

Constitution

International Alliance of Academies of Childhood Disability, Inc. (IAACD)

ARTICLE I

Name and Definition

The Organization bears the name International Alliance of Academies of Childhood Disability, Inc. It is a voluntary, non-profit organization of multi-professional academies engaged with childhood disability globally.

1.1 Name. This organization will be known as INTERNATIONAL ALLIANCE OF ACADEMIES OF CHILDHOOD DISABILITY INC. (“IAACD”).

1.2 Principal Office. The principal office of IAACD shall be located at 555 East Wells Street, Suite 1100, Milwaukee, Wisconsin, 53202, or at such other place or places as the Governing Council designates.

1.3 Registered Agent. IAACD shall maintain a registered agent as required by the Wisconsin Nonstock Corporation Law whose address may be, but need not be, identical with its principal office. The name and address of the registered agent may be changed in any manner described in Chapter 181 of the Wisconsin Statutes.

1.4 Records. The Governing Council may keep the books of IAACD in such place or places as they may determine in accordance with Section 181.1601 of the Wisconsin Statutes.

1.5 Bylaws. This Constitution shall be considered IAACD’s Bylaws for purposes of Chapter 181 of the Wisconsin Statutes.

ARTICLE II

Purposes and aims

2.1 Purposes. IAACD is organized exclusively for educational, scientific and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The purpose and mission of IAACD in furtherance of thereof include, but are not limited to, improving the health and well-being of children, youth and adults with childhood-onset disabilities around the globe by enhancing local multidisciplinary professional capacity and expertise through an international collaboration between academies. In this regard, IAACD’s purpose and mission includes:

- a. Promoting evidence based teaching and training of multidisciplinary professionals in all aspects of childhood-onset disability with a lifespan perspective across different regions and cultures;
- b. Fostering collaboration to support all involved in the care of children and youth with disabilities including parents, caretakers, communities and professionals;

- c. Promoting scientific and needs-driven research in childhood disability that is applicable across diverse needs and conditions;
- d. Promoting the implementation of childhood-onset disability practice which is informed by regional and cultural variation; and
- e. Partnering with key stakeholders and organizations in support of the rights of individuals with childhood-onset disabilities.

2.2 Powers. IAACD shall have and be permitted to exercise all powers, rights and privileges as are authorized by Chapter 181 of the Wisconsin Statutes and which are not inconsistent with its status under Section 501(c)(3) of the Code.

2.3 Funds. IAACD may seek gifts, contributions, donations, and bequests for the purposes of IAACD described herein and all funds received by IAACD shall be dedicated to and invested solely for such purposes. The Executive Committee may establish guidelines for the acceptance or refusal of gifts, contributions, donations, or bequests and the disbursement of funds by IAACD in such manner as may be consistent with the purposes of IAACD.

2.4 Nondiscrimination. In the pursuit of its purposes and the exercise of its powers, IAACD shall make its services and activities available to the community that it serves regardless of race, color, creed, gender, sexual orientation, religion or national origin.

2.5 Prohibited Practices. No part of the net earnings of IAACD shall inure to the benefit of any private individual, except that IAACD shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth in Section 2.1 of this Constitutions.

ARTICLE III

Members

3.1 Membership. Membership in IAACD shall be granted to national or regional academies of childhood disability (a "Member Academy") by the Governing Council (as defined below). Membership in good standing entitles the Member Academy to designate, appoint and send Delegates (as defined below) to, and for such Delegates to vote, at meetings of the Governing Council. A Member Academy shall be entitled to exercise its rights as a member of IAACD solely through the delegates that it designates and appoints to the Governing Council as more fully described in Article IV of this Constitution. Membership in IAACD shall be a privilege, not a right, and is dependent upon the applicant for membership demonstrating compliance with the requirements for membership as described herein.

3.2 Provisional Membership. Provisional membership in the IAACD may be granted by the Executive Committee as described in Section 3.4, below, to an academy applicant which has not yet been approved as a full member by the Governing Council. A Provisional Member may in its discretion designate and send a delegate to attend and participate in a meeting of the Governing Council but such delegate shall have no voting rights.

3.3 Member Application. Regional or national academies or similar professional or academic groups desiring membership shall make application, in writing, to the Secretary of the IAACD. To be eligible, the applicant Academy must have a constitution or equivalent governing document that is both germane to, and compatible with, the purposes and objectives of IAACD, as shall be determined by the Governing Council in its discretion

according to such procedures and criteria as are set forth in IAACD's Administrative Procedure Manual (which, for purposes of this Constitution, includes such other procedures and/or criteria as IAACD may establish from time to time). Applicants must comply with the rules and standards of IAACD expressed in IAACD's Administrative Procedure Manual.

3.4 Approval of Member Application. Full membership in IAACD is granted by the Governing Council upon a simple majority vote thereof. Between meetings of the Governing Council, the Executive Committee may grant provisional membership as described in Section 3.2, above, until such time as the Governing Council again meets.

3.5 Obligations and Duties of Membership. Each Member Academy shall, as part of its member obligations and duties:

- a. Respond to all enquiries and questionnaires from the Secretary;
- b. Pay annual dues as directed by the Governing Council;
- c. Keep the Secretary informed of any events and developments in its region/country of interest to the IAACD; and
- d. Promote the knowledge of, and an interest in, the objectives and work of the IAACD.

3.6 Functions of Members. A Member Academy shall:

- a. Implement the goals of the IAACD within their region/country and internationally where applicable;
- b. Maintain linkage with the IAACD, in particular, by dissemination of the information and publications of the IAACD to their members;
- c. Liaise with the IAACD with regards to activities and needs within their geographical region, especially in the field of education;
- d. Organize regional congresses, workshops, seminars or courses with the participation of the IAACD;
- e. Participate in any common activity decided by mutual agreement with the IAACD; and
- f. Report on its annual activities according to the Administrative Procedures Manual.

3.7 Geographical Regions Represented. To facilitate global representation in IAACD, best efforts will be undertaken to achieve member representation from all continents and geographical regions. National organizations in the same geographical region are encouraged to join together on a voluntary basis to form a regional academy; however, national organizations, particularly those from larger countries, that otherwise meet the requirements for membership in IAACD may obtain membership.

3.8 Membership withdrawal. A Member Academy wishing to withdraw from membership in IAACD should give one-year notice of same. This will allow informed organizational and financial planning for the year following the withdrawal.

3.9 Termination of Members. Membership may be terminated:

- a. for failure to make payment of dues within ninety (90) days after the same become due; or

- b. with or without cause upon a majority vote of the Governing Council.

ARTICLE IV

Governing Council

4.1 Composition. The Governing Council is composed of:

- a. Delegates of Member Academies; and
- b. Members of the Executive Committee, which shall not have voting rights except to the extent that they are also Delegates of a Member Academy.

4.2 Powers and functions. The Governing Council is the body through which Member Academies participate in the organized member action through those delegates that each Member Academy designates, appoints and sends to the Governing Council as provided in this Constitution. The Governing Council shall not have responsibility or authority for day-to-day management decisions or otherwise establish policy of IAACD, but the Governing Council shall have the right, by majority vote, to adopt resolutions expressing the sense of the Governing Council as to any matter pertaining to the affairs of IAACD, any such resolution to be given due consideration by the Executive Committee.

4.3 Delegates. The term "Delegate" denotes a representative of a Member Academy designated and appointed thereby to represent such Member Academy on the Governing Council. Each Delegate shall be a member of the Member Academy designating and appointing such Delegate. The terms and conditions of any delegates designation, appointment and performance as such, including those pertaining to the term of appointment, removal and the like shall be determined by the Member Academy appointing such delegate, except to the extent that the Governing Council may otherwise from time to time in its discretion establish any such terms and conditions for delegates, which shall control in the event of any conflict.

- a. A Delegate shall represent no more than one (1) Member Academy at any given time.
- b. The expenses of Delegates attending or otherwise participating in activities of the Governing Council are expected to be borne by the Member Academy they represent.
- c. Member Academies shall be entitled to designate and send to the Governing Council such number of Delegates as corresponds to the number of members in such Member Academy, according to a scale adopted by the Governing Council and described in the Administrative Procedure Manuals.
- d. Provisional Member Academies may send a non-voting Delegate to the Governing Council; who may take part in discussions but may not vote on any matter.

4.4 Meetings and Other Governing Council Action.

- a. Triennial International Conference Meeting. The Governing Council shall meet on the occasion of each International Conference, which typically will be every third year.
- b. Other Meetings. In addition to the meeting held in connection with each International Conference, the Governing Council shall meet at such other times and places, or via teleconferences, as may be determined by the

Executive Committee or by five percent (5%) of the Delegates. There should be at least one meeting every year, at which elections of officers, at-large members of the Executive Committee, and members of the Nominating Committee shall be held.

- c. Eligibility to Vote at Governing Council Meetings. Only Delegates designated by Member Academies that are in good standing (“Delegates in good standing”) may participate in meetings and other activities of the Governing Council and vote on any action by the Governing Council. Each Delegate in good standing shall be entitled to one vote on each matter to be voted on by members of IAACD, including, without limitation, election of officers, at-large members of the Executive Committee and members of the Nominating Committee as provided herein.
- d. Presiding Officer for Meetings. The President shall serve as the Presiding Officer at any meetings or other activities of the Governing Council.
- e. Meeting Agendas. The agenda for meetings of the Governing Council shall be sent to all Member Academies and Delegates together with the notice of such meeting. Such notice shall be served at least fifteen (15) days prior to the date of the meeting. The published agenda for any such meeting may be modified by a majority vote of the Governing Council.
- f. Minutes. The proceedings of the Governing Council shall be recorded in minutes of such proceeding, signed by the President and the Secretary. The Secretary shall keep the original and it shall be available for inspection. A copy of the minutes shall be sent to all Member Academies and all Delegates within three (3) months of the Governing Council meeting.
- g. Quorum The presence in person or by proxy of not less a majority of the total number of Delegates in good standing shall constitute a quorum for the transaction of business at any meeting of the Governing Council. Any matter to be decided by a vote of the Governing Council shall, except as otherwise provided in Chapter 181 of the Wisconsin Statutes or as expressly provided herein, be decided by a majority of Delegates voting in person or by proxy at a duly held meeting of the Governing Council at which a quorum is present. If delegates are present at a duly organized meeting where a quorum is present and during such meeting such number of delegates withdraws therefrom such that a quorum shall no longer be present, the remaining delegates may continue to transact business at such meeting.
- h. Notice of Meetings. Written notice stating the place (which may be within or without the state of Wisconsin), day and hour of any meeting of members shall be signed by the President or Secretary and shall be delivered by electronic mail, to each Member Academy and each Delegate entitled to vote at such meeting, not less than thirty (30) days nor more than fifty (50) days before the date of such meeting. Such notice shall also include the purpose or purposes for which the meeting is called as contained in an agenda for such meeting, as described in sub. e., above. No business other than that specified in the notice of such meeting shall be transacted at any such meeting.

4.5 Action by Governing Council by Written Ballot Without A Meeting. Any action that may be taken at a meeting of the Governing Council may be taken if IAACD delivers a written (which, for this purpose, shall include an electronic) ballot to every Delegate entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot under this Section shall be valid only when the number of votes cast by ballot exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the

number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot shall include all of the following:

- a. the number of responses required to meet the quorum requirements;
- b. the percentage of approvals necessary to approve each matter other than the election of officers or at-large Executive Committee members; and
- c. the time by which a ballot must be received by IAACD in order to be counted.

A written ballot may not be revoked.

4.6 Proxies. At any meeting of the Governing Council, a Delegate entitled to vote may vote by proxy executed in writing by the Delegate or by his or her duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE V

Executive Committee and Officers

5.1 Role, Powers and Responsibilities of Executive Committee. The Executive Committee shall have full responsibility for the management, direction and control of the business, policies and affairs of IAACD, subject only to the limitations set forth in these Articles of Incorporation, this Constitution or by applicable law. In this regard, the Executive Committee shall carry out the role and functions of a board of directors for purposes of Chapter 181 of the Wisconsin Statutes. The Executive Committee shall give due consideration to resolutions and other input of the Governing Council which are designed to further the aims of the IAACD. The Executive Committee's functions shall include:

- a. Determining the policies of IAACD and, in connection therewith, giving due consideration, as appropriate, to actions and recommendations presented by the Governing Council;
- b. Supervising the financial policy, receiving, scrutinizing and accepting the audited accounts, and, receiving and approving budgets of anticipated income and expenditure;
- c. Reporting on the year-end income and expenditures;
- d. Determining eventual dues of Member Academies; and
- e. Initiating change in policy or activity and, in connection therewith, giving due consideration to suggestions from the Governing Council with respect to same.

5.2 Composition of Executive Committee: The Executive Committee shall consist of nine (9) members, as follows:

- a. The President, Secretary and Treasurer; and
- b. Six (6) at-large members, who shall be members in good standing of a Member Academy. Such individual may be a delegate of a Member Academy to the Governing Council at the time of such nomination and/or election, but any such individual so elected shall resign as a delegate before assuming such position. No individual may serve on the Executive Committee if he or she is then serving as a delegate.

Best efforts shall be made to cause the at-large members of the Executive Committee to represent a balance of the following geographical regions, with at least one individual, but not more than two individuals, from each of the following regions:

1. Africa and the Middle East;
2. Asia;
3. Oceania;
4. Europe;
5. North America; and
6. Latin America & the Caribbean Islands.

The Chairs of IAACD Committees and the President-Elect shall be adjunct members of the Executive Committee with right to take part in discussions, but they shall not have voting rights.

5.3 Officers The officers of the IAACD shall be the President, the President-Elect, the Secretary and the Treasurer. Only at-large members of the Executive Committee shall be eligible to serve as officers of the IAACD. The officers of the IAACD shall have the following powers and duties:

- a. President: The President shall be the presiding officer and chair all meetings of the Executive Committee and of the Governing Council. He/she shall appoint all chairs and committee members subject to the approval of the Executive Committee and he/she shall be an ex officio member of all committees.
- b. President-Elect: The President-Elect shall temporarily assume the duties of the President in the absence of the President and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. In addition, the President-Elect shall carry out such duties in such capacity as the President or the Executive may from time to time determine.
- c. Secretary: The Secretary shall perform such duties as are customarily performed by the Secretary of a Governing Council and Executive Committee, or as shall be prescribed by the Executive Committee and specified in Administrative Procedure Manual. In the absence of the President and President-Elect at a meeting of the Governing Council or Executive Committee, the Secretary shall convene and preside at such meeting.
- d. Treasurer: The Treasurer shall perform such duties as are customarily performed by the Treasurer of a Governing Council and Executive Committee, or as shall be prescribed by the Executive Committee (specified in Administrative Procedure Manual). The Treasurer shall be the custodian of the IAACD and keep full and accurate accounts, shall present financial statements, and shall prepare, sign, and file all reports to governmental authorities required by law or directed to be filed by the Executive Committee.

5.4 Voting Rights of Executive Committee Members. All members of the Executive Committee have the right to vote (each such member having one vote) on all issues before the Executive Committee. Adjunct members of the Executive Committee shall have no voting rights on the Executive Committee.

5.5 Nominations and Nominating Committee:

- a. Nominations: Member Academies (through resolutions adopted by their respective boards of directors), and members of the Executive Committee can make nominations for President, Secretary and Treasurer and for at-large members of the Executive Committee.
- b. Nominating Committee: The Nominating Committee shall be comprised of such number of individuals as the Executive Committee may from time to time determine. In order to be eligible to serve on the Nominating Committee, an individual must be a member of a Member Academy and not more than one member of any Member Academy may serve on the Nominating Committee at one time. Nominating Committee members shall be elected by the Governing Council after suggestions by the Executive Committee. A Nominating Committee member shall be elected to one three-year term, which term shall be renewable.
- c. Nomination Procedure: The Nominating Committee shall receive nominations, prepare and submit a list of nominee positions to the Executive Committee two (2) months before the Governing Council is to meet. Counter or additional nominations for any of the positions may be made by any Member Academy (through resolutions adopted by their respective boards of directors) and must be received by the Nomination Committee at least one (1) month before the meeting of the Governing Council. The Nominating Committee must send a confirmation. The Nominating Committee shall present the list of nominees including counter and additional nominees to the Governing Council for election.

5.6 Election: The Governing Council shall elect the officers and at-large members of the Executive Committee after suggestions from the Nominating Committee, such elections to occur at or in connection with an annual meeting of the Governing Council. The number of candidates receiving the largest number of votes for election at such annual meeting as is necessary to fill the at-large and officer positions up for election shall be elected as the officers and at-large Executive Committee members of the IAACD.

5.7 Term of Office of Officers and At-Large Executive Committee Members. The President-Elect shall be elected to a one-year term, during which the President-Elect shall be an adjunct member of the Executive Committee, after which the individual serving in such capacity shall automatically succeed to the office of President for a three-year term, which is not renewable. The Secretary and Treasurer and the at-large members of the Executive Committee shall be elected to a three-year term, which shall be renewable for one additional three-year term. Best efforts shall be made to keep continuity of the Executive Committee by staggering the terms of the officers and the at-large Executive Committee members so that as equal a number of terms expire each year.

5.8 Meetings. The Executive Committee shall convene at least two times per year. Additional special Meetings of the Executive Committee may be scheduled and convened at any time at the request of the President or by written petition signed by any two (2) members of the Executive Committee and delivered to the President and Secretary.

5.9 Minutes. The Secretary shall keep the Minutes of the proceedings of each meeting of the Executive Committee. The Minutes shall be circulated to the members of the Executive Committee within four (4) weeks of the meeting and be confirmed by the Executive Committee at its next meeting. The Minutes shall be public and circulated among the members of the Governing Council.

5.10 Notice of Executive Committee Meetings. The President or the Secretary shall give notice of each meeting of the Executive Committee by electronic means such notice at least seven (7) days before any such meeting to each Executive Committee member. Such meetings may be scheduled during any prior regularly

scheduled meeting. Such notice may be waived by any Executive Committee member.

5.11 Quorum. At any meeting of the Executive Committee, a majority of the Executive Committee members then in office shall constitute a quorum for the transaction of business at any such meeting.

5.13 Action Without a Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Executive Committee may be taken without a meeting if, prior or subsequent to such action, two-thirds (2/3) of the Executive Committee members consent thereto in writing. Such written consents may be executed in counterparts, and shall be filed with the minutes of the ICAAD.

5.14 Meetings by Electronic Means of Communication. To the extent provided in this Constitution, the Executive Committee, or any committee thereof, may, in addition to conducting meetings in which each Executive Committee member participates in person, and notwithstanding any place set forth in the notice of the meeting or this Constitution, conduct any meeting by the use of any electronic means of communication, provided

- a. all participating Executive Committee members may simultaneously hear each other during the meeting, or
- b. all communication during the meeting is immediately transmitted to each participating Executive Committee member, and each participating Executive Committee member is able to immediately send messages to all other participating Executive Committee members.

Before the commencement of any business at a meeting at which any Executive Committee members do not participate in person, all participating Executive Committee members shall be informed that a meeting is taking place at which official business may be transacted.

5.15 Resignation/Removal. Any Executive Committee member may resign at any time by delivering written notice of same to the President or Secretary. Any Executive Committee member may be removed from office by a two-thirds (2/3) vote of the Governing Council. Failure of an Executive Committee member to participate in three (3) consecutive meetings of the Executive Committee shall, in the absence of extenuating circumstances as determined by the Executive Committee, be considered grounds for removal.

5.16 Vacancies.

- a. President. In the event of the President's death, resignation or removal while in office, the Immediate Past President shall resume the office of President for the remainder of such term.
- b. President-Elect. In the event of the President-Elect's death, resignation or removal while in office, Governing Council shall, with the assistance of the Nominating Committee, fill such vacancy as soon as practicable, the individual so elected to fill such vacancy to serve for the remainder of the term and thereafter succeed to the office of President as provided in this Constitution.
- c. Secretary and Treasurer. In the event of the Secretary's or the Treasurer's death, resignation or removal while in office, the Executive Committee shall fill such vacancy by appointment from among the at-large Executive Committee members as soon as practicable for the unexpired portion of such term.

- d. At-Large Executive Committee Member: In the event of an at-large Executive Committee member's death, resignation or removal while in office, the Executive Committee shall fill such vacancy by appointment as soon as practicable for the unexpired portion of such term.

5.17 Duties of the Executive Committee: The duties of the Executive Committee described in Section 5.2, above, shall include the following:

- a. Consider and discuss relevant matters raised by Member Academies, Governing Council and Committees;
- b. Consider and approve the budgets of IAACD with input from the Governing Council as appropriate.
- c. Elect the chairs of the committees considering recommendations of the President;
- d. Elect the members of the committees considering recommendations of the Chair of the respective committee;
- e. Review and approve changes in the Administrative Procedure Manuals;
- f. Prepare the agenda of meetings of the Governing Council and forward the same to the Member Academies and to their Governing Council delegates, with written notice of the time and place of such meetings;
- g. Review the Constitution when deemed necessary and advise the Governing Council on proposed changes;
- h. Perform such other duties as are prescribed in the Constitution or the Administrative Procedure Manual;
- i. Carry out the daily management of the IAACD according to the actions of the Governing Council; and
- j. Members of Executive Committee must be active on behalf of the IAACD, at least within their geographical region and often worldwide.

ARTICLE VI

Committees

6.1 Other Committees. The Executive Committee may from time to time appoint such other committees (other than committees of the board/Executive Committee, which committees are governed by Section 6.6 , below) as it may determine in its discretion. Members of committees shall be individuals with expertise in the area of interest to the committee and an expression of interest in the IAACD commitments. The Chair and members of each Committee:

- a. Are appointed by the Executive Committee;
- b. Shall serve for a term of three (3) years with a possible second three-year term;
- c. Be member of one of the Member Academies.

6.2 Global Professional Education Committee: The composition of the Global Professional Education Committee shall be a Chair and at least seven (7) other members

elected by the Executive Committee after seeking nominations from Member Academies. The duties of the Global Professional Education Committee shall be to:

- a. Help promote a common global standard of knowledge, training and multi-disciplinary practice, with an aim to improve the life chances and participation of disabled children and young people in their communities;
- b. Develop and maintain a core curriculum for health professional training in childhood onset disability;
- c. Encourage measures to make the educational material easily accessible and locally available;
- d. Promote and facilitate development of educational faculty to disseminate training in childhood onset disability;
- e. Foster local/regional networks and international partnerships to disseminate training, implement best practice and promote multi-disciplinary working in childhood onset disability;
- f. Define and monitor underpinning IAACD governance, ethical standards and principles of curriculum development and dissemination of training; and
- g. Present an annual report to the Executive Committee and Member Academies.

6.3 Clinical Best Practice Committee. The composition of the Clinical Best Practice Committee shall be a Chair and at least seven (7) other members elected by the Executive Committee after seeking nominations from Member Academies. The duties of the Clinical Best Practice Committee shall be to:

- a. Promote the development of evidence-based best practice recommendations/guidelines/care pathways that take into account regional/cultural/environmental variation;
- b. Prioritize the development of recommendations that are identified by health care professionals from lower to middle income countries as topic areas of the highest need;
- c. Support the adaptation of the best practice recommendations to meet the needs of different regions;
- d. Support the implementation of the recommendations internationally;
- e. Provide leadership for the development of a mechanism to support ease of access to best practice recommendations globally; and
- f. Present an annual report to the Executive Committee and Member Academies.

6.4 Conference Planning Committee. The composition of the Conference Planning Committee shall be a Chair and at least seven (7) other Delegates. At least one shall be from each of the geographical regions recognized by the IAACD in Art. 5:1.c.

- a. The duty of the Conference Planning Committee shall be to recommend to the Executive Committee a host Member Academy and venue for the next IAACD Conference to take place at an interval of 3 years, taking into consideration

continental sequence where appropriate.

- b. Member Academies of the IAACD will apply to host the IAACD Conference, instructions for which will be detailed in the Administrative Procedures Manual. The final selection will be made by the Executive Committee by simple majority vote.
- c. A member of the IAACD Conference Planning Committee will serve as a Co-Chair of the Host Member Academy's Scientific Program Committee to ensure international coverage of the IAACD Conference.
- d. Upon request from Member Academies give support in organizing the scientific programme in local and regional meetings.

6.5 Academy Membership Advisory Committee. The major purpose is to advise and, if appropriate, to support efforts of existing academies who desire to be a part of the IAACD or any regional group of professionals who are considering forming an academy of childhood onset disability. These efforts will consist of, but not limited to, the following:

- a. Informing them about the goals and purposes of the Alliance, requirements for membership, and the application and approval process;
- b. Assist academies or groups in the application process;
- c. Review applications and present them to the Governing Council or Executive Committee as appropriate; and
- d. Provide advice on governance and management structures that support effective society operations.

6.6 Committees of the Board. The Executive Committee may appoint such committees of the board (as that term is used in Section 181.0825, Wis. Stats.) as it may from time to time determine in its discretion, which committees shall be governed by requirements of Section 181.0825, Wis. Stats. For purposes of clarity, a committee of the board is a committee which carries out one or more functions of the Executive Committee, whereas an ad hoc committee as described in Section 6.7, below, is a committee established to carry out an activity in furtherance of IAACD's exempt purposes.

6.7 Ad Hoc Committees. The Executive Committee may appoint ad hoc committees, task forces and study groups in its discretion. The Committee shall be comprised of individuals with expertise in the area to be studied. The Executive Committee shall determine the number of members, and elect the chairman and other members. The duty and term shall be included with the announcement of the formation of such a committee. Any reports or recommendations by the Committee shall be submitted to the Executive Committee.

ARTICLE VII

Administrative Procedures Manuals

The Executive Committee shall determine and prescribe, with input from the Governing Council as appropriate, procedural detail relative to any provision contained in this Constitution, which prescription shall be recorded in a "Administrative Procedure Manuals."

ARTICLE VIII

Economy

The IAACD is to pursue financial income to support its objectives and purposes, including the funding of an administrative body to conduct the affairs. Avenues of financial income will include i) annual subscriptions by member academies, ii) registration fees of international meetings, and iii) gifts, donations or grants. The details of the financial income, expenditures and processes will be described in the Administrative Procedure Manuals, which shall be approved by the Executive Committee, with input from the Governing Council.

- a. The first source of income will be annual subscriptions from Member Academies based on the size of their membership on a per member basis. The subscription is to be reviewed on an annual basis by the Executive Committee, with input from the Governing Council, as appropriate.
- b. Subscriptions from new Member Academies will be based on financial need and resources. The subscription rate for each new Member Academy, and its lead-in time to first subscription payment, shall be determined on a case-by-case basis. Their subscription will be proposed by the Executive Committee with input from the Governing Council, as appropriate, with external advice sought from third parties if required.
- c. The second avenue of income is from registration fees of international meetings of the IAACD. The agreed amount per participant is to be set in advance of the meeting jointly by the Executive Committee, with input from the Governing Council, as appropriate, and the host academy.
- d. The third source of income is from gifts, donations or grants. It is the responsibility of the Executive Committee, with input by the Governing Council, as appropriate, to undertake a path of action to seek out opportunities and new sources of funding.

ARTICLE IX

Amendments of the Constitution

This Constitution may be amended, repealed or altered in whole or in part by the affirmative vote of at least two thirds (2/3) vote of the Governing Council. Proposed amendments may be submitted by any Delegate, any Member Academy or any Executive Committee member, such proposed amendment to be delivered to the Secretary. Proposed amendments to this Constitution must be sent to each Delegate at least sixty (60) days prior to the date of the next meeting of the Governing Council at which such proposed amendment is proposed to be considered for adoption or, if such action is to be undertaken without a meeting, the date such action is to occur. The proposed amendment shall be included on the agenda of the meeting of the Governing Council at which such action is to be taken at such meeting.

ARTICLE X

Dissolution and Retraction of Membership

Upon dissolution of the IAACD for any reason, the Executive Committee shall, after paying or making provisions for the payment of the IAACD's liabilities, if any, distribute the IAACD's net assets, to such corporation(s), association(s), fund(s), and/or foundation(s) engaged in activities substantially similar to those of the IAACD as are designated by the Executive Committee (which may include Member Academies if they so qualify under the provisions of this Section) and in such proportions as are determined thereby, subject to any order of court as provided by law, for educational, scientific or charitable purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any of the foregoing provisions of this Article, the distribution of any assets of IAACD in liquidation shall be made in accordance with Chapter

181 of the Wisconsin Statutes, including, without limitation, section 181.1405 and any such successor provision.

ARTICLE XI

Indemnification

The IAACD shall, to the fullest extent authorized or allowed by Chapter 181 of the Wisconsin Statutes, indemnify any Executive Committee member, other committee member, officer, employee or agent of IAACD and their respective heirs and personal representatives, against any and all liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by any of them in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, and against all expenses (including attorneys' fees and other experts' fees and disbursements) actually and reasonably incurred by any of them in connection with the defense or settlement of any action or suit by or in the right of IAACD or in connection with any appeal or otherwise; and no provision of this Constitution shall be construed as limiting, denying, prohibiting, or abrogating any of the general or specific powers or rights conferred under Chapter 181 of the Wisconsin Statutes upon IAACD to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to Chapter 181 of the Wisconsin Statutes or any other law now or hereafter in effect. Expenses so incurred by any persons in defending a civil or criminal action or proceeding shall likewise at their request be paid by the affiliate in advance of the final disposition of the action or proceeding to the full extent that advancement of expenses may be lawful under Chapter 181 of the Wisconsin Statutes. These indemnification rights shall not be deemed to exclude any other rights to which the Executive Committee member, other committee member, officer, employee or agent may otherwise be entitled. IAACD may, but shall not be required to, supplement such indemnification against such liability and expenses by the purchase of insurance on behalf of any such persons, whether or not IAACD would be obligated to indemnify such person under this Article.

ARTICLE XII

“Written” Consent Includes Electronic Means.

To the fullest extent provided under Section 181.0704(1m), Wis. Stats. or other applicable law, any communication, notice, petition or consent that is to be provided “in writing” or in “written” form may be transmitted or received by electronic means.

ARTICLE XIII

Transition phase

The initial phase of IAACD started July 2014 in Vienna when the MoU was signed by the three Founding Academies, and it will last until the Constitution has been approved and signed by the Founding Academies. The transition phase will start when all three Founding Academies have approved the Constitution and it will last until the first meeting of the Governing Council. The Governing Council will meet on the occasion of the next International Conference, or earlier, e.g., by teleconference according to Article 4.3., at which the Governing Council shall elect the members of the Executive Committee according to Article V.

- a. During the transition phase all functions of the Executive Committee will be carried out by the Steering Group (SG), whose members will be confirmed or replaced on a yearly basis by the Founding Academies. The SG shall nominate among its members a President, a Secretary and a Treasurer. The SG shall elect members of the committees for the Global Professional Education Committee, the Clinical Best Practice Committee and other committees according to Article VI. These nominations shall be confirmed by the Founding Academies.

- b. SG shall nominate three members to the Nominating Committee, with one representative from each Founding Academy, which shall be approved by the Founding Academies. The Nominating Committee shall fulfil its mission according to Article 5.6 and present nominations for the Executive Committee prior to the first meeting of the Governing Council.
- c. During the transition phase, a new academy can apply to become member, according to the procedure indicated by article III. The application will be reviewed by the SG and Provisional Member status, and then Full Member status will be given by unanimous vote of the three Founding Academies. A Provisional Member can nominate and send a delegate to attend and participate in SG meeting, but such delegate shall have no voting rights until his/her Provisional Member Academy has become a full member of IAACD.
- d. SG shall organize the first meeting of the Governing Council according to Article 3.3. Delegates to the Governing Council from Member Academies shall be invited according to Article 3.4. The Governing Council will elect the Executive Committee according to Article 5.1, which will take over the functions of the SG, at which time the SG will dissolve; provided, however, that the terms of the initial officers and the at-large Executive Committee members shall be staggered so that as equal a number of terms expire each year in accordance with Section 5.7, above.
- e. Upon expiration of the transition phase, this Article XIII shall be deemed removed from this Constitution without further corporate action and this Article XIII may then be deleted from any subsequent versions or iterations of this Constitution.