease.
 - i) Improve the interaction with policy makers and with the relevant industry

- j) Whenever possible, participate in the activities of the United European Gastroenterology Federation (UEGF), in the organization of the annual UEGW (United European Gastroenterology Week); participate in the activities of the Digestive Disease Week, the yearly Mucosal Immunology meetings and other meetings that focus on mucosal immunology in general and CD and gluten-mediated human disease in particular Improve CD management in general.
- 2.3 ISSCD is the international organization for professionals working in the field of CD and gluten-mediated human disease in the broadest understanding of the term.
- 2.4 The ISSCD serves as an umbrella organization of national societies with similar objectives and professional membership, where such are present, for the study of celiac disease performing, initiating, coordinating and disseminating research and improving understanding of the field of celiac disease.
- 2.5 The ISSCD may establish branches, affiliates, and/or representative offices, including legal entities, to be registered and/or established in conformity with the laws and customs of the relevant country of origin. The by-laws of such branches, affiliates, or representative offices shall not contradict provisions of these statutes.

3. Duration Article 3

- 3.1 The ISSCD is established for an indefinite period of time.

4. Membership Article 4

- 4.1 The Membership of the ISSCD shall be of two types:
- a) Natural persons, hereinafter referred to as Individual Members;
 - b) Organizations hereinafter referred to as Institutional Members;
- 4.2 Individual Membership of the ISSCD is open to all professionals working in the field of celiac disease and gluten-mediated human disease willing to support the aims of the ISSCD. Individual Members have the right to participate in the general assembly, where they have the right of speech and vote.
- 4.3 Institutional Membership is open to organizations involved in or having a verifiable interest in the aims of the ISSCD, which may be educational and scientific institutions, government and non-profit organizations, business enterprises, patient support groups.
- 4.4 Institutional Members have the right to delegate one representative to the general assembly, who has the right to participate in the general assembly, where they have the right of speech and vote on behalf of the organization. The representatives of Institutional Members must handover a written proxy of the organization they represent to the chair before the start of the general assembly.

- 4.5 For both types of Membership: Members are those who did apply for Membership in writing to the Governing Board and are admitted as Member by the Governing Board. Admission is issued by a written statement of the Governing Board. In the case of non-admission by the board the general assembly can still decide to admit.

5. Article 5

5.1 Membership terminates:

- a) through death of the Member in case of individual Members, through elimination in case of Institutional Members
- b) through notice by the Member
- c) through notice by the ISSCD
- d) through deprivation

5.2 Membership can be terminated by the Member at the end of any fiscal year. This proceeds through a letter to the Governing Board giving four weeks' notice. If the notice has not taken place in time, Membership is continued until the end of the next fiscal year. Membership is terminated immediately:

- a) if it cannot be reasonably expected of the Member to continue Membership
- b) within a month after a decision has reached the Member including a limitation or reinforcement of the obligations of the Members (unless it concerns a change in the financial rights and obligations)
- c) Within a month after a decision has reached the Member concerning the change of the ISSCD into another legal form or in case of a fusion.

5.3 The Governing Board may give notice of termination on behalf of the ISSCD to take effect at the end of the current fiscal year when a Member, after having been urged in writing repeatedly, has not settled financial obligations over the current fiscal year by the 1st of November. Termination requires at least four weeks' notice. If termination has not taken place in time, Membership continues until the end of the next fiscal year. However, Membership can be terminated immediately if it cannot be reasonably expected by the ISSCD to continue Membership. Notice of termination shall be in writing and contain the reasons for termination.

5.4 Expulsion from Membership can only be proclaimed when a Member acts in violation of the statutes, by-laws or decisions of the ISSCD, or when the Member damages the ISSCD in an unreasonable way. Expulsion is by the Governing Board. Notice of expulsion shall be in writing and contain the reasons for expulsion. The Member concerned may appeal against the decision at the General Assembly within one month after receipt of the notice. During the term of appeal and pending the appeal the Member is suspended. A suspended Member has no right to vote.

5.5 When the Membership ends in the course of a fiscal year the Member shall pay the contribution for that year, unless the Governing Board Committee decides differently.

6. Donors Article 6

- 6.1 Donors are those who are admitted as donors by the Governing Board. The Governing Board may terminate donorship by written notice.
- 6.2 Donors are obliged to pay a yearly contribution, the minimal size of which is established by the General Assembly. It is also possible to become a life-time donor by paying a single lump sum, the minimal size of which is established by the General Assembly.
- 6.3 Donors have the right to attend the General Assembly, where they have the right of speech but no right of vote.

7. Membership dues Article 7

- 7.1 Members shall pay annual dues. The annual dues shall be set by the General Assembly.

8. Governing Board Article 8

- 8.1 The Governing Board consists of at least three (3) and at most ten (10) natural persons who will nominate amongst themselves a President, a Secretary and a Treasurer.
- 8.2 Members of the Governing Board will be appointed from Members of the ISSCD by the General Assembly. The General Assembly will determine the number Members of the Governing Board.
- 8.3 Members of the Governing Board may at any time be suspended or dismissed by the General Assembly with giving reasons for suspension or dismissal. The General Assembly decides to suspend or dismiss with a majority of two / thirds of the votes given.
- 8.4 The suspension ends if the General Assembly didn't decide to dismiss within three months. The suspended member of the Governing Board is given the opportunity to justify and may be assisted by a counsellor.
- 8.5 Members of the Governing Board will be elected for a two-year term. A year is understood to mean the period between two successive annual general meetings. Resignation will take place according to a schedule established by the Governing Board. A Member of the Board can be re-elected for one further two year term.
- 8.6 If the number of Members is smaller than the minimum stated in section 1 the Governing Board will remain its competence. The Governing Board however is obliged to organize a General Assembly as soon as possible, in which the vacant positions will be discussed.
- 8.7 At the meetings and decisions of the Board, the provisions of Articles 11 to 14 shall apply as far as possible.

9. Article 9

- 9.1 The Governing Board shall be in charge of the daily affairs of the ISSCD.

- 9.2 The Governing Board can, only with the previous approval of the General Assembly, enter into agreements where the ISSCD is committed as surety or co-debtor, supports a third party or offers security for the debt of somebody else.

10. Article 10

- 10.1 The Governing Board represents the ISSCD.
- 10.2 Responsibility of representation may also be assigned to the President together with the Secretary or the Treasurer or the Secretary together with the Treasurer.

11. General assembly Article 11

- 11.1 The General Assembly meetings are held in the municipality where the association has been registered or at another place in the Netherlands noticed in the announcement of the meeting.

12. Article 12

- 12.1 To the General Assembly are admitted all Members of the ISSCD who are not suspended, the donors and those who are invited by the Governing Board or the General Assembly. A suspended Member has access to the meeting where the decision on his/her suspension is discussed and has the right to speak.
- 12.2 Each Member has one vote in the General Assembly, with the exception of suspended Members. Each member qualified to vote can delegate, in written form, their vote to another Member qualified to vote. Each Member can cast at most two proxy votes. The requirement of a written form is also met if the proxy is recorded electronically.
- 12.3 A unanimous decision of the Members of the ISSCD, even if not assembled, and if made with the previous knowledge of the Governing Board, has the same validity as a decision by the General Assembly. Such a decision must be in written form. The requirement of written form of the votes is also satisfied if the decision is recorded in written or electronically recorded and signed by all voters, in combination with a specification on how the voting took place. The voting can also take place electronically.
- 12.4 The President determines voting procedures during the General Assembly.
- 12.5 All decisions for which no larger majority is required by the Law or these Statutes are taken by an absolute majority of votes. If the votes on substantial matters are evenly divided, the decision will be rejected. If the votes on persons are evenly divided, the decision is assigned by lot. If at an election with more than two candidates are involved and none of them has received the absolute majority of votes, voting is repeated between the two persons with the largest numbers of votes, if necessary after an intermediate vote.
- 12.6 Each Member is entitled to, in person or by written proxy, to participate in the General Assembly by electronic means of communication, to speak and vote at that meeting, unless one or more of these rights are suspended in accordance with the provisions of this statute. The requirement of a written form is also met if the proxy is recorded electronically.

- 12.7 For the purposes of article 12.6 is in any case required that the Member can be identified via electronic means of communication, directly take note of the proceedings of the meeting and vote. In addition to this the Member must be able to take part in the deliberations by electronic means of communication.
- 12.8 The Board of the Society may set further conditions to the use of the electronic communication referred to in this Article, these conditions shall be provided by the announcement of the General Assembly.

13. Article 13

- 13.1 The General Assembly will be chaired by the President or in his absence, by the eldest member of the Board present.
- 13.2 The opinion the Chair of the General Assembly about a decision made at the General Assembly is decisive. The same applies to the content of the decision in so far as this regards a non-written proposal. However, if the opinion of the Chair is questioned immediately after being expressed, a new vote may be required by the majority of the General Assembly or by a Member if the original vote was not by call or in writing. Through the new vote the legal consequences of the original vote lapse.
- 13.3 Minutes of a General Assembly shall be recorded by the secretary or by a person designated by the President. These minutes are established in the same or the next General Assembly and signed by the president and the other members of the Governing Board.

14. Article 14

- 14.1 The financial year of the Association shall be the calendar year. The first financial year of the association ends December two thousand thirteen. The General Assembly shall meet at least once in a year. During the meeting the Governing Board submits a report on the activities carried out in the past year. The Governing Board also submits a financial balance and a profit and loss account. These documents are signed by the Members of the Governing Board. If the signature of one or more Members of the Governing Board is missing, an explanatory note is appended. Each Member has the right to claim the Governing Board that they fulfil these obligations.
- 14.2 If there is no report from an accountant referred to in Article 2:393 paragraph 1 of the Civil Code, on the reliability of the documents mentioned in sub 1, the General Assembly appoints a commission of at least two Members who are not Members of the Governing Board.
- 14.3 The Governing Board is obliged to provide this commission with all information required to show the cash and assets, and to show the financial documents of the ISSCD.
- 14.4 The commission investigates the documents mentioned in sub 1 and sub 3.
- 14.5 In case special book-keeping expertise is needed, the commission can, at the expense of the ISSCD, ask an expert to assist.
- 14.6 The commission reports to the General Assembly.

15. Article 15

- 15.1 The Board will announce the General Assembly as often as needed by their opinion or required by Law.
- 15.2 Upon receipt of a written request of at least one/tenth of the voting members, the Governing Board shall call a General Assembly, which shall be held within four weeks after the request has been received. The requirement of a written form is also met if the request is recorded electronically. In case the request is not answered within two weeks the requesting Members can call a General Assembly themselves in the manner specified in sub 3. The applicants may appoint others than Members of the Governing Board to chair the meeting and draft the minutes.
- 15.3 The announcement of the general meeting shall be effected by written communication to the voters at a period of at least seven days before the meeting. The announcement shall specify the subjects to be discussed. Participation and voting at a general assembly may take place by using electronic communication if notified in the announcement.
- 15.4 After approval of a Member the announcement of the General Assembly may also be made by an electronically transmitted legible and reproducible message to the address provided by him for this purpose to the association.

16. Changes in the Statutes Article 16

- 16.1 Changes in the Statutes can only be made through a decision at the General Assembly in the call for which meeting the proposal for changes shall be announced.
- 16.2 Those who have issued a proposal shall make the text of the proposal available at a place suitable for the Members for at least five days prior to the end of the day on which the proposal is to be discussed.
- 16.3 Changes in the Statutes can only be made by a majority of at least two-thirds of the votes.
- 16.4 Changes in the Statutes become effective after they have been notarized. Each Member of the Governing Board is authorized to sign this document.
- 16.5 The sub-articles 1 and 2 are not applicable if all Members with voting rights are present or represented at the General Assembly and the decision on changes in the Statutes is unanimous.
- 16.6 After the changes have been inserted, the Governing Board shall put an authentic copy of the resolution for a change and of the full text of the Statutes at the register of the Chamber of Commerce.

17. Dissolution Article 17

- 17.1 Article 16 subs 1, 2, 3 and 5 applies to any decision by the General Assembly on dissolution.

- 17.2 The General Assembly decides on disposal of the assets of the ISSCD, as far as possible in line with the aims of the ISSCD. The assets of ISSCD should be transferred to a not-for-profit organization working in a similar field of activity.
- 17.3 The financial settlement is carried out by the Governing Board.
- 17.4 After its dissolution the ISSCD continues to exist if this is necessary for the financial settlement. During the settlement the Statutes will continue to apply as far as possible. In documents issued by the ISSCD, the words 'in liquidation' shall be used.
- 17.5 The settlement ends when no known assets are left.
- 17.6 Documents of the dissolved ISSCD must be kept for ten years after the settlement. They are kept by whoever is designated by those involved in the settlement.

18. By-laws Article 18

- 18.1 The General Assembly can establish by-laws on topics which are not or not sufficiently covered by these Statutes.
- 18.2 By-laws shall not contain clauses which violate the law or these Statutes.
- 18.3 Article 16 sub 1, 2 and 5 apply to changes in by-laws as well as their establishment.

19. Final provision Article 19

- 19.1 The General Assembly exerts authority in any matters not allocated to other organs by law or the Statutes.