

# Statutes of the IAPS Association

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## Article 1.- Constitution for an Association

under the law of July 1<sup>st</sup>, 1901 and the decree of August 16, 1901

### I.A.P.S.

(« Association Internationale pour l'Etude des Relations Individus - Environnement »  
or  
« International Association for People-Environment Studies »),

hereby called the "Association".

## Article 2.- Objectives

The association's objectives ("the objectives") are to:

- (i) promote and advance for the benefit of the public the systematic study of the relationship between people and their physical and social surroundings;
- (ii) the improvement of the quality of research being conducted in this area and
- (iii) to encourage the practical application of such research in the cause of improving the physical and social environment and human well-being;

## Article 3.- Headquarters

The Association's headquarters are located at the Institut de Psychologie  
Université Paris V - René Descartes  
3<sup>e</sup> étage, bureau 3046  
71, Avenue Edouard Vaillant  
92100 Boulogne-Billancourt.

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## Article 4.- Powers

a) In furtherance of the objects set out in *Article 2* above:

- (i) to hold regular conferences and seminars which shall be open to members of the public;
- (ii) to make available to the public the results of research and other information by way of

- publication of conference and seminar proceedings, monographs, directories and newsletters and by any other means from time to time available;
- (iii) to facilitate the contact and exchange of ideas between its members all over the world; and
  - (iv) to develop, encourage and facilitate the communication and exchange of ideas with organisations and persons engaged in the same or similar fields of study and research.

b) In furtherance of the objects but not otherwise the Executive committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive committee shall not undertake any substantial permanent trading activities and shall conform to any element requirements of the law;
- (ii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to borrow money and to charge all or any part of the property of the association with repayment of the money so borrowed
- (iv) power to employ such staff (who shall not be members of the Executive committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and super-annuation for staff and their dependants.
- (v) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them
- (vi) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects
- (vii) power to appoint and constitute such advisory committees as the Executive committee may think fit;
- (viii) power to do all such other lawful things as are necessary for the achievement of the objects.

## **Article 5: Term**

The Association will exist for an unlimited period of time.

## **Article 6.- Membership**

(1) Membership of the association shall be open to:

- (i) Individuals (over the age of 18 years) who are interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive committee.

- (ii) Any body corporate or unincorporated association which is interested in furthering the association's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").
- (2) Every member shall have one vote.
- (3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the association; and may appoint an alternate to replace its appointed representative at any meeting of the association if the appointed representative is unable to attend.
- (4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

The applications for membership are to be approved by the Executive committee during its meetings.

### **Article 7: Loss of membership**

The membership becomes void:

- A) Upon member's death.
- B) Upon written resignation sent to the president of the Association.
- C) Upon exclusion unanimously voted by the Executive committee for malpractice against the present statutes or other harm to the moral and material interests of the Association.
- D) Upon radiation for non-payment of the subscription

Before any final decision is taken on a member's exclusion, that member has the right to be heard by the Executive committee assisted by a person of his/her choice.

### **Article 8.- Liability of the members**

None of the members is personally liable for the Association's commitments. The Association's is solely liable for its commitments to the extent of its assets. As far as the management is concerned, the liability concerns the members of the Executive committee, and the members of its Bureau, subject to sovereign appreciation of the courts.

### **Article 9.- The Executive committee of Trustees**

At the annual general meeting in each conference year of the association the members shall elect from amongst themselves a Executive committee of Trustees. This election will be conducted by postal ballot and elected members shall hold office from the conclusion of that meeting.

- (1) The Executive committee shall consist of not less than 5 and no more than 7 members.
- (2) The Executive committee shall designate from amongst that number the President, Secretary and Treasurer. The Executive committee may in addition appoint not more than 2 co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive committee and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) All the members of the Executive committee shall retire from office at the end of the annual general meeting four years after they came into office but they may be re-elected or re-appointed.
- (4) The proceedings of the Executive committee shall not be invalidated by any vacancy among the number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive committee if he or she is not a paid up member of the association or who would if appointed be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Executive committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive committee a declaration of acceptance and of willingness to act in the trusts of the Association.
- (7) In case of vacancies, the Executive committee provides temporarily the replacement of its members. The replacement is made during the next General assembly. The powers of the members so elected come to an end when the mandate of the replaced members should normally expire

### **Article 10.- Exclusion from the Executive Committee**

A member may be excluded from the Executive committee if he/she:

- A) Is subject to mental disorders, disease, or incapacity to control or to administer its own business;
- B) Is reported absent, without permission of the Executive committee, at all of the meetings held over a period of two years. The Executive committee makes then the decision to suppress his/her job.
- C) Informs the Executive committee of his/her wish to resign (but only if at least three members of council are in the office when the resignation enters into force).

### **Article 11.- Nomination to Executive committee**

- (1) The Executive committee shall at least nine months prior to each Annual General Meeting held in a Conference Year appoint a Nominations Committee which shall consist of three Members of the Association one of whom is a Member of the Executive committee not standing for re-election at that Annual General Meeting.

- (2) The Nominations Committee shall not less than six months prior to the relevant Annual General Meeting circulate Members inviting nominations of persons to be elected to the Executive committee from the Membership. If 4 months before the date of the AGM there are fewer than five nominations in the first conference year and thereafter each succeeding alternate Conference Year or fewer than five nominations in the second conference year and thereafter each succeeding alternate Conference Year the committee shall itself nominate further candidates as appropriate. Full details of all nominated Candidates shall be sent to Members with the Notice convening the relevant Annual General Meeting.
- (3) Nominations for election to the Executive committee must be made by members of the Association in writing and must be in the hands of the secretary of the Executive committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

## **Article 12.- Election Procedures**

- (1) A Board member shall serve on the Board for a minimum period of four years. After this time, members must retire or stand for re-election. Board members may stand for re-election once. No member shall remain on the Board for a period of more than eight consecutive years. Ex-Board members may stand for re-election to the Board providing there has been a minimum of four years since they last served on the Board. If re-elected, returning Board members can serve for a maximum of four years, with the exception of situations derived from the application of Article 12(3).
- (2) No member shall be eligible for election or re-election to the Board unless within at least one month before the day appointed for the General Meeting there shall have been given to the Secretary notice in writing by the members duly qualified to be present and vote at the meeting for which such notice is given, of their nomination of such person.
- (3) The board shall elect amongst its members the President of IAPS, who shall act as the representative of IAPS, and he/she shall serve a period of four years regardless of his/her Board tenure.

## **Article 13.- Payment**

The mandates Executive committee members are voluntary. However, their expenses made on duty can be paid upon production of documentary evidence. This includes expenses made for the meetings of the Executive committee over the years when no conference is held.

The financial report presented to the general assembly has to mention the reimbursements of travel, movement or representation expenses paid to the Executive committee members.

- A) On behalf of the arrangement (b) of the present article, the Executive committee members cannot acquire personally any good in the name of the

Association (except as Executive committee members), neither receive any payment, nor to be personally rewarded in any way;

- B) However, a member of the Executive committee can, within his/her usual and recognized professional activity, and independently of the administration of the Association, invoice the Association for business expenses for a work or a service that he/she (or his/her company) would have made in response to a preliminary request of the other members of the Executive committee. From then on, that concerned Executive committee member has to withdraw from any meeting during which his/her professional activity or his/her payment are being discussed.

#### **Article 14.- Meetings and Proceedings of the Executive committee**

- (1) The Executive committee shall hold at least one ordinary meeting each year. A special meeting may be called at any time upon not less than two month's notice being given to the members of the Executive committee of the matters to be discussed but if the matters include an appointment of a co-opted member than not less than one month's notice must be given.
- (2) The President shall act as chairperson at meetings of the Executive committee. If the President is absent from any meeting, the members of the Executive committee present shall choose one of their number to be chairperson of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive committee for the time being or three members of the Executive committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive committee present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.
- (5) The Executive committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive committee and any sub-committee.
- (6) The Executive committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive committee may appoint one or more sub-committees or advisory committees consisting of one or more members of the Executive committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive committee.

#### **Article 15.- Resources of the Association**

The resources of the Association consist of:

- The membership fees;
- Donations;
- Subsidies from the Government, the regional administrations and the public establishments;
- Benefits of the Association's events;
- Interests and royalties of the Association's assets;
- Remunerations for rendered services;
- Any other resource authorized by law, mainly, if necessary, banking or private loans.

### **Article 16.- Receipts and expenditure**

- (1) The funds of the Association, including all donations contributions and bequests, shall be paid into an account operated by the Executive committee in the name of the Association at such bank as the Executive committee shall from time to time decide. All cheques drawn on the account must be signed by two members of the Executive committee.
- (2) The funds belonging to the Association shall be applied only in furthering the objects.
- (3) The Executive committee may authorise payment to such other charitable institution or institutions having objects similar to the objects of the Association as the members of the Association may determine, in connection with the affairs of the Association.
- (4) The Executive committee may authorise payment by the Association to any member of the Executive committee or Advisory Committee of any reasonable and proper out of pocket expenses incurred by him/her in the performance of his duties or otherwise in connection with the affairs of the Association. This includes expenses incurred by the Executive committee attending the Executive committee Meeting in non-Conference years.

### **Article 17.- Accounts**

- (1) the keeping of accounting records for the Association;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Association; and

### **Article 18.- Annual General Meeting**

- (1) There shall be an annual general meeting of the Association which shall be held not less than nine months and not more than sixteen months after the preceding annual meeting.

- (2) Every annual general meeting shall be called by the Board. The secretary shall give at least two calendar months notice of the annual general meeting to all the members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting. In the years in between the biennial conference the annual general meeting may take place in an electronic format at the discretion of the Board.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairperson of the meeting. The president shall be the chairperson of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairperson of the meeting.
- (4) The Executive committee shall present to each annual general meeting the report and accounts of the Association for the preceding year.

### **Article 19.- Conference**

- (1) A conference of the Association shall be held biennially in accordance with the regulations adopted from time to time by the Executive committee. The conference is organised by a third party that is agreed to assume full responsibility for the funding and sponsorship of the event. The association has no financial liability to cover losses and it cannot claim for any profits that may result from such events.

### **Article 20.- Special General Meetings**

- (1) The Executive committee may call a special general meeting of the Association at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least one calendar month notice must be given. The notice must state the business to be discussed.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had, at any meeting.
- (3) (3) If necessary, or upon request of half of the members plus one, the president of the Association can call an extraordinary General assembly following the formalities of article 20.

### **Article 21.- Procedure at General Meetings**

- (1) The secretary or other person specially appointed by the Executive committee shall keep a full record of proceedings at every general meeting of the Association.

- (2) There shall be a quorum when at least one tenth of the number of members of the Association for the time being or ten members of the Association, whichever is the greater, are present at any general meeting.
- (3)
- (a) During or prior to any General Meeting a resolution put to the vote of the meeting may be decided on a poll by secret ballot. All Members having been supplied in such form as the Executive committee may approve with the necessary ballot paper for each resolution of which due notice to propose the same has been given shall be entitled to vote in person or (so long as the duly completed ballot paper shall be received by the secretary on a clearly specified date, not sooner than 48 hours before the meeting) by post. The majority of votes (half plus one) will decide the matter. Scrutineers will be appointed by the Chairman of the meeting and to report the result to the Chairman.
- (b) The Chairman of the meeting shall not be entitled to vote except in the case of an equality of votes when he shall be entitled to do so.
- (c) Subject as herein provided every Member shall have one vote.
- (d) Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by post, at any General Meeting.

## **Article 22.- Notices**

Any notice required to be served on any member of the Association shall be in writing and shall be served by the secretary or the Executive committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address. Any letter so sent shall be deemed to have been received within ten days of posting.

## **Article 23.- Alterations to the Constitution**

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause B, clause C, clause J, clause X or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Association cease to be a association at law.
- (4) The Executive committee should promptly send to the Commission a copy of any amendment made under this clause.

## Article 24.- Dissolution

If the Executive committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than two calendar months notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive committee shall have power to realise any assets held by or on behalf of the Association. The Association's members cannot be awarded any part of the Association's assets, except for the resumption of their financial, movable or real-estate contributions. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the members of the Association may determine or failing that shall be applied for some other charitable purpose.

## Article 25.- Formalities

The elected President will carry out all the statutory formalities regarding statements and publication, both at the time of the creation of the Association and during its existence.

## Article 26.- Arrangements until first Annual General Meeting

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed .....Date: .....

Signed .....Date: .....

Signed ..... Date: .....