

MINUTES OF THE BOARD OF DIRECTORS' MEETING OF THE ESC
Genova, Italy, 10 April 2002

- Present: S.O. Skouby (President)
E. Aubeny (Vice-President)
M. Short (Secretary General)
B. Pinter (Assistant Secretary)
D. Cibula (Treasurer)
- G. Creatsas (Greece)
G. Bartfai (Hungary)
R. Beerthuisen (The Netherlands)
V.B. Bruni (Italy)
S. Jones (Ireland)
M. Lech (Poland)
O.E. Loeber (The Netherlands)
M. Orlean (Latvia)
S. Özalp (Turkey)
A. Pretnar-Darovec (Slovenia)
V.N. Prilevskaia (Russia)
D.M. Rebelo (Portugal)
D. Serfaty (France)
V. Unzeitig (Czech Republic)
M. van Santen (Germany)
A. Webb (United Kingdom)
A. Yeshaya (Israel)
- Apologies: A. Bigrigg (United Kingdom)
C. Coll Capdevila (Spain)
P. Martinez (Spain)
A. Verougstraete (Assistant Treasurer)

In attendance: P. Erard (Secretariat)

1. Welcome and apologies

The meeting was opened by Prof. Skouby who thanked the Board Members for their presence and efforts to prepare this meeting. He added that this was the last Board meeting before the General Assembly.

2. Minutes of the last meeting

Coimbra, October 7, 2001.
Minutes wer accepted without amendments.

3. Genova congress report

The President estimated this congress as an absolute success on the level of organisation and scientific programme.

He reported that the lecture from A. Verougstraete would be taken over by M. Short. Also, the poster selection procedure was presented briefly. S. Skouby ended with a last briefing on the Opening Ceremony.

4. Financial report

D. Cibula reported on the following issues:

- overview congress in Ljubljana
- 6th seminar in Coimbra
- overview of the year 2000
- overview of the year 2001
- overview of the accounts

(The figures of the above can be found in the Minutes of the General Assembly, April 12, 2002)

The Treasurer showed an official declaration, prepared and made by Deloitte and Touche, stating that the financial statements of the ESC as of December 31, 2001, are correct and without any misstatement or irregularity (audit for the year 2001).

Last GA, a question raised about the follow-up of projects which were granted at the occasion of the Seminar in Amsterdam (1999). D. Cibula reported on this as follows:

- Project 1 (S. Carr, A. Bigrigg) - project is making good progress, results are analyzed, paper will be submitted
- Project 2 (R. Beerthuisen) - project rewritten, new title, waiting for approval of the Dutch Foundation for Contraception, estimated finalization December 2002
- Project 3 (J. Rademakers) - finished in the beginning of 2001, article has been submitted

The Treasurer stated that two members of the Society needed to be elected as external auditors. Nominations were needed.

D. Cibula concluded by asking the Board Members to use the standard form for reimbursement.

No comments or questions raised and the report of the Treasurer was accepted unanimously by the members of the Board.

5. Report Secretary General

M. Short reported on the following issues:

- Membership status
- Committee meetings
- Scientific meetings and other
- Structural progress

(A full report can be found in the Minutes of the General Assembly, April 12, 2002)

6. Board elections

The President briefly referred to the Statutes to introduce the issue:

“Each country may have one representative on the Board of Directors, if there are five paid-up ordinary members from that country. The number of paid-up members required to enable a second representative to be elected is detailed in the Rules of Procedure (20 or more). No country may have more than two elected representatives.”

The actual Board is composed by 25 members. S. Skouby presented the prospective figures as follows:

(number of actual mandates between brackets)

Belgium (1)	> 20	+1
Czech Rep. (2)	> 20	
Denmark (1)	> 20	+1
France (2)	> 20	
Germany (1)	> 20	+1
Greece (1)	> 20	+1
Hungary (1)	> 20	+1
Ireland (2)	> 20	
Israel (1)	< 20	
Italy (1)	> 20	+1
Latvia (1)	< 20	
Poland (1)	< 20	
Portugal (2)	> 20	+1
Russia (2)	> 20	+1
Slovenia (2)	> 20	
Spain (2)	> 20	
The Netherlands (2)	> 20	
Turkey (1)	> 20	+1
UK (2)	> 20	

S. Skouby continued by saying that due to the fact that we will need to accept an increased number of Board Members (because of an increase of ESC members), we move to a situation where we have more than 25 Board members. In principle the Society has decided earlier on that we should have no more than 25. On the other hand we have no approved Rule of Procedure for this situation.

The matter was discussed among the actual Board and decided that for now, till the next General Assembly, we should accept 2 Board members per country, if at least 20 ESC members of that country. The new Board should work on a proposal to limit this number in the future.

From the actual list of Board Members, V. Unzeitig (Czech Republic) and B. Pinter (Slovenia) needed to be re-elected since their first mandate of six years is ending.

The Board accepted the year 1994 as index year for further mandates and/or elections.

7. Changes in Statutes and Rules of Procedure

S. Skouby introduced the issue of the changes in statutes and rules of procedure by informing the Board members that due to the fact that the ESC members were not informed on beforehand, the changes could not be voted during the General Assembly.

D. Cibula continued by saying that nevertheless some accepted new changes by the Executive Committee could be ratified by the Board now, in order to vote them during the General Assembly in 2004.

The Treasurer also explained that the implementation of some important recommendations on VAT done by Deloitte and Touche might induce however an urgent change in the Statutes (see Art. III below). The procedure to follow during the General Assembly will be to ask the ESC members first to decide if they agree to vote for this change. If they agree on this, than the President can ask the ESC members if they accept the change.

Art III, proposed change:

“Besides the official seat in France, the Society has an office in Belgium at:

ESC Central Office
Essenestraat 77
B-1740 Ternat
Belgium

The Board of directors is entitled to change the address of the seat in Belgium.

The society will be validly represented in lawsuits, either as plaintiff or defendant, by the Board of directors, which will be represented by the President or the Vice-President or other representatives (nominated by the Board).”

The Board unanimously agreed.

Art IV

Old version:

“Members of the Society can be all health professionals; doctors and non-doctors, effectively working within the field of contraception and Reproductive Health Care and nationals of a European country and who have paid their yearly subscription.”

New version:

“Members of the Society shall be professionals; doctors and non-doctors, effectively working within the field of contraception and Reproductive Health Care and nationals of a European country and who have paid their yearly subscription.”

The Board unanimously agreed.

Art X

Old version of art X 1

“The ordinary General Assembly is composed of all the ordinary members of the Society. The Associate members of the Society can take part in the General Assembly but they cannot vote. The ordinary General Assembly will take place every two years, usually during the ESC Biennial Congress.”

New version of art X 1

“The ordinary General Assembly is composed of all the ordinary members of the Society. The ordinary General Assembly will take place every two years, usually during the ESC Biennial Congress.”

The Board unanimously agreed.

To add to X 6

“At least four nominations will be proposed by the Board members for each regular General Assembly.”

The Board unanimously agreed.

Art XI 2

Actual situation:

“To be elected for the EC one has to be a Board Member first.”

Proposed extension:

“To be elected for the EC one has to be a Board Member first for at least one period of two years.”

The Board unanimously agreed.

8. Seminars and congresses

8.1. 6th Seminar, Coimbra

The President briefly reported that 207 participants (124 Portuguese) attended this seminar. Furthermore 38/207 evaluation forms were received (details are available at the ESC desk). For the first time, a simultaneous translation (Portuguese) was done. He underlined that there was a high input of the local situation in the programme and he concluded by thanking the organiser, David Rebelo, for his excellent organisation.

8.2. Other seminars

S. Skouby said that it was originally planned to organise the 7th Seminar in Israel and the 8th Seminar in Hungary. However, a request from A. Yeshaya came to change the order.

In conclusion, the new planning would be as follows:

- 7th Seminar in Hungary (Sept 2003), organiser G. Bartfai
- 8th Seminar in Israel (2005), organiser A. Yeshaya

8.3. Next congress

The 8th Congress will be organised in Birmingham (ICC), UK. President of the Organising Committee is J. Newton. Congress dates are 23 to 26 June 2004.

9. Matters arising

German Society

The President introduced this matter by recalling the Board members that a German ESC Society was established several years ago with the aim to facilitate the VAT affairs in relation with the Congress in Prague (1998). However, it turned up that there were no virtues obtainable by creating this society. Although this society has no activities, it is formally established. This means that the procedure for closing down this society is costly, difficult and complicated. It implies in fact that we decide in the General Assembly to close down the Society and thereafter inform the German authorities.

M. Van Santen, former Treasurer of the ESC, proposed an alternative of transforming the German Society into a national German contraceptive Society. This would not imply any cost for the European Society. The name of the German society would be changed as well and the European ESC will have no commitments towards the German society.

The President asked the Board members to consider if we need either to close down the German society or if we can agree to transform it into a national society. The same question will be asked to the General Assembly.