

***CESP, Avenue de la Couronne, 20, B-1050 Brussels
Nr. 0412.564.952
Modification of Articles of Association***

***The following Articles of Association have been adopted
by the General Assembly of the European Academy
of Paediatrics/UEMS - Section of Paediatrics
by unanimous vote on Saturday 26th, 2008***

Constitution

**EUROPEAN ACADEMY OF PAEDIATRICS /
UNION OF EUROPEAN MEDICAL SPECIALISTS -
- SECTION OF PAEDIATRICS
(EAP/UEMS-SP)**

Article 1: Name

The name of the association is “European Academy of Paediatrics / Union of European Medical Specialists – Section of Paediatrics” (EAP/UEMS-SP). This new name replaces the old name “Confederation of European Specialists in Paediatrics” (CESP).

Article 2: Domicile

The seat of the EAP/UEMS-SP is the arrondissement of Brussels, or any other place in Belgium as decided by the Executive Committee (EC). The present address is: EAP/UEMS-SP, Avenue de la Couronne, 20, B-1050 Brussels.

Article 3: Objectives

- The main objective of the EAP/UEMS-SP is to promote the health of children as well as to alleviate suffering from diseases in infancy, childhood and adolescence up to the completion of growth and development, both within and outside the confines of Europe.
- In the context of these statutes, “paediatrics” encompasses all aspects of clinical paediatrics and paediatric research, including clinical and professional standards, teaching and training, quality assurance, health education, allied health care, nursing and rehabilitation.
- The objectives of the EAP/UEMS-SP shall be achieved by harmonising, coordinating, and setting standards for clinical paediatrics and paediatric research throughout Europe, by stimulating and synchronising the activities of European paediatricians, by representing the professional interests of paediatrics in the European Union through the membership of the EAP/UEMS-SP in the Union of European Medical Specialists (UEMS), by advocacy towards governments, granting agencies and political bodies, and by coordinating with national societies and European paediatric speciality societies in the fields of patient care, public health, education and research.

Article 4: Powers and means of action

In order to attain its objectives, the EAP/UEMS-SP will:

- Serve as a reference authority for paediatrics in Europe.
- Coordinate and standardise training and assessment in paediatrics throughout the European Union.
- Approve and develop standards for continuous medical education and professional development of European paediatricians, and support continuous medical education for paediatric nurses and allied health care professionals.
- Promote basic, epidemiological and clinical research in paediatrics.
- Define standards for the quality of clinical care in paediatrics.

- Collect, assess and disseminate evidence-based and up-to-date information on all aspects of paediatrics.
- Organise congresses, conferences, symposia, seminars, exhibitions, scientific meetings, workshops and other appropriate educational and scientific events.
- Produce evidence-based and up-to-date publications in form of reviews, articles, statements and any other written, visual or audio-visual material.
- Collaborate with other international or national organisations that have similar objectives.
- Establish working relationships with comparable bodies on a worldwide scale.
- Advocate for improved health and well-being of children and adolescents in Europe.
- Engage in appropriate actions to defend the professional status and the moral and material interests of paediatricians in Europe.
- To safeguard at international level the title “paediatrician” and to support the free professional movement of paediatricians through Europe.
- Develop any activity including property transactions directly or indirectly linked to the realisation of these objectives.

Article 5: Status

The EAP/UEMS-SP is a forum responsible for political, professional, structural, legal, educational and scientific issues in the field of European paediatrics. To meet these objectives, the EAP/UEMS-SP is an international, non-profit organisation, constituted in accordance with Belgian law. Individual members constitute the various groups described in Article 8. In addition the EAP/UEMS-SP may serve as a section of the UEMS and may decide to follow the UEMS rules of procedure.

Article 6: The General Assembly

6.1. Status:

The General Assembly is the body responsible for all major and long-term decisions of the EAP/UEMS-SP. Its constituent parts are the national delegate members, the group delegate members and the Executive Committee (EC) members.

6.2. Meetings:

The General Assembly shall meet at least once per year at a time and place determined by the EC and upon written invitation (including agenda) which must be made available to the delegates at least four weeks before the meeting. These

meetings are chaired by the president of the EAP/UEMS-SP. In exceptional cases, the president may delegate this chair to another member of the EC. In addition, the General Assembly must meet upon request of at least 20 percent of the delegate members.

Each European Paediatric Speciality society should delegate a liaison officer to the General Assembly. In addition, chairs of committees, task forces and working groups may attend the General Assembly as observers upon invitation by the EC.

6.3. Decisions:

The decisions of the General Assembly require the approval of a majority of delegate members present and voting. The two national delegates of each EU country have together one vote. Each group delegate present at the General Assembly has one vote. In addition, each EC-member who is not a group delegate has one vote. With the exception of a change in statutes and the dissolution of the EAP/UEMS-SP, decisions are taken on the basis of a simple majority of votes. In case of an equality of votes, the president has one additional casting vote.

Changes of and amendments to the statutes need a quorum of two thirds of all possible voters and a majority of two thirds of the votes. Any change of statutes that will result in a change of the objectives of the EAP/UEMS-SP requires a majority of four fifths of the votes. If a quorum is not obtained, a second General Assembly can be convoked which then can decide on the basis of all the votes from the delegates present. This second General Assembly may not meet within the 15 days following the first assembly.

6.4. Powers of the General Assembly:

The powers of the General Assembly are:

- Changes of and amendments to the statutes
- Determination of membership fees
- Election of the members of the EC
- Appointment of honorary group members
- Approval of budget and accounts
- Revocation of a delegate member to the General Assembly
- Dissolution of the EAP/UEMS-SP
- Any other matter submitted by the EC

Article 7: The Delegate Members

The minimum amount of members is three.

7.1. The National Delegate Members:

Each EU-country has, in the General Assembly, two nationally elected delegates. These are delegated by their respective national professional and/or scientific

organisations for a period of four years and approved by the EC as national delegates. Their individual mandate may be renewed twice. Any national delegate to the General Assembly can resign from her/his position with a written notification to the EC.

The national delegates shall take an active role in the work of the assemblies, committees, task forces and working groups. Furthermore, they shall participate in the work of the European Board of Paediatrics. Each national delegate shall assign her-/himself as individual member to one of the three groups described in Article 8.

7.2. The Group Delegate Members:

Each group is represented in the General Assembly by a minimum of one and a maximum of three delegates. Any group delegate to the General Assembly can resign from her/his position with a written notification to the EC.

Article 8: The Groups

8.1. The three obligatory Groups:

The EAP/UEMS-SP includes three obligatory groups, i.e. the Primary, Secondary and Tertiary Care Group. These are sections of the EAP/UEMS-SP composed of individual members with a similar interest in specific areas within the broad field of paediatrics. Their purpose is to provide a professional, scientific and educational forum. The EC shall review their activity at regular intervals. While each individual group member is entitled to participate in any programme or activity of the entire EAP/UEMS-SP, she/he has voting rights only in the group to which she/he registers at the beginning of every year. The members of each group elect a chair and group delegates as directed by relevant by-laws.

8.2. Chair of Group:

Each group is led by a chairperson. This chair must be a registered member of this specific group, must be based in Europe, and be elected by the members of this group. The term of office is two years, renewable once. This chair represents the group in the EC and in the General Assembly. The General Assembly must approve the membership of the chairperson in the EC.

8.3. Group Delegates:

Each group is represented in the General Assembly by one or several group delegates. These delegates must be registered members of this specific group, must be based in Europe, and be elected by the members of this group. Their term of office is two years, renewable once. With one delegate per 200 group members the number of group delegates per group depends on the total membership to the group. The minimum number of group delegates per group is one and the maximum number is three. The Chair of Group is one of the group delegates to the General Assembly.

8.4. Group Business Meetings:

Each group shall hold a business meeting every second year at a time and place determined by the EC. These business meetings serve to inform the individual group members about the activities of the EAP/UEMS-SP. They also can be used for electing the Chair of Group and the group delegates to the General Assembly.

8.5. Working Groups:

These are composed of individual group members with a common interest working within a specific group. They are set up and dissolved by the Chair of Group with approval by the EC.

8.6. The Primary Care Group:

This group serves the scientific, educational, professional and practice-based interests of primary care paediatrics by working within the group and by providing representation of primary care to the European Board of Paediatrics and relevant working groups. The chairperson of this group has a seat in the EC. This group is represented by a minimum of one and a maximum of three group delegates in the General Assembly.

8.7. The Secondary Care Group:

This group serves the scientific, educational, professional and practice-based interests of secondary care paediatrics by working within the group and by providing representation of secondary care to the European Board of Paediatrics and relevant working groups. The chairperson of this group has a seat in the EC. This group is represented by a minimum of one and a maximum of three group delegates in the General Assembly.

8.8. The Tertiary Care Group:

This group serves the scientific, educational, professional and practice-based interests of tertiary care paediatrics by working within the group and by providing representation of tertiary care to the European Board of Paediatrics and relevant working groups. The chairperson of this group has a seat in the EC. This group is represented by a minimum of one and a maximum of three group delegates in the General Assembly.

8.9. Group Membership:

Membership in one of the groups shall consist of the following categories: active, affiliate, and honorary. Membership shall be open to duly qualified citizens of all countries.

8.9.1. Active members: These shall have a university degree; they may be board-certified paediatricians (or equivalent) or any other physician or scientist with a special interest in paediatrics. In exceptional cases, the requirement of a university degree can be waived for individuals with an outstanding personal record of scientific

achievement or health care in the field of paediatrics. Active members have voting rights in their group.

8.9.2. Affiliate members: Individuals training in paediatrics, allied health care professionals, paediatric nurses and other individuals active in the paediatric field may become affiliate members. They pay a reduced membership fee, but are entitled to the same membership benefits as held by active members. They have voting rights in an Affiliate Member Group if this is set up.

8.9.3. Honorary members: These are individuals who have served the EAP/UEMS-SP well or individuals with an outstanding personal record of clinical or academic achievement in the field of paediatrics. They may be appointed honorary members by the General Assembly upon proposal by the EC. Honorary members must assign themselves to one of the groups and have voting rights there.

8.9.4. Annual fees: The EC shall determine the annual membership fees. These shall cover membership in one of the groups and subscription to all publications of the EAP/UEMS-SP. Membership ceases upon failure to pay the annual fee.

8.9.5. Additional forms of membership: The EC may define additional categories of membership.

8.10. Additional Groups:

Depending on relevant membership, the EAP/UEMS-SP may set up additional groups. Provided that the number of individual affiliate members exceeds 200, an Affiliate Member Group will be set up. This Affiliate Member Group will be represented by a chair in the EC; this chair also serves as the single delegate of this group to the General Assembly.

8.11. Representation of other European Paediatric Societies:

European paediatric speciality societies should delegate a liaison officer into one or several of the groups. One liaison officer from each European paediatric speciality society may attend the General Assembly.

Article 9: The Executive Committee (EC)

9.1. Status:

The EC shall conduct and direct the general activities of the EAP/UEMS-SP. The EC reports annually to the General Assembly and every second year to the groups. In addition, it reports to and coordinates with the UEMS.

9.2. Powers:

The EC has the responsibility to administer the EAP/UEMS-SP. In order to fulfill this purpose, it holds all the powers which are not reserved for the General Assembly.

9.3. Members:

The EC is composed of:

- The President
- The Vice President
- The Secretary General
- The Treasurer
- The Chair of the European Board of Paediatrics
- The Chair of the Primary Care Group
- The Chair of the Secondary Care Group
- The Chair of the Tertiary Care Group

9.4. Conditions and terms of office:

9.4.1. General conditions: All officers of the EC must be based in a European country. No individual member of the EC shall be allowed to hold more than one office in the EC at the same time.

9.4.2. President: She/he, during her/his term of office, may not simultaneously hold the position of president in any other international scientific or professional society. She/he is elected by the General Assembly for a term of two years which is not renewable. Candidates for the position must notify their intent to the EC with a written request, personal statement, and current CV, at least four months prior to the election. Any candidature for presidency of the EAP/UEMS-SP must be endorsed by the relevant national paediatric society/group of the candidate.

9.4.3. The Vice President: She/he may not be based in the same European country as the President, is elected by the General Assembly, and holds office for a term of two years which is not renewable. Candidates for the position must notify their intent to the EC with a written request, personal statement, and current CV, at least four months prior to the election.

9.4.4. The Secretary General: She/he is elected by the General Assembly and holds office for four years, renewable once. Candidates for the position must notify their intent to the EC with a written request, personal statement, and current CV, at least four months prior to the election.

9.4.5. The Treasurer: She/he is elected by the General Assembly and holds office for four years, renewable once. Candidates for the position must notify their intent to the EC with a written request, personal statement, and current CV, at least four months prior to the election.

9.4.6. Decisions: The quorum is president plus at least five other EC-members. The EC shall make decisions by majority vote; fifty percent plus one of the votes shall constitute a majority. The President has both a deliberative and a casting vote; each other member of the EC has one vote.

9.4.7. Meetings: The EC shall meet at regular intervals, at least twice a year. The Past President attends these meetings as an advisor.

Article 10: Committees and Task Forces

The EC may appoint committees to help achieve the aims of the EAP/UEMS-SP. These may be standing committees or task forces. The latter are set up to carry out specific tasks within a limited period of time. Each committee is chaired by a group member who is appointed by the EC. Membership in these committees is approved by the EC upon recommendation of the committee chair; it does not depend on this member's specific group affiliation but requires membership in one of the groups. Committees operate under the authority of the EC which is empowered to review decisions made by these committees if need should arise.

Article 11: The European Board of Paediatrics

11.1. Status:

The European Board of Paediatrics is a standing committee of the EAP/UEMS-SP. It serves the educational interests and needs of European paediatricians and concerns itself especially with training, assessment, continued medical education and professional development. It operates under the authority of the EC.

11.2. Chair of the Board:

He/she must be member of one of the groups, must be based in Europe, and is elected by the General Assembly for a term of two years, twice renewable. She/he has a seat in the EC.

11.3. Membership:

Members of the European Board of Paediatrics must be members of one of the groups; they are appointed by the EC upon recommendation of the Chair of the Board. Membership depends on specific tasks and projects of the board, must include assignment to a specific board working group, and is limited in time to the period that the working group is active.

11.4. Board working groups:

These are set up in order to carry out specific tasks in the field of training, assessment, continued medical education and professional development. Working groups are set up and closed by the EC upon relevant recommendation of the Chair of the Board.

11.5. European School of Paediatrics:

The European Board of Paediatrics may set up a European school in order to serve the educational needs of European paediatricians on a permanent basis.

Article 12: Publications

12.1. Journal:

The EAP/UEMS-SP shall have its own journal or shall institute a permanent partnership with an established European paediatric journal. Such a partnership should be subject to a written agreement between the EAP/UEMS-SP and the journal representatives. Details of such a partnership should be dealt with by a designated editorial officer who will report on activities and problems to the EC on a regular basis.

12.2. Other Publications:

The EC may appoint other officers to deal specifically with other editorial aspects of publications such as the production and dissemination of information or teaching material and the representation of the EAP/UEMS-SP on the web.

Article 13: Meetings and Congresses

The EAP will hold meetings or congresses in collaboration with other European paediatric societies.

Article 14: The Secretariat

14.1. Office:

The EAP/UEMS-SP will set up an office and employ staff to administer the affairs of the EAP/UEMS-SP. This administrative secretariat shall be located in Brussels, but may be moved elsewhere in Europe if deemed necessary.

14.2. Executive Director:

The EC shall appoint an Executive Director who, together with the EC, is responsible for the organisation and activities of the EAP/UEMS-SP. As a guarantor for the continuity of projects and activities, she/he shall be responsible for the governance of the organisation ensuring that business meetings are conducted efficiently and in accordance with the statutes. Subject to the authority of the President, Secretary General and EC, the Executive Director shall attend all EC and business meetings of

the EAP/UEMS-SP as an observer. Responsible for the daily governance of the organisation, this Executive Director may act alone in all matters that are required to ensure the routine function of the EAP/UEMS-SP.

The Executive Director is appointed by the EAP/UEMS-SP upon recommendation of the EC. Her/his activities have to be evaluated by the EC every third year; based on this evaluation and relevant decisions of the EC, her/his appointment is extended for three more years or terminated. The Executive Director can be dismissed by the EC, at any time, for bad governance or important mistakes.

14.3. Staff:

Depending on size and volume of activities, the EAP/UEMS-SP may employ staff, who will work under the authority of the Executive Director. Appointment of such staff will be in accordance with staff regulations established by the EC and in conformity with the legislation of Belgium or any other country where the office of the EAP/UEMS-SP may be situated.

14.4. Duties:

- Membership management
- Collection of fees and keeping of accounts
- Producing, circulating and filing the minutes of various meetings
- Assisting the EC in administrative issues
- Circulating information between EC, delegate and group members
- Any other administrative tasks arising

Article 15: Resources

15.1. Resources:

The resources of the EAP/UEMS-SP include:

- Annual fees paid by countries which are represented in the General Assembly by national delegates. The amount of these fees is calculated on the basis of relevant UEMS regulations, is determined by the General Assembly and may not exceed an amount of€.
- Membership fees paid by the individual members of the groups.
- Proceeds from meetings and congresses.
- Public or private grants, subsidies and endowments.
- Interest and revenue from goods and assets belonging to the EAP/UEMS-SP.
- Payment for services rendered.
- Authorised donations and bequests.

15.2. Procedures:

All monetary contributions received for the work of any component part of the EAP/UEMS-SP must be channelled through the EAP/UEMS-SP, more specifically its Treasurer.

15.3. Reserve fund:

The EAP/UEMS-SP will establish a reserve fund in order to cover the commitments that it has contracted for the running of its operations and to ensure continuation of function. The operation and supply of this fund shall be determined by the Treasurer with information of and in collaboration with the EC.

15.4. Fiscal year:

The fiscal year starts with January 1st and ends with December 31st. At the end of the fiscal year the accounts are closed and the budget of the next fiscal year is drafted. The closed accounts of a fiscal year are presented to the General Assembly for approval no later than 6 months after the closing of this fiscal year.

Article 16: Authorised actions

In legal actions and in all other actions and matters, the EAP/UEMS-SP shall be represented by the President and the Secretary General. In those legal actions involving sums of money not exceeding an amount to be fixed by the EC, the Treasurer alone is authorised to represent the EAP/UEMS-SP. The President and the Secretary General may delegate their authority for specific purposes. Individual group members of the EAP/UEMS-SP and officers active in its substructures, including the EC, the Executive Director and the secretariat, shall incur no personal liability with respect of the commitments of the EAP/UEMS-SP.

Article 17: By-laws

If deemed necessary, the EC may facilitate the running of the EAP/UEMS-SP by issuing by-laws. These by-laws amend but may not change or modify the statutes; they have to be made available in a way that they are accessible to all members of the EAP/UEMS-SP at any time, and the publication of any by-law must indicate the date when it has been issued by the EC.

Article 18: Language

The official languages of the EAP/UEMS-SP are English and French.

Article 19: Dissolution

Dissolution of the EAP/UEMS-SP requires a relevant decision of the General Assembly which must be supported by eighty percent of the votes; the necessary quorum is two thirds of the delegate members in the General Assembly.

In case of dissolution of the entire EAP/UEMS-SP, the General Assembly must regulate how the assets of the EAP shall be disposed of after having paid all liabilities. The disposition of the assets shall be made to another non-profit organisation or organisations whose objectives are in accordance with the goals of the EAP.

Article 20: Applicable Law

The applicable laws are those of Belgium

Date

President

Secretary General