



Bylaws (Statute)

Präambel

- (1) The Association is committed to a humanistic conception of human nature and is inspired by the consciousness that every human being is "a mine rich in gems of inestimable value".
- (2) The Association promotes mutual understanding and tolerance between cultures as a contribution to the unity of humanity in its diversity and a peaceful and inclusive society.
- (3) The Association is committed to the promotion of the physical, social, emotional, spiritual, and mental health and well-being of individuals, families, and groups.
- (4) The Association is committed to the spirit of its founder, Nossrat Peseschkian. Tasks, challenges, and conflicts are to be resolved through the process of non-judgmental, constructive, loving, frank and appreciative consultation. Aggression and power play are not ways for conflict resolution. The members should be always vigilant so that individuals do not manipulate the Association in their own direction, sacrificing ideals to reach their own goals.
- (5) The Association is an international, democratic, non-governmental, non-profit professional organization in the field of global mental health.
- (6) The Association was founded on 29 February 1996 as the "International Center for Positive Psychotherapy" and in June 2008 it became the "World Association for Positive Psychotherapy" (WAPP). The addition of "and Transcultural" was added to the Association's name in August 2016. In 2023 the previous German name was officially translated into English and registered as: World Association for Positive and Transcultural Psychotherapy (WAPP) e.V.

§ 1 Name, registered office, fiscal year, and entry into force

- (1) The name of the Association is "World Association for Positive and Transcultural Psychotherapy (WAPP) e.V.". Its registered and legal office is in Wiesbaden, Germany. The fiscal year is the calendar year. These statutes come into force with the entry into the Register of Associations. The place of jurisdiction is Wiesbaden (Germany). German law is applicable in legal disputes. The legal framework of the Association is derived from the relevant paragraphs of the German Civil Code (BGB).

§ 2 Purpose, goals, and tasks

- (1) The purpose (mission) of the Association is to promote and improve global mental health. This is done through the worldwide promotion and application of psychotherapy. The focus is on Positive Psychotherapy (PPT after to Peseschkian, since 1977)TM. The Association is the supreme body of Positive Psychotherapy worldwide.
- (2) The Association pursues these purposes/objectives through:
 - a. The coordination and management of the worldwide affairs of Positive Psychotherapy as an international umbrella organization.
 - b. Continued cultivation, development, and dissemination of Positive Psychotherapy with consideration of Transcultural Psychotherapy, Psychosomatics, Family Counseling and Family Therapy in training, care, research, and teaching, considering scientific and ethical standards.
 - c. The education and training of psychotherapists and counsellors as mental health professionals is a priority.



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- d. Organization of and participation in professional meetings, seminars, and conferences worldwide.
 - e. Promoting scientists and psychotherapists, especially younger ones and those from low-income countries and regions, through initiatives such as scholarships.
 - f. Worldwide establishment of centers and associations for Positive and Transcultural Psychotherapy at the local, regional, and national levels.
 - g. Publication and dissemination of literature on Positive Psychotherapy and related fields in various languages, e.g., in the form of books, journals, and newsletters. Publication of an international journal and bulletin for all members.
 - h. Cooperation with psychotherapists, researchers, institutions and organizations at the local, national, regional, and international levels, which pursue similar goals as the Association.
 - i. Prevention, treatment, and rehabilitation of mental disorders through cooperation with civil society.
 - j. Advocacy for proposed legislation in the areas of mental health, education and professional (legal) practice of psychotherapists, and public health.
 - k. Promoting transcultural awareness to reduce and prevent prejudices and conflicts (international understanding among peoples).
 - l. To establish headquarters to achieve these goals. Der Verein ist im Vereinsregister einzutragen.
- (3) The Association shall be entered in the Register of Associations.
 - (4) The Association operates selflessly; it does not primarily pursue its own economic purposes.
 - (5) The Association's funds may only be used for purposes in accordance with its bylaws. Members shall not receive any benefits from the Association's funds.
 - (6) The Association shall exclusively and directly pursue charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Fiscal Code.

§ 3 Membership

- (1) Membership is open to all natural and legal persons. The Association has ordinary and extraordinary members.
- (2) Membership consists of the following categories:
 - a. Full membership is open to natural persons from all over the world who have completed a comprehensive basic and master training in Positive Psychotherapy and are WAPP-certified Positive Psychotherapists. WAPP training standards always apply.
 - b. In certain cases, the Executive Board may, upon application, accept as full members experienced persons with psychotherapeutic training or continuing education completed in another method and recognized (by the residing country) who have successfully completed only a WAPP-certified basic course in Positive Psychotherapy (200 hours).
 - c. National Positive Psychotherapy Associations or Positive Psychotherapy Centers can apply for ordinary membership as legal entities.
 - d. Associate members must have successfully completed a WAPP-certified Basic Course in Positive Psychotherapy (200 hours) and received their certificate as a Basic Consultant.
 - e. Legal entities whose activities are within the scope of the Association may apply for Associate Membership.



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- f. Honorary members.
 - g. Extraordinary (supporting) members can become any natural and legal person who wishes to support the goals and objectives of the Association.
- (3) Full members have voting and election rights. However, they must have paid their membership fee for the previous year. This applies to natural persons and legal entities. Associate members have only the active right to vote, and extraordinary members have neither the active nor the passive right to vote for Board elections. Legal entities have only one vote, regardless of their size.
- (4) All members should be actively involved in achieving the goals of the Association and may be appointed to working groups.
- (5) An informal, written application for membership must be submitted to the Executive Board through the head office, which decides on the admission. The Board decides on the application for admission at its own discretion. It does not have to give reasons to the applicant if the application is rejected. There is no legal claim to membership.
- (6) All members of the Association must abide by the published ethical guidelines (principles, codex) of the Association, which are based on the professional regulations for psychotherapists and physicians.
- (7) Termination of membership:
- a. Membership expires by death (in the case of legal entities with their extinction), resignation or exclusion. Resignation is possible at the end of each calendar year. The resignation must be made in writing to the Board. Resigning members have no right to the assets of the Association.
 - b. A member can be excluded from the Association at any time by resolution of the General Assembly if there is an important reason. Important reasons are, among others: behavior detrimental to the Association or dishonorable behavior in the private sphere, such as a prison sentence, the revocation of the professional license or the sexual abuse of a patient. A simple majority of votes is sufficient for exclusion. The member must be given the opportunity to comment on the reasons for the exclusion at the general assembly. These are to be communicated to him at least two weeks in advance. A proportional refund of any membership fees will not be made. Based on a request from the person concerned or by resolution of the Board the exclusion procedure can also be carried out and decided in a non-public setting. In addition to the person concerned and the Board members, the members of the Association's ethics committee would also participate and vote in such a non-public meeting.
 - c. Members who have not paid their membership fees for the past two years, even after repeated requests and despite written reminders under threat of exclusion, may be excluded by a resolution of the Board. A hearing of the member is not required.
- (8) Honorary membership:
- a. The General Assembly may appoint members and non-members who have rendered outstanding services to the Association as honorary members for life. The decision of the General Assembly must be made by at least two-thirds of the votes present and requires the approval or proposal of the Board. Honorary members have only the active right to vote and are exempted from the membership fee for life. If a Board member is appointed as an honorary member, he or she may still complete his or her term of office. Honorary members are subject to the same ethical principles as all other members.
 - b. The General Assembly may appoint (former) Board members as honorary chairpersons/honorary presidents for life based on special, decades-long merits.



The decision of the General Assembly must be made by at least two-thirds of the votes present and requires the approval or proposal of the Board. Honorary chairpersons have only the active right to vote and are exempted from the membership fee for life. Honorary chairpersons have no right to attend or vote at Board meetings without invitation, and no right to give instructions to employees and members of the Association. They are not authorized to represent the Association externally. If a Board member is appointed honorary chairperson, he or she may still complete the term of office. The same ethical principles apply to honorary chairpersons as to other members.

§ 4 Membership fees and use of financial resources

- (1) The Association shall charge a membership fee. This fee should be paid until 31 March of each year.
- (2) The amount of the respective membership fees is determined by the Executive Board. Membership shall be made possible above all for persons from financially weak countries and regions. In exceptional cases of collective or individual crises, such as war, pandemic, serious illness or economic problems, the Board may, upon application, exempt individual members from the membership fee for a certain period. But these members have no voting or election rights.
- (3) Financial support of the Association offered by members and non-members (sponsorship, contributions) shall be promoted and encouraged.
- (4) No person may be favored by expenses that are alien to the purpose of the association or by disproportionately high remuneration.
- (5) The Association shall not accept financial resources or donations from persons or organizations whose conduct or objectives do not coincide with those of the Association.
- (6) Financial transactions of more than 5,000 euros must be signed or approved in writing by two members of the Executive Board ("four-eyes principle").

§ 5 Organizational structure

- (1) The Association consists of the (Executive) Board and the General Assembly.

§ 6 The (Executive) Board

- (1) The Executive Board is responsible for the implementation, achievement and execution of the objectives and tasks set out in § 2 of the bylaws. The Board manages the business of the Association according to §§ 26 BGB. In particular, it has the following duties: a) to convene and prepare the General Meeting, including the preparation of the agenda, b) to execute resolutions of the General Meeting, c) to manage the Association's assets and to prepare the annual report, d) to admit new members.
- (2) The Board in the sense of §§26 BGB consists of at least 7 persons. The exact number will be determined and communicated by the Board before each election. Two members of the Board shall jointly represent the Association in and out of the court of law.
- (3) The Board elects or appoints a chairperson (president) and other officers, decides on its internal distribution of tasks, and gives itself its own rules of procedure. It may appoint and dissolve committees or working groups as needed. It may assign specific tasks to individuals and invite them to attend the Board meetings.
- (4) The chairperson shall preside over the Board meetings but shall have no greater power than the other Board members. He/she also has only one vote. He is represented by the vice-chairperson (vice-president). If both are unable to attend, another Board member may be assigned to chair the meeting.



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- (5) The Board shall meet as needed. The meetings shall be convened by the Chairperson or, if the Chairperson is unable to do so, by the Vice-Chairperson. A notice period of one week will be provided. The Board has a quorum if at least the majority of the members are present. The resolutions of the Board shall be recorded in the minutes.
- (6) The Board shall include a representative of the Professor-Peseschkian-Foundation as an advisory member. This person shall be nominated by the Foundation and confirmed by the General Assembly by a simple majority of votes. The term of office is two years. Re-election is possible. This person must be a resident of Germany and a member of the Association. This person has advisory status with the right to speak and no right to vote on the Board. He/she cannot represent the Board.
- (7) Only full members of the Association may be members of the Board; termination of membership in the Association shall also terminate membership in the Board.
- (8) In the event of gross violations of the objectives of the Association, ethical-moral principles or violations of the law, the Board may recommend to the General Assembly the expulsion of a Board member or any other member of the Association.
- (9) Board meetings as well as meetings of committees and working groups can take place both as face-to-face meetings, online meetings, or hybrid.
- (10) Decision-making authority: The Board is a collective decision-making body. All decisions of the Board must be made by absolute majority. The Board is not authorized to enter legal transactions or individual projects with a value exceeding 20% of the Association's assets. These require the approval of the General Assembly. The same applies to real estate purchases and bank loans.
- (11) The Board shall remain in office after the expiration of the term until a new Board is elected.
- (12) The activities of the Board shall in principle be performed on an honorary basis. However, the Board may decide on a reimbursement of expenses (expenses incurred) and an appropriate expense allowance (remuneration for working time).
- (13) Elections to the Executive Board:
 - a. The Board is elected every two years by the General Assembly for a period of two years. Multiple re-election is possible. The members who receive the most votes are elected. In the event of a tie, a run-off election shall be held, to which all members shall be invited in due time and form. Only natural persons may be elected. The election of the Executive Board can take place in person during the General Assembly as well as in writing, hybrid or online via a suitable online election portal.
 - b. The elections always take place by secret ballot.
 - c. To maintain diversity, no more than two members of the Executive Board may be from the same country. If a person moves to another country, he/she must be either licensed or recognized by the professional body of that country in order to be counted for that country. The representative of the Peseschkian-Foundation is not counted. If more than two persons from the same country should be elected, the two with the highest number of votes will become members of the Executive Board; while the others from the same country will become advisory members of the Board without active or passive voting rights. The person(s) from another country with the next highest number of votes shall then move up for the Executive Board.
 - d. It would be desirable if the diversity of the Board members reflected the structure of the membership (age, nationality, gender, etc.).
 - e. The election is preceded by a nomination process. Only full members who have paid their membership dues for the previous year may nominate individuals.



Self-nomination is permitted. Election propaganda or campaigning is not permitted. Nominated persons will be asked in writing before the election whether they would accept their election if elected. An election list will then be prepared, and members will be invited in due time and form.

- f. Upon acceptance of the election, the elected person is a member of the Board. The entry of the change in the Register of Associations is not decisive for this but must be notified immediately.
- g. In case of resignation/retirement/exclusion or death of a Board member, a new election with nomination takes place either in the following annual general meeting or in an extraordinary general meeting. This shall be decided by the Board. The Board can fill a vacant position temporarily until the next election. However, this person has no voting rights on the Board and may not represent the Association in external relations without powers of attorney.
- h. A resignation must be made in writing to the Board.

§ 7 The General Assembly

- (1) The General Assembly of Members shall have the following functions as the supreme body:
 - a. The election and dismissal of the (Executive) Board.
 - b. To receive the annual report and to discharge the Executive Board from accounting liability.
 - c. To establish and appoint task forces on specific topics or problems.
 - d. To advise on the activities of the Association and to forward proposals to the Board.
 - e. Amendments to the bylaws.
 - f. The appointment of honorary members as well as the expulsion of members from the Association.
 - g. The dissolution of the Association.
- (2) An ordinary general assembly shall be convened once a year by the Board. Each correctly convened general assembly shall constitute a quorum, which means that it can take decisions. Resolutions shall be passed by a simple majority vote of those present. For the determination of the majority, only “yes” and “no” votes are to be considered; abstentions and invalid votes are to be treated as not cast. In the event of a tie vote, a motion shall be defeated.
- (3) Extraordinary general assemblies can be called if the interest of the Association requires it or if the calling is requested in writing by a quarter of all members, stating the purpose and reasons to the Board.
- (4) General assemblies can take place either in-person or in virtual form. The Executive Board shall decide on this at its discretion and shall inform the members of this in the invitation. The provision of § 32 para. 2 BGB remains unaffected. Virtual general assemblies shall take place in a chat room accessible only to members. Members must log in with their data and a separate password. The password is only valid for one virtual general assembly at a time. Members who have registered their email address with the Association will receive the password by a separate mail, the other members will receive the password by letter. It is sufficient to send the password two days before the general meeting to the (email) address last given to the Association or one week before the meeting to the postal address last known to the Association. The members are required to keep the password secret. Passing on the password to other persons is not permitted.



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- (5) The general assembly is convened by a simple written notice (by mail, fax or email) stating the agenda and giving at least 4 weeks' notice. The invitation to a general assembly is sent to all members of the Association. Motions on topics not listed in the agenda must be submitted to the Board at least 14 days prior to the General Assembly.
- (6) The general assembly shall be chaired by the chairperson of the Board, or if the chairperson is prevented from doing so, by the vice-chair (vice-president), and in the event that the vice-chair is prevented from doing so, by another member of the Board.
- (7) The general assembly shall decide by open or secret ballot with a simple majority of the members present.
- (8) Nominated persons or Board members cannot be election officers in a Board election. The Board shall propose an election officer to the general assembly. Otherwise, the general assembly may appoint another election officer upon request.
- (9) Amendments to the bylaws of the Association are only possible with a majority of 2/3 of the votes present. Amendments to the bylaws require entry in the Register of Associations to be effective. The amendment must be submitted for registration by the Executive Board.
- (10) The right to vote must be exercised in person. Voting rights cannot be transferred. In the case of legal entities, their official representative shall cast the vote.
- (11) Only full members of the Association may be nominated and elected to the Board.
- (12) Minutes shall be taken of the proceedings of the general assembly and shall be signed by the chairperson of the meeting and the keeper of the minutes.
- (13) The General Assembly may dismiss one or more members of the Executive Board at any time for good cause. Important reasons include a gross breach of duty, the inability to manage the business properly, conduct detrimental to the Association or dishonorable conduct in the private sphere (see §3 (7) b.). In general, an important reason is always given if the Association can no longer reasonably be expected to retain the Board member until the end of his or her term of office. A provisional removal from office by the general assembly (suspension), until the allegations have been clarified, is also possible. A simple majority is sufficient. The Board member must be given the opportunity to comment on the reasons for the exclusion at the general assembly. These must be communicated to him/her at least two weeks in advance.
- (14) Full members who are in default with their membership fees may attend the general assembly but have neither active nor passive voting rights.
- (15) Based on the business and accountability reports of the Board and the report of the financial auditor, the discharge of the Board takes place in the General Assembly.
- (16) In the event of the simultaneous premature resignation of the majority of the members of the Executive Board, an invitation to an extraordinary General Assembly shall be issued in due time and form. At this extraordinary General Assembly, it shall be decided whether a timely by-election shall take place, provisional Board members shall be appointed, or what other steps shall be taken.

§ 8 Data protection

- (1) To fulfill the purposes and tasks of the Association, personal data concerning the personal and factual circumstances of the members shall be processed in the Association in compliance with the requirements of the EU General Data Protection Regulation (DS-GVO) and the German Federal Data Protection Act (BDSG).
- (2) Insofar as the requirements described in the respective regulations are met, each member of the Association has the following rights in particular:
 - a. the right to information pursuant to Article 15 DS-GVO,



- b. the right to rectification according to Article 16 DS-GVO,
 - c. the right to erasure pursuant to Article 17 DS-GVO,
 - d. the right to restriction of processing pursuant to Article 18 DS-GVO,
 - e. the right to data portability under Article 20 DS-GVO, and
 - f. the right to object under Article 21 DS-GVO.
- (3) The administrative bodies of the Association, all employees or other persons working for the Association are prohibited from processing, disclosing, making accessible to third parties, or otherwise using personal data without authorization for purposes other than the respective fulfillment of tasks. This obligation shall continue to apply even after the above-mentioned persons have left the Association.

§ 9 Dissolution

- (1) The dissolution of the Association can only be decided in a General Assembly with a majority of 3/4 of the votes of those present.
- (2) In the event of the dissolution or termination of the Association or in the event of the discontinuation of its previous purpose, the assets of the Association shall be transferred to the Professor-Peseschkian-Foundation (IAPP) (Langgasse 38-40, 65183 Wiesbaden, Germany), which shall use them directly and exclusively for non-profit or charitable purposes.

Version of the bylaws according to the decisions of the general assemblies of 24 June 2008, 4 September 2008, 19 August 2016, 21 June 2023, and 6 December 2023. Approved by the General Assembly on 6 December 2023 and registered with the Registry of Associations on 18 January 2024.