



ISDE Statutes

I – General

Art. 1

The International Society of Doctors for the Environment is an international association set up according to Art. 60 and following of the Swiss Civil Code.

The name International Society of Doctors for the Environment is abbreviated as ISDE.

ISDE is a non-profit, non-governmental organisation (NGO), independent of any commercial interest and political party. ISDE is a federation of national associations of doctors for the environment and other NGOs who's aims include environmental health.

ISDE is constituted for an indefinite period.

Art. 2

ISDE's legal base is the address of the secretariat. The ISDE Scientific Office as separate legal entity governed by its own statutes is located in Arezzo, Italy.

II - Aims

Art. 3

ISDE's aims are:

- a. To promote human health through the protection and restoration of the environment.
- b. To alert physicians, other professionals, decision makers and the public to the health effects of environmental degradation locally and worldwide.
- c. To promote sustainable development.

Art. 4

To achieve these aims ISDE shall:

- a) Support national associations in their activities.
- b) Formulate common policy positions on matters of environmental health importance.
- c) Carry out topic specific programmes.
- d) Provide a forum for the exchange and dissemination of scientifically sound information.
- e) Inform, and attempt to influence, international political processes relevant to environment and health.
- f) Promote research into links between health and the environment.
- g) Contribute to the education of health professionals, scientists, students in the field of healthcare and the public, including children, on matters concerning environmental health.
- h) Promote access to information and public participation in decision making on environment and health matters. These rights shall be legally enforceable.
- i) Collaborate with appropriate third parties.

III - Membership

Art. 5

The following can become full members of ISDE:

- a) National or regional physicians' organisations working for environment and health
- b) Other organisations with similar aims.

Individual doctors, other health workers, other persons and other organisations with a special interest in environmental health can be supporters of ISDE

Art. 6

Application for membership shall be addressed to the Executive Director and shall include a copy of the statutes / by-laws, with an English translation, a list of members of the governing body and the name and details of an ISDE contact person.

Rights and Duties of Member Organisations:

Art. 7

Member organisations shall:

- a) Be a non-profit NGO with a democratic internal decision making process, constituted in accordance with the law of their countries and independent of any commercial interest and political party.
- b) Be open to all medical doctors of the country or region.
- c) Have similar aims to those of ISDE.
- d) Report yearly on their activities to ISDE, in English and their native language (if different), including a copy of their statutes/ by-laws (if changed), financial report and a list of members of their governing body.
- e) Designate an ISDE contact person.
- f) Pay their yearly membership fee.

Member organisations are entitled to:

- a) Participate and vote at the General Assembly.
- b) Nominate a candidate for the Directing Board
- c) Make proposals to the Directing Board concerning ISDE's work.

Member organisations cannot be held responsible for ISDE's activities.

No financial support from ISDE can be guaranteed.

Expulsion

Art. 8

Member organisations that do not comply with their obligations, as outlined in Art. 7, can be expelled by a vote of 2/3rds majority of the General Assembly after a written warning by the Directing Board at least 3 months before the General Assembly meeting.

IV – Structure

Art. 9

ISDE is divided into the following:

- a) General Assembly.
- b) Directing Board.
- c) Executive Committee.
- d) ISDE Scientific Office.
- e) Other Committees established by the Directing Board and confirmed by the General Assembly.
- f) Nominating Committee.
- g) Secretariat.

Voting procedures

Art. 10

Where possible, meetings will achieve decisions by consensus.

The following voting procedures will apply for the General Assembly, Directing Board and all Committees:

Most decisions will be determined by a simple majority of votes. In elections, an absolute majority has to be achieved at the first ballot, while a relative majority is sufficient for a second ballot. In case of a tied vote, the Chair of the meeting who has not been voting before will decide.

Voting will be by hand raising unless a fifth of the voters present request a secret ballot.

Quorum

Art. 11

For meetings at least 50% of all voting members, or their proxy in the case of the General Assembly, respectively their representatives in the case of the Directing Board and Executive Committee, will constitute a quorum. Decisions cannot be taken in the absence of a quorum in which case the matter must be referred back to the appropriate body.

If the quorum mentioned in § 1 is not reached the items of the agenda concerned shall be submitted to the procedure described in Art. 17. An item shall be adopted or rejected however by simple majority of written votes without respecting the quorum mentioned in § 1.

Decision making

Art. 12

The Directing Board and all Committees can take decisions by e-mail, fax or phone conference. No reply to a proposal by e-mail or fax within two weeks will be taken to indicate approval. Non-urgent decisions can be deferred until the next meeting if at least one third of Board or Committee members so wish.

All decisions of the Directing Board or Committees made by e-mail, fax or phone require endorsement at the next regular meeting of the Board/Committee.

Internal Rules of Procedures

Art. 13.

The Directing Board decides the rules of procedure of the General Assembly, the Directing Board and Committees and detailed job descriptions of officers.

V - General Assembly

Art. 14

The General Assembly is the highest body of ISDE. It is responsible for the following:

- a) Discussion and approval of the two annual reports of the President.
- b) Adoption of the auditors reports.
- c) Overview of the activities of the Directing Board, Committees and Executive Director
- d) Release the officers from their responsibility based on their reports.
- e) Election of:
 - The President-Elect.
 - The Continental Vice-Presidents.
 - The Treasurer.
 - Other members of the Directing Board
 - Four members of the Nominating Committee
- f) Confirmation of:
 - The President.
 - The President of the Scientific Office
 - The Chairs of Committees.
- g) Alteration of the Statutes: To be decided by a 2/3rds majority.
- h) Decision on expulsion of a member organisation.

Art. 15

Members of the Directing Board and Executive Committee will be elected for a period of 2 years starting and ending at the General Assembly.

Art. 16

The General Assembly will meet at least once every two years, the date and place to be decided by the Directing Board at least 6 months in advance. Member organisations and board members must forward any proposals and for the Directing Board, and the Nominating Committee, at least 6 weeks before the General Assembly.

The agenda of the General Assembly, together with the necessary background material and list of candidates, must be sent to representatives of member organisations at least 3 weeks before the General Assembly.

If one fifth of the member organisations or one third of the board members request an extraordinary General Assembly it must take place within 4 months. The Directing Board decides on date and place within 2 months and invites all member organisations with the requested agenda at least 6 weeks in advance.

Art. 17

The General Assembly may make decisions by a written procedure. To that effect, a person designated by the Directing Board shall contact all members, the mailing (e-mail, fax or regular mail) to include an explanation from the Directing Board as to the reason(s) that have necessitated the written procedure and the text of any proposed resolution(s). Any such resolution(s) shall be considered adopted if, within 20 working days after the mailing, the number of replies to the Directing Board is sufficient to meet the quorum and voting requirements set out in these Statutes.

Art. 18

Each member organisation will have at least one vote at the General Assembly. Member organisations with more than 100 regular individual paying members, as indicated in the current annual report, will have two and those with more than 1000 have three votes. A single delegate can cast all the votes of a member organisation. Any member organisation, which cannot be present at the Assembly, can mandate its vote(s) to a proxy, who has to be a representative of another member organisation. No delegate shall exercise more than 5 votes.

The outgoing President will chair the General Assembly until the election of Officers, after which the newly elected President will take the chair.

VI - Directing Board

Art. 19

The Directing Board will be composed of 10 to 25 individuals normally including the officers of ISDE and chairs of the committees selected according to the following criteria:

- a. Personal capacity and commitment
- b. Geographical balance
- c. Representation of member organisations

The Executive Director shall be member of the Directing Board without voting rights. The Director of the Scientific Office and of other Offices will be consulted in the discussions of the Directing Board concerning their activities.

Art. 20

The Directing Board is the main decision making body of ISDE. In particular it is responsible for:

- a. Admission of new member organisations.
- b. Warning of potential expulsion of members not complying with their obligations according to these Statutes.
- c. Appointment (and dismissal) of the Executive Director.
- d. Discussion and acceptance of half-yearly reports of the Executive Director.
- e. Decisions on long-term strategy and priorities of the organisation.
- f. Issuing of policy statements stating ISDE's position on different topics related to environmental health.
- g. Establishment, nomination and supervision of Committees.
- h. Nomination of an interim chair of new Committees, to be confirmed by the General Assembly.
- i. Approval of decisions of all Committees.
- j. Establishment of working groups, or task forces, with a specific mandate.
- k. Preparation of the annual report and balance sheet.

- l. Decisions regarding the proposed budget.
- m. Discussion and acceptance of internal rules and job descriptions.
- n. Decision on the site of the secretariat and, if there is no Executive Director, on the ways it should operate.

Art. 21

The Directing Board shall meet a minimum of once a year in person. It will decide the date and place of its meetings at least 3 months in advance.

Another delegate of a national association can replace a member of the Directing Board at its meetings.

VII - Executive Committee

Art. 22

The Executive Committee will be composed of the following:

- a. The President.
- b. The President-Elect.
- c. The Immediate Past-President.
- d. The President of the Scientific Office
- e. One representative of the Continental Vice-Presidents.
- f. The Treasurer.
- g. The Executive Director (who will not have a vote and who will be excluded of the controlling function over his/her task).

Art. 23

The Executive Committee shall:

- a. Oversee the routine administration of ISDE and the work of the Executive Director.
- b. Evaluate annually the performance of the Executive Director on behalf of the Directing Board.
- c. Negotiate the contract with the Executive Director.
- d. Prepare for meetings of the Directing Board.

Art. 24

The Executive Committee can have meetings, phone conferences or electronic discussions.

If necessary, the Executive Committee can take urgent decisions which are outside its usual remit but which the Directing Board must confirm within 30 days. Any decision of the Executive Committee can be overruled by a simple majority of the Directing Board.

VIII –Other Committees

Art. 25

The Directing Board can establish other committees such as:

- a. Continental Committees to oversee ISDE activities in a particular geographic region, to be chaired by the appropriate Continental Vice-President.
- b. Topic or task specific Committees to oversee specific work programmes of ISDE.
- c. Other Committees as considered useful by the Directing Board.
- d. Fundraising of these entities shall be coordinated with ISDE

Art. 26

The Nominating Committee shall be comprised of 5 members. The Chair shall be the immediate Past President. The other members, appointed by the General Assembly, shall have served in an ISDE function at some time. The Nominating Committee will seek suitable candidates for different posts and assess proposals from member organisations for ISDE officers. It will assist in the organisation of elections.

Art. 27

Individual Committees will undertake their work as appropriate. Decisions of all Committees must be approved by the Directing Board.

Art. 28

With the approval of the Directing Board Committees may establish a separate organisation as a legal entity.

In which case:

- a. The ISDE General Assembly must have given its approval to the Statutes of this separate legal entity.
- b. The Statutes of such an organisation must declare that it accepts, and will abide by, the Statutes of ISDE.
- c. In the event of such an organisation contravening the Statutes or other by-laws or decisions of ISDE, or not fulfilling its commitments towards ISDE, it can be dissolved by the Directing Board of ISDE.
- d. If such organisation ceases to exist, its funds shall be transferred to ISDE.
- e. The Directing Board of ISDE has the right to delegate a representative to the Board of the organisation, who shall have the same rights and responsibilities as other members of the Board.

These provisions apply also to the relation of ISDE with the ISDE Scientific Office in Arezzo, Italy. In case of a separation of the relations between ISDE and the ISDE Scientific Office the later can continue to exist under another name keeping the funds raised for the Scientific Office inside Italy.

Honorary Membership

Art. 29

The General Assembly may decide to honour an individual for her/his outstanding contributions in the field of environment and health and/or to ISDE by awarding them Honorary Membership.

IX - Officers

Art. 30

The President, President-Elect, Immediate Past President, President of the Scientific Office, Continental Vice-Presidents, Treasurer and Executive Director shall be the Officers of the Organisation.

Nomination and Office terms

Art. 31

Member organisations can nominate candidates for President-Elect, President of the Scientific Office, Treasurer, Continental Vice-President and other Directing Board members to be elected by the General Assembly for a two-year term. Normally the President-Elect will become the President. The President will serve for a single two year term followed by two years as immediate Past President. At and after the end of the mandate as Immediate Past-President a person can be candidate for any position in the organisation including president-elect

The President

Art. 32

The President shall chair meetings of the General Assembly, Directing Board and Executive Committee; if unable to do so, the chair will be taken by the immediate Past-President or, failing this, the President Elect. All meetings can elect a different president of a session if appropriate.

The President of the Scientific Office

Art. 33

The President of the Scientific Office is in charge of the ISDE Scientific Office in Arezzo, Italy and assures the link between the activities of ISDE and ISDE Scientific Office.

The Continental Vice-Presidents

Art. 34

The Continental Vice-Presidents shall be nominated by member organisations of continents or large geographic regions where there are several active ISDE member organisations.

Art. 35

Continental Vice-Presidents shall help the Secretariat to co-ordinate the activities of member organisations in their region. They shall promote and represent ISDE in their region and support the formation of new member organisations.

The Treasurer

Art. 36

The Treasurer is responsible for the financial administration of ISDE, including presentation of annual accounts to the Directing Board and overview of the financial statements produced by the Executive Director.

Executive Director

Art. 37

The Executive Director will be appointed by the Directing Board.. S/he will be employed by the organisation for a salary on a renewable two years term contract.

Art. 38

The duties of the Executive Director will include:

- a. Operational responsibility for the Secretariat of ISDE.
- b. Performance of the daily administrative, financial and policy work of ISDE.
- c. To ensure co-ordination of policy between member organisations, without interfering with their independence.
- d. Appointment and dismissal of staff and supervision of their activities.
- e. Implementation of decisions of ISDE.
- f. Representation of ISDE internationally and to the media, as agreed by the Directing Board or Executive Committee.
- g. To compile reports from member organisations.
- h. To provide half-yearly reports on her/his activities to the Directing Board.
- i. Contribute to fundraising.

The Executive Director will participate fully in the discussions of the General Assembly, the Directing Board, the Executive Committee and any other Committee but will have no voting rights.

X - Finances

Art. 39

1. ISDE is financed through:

- a. An annual membership fee from each member organisation.
- b. Contributions for special purposes from member organisations as decided by the Directing Board of ISDE.
- c. Grants from public or private bodies.
- d. Miscellaneous income from sources such as author's copyrights, consultancies.
- e. Private donations.

2. No money will be accepted if it might compromise ISDE in its attempts to achieve its aims.

3. The annual membership fee for member organisations is CHF 100, for member organisations in developing countries and countries with economies in transition 20 CHF

4. The Executive Committee is entitled to reduce or cancel the membership fees of a member organisation according to a motivated application e.g. if this is necessary for a start up of such organisation or if the organisation is located in a country with a difficult economic situation.

Accounting year

Art. 40

The accounting year is the calendar year.

Budget

Art. 41

The Treasurer, with the support of the Executive Director, will propose a budget annually to the Directing Board outlining foreseeable income and expenditure.

Substantial extra-budgetary expenditure and earmarked income need approval from the Executive Committee. The financial competences of the executive director and the executive committee are regulated in the internal rules.

Accounts

Art. 42

The Treasurer, with the support of the Executive Director, will present annual accounts for approval to the Directing Board.

Audit

Art. 43

Audit of the accounts will be done by an independent, certified professional external organisation selected by the General Assembly.

Liability

Art. 44

Liabilities assumed by ISDE are guaranteed exclusively by its assets. ISDE will not be responsible for liabilities incurred by its members nor by associated organisations which, conversely, will not be responsible for liabilities incurred by ISDE.

XI - Other Provisions

Language

Art. 45

The working language of ISDE is English.

Signature

Art. 46

Only the President, the President-Elect, Immediate Past President and the Executive Director may sign on behalf of ISDE unless authority is specifically given to another person; signatures of any two of them are required for a signature of legal significance. The Executive Director can sign simple mandates and project contracts, so long as the Executive Committee has given its approval.

Membership of other organisations

Art. 47

The Directing Board can decide that ISDE becomes a member of other international organisations and networks so long as they share the same aims as ISDE.

Court procedures

Art. 48

Court procedures, whether as plaintiff or defendant, shall be followed and pursued diligently by the Executive Committee represented by the President, another member, or the Executive Director if so authorised by the Executive Committee

Other items

Art. 49

Any item not provided for in these Statutes shall be regulated according to Swiss law.

Dissolution

Art. 50

The dissolution of ISDE can be decided by 2/3rds majority within the General Assembly. Any assets shall be disposed of in accordance with the aims stated in these Statutes, exclusively to tax-free public or charity organisations.

XII - Temporary Provisions

Art. A

The present modified statutes shall enter into force immediately after the vote of the General Assembly accepting them. The following temporary provisions shall apply from the day the current revision of the Statutes is accepted by the General Assembly until they are fully implemented. After their implementation, the whole paragraph shall be automatically deleted from the Statutes.

Art. B

For the General Assembly where these statutes are adopted the provision of Art. 11 concerning the quorum does not apply

Art. C

The Directing Board will elect the members of the Nominating Committee and the external audit organisation for this first period. If a member organisation requires so, the General Assembly has to confirm them by the written procedure as defined by Art. 17.

Art. D

Internal Rules of Procedure and Job Descriptions shall be adopted by the Directing Board by 2002

Art. E

The Statutes of the ISDE Scientific Office shall be revised by the Directing Board by 2002, to be confirmed by the General Assembly by written procedure, to bring them in accordance with the present Statutes.

Art. F

The General Assembly can put those member organisations where there have been no news or where there is a serious doubt about their existence or compliance with the present statutes on a list of member organisations whose membership is suspended and mandate the Directing Board to decide on their expulsion. This Directing Board decision can be challenged by the concerned member organisation in which case the decision has to be taken by the General Assembly by written procedure or at its next meeting.

Art. G

The position of past president will start from 2003.

The ISDE Statutes were registered in 1990 at the Notary's Office of Grandini, Barone and Ripepi in Lugano, Switzerland in accordance with Swiss laws on associations.

The present Statutes were approved at the Constituent assembly in Cortona, Italy on 25 November 1990 and last modified at the General Assembly in Geneva, Switzerland on 18 May 2009.