



**UNION EUROPÉENNE DES MÉDECINS SPÉCIALISTES
EUROPEAN UNION OF MEDICAL SPECIALISTS**

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PROPOSAL FOR NEW STATUTES

Article I. Name

An international non profit-making association is constituted under the name “European Union of Medical Specialists” (UEMS).

This association is regulated by the statements of Title III of the Belgian Law of 27th June 1921 on non profit-making associations, international non profit-making associations and foundations.

It represents all medical specialists in Europe operating through a Council, an Executive, Board, Specialty Sections & Boards and the European Accreditation Council for Continuing Medical Education (“EACCME”).

A medical specialist is defined as a doctor who has satisfactorily completed a specialist training programme in a recognised specialty conforming to the UEMS Charter on Specialist Training.

Article II. Registered offices

The registered offices of UEMS are established in Brussels (BE-1050), Avenue de la Couronne No.20.

The offices can be transferred to any other place in Belgium by a simple decision of the Council.

Article III. Objectives

UEMS aims for the following international non profit-making objectives:

- The study, promotion and harmonisation of the highest level of training of the medical specialists, medical practice and health care within the European Union;
- The study and promotion of free movement of specialists doctors within the EU;
- The representation, within this framework of the medical specialist profession in the Member States of the EU, to EU authorities and any other authority and/or organisation dealing with questions directly or indirectly concerning the medical profession, and any action which might further the achievement of the afore mentioned objectives.

The activities UEMS proposes in order to achieve these objectives are notably the following:

- Setting up Sections and Boards for each medical specialty;
- Setting up working groups on issues of interest for medical specialists at European level;
- Setting up a general system of accreditation of Continuing Medical Education at European level;
- Organising seminars and studies in the field of specialist medicine;
- Every other activity which would be considered necessary.

Article IV. Members

UEMS is open to Belgians and foreigners.

IV.1. Full Members

UEMS is composed of at least three full Members, legitimate persons, legally constituted in keeping with the laws and customs of their country of origin.

Any organization representing medical specialist doctors having legal personality or constituted in keeping with the laws and customs of its country of origin can also become a full active Member of UEMS under the following condition:

- Only the most representative non-governmental national professional organization of a European Union Member State or a signatory country of the European Economic Area Agreement representing medical specialists may become a full active Member of UEMS.

Full Members compose the Council of UEMS with voting rights.

The delegates of each national member organisation are under the obligation:

- Objectively and without delay, to inform the specialists in their countries of the activities and decisions of UEMS;
- To send to the Secretary General, at least once every twelve months, no later than two months before the date of the Council meeting, a written summary about the development of the specialists doctors' professional situation in their country.

IV.2. Associate Members

National organisations representing specialist doctors in other member countries of the Council of Europe but which are neither members of the European Union (EU), nor of the European Free Trade Association (EFTA) and in other interested European countries can become associate Members.

Associate Members sit on the Council in an advisory capacity.

IV.3. Observers

UEMS reserves the right to admit observers including other organisations representing medical specialists from other countries.

Observers sit on the Council in an advisory capacity.

Article V. Admission, resignation and exclusion

V.1. Admission

The admission of new Members is made under the following conditions:

- The organisation fulfilling the criteria stated in article IV and wishing to join UEMS must submit its application to the Secretary General who will transmit it to the Executive.
- The Executive decides on which category of Membership the candidate organisation can join and then submits the proposal to the Council to vote on the admission.
- The Council decides on acceptance by a vote of a majority of two thirds.

V.2. Resignation

Any full active or associate Member or observer is free to resign at any time from the association, by a request to the Council in writing. The resignation shall come into force after a period of one year.

V.3. Exclusion

The exclusion of Members can be proposed by the Executive to Council after having heard the defence of the organisation in question. The exclusion is decided by the Council by a majority of three-quarters of the Members present or represented after hearing the defence.

Resigning and excluded Members have no rights to the assets.

Article VI. Resources

Resources of UEMS come from:

- Annual compulsory fees for the three categories of Members: the amount and the repartition are fixed each year by the Board on the proposal of the Executive;
- Any financial support from any other origin and approved by the Board.

Any Member having yet to pay its contribution six months after being given formal notice to pay can be suspended or excluded by the Council according to the procedure mentioned in article V.3. The Council may decide to readmit a suspended or excluded Member with a decision by two thirds of the full active Members present or represented after payment of the outstanding contribution.

Article VII. Council

VII.1. Competences

The Council has the full competence to allow the achievement of the objectives and activities of the association. *This is its main function.*

The Council is notably responsible for the management of the following points:

- a) Amendment of the statutes;
- b) Appointment and dismissal of the members of both the Executive and the Board;
- c) Voluntary dissolution of the association and allocation of its assets after settlement of debts;
- d) Admission and exclusion of full or associate Members or observers;
- e) Other competences, notably the adoption of Rules of Procedure, which give the details on the functioning of the organisation as well as the composition of all its structure.

VII.2. Composition

The Council is composed of the full and associate Members together with observers. Member organisations are represented within the Council by one or two delegates or by their duly mandated deputies.

Only full Members (see article IV.1) have voting rights. Each full Member has one vote.

Associate Members and observers (see respectively articles IV.2 and 3) have an advisory capacity.

VII.3. Meeting and Formal Invitation

The Council is chaired by the President of UEMS and meets at least once each year at the place indicated on the formal invitation.

This formal invitation is drafted by the Secretariat of UEMS and is sent by letter, fax, e-mail or every other means of communication at least one month before the meeting of the Council. The invitation should also include the draft agenda.

An extraordinary meeting of the Council can also be called by the Executive or by more than a third of the full Members in writing.

VII.4. Decisions

The Council is legitimately constituted if the majority of full Members (see article IV.1) are present or represented.

Full Members can be represented within the Council by any other full Member having given to it a special proxy. Each full Member can only have one proxy.

It cannot be decided on issues that are not included in the agenda except under exceptional circumstances.

Resolutions are taken by the simple majority of full Members present or represented except for other provisions stated in the statutes.

All the Members must be informed of the decisions by provision of the minutes of the meeting.

Article VIII. Executive

VIII.1. Competences

The Executive has the competence to perform the day-to-day administration of UEMS and its Brussels office.

It is responsible for the implementation of UEMS policy as decided by the Council and Board.

It has discretion to act on urgent matters and report such activities to Council for ratification.

It maintains close relations and co-operation with the specialty Sections and Boards

It is responsible for the management of the European Accreditation Council for CME.

VIII.2. Composition

The Executive consists of four members minimum, i.e. the President, the Secretary-General, the Treasurer and the Liaison Officer.

The Enlarged Executive consists of the Executive with the addition of the 4 Vice-Presidents.

The President, the Secretary General, the Treasurer and the Liaison Officer are elected from the delegates of full Members by the Council. They sit ex officio in Council and Board without voting rights. The functions of members of the Executive are considered as supranational and therefore cannot be combined with the functions of a national delegate within the Council.

Their functions end with the end of their mandate or by death, resignation, civic inability or provisional dismissal.

The length of the mandate of the members of the Executive is three years and apart from the Secretary General can only be renewed once.

Members of the Executive can be dismissed by the Council deciding by a majority of two thirds of the full Members present or represented.

In case of a vacancy during the mandate, the Council will appoint a replacement until the next statutory elections.

DELETED – It also meets at least twice per year as an Enlarged Executive with the addition of the 4 Vice-Presidents. – DELETED

All acts related to the appointment, the dismissal and the termination of members of the Executive, and established in accordance with the law, are sent to the “Service public fédéral Justice” in order to be added to the file and are published in the Annexes of the “Moniteur belge” at the charge of the UEMS.

VIII.3. Meeting and Formal Invitation

The Executive is chaired by the President of UEMS and meets at least four times each year at the place indicated on the formal invitation.

This formal invitation is drafted by the Secretary General of UEMS and is sent by letter, fax, e-mail or every other means of communication at least one week before the meeting of the Executive. The invitation should also include the draft agenda.

VIII.4. Decisions

The Executive is legitimately constituted if the majority of its members are present.

Decisions are taken consensually.

Article IX. Board

IX.1. Competences

The Board is limited to financial affairs. It is responsible for deciding on the total budget and the budgetary key.

IX.2. Composition

The Board is made up of:

- The heads of delegation or duly appointed deputy of each full member of the Council. They sit on the Board with voting rights and are elected by and within the Council. They can be dismissed by the Council deciding by a majority of two thirds of the Members present or represented.
- The President, the Secretary General, the Treasurer and the Liaison Officer. They sit ex officio without voting rights.

IX.3. Meeting and Formal Invitation

The Board meets at least once a year or on specific formal invitation of the President and the Secretary General.

The formal invitation is transmitted by letter, fax, e-mail or by any other means of communication at least one month before the date of the meeting.

IX.4. Decisions

The Board can validly deliberate only if at least a majority of the Members are present or represented.

A member can be represented by a deputy of his own delegation or another head of delegation. A proxy may be given but only once.

Resolutions of the Board are taken by a two thirds majority of members present or represented.

Article X. Specialist Sections and their European Boards

X.1. Competencies

The various Sections represent the interests of their particular Specialty.

Any specialty may apply to Council to create its own Section if it is recognised as an independent specialty in at least 1/3 of the Member States and also recognised in the EU Directives.

Every Section has the right to create its own Board to address scientific and training interests.

X.2. Composition

Each Section is composed of 2 delegates from the country of each member country of the Council of UEMS nominated by that member of Council.

Each Board consist of 2 members, one from the Section and one from the recognised academic or scientific Society of the country.

Article XI. European Accreditation Council for Continuing Medical Education (EACCME)

The EACCME is a body of UEMS administered by the Executive.

Its function is the granting of accreditation of CME activities at the European and International level for the benefit of national specialists.

Its aim is to recognise high-quality European education and has strict rules for organisers of activities.

It works closely with both the National Regulatory authorities for CME and/or CPD (Continuing Professional Development) and also the specific expertise of the Sections and Boards.

Its Advisory Committee meets at least once per annum.

Article XII. Representation of the association vis-à-vis third person or in Court

All acts concerning UEMS are, except for specific proxies, signed by the President and the Secretary General or, in his absence, by two designated members of the Enlarged Executive.

UEMS is validly represented in Court either by request or in defence by its President or its Secretary General.

Acts related to the appointment, the dismissal and the end of functions of persons entitled to represent the international non profit-making association and established in accordance with the law are communicated to the "Service public federal Justice" in order to be added to the file and are published in the Annexes of the "Moniteur belge" at the charge of the association.

Article XIII. Budget and accounts

The financial year begins on 1st January and ends on 31st December.

In accordance with article 53 of the law, annual accounts of the financial year as well as the budget for the following year are drafted by the Executive and approved by the Board each year. They are submitted to the Council at its next meeting for information.

Accounts are transmitted, in accordance with article 51 of the law, to the "Service public fédéral Justice".

Article XIV. Amendment of the statutes and Dissolution of the association

Without prejudice to articles 50 §3, 55 and 56 of the law on non profit-making associations, international non profit-associations and foundations, any proposal aiming to amend the statutes or to wind up the association must come from the Executive or more than a third of the full Members.

The Executive must inform the Members of the association at least 1 month ahead the date of the meeting of the Council which will decide on the said proposal as well as on the amendments proposed. The whole text of the amendments proposed must be included in the agenda of the extraordinary meeting called up for this purpose. In order to avoid any mistake in translation, amendments under this Article are drafted in the French language to comply with Belgian law.

The Council cannot decide on the proposal if it does not have two thirds of the voting Members present or represented.

No decision can be taken if it is not voted by the majority of four fifths of the voting Members present or represented.

However, if two thirds of the full Members are not present at the meeting of the Council, a new meeting will be called in order to decide definitely and validly on the proposal, by the same majority of four fifth, irrespective of the number of Members present or represented, at the earliest not less than fifteen days following the first meeting.

Amendments to the statutes will come into force only after approval of the competent authority accordingly to article 50 §3 of the law and after publication in the Annexes of the "Moniteur belge" accordingly to article 51 §3 of the said law.

The Council will fix the disposal of winding up and settlement of the association.

The possible assets after settlement will be given to a legally constituted non profit-making organisation aiming a similar social objective or, by default, to a lost interest.

Article XV. General provisions

All that is not provided for in the aforesaid statutes and notably the publications to the Annexes of the “Moniteur belge” will be dealt with in accordance with the proposals of Title III of the Belgian law of 27 June 1921 on non profit-making associations, international non profit-making associations and foundations.