



International Federation of Associations of Pharmaceutical Physicians and Pharmaceutical Medicine

Constitution 2016

Sanctioned on 2/26/2016

BACKGROUND TO THIS REVISED DOCUMENT

In March 2007 IFAPP was officially registered in the Netherlands. The updated version of the original Constitution was discussed during the House of Delegates Teleconference held on September 11th, 2013 and approved in the House of Delegates on March 20th, 2014 in Berlin and on September 30th, 2015.



NAME AND HEAD OFFICE

Article 1

1. The name of the Federation is “INTERNATIONAL FEDERATION OF ASSOCIATIONS OF PHARMACEUTICAL PHYSICIANS AND PHARMACEUTICAL MEDICINE” (abbreviation: IFAPP).
2. The Head Office is located in Woerden, The Netherlands. The Federation’s House of Delegates may move the registered office to anywhere in The Netherlands and establish subsidiary offices in other country in compliance with the local applicable legislation. However, the head office will always be in The Netherlands.

The registration number of the Dutch Chamber of Commerce is 30224375

AIMS AND MEANS

Article 2

1. IFAPP is a non profit organization. The mission of the Federation is to advance Pharmaceutical Medicine by enhancing the knowledge, expertise and skills of pharmaceutical physicians and other professionals involved in all scientific disciplines involved in the discovery, development, processing and usage of medicines as well as experimental and clinical research worldwide, leading to the availability and appropriate use of medicines for the benefit of patients and society.
2. IFAPP tries to reach this objective by using the following means among others:
 - a) to act as the international forum of organizations of pharmaceutical physicians and medicines development scientists by dealing with matters brought to its attention by its National Member Associations, regulatory bodies, academic authorities, international organizations and by giving assistance where appropriate;
 - b) to foster the development and international recognition of Pharmaceutical Medicine as a



separate specialty with its specific body of knowledge and distinctive fields of professional responsibilities. Pharmaceutical Medicine is the medical scientific discipline concerned with the discovery, development, evaluation, registration, monitoring and medical aspects of marketing medicines for the benefit of patients and public health;

c) to foster the development of undergraduate and postgraduate education as well as continuing professional development programs in pharmaceutical medicine and medicines development; to assist National Member Associations in developing such programs, in ensuring that they are of a proper quality standards and that their content is harmonized with existing programs;

d) to promote a closer relationship and understanding between the National Member Associations, regulatory authorities and international organizations involved in healthcare and medicines development

e) to disseminate information on developments in Pharmaceutical Medicine and Medicines Development to health professionals worldwide;

f) to organize international conferences on Pharmaceutical Medicine and to arrange any other meetings as deemed necessary.

g) The Federation may establish strategic alliances with other private charities or for-profit organizations with similar mission and goals.

DURATION

Article 3

1. The Federation is established for an undetermined duration.

2. The fiscal year is identical to the calendar year.

3. The Federation is a non-profit organization.

4. The financial means of the Federation consist of:

a. Fees,

b. Donations/subsidies,



- c. Gifts, bequests and/or legacies,
- d. Additional income from other sources such as meetings, educational programs, conferences and publications.
- e. ancillary commercial activities provided that any revenues derived from such activities are allowed to the non-profit making purpose of the Federation.

MEMBERSHIP

Article 4

1. The Federation has 3 categories: Institutional Members, Individual Affiliates and Honorary Members.

a- The Institutional Members are National Associations of pharmaceutical physicians/ pharmaceutical medicine and/or other national or international Professional Associations related to Medicines Development which have requested membership in writing to the Board of Officers and have submitted to the Secretary of the Federation a copy of their by-laws, as well as an English translation of their aims and objectives and conditions for membership. The application for membership is to be reviewed by the Board of Officers and the final approval would be given by the House of Delegates. The Institutional Members are represented by Delegates and are able to vote at the House of Delegates Meetings.

b-The Individual Affiliates are pharmaceutical physicians or other biomedical professionals involved in Medicines Development which have demonstrated interest in helping to achieve IFAPP's aims and means, and have requested membership in writing to the Board Of Officers and submitted their respective resumes. The application for affiliation is then reviewed by the Board of Officers for initial approval. The final approval would be given by the House of Delegates. The Individual Affiliates can be elected to the Board of Officers and can vote at the time of the General Assembly Meetings. The Individual Affiliates will have no other rights and/or obligations than granted in the constitution or regulations. They are subject to the constitution, regulations and decisions of the Federation



c-The Honorary Members are biomedical professionals or institutions which have demonstrated significant contributions to advancing Pharmaceutical Medicine as a discipline and/or a profession and have been proposed for the Board of Officers to the House of Delegates with the respective justification. The Honorary Members have no voting rights and cannot be active in or elected to the board of officers, though can participate in the discussions held at the House of Delegates or the General Assembly and can take over certain functions in Committees or working groups with an advisory role .

The House of Delegates will approve or refuse the admittance of new members following the proposal of the Board of Officers.

The National Member Associations (NMAs) and any other Institutional members are each represented by one Delegate. If two or more member institutions exist in a given country, and all are paying Member Associations of IFAPP, such country might be represented by the corresponding number of Delegates.

Article 5

1. Membership is discontinued when:

- a. The institutional member or individual Affiliate ceases to exist,
- b. the Institutional or Individual Affiliate resigns,
- c. the Federation decides to discontinue membership, or
- d. the Federation is dissolved.

2. Resignation of membership at the initiative of a National Member Association or other Institutional members is only possible at the end of a calendar year. Any Institutional member wishing to dissociate from IFAPP has to inform the President of the Board of Officers in writing of its plans with a notice period of at least three months. In the absence of such a notice period, the membership will be maintained until the end of the following calendar year. However,

membership is withdrawn:

- a. immediately, if it cannot reasonably be required from the member association that it maintains membership;
- b. within one month, if an Institutional member is informed or learns about a decision by the Federation to limit the rights of its members or to increase its obligations, unless the decision concerns solely financial rights and obligations;
- c. within one month, if a decision is taken to modify the legal basis of the Federation or to undertake a merger.

3. Discontinuation of membership (Institutional or Individual Affiliates) from the Federation by the end of the current calendar year can be decided by the House of Delegates:

- if an Institutional member or Individual Affiliate, after repeated written reminders, has not completely complied with its financial obligations vis-à-vis the Federation for two consecutive years by the month of November;
- if an Institutional member or Individual Affiliate has ceased to satisfy the current requirements for membership imposed by the Constitution. The period of notice is at least four weeks. If this period is less than four weeks, membership will be maintained until the end of the following year. However, membership can be discontinued immediately at the sole discretion of the Federation. Discontinuation is always implemented in writing explaining the reasons for discontinuation.

4. A decision of dismissal of any member or affiliate can only be taken when a member acts against the Constitution, regulations and decisions of the Federation or its acts cause unreasonable prejudice to the Federation. Such a decision is taken by the House of Delegates upon recommendation of the Board of Officers. The latter informs the member without delay and details the reasons justifying the decision.



5. The fees paid by the discontinued member or affiliate for the current year remains the property of the Federation unless the Board of Officers decides otherwise.

6. Non-paying institutional members have no voting rights and are not eligible to apply for financial support from the Federation.

FEES

Article 6

1. Each institutional member will pay an annual fee whose amount is decided every year by the House of Delegates and is based on a basic amount per member association plus an additional amount per individual member of such Association. The annual membership fee for Individual Affiliates will also be defined by the House of Delegates following recommendations from the Board of Officers. The Honorary Members are exempt of paying the annual fees.

2. The House of Delegates can decide to accept an application for membership of a recently created National Association of Pharmaceutical Physicians/Medicines Development at a reduced annual fee for a transitory period, following recommendation from the Board of Officers.

ADMINISTRATION AND GOVERNANCE

The bodies of the Federation for its administration and governance are: The Board of Officers, the House of Delegates and the General Assembly.

Article 7. The Board of Officers

1. The Board of Officers of the Federation is composed of:



- a. Officers: a maximum five (5) individuals with the following formal titles: - President - President-Elect - Past-President – Secretary- Treasurer. Officers can be either Delegate from the Institutional Members or Individual members, whereas the majority of the Officers must be Delegates from the Institutional Members.
- b. Standing Officers are a determined number of individuals acting as chairs of specific committees within IFAPP (such as Education, Communication, Ethics, Regions, etc). Standing Officers can be either a Delegate from the Institutional Members or an Individual Affiliate,
- c. Executive Director (Delegate or Individual Affiliate to be appointed as deemed appropriate). The roles and responsibilities for this ex-officio position will be assigned by the Board of Officers.

2. The Officers and Standing Officers would be in charge of the day-to-day management of the Federation and their services to the Federation are not remunerated, unless the House of Delegates decides otherwise. Reasonable expenses supported by the appropriate documentary evidence will be reimbursed.

The Officers shall have the broadest powers to do anything that is necessary or useful to achieve the purpose of the Federation, with the only exception of the powers reserved by the Law or the House of Delegates. The Officers can create Committees or working groups with an advisory role. The composition and function of the committees or working groups should be specified in the respective internal regulations and would include Individual Affiliates, Honorary or Delegate members.

Standing Officers are a determined number of individuals acting as chairs of specific committees within IFAPP (such as Education, Communication, Ethics, Regions, etc). Standing Officers can be either a Delegate from the Institutional Members or Individual Affiliates. Before an Individual Member from a country, where an Institutional Member exists, is applying to be elected as Officer or Standing Officers, the Delegate of the respective country must have approved the



candidate in order to avoid conflict of interests. If a Delegate becomes a Standing Officer of the Board of Officers, the corresponding National Member Association or Institutional member might appoint another representative to the House of Delegates. In case of need the House of Delegates may fill specific vacant positions (Secretary and Treasurer.) by appointing from the list of Standing Officers, whereas the requirement that the majority of the Officers must be Delegates from the Institutional Members remains valid

The role and responsibilities of the Executive Director will have to be defined by the Board of Officers and proposed to the House of Delegates and has to be approved. The Executive Director might be a remunerated position. If the Board of Officers intends to allow remuneration for the Executive Director, the exact remuneration plan summing up the overall costs together with a financial plan demonstrating the affordability must be presented to the House of Delegates. Only if the position of an Executive Director (and in case of remuneration also the remuneration and financial plan) is approved by the House of Delegates, the Board of Officers may recommend candidates to the House of Delegates for election. The Executive Director shall individually represent the Federation with respect to all acts of daily management, including court proceedings and may delegate part of his/her powers for particular or specific purposes to a third party, under his/her responsibility. Such decisions should be approved by the Board of Officers in order to avoid conflict of interests; the House of Delegates may act as consultative body and has to be informed about the Board of Officer's decision. Any expenses related to his/her role would be reimbursed.

3. The Member Associations can change their Delegate on annual bases, provided prior notice is given in writing to the Secretary.

4. Officers are elected by the House of Delegates. Standing Officers are also elected by the House of Delegates following the respective recommendations from the elected Officers, and would be actively participating in the discussions of the Board of Officers. The standing Officers



are appointed for a period of 2-3 years and can be re-elected for the same position for two consecutive terms.

5. Elections of the members of the Board of Officers mentioned will take place every two to three years at a House of Delegates meeting, to be held preferably during the regularly scheduled International Conference on Pharmaceutical Medicine (ICPM).

6. The President, President-Elect and the Immediate Past-President are elected for one term (of two to three years) and are not eligible to be re-elected to the same position in the next term. The President-Elect will automatically become the President for the next term, while the President will automatically become the Immediate Past-President. Other Officers and Standing Officers including the Executive Director are elected for a term of two or three years, depending on the dates of International Conferences, and are eligible to be elected for up to three terms in the same position.

7. Each Officer mentioned is either a Delegate from an Institutional member or an Individual Affiliate.

8. Candidacy for each position on the Board of Officers must be communicated by National Member Associations to the Secretary at least four weeks prior to the election. The Board of Officers may create a consulting Nomination Committee accordingly.

9. If the need for a replacement arises between elections, it will be implemented as follows: the President will be replaced by the President-Elect; the President-Elect by the Secretary or



Treasurer which instead will be replaced by a Standing Officer designated by the House of Delegates.

10. Any member of the Board of Officers may be dismissed from his/her position by decision of two thirds of the members of the Board (Officers and Standing Officers). Such decision should be confirmed by the House of Delegates.

11. The Board of Officers will meet in person or via teleconference as often as necessary as and no less than four times a year to manage the business of the Federation. The President shall convene the meetings upon consultation with the other Board members or upon request of another Board member. The notice to the meeting shall set out the place, date, time and agenda of the meeting. The notice shall be sent by letter, facsimile, e-mail or other written means at least 15 calendar days prior to the meeting. As the case may be the working documents for discussion would be attached to the notice.

The meetings of the Board of Officers are presided by the President or in the case of impediment or absence by the President Elect or the Past President.

12. Any member of the Board of Officers who did not attend three consecutive meetings and/or teleconferences should be considered as resigning from his/her position. Institutional members will be invited to promptly replace their dismissed or resigning Delegates.

13. The quorum for an Board of Officers meeting will be five (5) members including at least three (3) officers, one (1) of which has to be the President or the President-Elect.

14. Decisions on administrative matters will be taken by simple majority of votes. In the event of an equal number of votes being cast for and against a motion, the President, or in his/her



absence the President-Elect shall have a deciding vote. The Secretary is responsible for the preparation of the Minutes reflecting the deliberations of the Board of Officers. The final minutes are to be approved by the Board and signed by the President.

Article 8. Internal Regulations.

1. The Board of Officers is in charge of the administration of the Federation.

2. The House of Delegates is the principal and ultimate governance body for the Federation. The House of Delegates may establish Committees for specific purposes as proposed by the Board of Officers. These Committees will report on their activities and achievements to the Board of Officers. All competencies of the Federation, which are not dedicated by law or by the constitution to the Board of Officers, belong to the House of Delegates.

The Officers and Standing Officers will prepare the internal regulations for an appropriate business conduct for the Federation. Such documents will be signed by the Secretary and the President. The President is responsible for the preparation of the Annual Report on the State of the Federation to be submitted to the House of Delegates.

The Secretary is responsible for maintaining an updated list of Institutional members, Honorary Members, Individual Affiliates and representatives at the House of Delegates, maintaining a regular communication with the membership as well as keeping the Board's internal regulations, including the nominations for the Board. The Secretary will co-sign the Annual Report along with the President and the Treasurer.

The Treasurer is responsible for the financial aspects of the Federation. The Treasurer shall submit the annual accounts for the Federation last financial year and the budget for the following financial year to the House of Delegates for approval, along with the annual report and the audit report as deemed appropriate. The financial report should be co-signed by the President and the Secretary.



The Federation may secure its financing by:

- the payment of membership fees
- the remuneration of any service rendered by the Federation to its members or third parties (consultations, publications, courses, conferences ,etc)
- the payment of royalties for use of the intellectual property rights owned by the Federation
- corporate sponsorship or individual donations
- any other form of authorized financial resource

Article 9. Representation

1. The Board of Officers represents the Federation, in litigation and other matters.
2. The capacity of representation belongs to two Officers acting together. At least one of them should be the President, President-Elect or Immediate Past-President.
3. The Federation could also be validly represented by the Executive Director and/or by an attorney-in-law, within the limits of a power of attorney signed by the President.

HOUSE OF DELEGATES

Article 10.

1. The House of Delegates will be composed by Delegates of the Institutional Members. Each Institutional Member will appoint (1) Delegate to the House of Delegates to elect the new Board of Officers and represent the institution during the new Board period.
2. The name of the Delegates representing the Institutional members must be communicated in writing to the Secretary of the Board of Officers at the beginning of each year. The Institutional



members can change their Delegates on annual bases provided prior notice is given in writing to the Secretary of the Board of Officers. In extraordinary circumstances, a Deputy Delegate could be appointed by the Institutional members four weeks before the meeting of the House of Delegates.

3. All Delegates of Institutional Members have the right to vote, provided such Institutional member has paid the annual membership dues. Each Delegate or Deputy-Delegate has one vote on matters relating to changes in the Constitution. For any other matters the number of votes held by the Delegates depends on the number of members of the respective Institutional Member. National Member Associations with 50 or fewer members have one vote; those with 51 – 100 members have two votes; those with 101 – 1000 members have three votes; those with 1000 or more members have four votes. Membership numbers will be taken as those at the time of the last paid annual fee. The Board of Officers and Standing Members have one vote each for every matter discussed at the House of Delegates meeting.

4. The Delegates have a free mandate.

5. Item 4 also applies to Deputy Delegates.

6. In the event of neither a Delegate nor a Deputy Delegate being able to attend a meeting, the respective Institutional member may vote on a known proposal in writing to the Secretary.

7. The Delegate and Deputy Delegate of the Institutional members are appointed by the Board of each Association (or by its General Assembly as appropriate).

Article 11.

1. The House of Delegates is held at least twice a year. The first meeting should be held at the latest before June 30th. The House of Delegates has all the competencies which are not



allocated by law or by the Constitution to other organs. The House of Delegates may meet in a determined venue and attendance can be in person, by proxy, or electronically (via webcast or webinar)

- The members of the Board of Officers have the right to be convened and to attend all meetings of the House of Delegates. Individual Affiliates may be invited ex-officio to attend the House of Delegates meeting upon proposal of the Board of Officers.
- Decisions made by the House of Delegates are binding for all members, including those absent or dissenting.

The House of Delegates has the following restrictive powers:

- Decision on the strategy of the Federation
- Election, dismissal and release from liability of the members of the Board of Officers
- Election, dismissal and release from liability of the Auditors and determination of their remuneration as the case may be.
- Approval of the annual accounts and the budget
- Decision on the membership fees and any other form of financial resources of the Federation
- Decision on Motion of members
- Approval and changes of the Constitution
- Approval and changes of any internal regulations
- Decision on approval, withholding and cancellation of membership
- Dissolution and liquidation of the Federation and allocation of its net assets
- Transformation of IFAPP into a for-profit organization

2. The announcement of the House of Delegates is dispatched in writing by the Secretary of the Board of Officers at least 60 calendar days before the meeting date and includes the provisional



agenda. Motion of members for the attention of the House of Delegates are to be submitted in writing to the President at the latest 30 calendar days before the date set for the meeting. The invitation for the House of Delegates meeting together with the final agenda (including motion of members) is dispatched in writing (electronically or by regular mail) by the Secretary 20 calendar days before the meeting.

The invitation indicates the place, date, hour and final agenda. As the case may be, the working documents are to be attached.

3. The President of the Board of Officers, or in his/her absence the Immediate-Past President, decides on the method of voting at the meeting of the House of Delegates, as described in article 10.3.

4. In the event of an equal number of votes being cast for and against a motion the President has a deciding vote. However, if the equality of votes relate to the choice of a person, the decision will be taken by draw. If the choice is between more than two persons and neither one obtains a majority vote, the delegates will choose between the two who got the highest number of votes. Several votes may be necessary in the event of equal votes for the two candidates.

Article 12.

1. The meetings of the House of Delegates are chaired by the President of the Board of Officers or, in his/her absence, by the Immediate-Past President or his substitute.

2. The Secretary or a person designated by the President or Immediate-Past President or his substitute writes the minutes of the meeting of the House of Delegates. These minutes are approved during the meeting or at the subsequent meeting of the House of Delegates. After approval, the minutes are signed by the President or Immediate-Past President or his substitute as well as by the secretary of the meeting.

THE GENERAL ASSEMBLY



Article 13.

1. The General Assembly shall consist of all Institutional Members, Individual Affiliates and Honorary Members. The General Assembly will be gathered at each International Conference on Pharmaceutical medicine.

The General Assembly and the House of Delegates meeting might be held at the same venue. The meetings could be held together or separately, as proposed by the Board of Officers. The agenda for both meetings would be sent at least 30 days in anticipation to the respective membership. The Board of Officers will present at each of these two meetings its annual report on the federation's business and its management, including the balance sheet and profit and loss statement for the Federation are submitted for approval by the House of Delegates. The latter documents are signed by the members of the Committee of Officers; when a signature is missing, the reasons for this omission should be mentioned. The General Assembly has the right to require that the members of the Board of Officers comply with these obligations.

As per recommendations from the Board of Officers the General Assembly would discuss the voting rights of the Institutional membership categories based on a fair and reasonable assessment of each membership category's contribution to IFAPP's activities. The General Assembly may only deliberate on the matters set out in the agenda and provide recommendations to the Board of Officers and the House of Delegates. The ultimate decisions will reside at the House of Delegates.

2. If the documents, mentioned under item 1, are not accompanied by a statement of an accountant (auditor) confirming their accuracy, as required by art. 2:393 items 1 of the Civil Code, the House of Delegates will commission at least two members who should not be members of the Board of Officers.

3. The Board of Officers should provide all information requested by those so commissioned and needed to perform their investigation, show evidence on the current assets and investments upon request, and give access to all files and records of the Federation.

4. Those commissioned review the documentation mentioned under items 1 and 3 mentioned above if this investigation needs, in the opinion of those commissioned, specific accounting skills; they may request, at the expense of the Federation, the assistance of an expert. Those commissioned report their findings to the House of Delegates.

Article 14

1. The meeting of the House of Delegates and the General Assembly, mentioned under article 13 (item 1) might be called by the Board of Officers as often as felt necessary or required by law. These meetings will, in any case, be routinely called at each International Conference of Pharmaceutical Medicine (ICPM) organised every two to three years in cooperation with an Institutional member.

2. In extraordinary circumstances the Board of Officers might be compelled to call a meeting of the House of Delegates within three (3) months upon receipt of a written request signed by at least two thirds of the members of the House of Delegates. If no action has been taken within fourteen days, the applicants are entitled to call the meeting of the House of Delegates by themselves as stipulated in item 3 below. The applicants are allowed to select non-members of the Board of Officers for the conduct of the meeting and the writing of the minutes. The Board of Officers have the right to attend and actively participate in such extraordinary event.

3. The call for the meeting of the House of Delegates should be addressed in writing and with a notice of two (2) months to all members having voting rights. The subjects to be discussed should be detailed.

CHANGES IN THE CONSTITUTION

Article 15

1. Constitutional changes need a decision of the House of Delegates. Its members have to receive their invitation to attend a meeting with a notice of at least two (2) months. The invitation should mention that a proposal to change the Constitution will be made at the meeting.

2. The Delegates calling the meeting of the House of Delegates to decide on a change of the Constitution should put the proposal of change at the disposal of the members in an adequate location at least one (1) month before the meeting takes place. This proposal should spell out the proposed changes clearly and precisely and should remain available to the members until the day after the meeting.

3. Constitutional changes will require a two-thirds majority in a meeting of the House of Delegates where at least one third plus one of the Delegates are present or represented.

4. Changes of the Constitution have to be validated by notarial deed before becoming operational. Each member of the Board of Officers is entitled to ensure the inclusion of the changes of the Constitution in a notarial deed.

5. The provisions mentioned under items 1 and 2 do not need to be complied with if all members with voting rights of the House of Delegates are present or represented and that the changes of the Constitution are unanimously approved.

6. The members of the Board of Officers are required to submit to the office of the Chamber of



Commerce and Industry an authentic copy of the changes to the Constitution as well as a full copy of the new Constitution.

DISSOLUTION AND LIQUIDATION

Article 16

1. The provisions of article 15 items 1, 2, 3 and 5 also apply in case of a decision by the House of Delegates to dissolve the federation.

2. In its decision the House of Delegates should mention the destination of the remaining assets. This destination should, as far as possible, be in accordance with the aims of the Federation.

3. The Board of Officers is in charge of the liquidation.

4. The Federation remains active after the dissolution as long as required for the liquidation of its assets. The provisions of the Constitution of the Federation remain operational, as far as possible, during the liquidation process. The words “in liquidation” should be mentioned after the name of the Federation on letters and documents issued by the Federation.

5. The liquidation is completed when no remaining assets are known to the liquidators.

6. The books and records of the dissolved Federation must be retained for ten years after completion of the liquidation. The liquidators should designate a curator in charge of keeping the books and records.

REGULATIONS

Article 17

1. The House of Delegates is entitled to issue and modify one or more regulations relating to subjects that are not or only partly covered by the Constitution.



2. Regulations may not contain provisions which are against the law or against the present Constitution.

3. The provisions of art. 15 items 1, 2 and 5 are applicable when issuing or modifying a regulation.

Article18 Liability

Only the assets of the Federation can be held liable for possible debts. The liability of its members is limited to their membership fee.