



International Bureau for Epilepsy

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# CONSTITUTION

2009

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**This Constitution was approved and adopted on 31 December 2004  
Amended: 1 July 2009**

**First incorporated: 11<sup>th</sup> July 1972 in the District of Columbia,  
United States of America**

**First Constitution: 15<sup>th</sup> September 1966  
(amended: 1978, 1985, 1993, 1997 and 1999)**

# **CONSTITUTION**

## **Article I – Interpretation**

1. Words importing the singular number only shall include the plural number, and vice versa.
2. Words importing persons shall include organisations.

## **Article II – Name**

1. The name of this international organisation, founded in Rome in 1961, is the International Bureau for Epilepsy (hereinafter called “the IBE”).

## **Article III – Goal**

1. The Goal of the IBE is to improve the quality of life of all people with epilepsy and those who care for them.

## **Article IV – Objectives**

The objectives of the IBE are:

1. **ORGANISATION:** To provide an international organisation for national epilepsy organisations and other epilepsy organisations whose primary purpose is to improve the quality of life of people with epilepsy and those who care for them.
2. **SUPPORT:** To provide a strong global network to support the development of new members, to support existing members to develop to their fullest potential and to encourage co-operation and contact between members.
3. **COMMUNICATION:** To promote the facts about epilepsy and to communicate the IBE’s vision, mission and messages to the widest possible audience.
4. **EDUCATION:** To increase awareness, understanding and knowledge of epilepsy and to increase awareness, understanding and knowledge of how best to meet the needs of people with epilepsy and those who care for them.
5. **REPRESENTATION:** To provide an international and global platform for the representation of epilepsy in relation to national and international organisations and governments.

## **Article V – Methods**

The methods to accomplish these objectives are:

1. To promote, stimulate and assist in the formation and continued development of organisations of people with epilepsy and those who care for them in all countries.
2. To encourage relevant epilepsy organisations to become members of the IBE.
3. To publish information about epilepsy and about the IBE, which shall be disseminated as widely as possible.
4. To promote the exchange of information and co-operation between organisations concerned with epilepsy.
5. To stimulate research into epilepsy.
6. To encourage education and training with respect to epilepsy.
7. To organise and facilitate international and regional conferences, congresses, meetings and seminars on epilepsy.

8. To raise the level of awareness, understanding and knowledge of epilepsy among relevant international agencies.
9. To work with the International League Against Epilepsy and other organisations when and where appropriate.
10. To undertake any other lawful activity, which, in the opinion of the International Executive Committee, will contribute to improving the quality of life of people with epilepsy and those who care for them.

#### **Article VI – Legal Status**

1. The IBE is an incorporated, not-for-profit, international organisation constituted in accordance with law and registered in the District of Columbia, USA. (Charter ID 721834-DNP).
2. The IBE is non-political and non-sectarian.
3. The Headquarters of the IBE shall be the Administration office of the IBE at a location determined by the International Executive Committee.

#### **Article VII – Language**

1. For the purposes of conducting its business, its public communication and its other activities, the official language of the IBE shall be English.
2. However, the IBE acknowledges that any requirement of competency in spoken and written English should be minimised as much as possible as it is a potential barrier to people's participation in the affairs of the IBE.
3. The IBE will therefore have a progressive and permissive policy on its communications in languages other than English.

#### **Article VIII – Membership**

1. The IBE shall be composed of Full Members, Provisional Members and Associate Members and such other categories of membership as shall be determined by a simple majority in a ballot of Full Members.
2. The organisations which are subscribing Chapters at the date of adoption of these presents shall be Full Members of the IBE for the purposes of these Articles. The organisations which are subscribing Friends of the IBE at the date of adoption of these presents shall be Associate Members of the IBE for the purposes of these Articles.
3. Full Membership of the IBE shall be open to any organisation which meets the criteria of Full Membership.
4. The criteria for Full Membership are that member organisations must comply with the following: -
  - a. Lay people – in particular people with epilepsy – must be able to have full membership and voting rights and be eligible for nomination and election to any elected position of the member organisation itself or of the organisations which comprise the member organisation when it is a national collective of epilepsy organisations.
  - b. People with a professional interest in epilepsy may also be members of the member organisation.
  - c. Activities and goals of a member organisation must be focused on improving the quality of life of people affected by epilepsy.
  - d. Evidence must be provided of recent activity focused on improving the quality of life of people affected by epilepsy.

- e. The member organisation must have national status in that membership must be constitutionally accessible to all eligible people within the country; or, where the member organisation is a national collective of epilepsy organisations, membership must be constitutionally accessible to all eligible organisations; or, where the member organisation covers more than one country membership must be constitutionally accessible to all eligible people within each country.
  - f. The member organisation must be formally organised with a written constitution agreed and in place and/or recognised by an appropriate authorising body.
  - g. The member organisation must have a Constitution which does not conflict with that of the IBE.
5. There shall be only one Full Member of the IBE in each country. When there is more than one eligible organisation in a country, the International Executive Committee shall recommend for Full Membership that organisation which in its opinion can best accomplish the objectives of the IBE and which best meets the criteria for Full Membership.
  6. A country shall be defined as any State recognised as a member of the United Nations and/or World Health Assembly.
  7. Organisations in countries that do not fall within this definition of a State, (for example organisations in dependent or other Territories) may still be considered and admitted to Full Membership at the discretion of the International Executive Committee and by a simple majority vote of Full Members.
  8. In special circumstances, where for example it is not possible for a country to sustain a national epilepsy association, an organisation established to cover more than one country (a “regional organisation”) may still be considered and admitted to Full Membership at the discretion of the International Executive Committee and by a simple majority vote of Full Members. Such a regional organisation cannot include a country where there is an existing Full Member of the IBE. If a national organisation emerges in a country covered by a regional organisation, it may be considered for its own membership of IBE and if successful the regional organisation’s geographical remit as recognised by the IBE will be adjusted accordingly.
  9. To apply for Full Membership, an organisation shall be nominated by two existing Full Members; one to propose and one to second their application.
  10. To apply for Full Membership, an applicant organisation will submit its constitution and such other information as may be required for consideration by the International Executive Committee. When satisfied that the applicant meets all criteria, or is considered close to doing so, the International Executive Committee may designate the organisation a Provisional Member.
  11. Provisional Membership shall entail all membership privileges other than the right to vote.
  12. Provisional Membership will cease if, after a maximum period of four years, an applicant has not been able to satisfy the International Executive Committee that it is eligible for Full Membership.
  13. When satisfied that all criteria for Full Membership are met, the International Executive Committee will recommend the applicant organisation to the Full Members for admission by a simple majority of approval in a ballot of Full Members.
  14. Organisations that do not meet the criteria for Full Membership, or organisations in a country where there is already a recognised Full Member of the IBE, may join the

- IBE as an Associate Member on the recommendation of the International Executive Committee and by a simple majority of approval in a ballot of Full Members.
15. Associate Membership shall entail all membership privileges other than the right to vote.
  16. By applying for membership, an organisation agrees to fulfil all obligations of a member as stated in this Constitution and Bye-laws. Members are autonomous bodies, but their constitutions must not contain articles inconsistent with the Constitution of the IBE.
  17. Membership becomes effective only when the applicant has paid to the IBE the first annual dues and membership remains effective only so long as dues remain paid up to date.
  18. A member may withdraw from membership provided it gives notice in writing to the Secretary-General six months before the end of the fiscal year. The member will be responsible for the payment of all dues up to the end of the fiscal year of the IBE on which the withdrawal takes effect.
  19. On the recommendation of the International Executive Committee, membership of the IBE may be terminated by a simple majority of approval in a ballot of Full Members.
  20. In the event that a member fails to maintain the criteria for membership, the International Executive Committee is empowered to suspend that membership pending review and decision.

#### **Article IX – Rights and Duties of Membership**

1. The rights of a Full Member shall be: -
  - (a) To receive such support as can reasonably be expected from the IBE for the endeavours undertaken by the Full Member to improve the quality of life of people affected by epilepsy.
  - (b) To receive such information as can reasonably be supplied to make an informed decision on matters affecting the IBE.
  - (c) To vote in ballots, polls and elections conducted in the course of IBE business.
  - (d) To be a Full Member of an IBE Regional Committee and to participate in its affairs and activities.
  - (e) To advertise and promote their membership of the IBE.
  - (f) To exercise such other rights as may from time to time be determined by the Full Members of the IBE.
2. The rights of an Associate Member shall be the same as for a Full Member, except that an Associate Member shall not have the right to vote in the course of IBE business and an Associate Member shall be an Associate Member of an IBE Regional Committee.
3. The duties of a Full Member shall be: -
  - (a) To maintain the criteria for Full Membership.
  - (b) To liaise with other organisations within their country which have goals similar to those of the IBE.
  - (c) To pay IBE dues by the due date.
  - (d) To report annually to the IBE on activities undertaken by the Full Member reflecting their continued compliance with the criteria for Full Membership of the IBE.
  - (e) To satisfy the International Executive Committee that they continue to satisfy the criteria for IBE Full Membership.
  - (f) To maintain the good name of the IBE and not bring the IBE into disrepute.

- (g) To participate as fully as possible in all relevant IBE activities, especially meetings and ballots.
  - (h) To meet such other duties as may from time to time be determined by the Full Members of the IBE.
4. The duties of an Associate Member shall be: -
- (a) To liaise with other organisations within their country which have goals similar to those of the IBE.
  - (b) To pay IBE dues by the due date.
  - (c) To report annually to the IBE on activities undertaken by the Associate Member.
  - (d) To satisfy the International Executive Committee that they continue to satisfy the criteria for IBE Associate Membership.
  - (e) To maintain the good name of the IBE and not bring the IBE into disrepute.
  - (f) To participate as fully as possible in all relevant IBE activities.
  - (g) To meet such other duties as may from time to time be determined by the Full Members of the IBE.

### **Article X – Voting**

1. Each Full Member shall have one vote in the IBE in any ballot, poll or election in which they are eligible to participate.
2. To exercise voting rights a Full Member should be in good standing, with dues paid in full and membership conditions met.
3. The exercise of a Full Member's vote must be by a person duly authorised by that Full Member.
4. A ballot might be held at a meeting of the General Assembly, when there is a quorum of Full Members present. Otherwise, Full Members can be balloted by post and/or email. An authorised person from the Full Member (an Office bearer or other designated authorised person) must confirm a Full Member's postal and/or email vote.
5. A ballot by post and/or email shall only be valid if 50% plus one of all eligible Full Members participates in it. In the case of a tie, the status quo shall stand.
6. All questions arising in the General Assembly, the International Executive Committee and in other meetings of the IBE shall be decided by the majority of votes cast, unless otherwise stipulated in this Constitution. In the case of a tie, the status quo shall stand.
7. On a poll, at a meeting of the General Assembly or at a meeting of a Regional Committee, votes may be cast either by the Full Member or by the Full Member's proxy.
8. The instrument appointing a proxy shall be in writing, either under the seal or under the hand of an officer of the Full Member or of an attorney duly authorised.
9. A proxy must be a Full Member of the IBE.
10. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the administration office of the IBE, or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

**Article XI – Governance and Administration**

1. The IBE shall be governed by the General Assembly and the International Executive Committee.
2. The International Executive Committee shall employ, on behalf of the IBE, such professional staff as it deems necessary to assist in the effective administration and management of the IBE.
3. A Management Committee consisting of the President, the Secretary-General and the Treasurer is authorised to make decisions in the name of the International Executive Committee between meetings of the International Executive Committee. Any such decisions should be in accord with existing IBE policy. Decisions requiring policy change may only be taken by the International Executive Committee or by the General Assembly. The Management Committee may make changes within the budget of the IBE as approved by the International Executive Committee, not exceeding the total amount of the budget.
4. The President and the Secretary-General, unless some other person or persons are specifically authorised by the International Executive Committee, shall sign all legal documents or other instruments authorised by the IBE. Leases, contracts and other instruments which would obligate the IBE in excess of US\$5,000 must be ratified by the International Executive Committee.
5. The International Executive Committee shall approve and monitor a set of financial procedures for the IBE which shall include the authorisation that is required in order for payments to be made.

**Article XII – The General Assembly**

1. The supreme governing body of the IBE shall be known as the General Assembly. The General Assembly shall be convened at least once every two calendar years. Its membership shall consist of one delegate per Full Member.
2. One delegate of each non-voting member of the IBE may attend and address the General Assembly, but they cannot vote.
3. Other representatives of members may attend and address the General Assembly, but they cannot vote.
4. Members of the International Executive Committee, who are not otherwise delegated to attend as a representative of a Full Member, may attend and address the General Assembly but they cannot vote.
5. Notification of the date, time, agenda and venue of the General Assembly shall be given in writing to all members of the IBE not less than 60 days before the meeting.
6. The General Assembly shall receive and consider for vote of approval by adoption the reports of the President, the Secretary General (including minutes of the previous General Assembly), the Treasurer, the IBE's Regional Committees and all reports of action taken by or instigated by the International Executive Committee.
7. The General Assembly shall consider and vote on proposals submitted by the International Executive Committee.
8. The General Assembly shall consider other business proposed by a Full Member and seconded by another Full Member – including resolutions – where that business has been notified in writing by a Full Member to the Secretary-General not less than 90 days in advance of the meeting and where notification has been given in writing to all Full Members not less than 60 days before the meeting.

9. The General Assembly shall approve the admission of new members and the termination of membership.
10. The General Assembly shall set the time and place of its next meeting after recommendation by the International Executive Committee.
11. A ballot may be held at a meeting of members of the General Assembly when there is a quorum of Full Members present. A quorum shall be 50% plus one of all eligible Full Members present in person or voting by mail, email or proxy. If the quorum is not reached, the Assembly may be reconvened within thirty days of the date of the inquorate meeting and may then validly decide on the subject regardless of the number of delegates present in person or voting by mail, email or proxy.
12. Unless otherwise indicated, matters brought before the General Assembly shall be decided by majority vote of those responding to mail/email ballot and/or attending an official meeting or voting by proxy.

### **Article XIII – The International Executive Committee**

1. The International Executive Committee shall consist of the Officers, the Vice-Presidents, the Immediate Past President, and three members of the International League Against Epilepsy (ILAE) Executive Committee appointed by the President of the ILAE.
2. The Officers shall be a President, a Secretary-General and a Treasurer.
3. The President, the Secretary-General and the Treasurer shall each be separately elected by international ballot of the Full Members according to the procedures outlined in Bye Law III.
4. A Vice-President shall be elected by the Full Members of IBE within each IBE Regional Committee, according to the procedures outlined in Bye Law III.
5. The appointment of the Immediate Past President shall be ratified by a simple majority vote of the Full Members of IBE.
6. All candidates for election to the International Executive Committee and all elected serving members of the International Executive Committee shall personally be a member or employed staff of an IBE Full Member or shall personally be a member or employed staff of an official affiliate of an IBE Full Member.
7. All candidates for election to the International Executive Committee and all serving members of the International Executive Committee shall not otherwise be knowingly disqualified from serving as a member of the International Executive Committee as determined by the IBE's terms of incorporation.
8. The term of office of the International Executive Committee is four years. No one may serve more than four full or partial consecutive elected terms on the International Executive Committee. The President and the Immediate Past President shall serve one full term. The Vice-Presidents, the Secretary-General and the Treasurer may serve a maximum of two consecutive terms. For the purposes of this definition, the Immediate Past President is not considered to be an elected post.
9. Should the President leave office before completing a full term, he or she shall not replace the existing Immediate Past President. The existing Immediate Past President shall continue in office until the end of the term. Thereafter, the person who completed the President's term of office shall be considered for ratification as the Immediate Past President for the next term.



10. Should any of the Officers leave office before the mid term General Assembly, the General Assembly that occurs at the mid point of an elected term, the IBE shall hold an election to fill the vacancy.
11. Should any of the Officers leave office after the mid term General Assembly, the International Executive Committee shall appoint a candidate to complete the unexpired term. Such a candidate should be proposed and seconded by members of the International Executive Committee and be otherwise eligible to be elected to International Executive Committee membership.
12. Should any of the Vice-Presidents leave office before the mid term General Assembly, the relevant Regional Committee shall hold an election to fill the vacancy.
13. Should any of the Vice-Presidents leave office after the mid term General Assembly, the relevant Regional Executive Committee shall appoint a candidate to complete the unexpired term. Such a candidate should be proposed and seconded by members of the Regional Executive Committee and be otherwise eligible to be elected to International Executive Committee membership.
14. The International Executive Committee may hold meetings at any time or in any place which may be convenient to its members; it may conduct its business by mail and/or by email and/or by telephone.
15. A ballot may be held at a meeting of the International Executive Committee when there is a quorum of members present. A quorum shall be 50% plus one of members present in person or voting by mail or email and must include at least one of the Officers. If the quorum is not reached, the International Executive Committee may be reconvened within thirty days and may then validly decide on the subject regardless of the number of members present in person or voting by mail or email.
16. The International Executive Committee shall have the power to create, amend and repeal at any time bye-laws not in conflict with the Constitution and subject to the provisions of Article XX of this Constitution.

#### **Article XIV – Finances**

1. The IBE's financial year shall run from 1<sup>st</sup> January to 31<sup>st</sup> December.
2. The IBE shall have the authority to solicit, accept and administer gifts, legacies, movable or immovable properties, donations and assets of any kind without any restriction as to the amount or value.
3. The assets of the IBE shall be used to further the objectives of the IBE as authorised by the International Executive Committee.
4. No portion of the assets of the IBE shall be paid directly to any Officer, any member of the International Executive Committee, any member of any IBE Regional Executive Committee or any member of the IBE except for payment of expenses made on behalf of the IBE and approved by the IBE.
5. The Treasurer shall keep proper books of account and they shall be certified by a qualified auditor at the end of each fiscal year.
6. The International Executive Committee shall approve an annual income and expenditure budget every year.

#### **Article XV – Membership Dues**

1. Each member shall pay to the IBE before April 1<sup>st</sup> of each year, annual dues which have been agreed upon by a simple majority vote of the Full Members.

2. All member dues shall be paid at a rate agreed by a simple majority vote of the Full Members.
3. In the case of hardship, or for other reasons such as international currency exchange controls, a member's dues may be waived or discounted or alternative payment schemes arranged with the approval of a majority of the International Executive Committee.

#### **Article XVI – Commissions, Committees and ad hoc Groups**

1. Committees, Commissions, Task Forces and other Working Groups may be appointed by the International Executive Committee to further the objectives of the IBE.
2. The activities of any Committee, Commission, Task Force or other Working Group appointed by the International Executive Committee shall not be in conflict with the Constitution of the IBE.
3. No Committee, Commission, Task Force or other Working Group shall incur expenses on behalf of the IBE without the prior consent of the International Executive Committee.
4. Each Committee, Commission, Task Force or other Working Group appointed by the International Executive Committee shall set an annual income and expenditure budget and annual plan of activities and these shall be subject to the approval of the International Executive Committee.
5. Each Committee, Commission, Task Force or other Working Group appointed by the International Executive Committee shall have Terms of Reference approved by the International Executive Committee.
6. Each Committee, Commission, Task Force or other Working Group appointed by the International Executive Committee shall be otherwise accountable to and shall report to the International Executive Committee.

#### **Article XVII – Regional Organisation**

1. All members of the IBE shall be grouped within geographical sectors known as regions as described in Bye Law IV.
2. The IBE shall establish a representative committee for a region (a Regional Committee) where at least 20% of the countries in that region have Full Membership of the IBE.
3. Where a region has less than 20% of its countries with Full Membership of the IBE, the IBE shall establish either a Regional Commission or a Regional Task Force until such time as the region achieves the 20% threshold.
4. Where a Full Member covers more than one country (a “regional organisation”), for the purposes of measuring the threshold, that member shall be counted as being one country.
5. Each regional body (Committee, Commission or Task Force) has the task of co-ordinating IBE activities, as designated by Terms of Reference approved by the International Executive Committee, within its respective geographical boundaries.
6. Each Full Member of the IBE shall be a member of a Regional Committee, a Regional Commission or a Regional Task Force and shall have one vote within it.
7. Other non-voting members of the IBE may be non-voting members of a Regional Committee, a Regional Commission or a Regional Task Force.

8. Each Regional Committee shall elect a Regional Executive Committee (REC), to include at least a Chair, a Vice Chair and a Secretary, and this REC shall be accountable to and shall report to the International Executive Committee and also to the Full Members of the Regional Committee.
9. All candidates for election to the Regional Executive Committee and all serving members of the Regional Executive Committee shall personally be either a member of an IBE Full Member within the region or employed staff of a Full Member of IBE within the region or shall personally be a member or employed staff of an official affiliate of an IBE Full Member within the region
10. The election of a Regional Executive Committee shall be according to the procedures outlined in Bye Law III.
11. Each Regional Committee shall elect one Vice-President to the International Executive Committee according to the procedures outlined in Bye Law III.
12. The International Executive Committee Vice President for each region shall also serve as an ex officio member with full voting rights on his or her Regional Executive Committee.
13. The activities of each regional body shall not be in conflict with the Constitution of the IBE.
14. Each regional body shall set an annual income and expenditure budget and annual plan of activities and these shall be subject to the approval of the International Executive Committee.
15. Each regional body (Committee, Commission or Task Force) shall have Terms of Reference approved by the International Executive Committee.
16. Each regional body (Committee, Commission or Task Force) shall be otherwise accountable to and shall report to the International Executive Committee.

#### **Article XVIII - Dissolution or Amalgamation**

1. The IBE may be dissolved or may amalgamate with another body having similar objectives on proposal of the International Executive Committee and ratified by a 2/3 majority vote of the Full Members.
2. In the event of dissolution, the assets of the IBE may not be divided among its members but shall be transferred to one or more other international organisations of similar interests and that meet US tax exempt requirements, as agreed by a simple majority vote of the Full Members.

#### **Article XIX – Amendment or Modification**

1. The present Constitution may be amended by a 2/3 majority vote of the Full Members when 50% plus one of voting members participate in a ballot. Amendments may be initiated by the International Executive Committee or by proposal supported by 20% of the Full Members. Such amendments must be submitted to the Secretary-General at least 90 days before a ballot of Full Members and due notice of such amendments shall be given to all Full Members by the Secretary-General at least 60 days before the ballot takes place.

#### **Article XX – Bye-Laws**

1. The International Executive Committee of the IBE is empowered by the Constitution to make, alter and repeal all such bye-laws as are necessary to achieve

the objectives of the IBE, subject to these bye-laws, their alteration or repeal not being in conflict with the Constitution.

2. The creation, alteration or repeal of any bye-law by the International Executive Committee shall be subject to ratification by a simple majority vote of Full Members.