

ARTICLES OF ASSOCIATION

of the Association

World Federation of ADHD (Attention Deficit Hyperactivity Disorder) and allied disorders

with registered domicile in Zurich

I. NAME, DOMICILE AND PURPOSE

Art. 1

Under the name World Federation of ADHD (Attention Deficit Hyperactivity Disorder) and allied disorders (hereinafter called: “the Association”) an association shall be established within the meaning of Art. 60 et seq. of the Swiss Civil Code with registered domicile in Zurich, Switzerland.

The purpose of the Association is to support and to promote worldwide clinical and scientific study projects and training activities in the field of ADHD (Attention Deficit Hyperactivity Disorder) and related disorders.

The further purpose of the Association is the exchange of information between scientists, physicians, health experts, ADHD lay organisations, self-help groups and the public.

For the purpose of achieving its purpose the Association may

- organise gatherings (congresses, seminars, workshops)
- draw up publications and media presentations and distribute these
- develop training programmes
- advise third parties

The Association may further exercise all activities that promote the aforementioned purpose.

The Association pursues neither pecuniary rewards nor self-help purposes.

II. MEMBERS

Art. 2

Natural persons and legal entities under private law and public law may become members of the Association who are interested in ADHD (Attention Deficit Hyperactivity Disorder) or related disorders and who are active in this field.

The Association comprises the following membership categories:

- Associations (legal entities)
- Individual persons (natural persons)
- Passive members (without voting and election rights)

III. JOINING, RESIGNATION, EXCLUSION

Art. 3

Applicants shall be accepted as Association members by means of a resolution of the Board.

Members may resign from the Association subject to a six-month period of notice as at the end of a calendar year by means of a written declaration sent to the Board.

In the event of failure to pay the membership contribution, and following a fruitless reminder, the Board may exclude members from the Association. The Board may furthermore exclude members from the Association for good cause. The respective member may contest the exclusion in writing within 30 days, whereupon the definitive decision shall be taken by the General Meeting.

IV. ASSOCIATION ASSETS AND ASSOCIATION LIABILITY

Art. 4

For the purpose of fulfilling the purpose of the Association, the Association shall have at its disposal the contributions of its members and the financial or other donations made by third parties.

The Association assets shall be exclusively liable for the liabilities of the Association. A personal liability of the members is excluded.

The Board members are liable to the Association and the members of the Association only in the case of gross negligence or unlawful intent. If a member of the Board is called upon by third parties in connection with his or her duties, the Association indemnifies the member against all claims unless the member has acted with gross negligence or with unlawful intent.

The General Meeting shall stipulate the membership contributions each year, whereby a fixed sum shall be stipulated for each membership category. The membership fee for associations shall be fixed in proportion to the number of their members.

Associations have to pay their annual membership fee until 31 December of the previous year. Together with the payment of the membership fee, the Association sends a membership list to the Association.

V. ORGANISATION

Art. 5

The corporate bodies of the Association are:

- A The General Meeting
- B The Board
- C The Legal Advisor
- D The Auditors

The financial year corresponds to the calendar year. The statements of account shall be drawn up annually as at 31 December, on the first occasion on 31 December 2009.

The terms of office shall start and finish at the end of the ordinary General Meeting.

A. The General Meeting

Art. 6

The ordinary General Meeting shall take place every two years on the occasion of an Association event.

Extraordinary General Meetings shall be convened as required or if this is demanded by at least 20% of the members in writing, specifying the reasons.

The General Meeting shall be convened by the Board. The invitation to the Association members shall be sent out in writing, at least 20 days prior to the date of the meeting, specifying the items on the agenda. Invitations can be sent out electronically.

Resolutions pertaining to matters may also be passed at a General Meeting even if these have not been announced in the proper manner.

The General Meeting shall be chaired by the President or by another member of the Board or by a president appointed for the day by the General Meeting. Minutes shall be taken of the General Meeting.

Art. 7

The duties and powers of the General Meeting are as follows:

- a) acceptance of the annual financial statements
- b) deciding upon the use of the financial result and the financial resources of the Association
- c) laying down the annual budget and the annual contributions
- d) electing the Board, the Auditors and the Legal Advisor
- g) amending the Articles of Association
- h) dissolving the Association

Art. 8

At the General Meeting the members shall have the following number of votes:

Individual members: one vote.

Associations:

10 - 50 members 1 vote
51 - 100 members 2 votes
101 - 150 members 3 votes
151 - 200 members 4 votes
201 - 250 members 5 votes
251 - 300 members 6 votes
more than 300 members 8 votes

Passive members: no voting entitlement.

For each 10 members of an association, who are also individual members of the WFADHD, the association receives another vote.

The associations must report their member by citing the following data:

title, forename, surname, nationality, professional occupation, complete address of place of employment, private address and e-mail-address.

Art. 9

Resolutions and ballots shall be passed at the General Meeting, insofar as the law or these Articles of Association do not stipulate otherwise, with the majority of the members present at the General Meeting. In the event of a parity of votes, the resolution shall not be passed or the ballot shall not have been established respectively.

Ballots and elections at the General Meeting shall be held openly, unless the majority of the present members demand a secret ballot or election.

Amendments of the Articles of Association shall be subject to the approval of two thirds of the present members.

B. The Board

Art. 10

The Board comprises the President, two Vice Presidents, the General Secretary, the Treasurer and the Past President. The simultaneous exercising of two offices by the same person shall be permitted only in the following combination: Vice President /General Secretary, Vice President /Treasurer.

The period of office of the members of the Board shall be four years. This shall be deemed to mean the period from one ordinary General Meeting to the respective ordinary General Meeting that takes place four years after the aforementioned meeting. Re-election of the President, the Vice Presidents, the General Secretary and of the Treasurer shall be possible. Members who resign during the period of office shall be replaced for the remainder of the period of office.

Following the end of the period of office of the President – subject to his re-election – this individual shall serve the Board for four years in the office of Past President. The office of Past President shall automatically be extended by four years if the President is re-elected following the end of his period of office.

If the President is unable to fulfil his responsibilities at any possible time, the two Vice Presidents shall assume these obligations.

Art. 11

The Board shall pass decisions on all matters which are not reserved for another organ by law or these Articles of Association.

The Board is entitled to appoint committees to fulfil specific tasks (e.g. Nomination Committee, Appointments Committee, Publication Committee, Congress Organisation Committee, Finance and Budget Committee, Articles of Association Committee, Training Committee). Such committees must consist of at least three members. Their period of office shall end with the period of office of the Board.

The Board shall be entitled to make regulations, insofar as these do not contradict the Articles of Association of the Association. These regulations shall be subject to the approval of the next General Meeting.

The President shall represent the Association externally and shall have sole signatory authority. The Board may extend the right to sign with legally-binding effect for the Association to further members of the Board.

Art. 12

The Board shall hold as many meetings as its business requires. Each member of the Board may demand the convening of a meeting. Minutes shall be kept of the meetings of the Board.

The Board shall pass its resolutions, insofar as the law or the Articles of Association do not stipulate otherwise, with the majority of the votes of the present Board members. The Board shall constitute a quorum if at least two members of the Board are present. Each member of the Board shall have one vote. In the event of a parity of votes, the President shall have a casting vote.

Resolutions of the Board may also be passed by circular means by post or e-mail with a simple majority, provided that no member of the Board objects thereto.

Two thirds of the votes of all members of the Board shall be required to expel a member from the Association.

Art. 13

The Board shall decide upon the time and the place of all of the events of the Association, in particular the congresses. The Association shall endeavour to organise a scientific congress every two years, and the General Meeting shall then be held during this event.

All events shall, on behalf of the Association, be planned, organised and executed by the "Verein zur Durchführung neurowissenschaftlicher Tagungen e.V." with domicile in Berlin, Germany. Further details are governed by a legal agreement concluded between the

Association “World Federation of ADHD” and the “Verein zur Durchführung neurowissenschaftlicher Tagungen e.V.”

C. The Legal Advisor

Art. 14

At the suggestion of the Board, the General Meeting may elect a Legal Advisor who shall advise the Board and all other Association bodies in respect of all legal matters which are of relevance to the Association.

The period of office of the Legal Advisor shall be four years. Re-election is possible. The Legal Advisor does not need to be a member of the Association.

D. The Auditors

Art. 15

The bookkeeping and the accounts shall be audited by the Auditors. The Auditors shall draw up a summary written report for the attention of the Board, which shall then present this report to the General Meeting. The audit report shall be printed and forwarded to all members at the end of the financial year.

The period of office of the Auditors is four years. Re-election is permissible.

E. The Nomination Committee

Art. 16

At the latest one year before the end of the term of office of the President, the Board determines the chairman and the members of the nomination committee. The chairman should, if possible, be a former President.

The members of the Nomination Committee shall be the presidents (or their representatives) of the associations (legal entities) admitted as members of the Association in accordance with Article 2.

The Nomination Committee submits to the Board the names of the candidates for the offices of the President, the two Vice-Presidents, the Secretary-General and the Treasurer. After the candidates have shown their willingness to take over the office in question, and after approval of the Board, the chairman of the Nomination Committee proposes these candidates to the General Assembly for election.

Three months before the elections, no more proposals are allowed.

VI. DISSOLUTION

Art. 17

The dissolution of the Association may be resolved only by the General Meeting. The dissolution of the Association shall be subject to the approval of 75% of the present members.

The financial resources which remain following the dissolution of the Association must be donated to a tax-exempt institution with the same or with a similar purpose. Distribution amongst the members is excluded.

VII. CONCLUDING PROVISIONS

Art. 18

The official language of the Association and the language used during the General Meeting is English.

Resolved by the founding meeting of the Association in Würzburg on August 4, 2008, amended at the General Assembly in Glasgow on May 28, 2015 and further amended at the General Assembly in Lisboa on April 25, 2019.

Date: 25.April 2019

Prof. Luis Rohde
Past President
Prof. Stephen Faraone
President