

Articles of Association effective from 13/05/2006  
with the modifications of 11/05/2013 and 09/05/2015

### **Art. 1 – The creation and the context of the creation**

On \_\_\_ May 2022, a non-profit association was established, called EUROPEAN FEDERATION OF EMPLOYED DOCTORS (FEMS), governed by these articles of association and the Belgian law, with legal headquarters Rue Guimard 23, arrondissement \_\_\_\_\_, B-1030 Brussels , Belgium (hereinafter referred to as Federation).

The Association is the successor of the European Federation of Community Doctors, founded on 29.2.1964 and declared at the Prefecture of Seine under No. RNA \_\_\_\_\_, which was replaced on 22.11.1981 by the EUROPEAN FEDERATION OF EMPLOYED DOCTORS ( FEMS), declared to the Prefecture of Paris under No. RNA \_\_\_\_\_ (hereinafter referred to as FEMS Paris) and which will be dissolved after the Federation obtains legal capacity.

### **Art. 2. – Membership conditions**

The above Federation groups together representative medical Unions and/or professional medical associations of various European countries whose members are, at least in a significantly high proportion, placed under the administrative authority of a public or private employer and working full-time or part-time. These Associations may be accepted as members and registered for accounting purposes solely concerning their salaried doctors. The FEMS groups together only the associations that are competent to negotiate for regulations and/or collective agreements in their countries of origin, **recognized by Belgian law as sovereign countries.**

### **Art. 3. - Social purpose**

The aim of the Federation is preferentially to defend the legitimate material and moral interests of the European salaried doctors in the following fields:

- Working conditions, safety conditions, hygiene and health conditions,
- Working time,
- Payment and compensation for the work,
- Medical professional responsibility and protection against professional risks,
- Professional practical medical training, continuing medical education, continuing professional development and the financing of vocational training,
- Hospital governance,
- Participation at, the execution and the control of the health policies, in particular at the European international level,
- Promotion of the collective bargaining,
- Cooperation in the concerted actions with national or international representative organizations, if considered necessary by the Plenary Assembly.

The Association pursues its objectives preferentially by:

- organizing various meetings,
- establishing contacts with international institutions, EU institutions, national governments, medical, health, employer and employee associations,
- making public statements,
- carrying out questionnaires, surveys, studies, develop them and present them publicly,
- presenting its points of view in the public media,

- coordinating the actions of the members of the Association and representing them before international organizations, the European institutions and at the national level,
- maintaining a secretariat,
- managing and disposing of its assets, including real estate.

#### **Art. 4. - Governing Bodies and Administration**

The governing organs of the Federation are:

- a. The Plenary Assembly,
- b. The Board: the President, the First Vice-President, the Second Vice-President the Secretary-General, the Deputy-Secretary-General and the Treasurer,
- c. Two Auditors

#### **Art. 5. - The Plenary Assembly**

The Plenary Assembly consists of the delegations of the member associations. Each delegation consists of a maximum of two deputies appointed by name.

A Plenary Assembly is valid when over half of the delegations attend the meeting.

The Plenary Assembly meets at an ordinary session at least twice a year in spring and autumn or at an extraordinary session on a request of the President or 2/3 of all delegations that have their members fees settled.

The Plenary Assembly has the following competences:

- a. To elect the members of the Board: the President, the Vice-Presidents, the Secretary General, Deputy-Secretary-General and the Treasurer,
- b. Revision and approval of the Articles of association and the internal regulations,
- c. To approve the admission or the exclusion of associations,
- d. To adopt the annual report and conclusions of the working groups before their distribution,
- e. To determine the membership fees,
- f. To approve the proposal of the budget, as well as the balance sheet of the FEMS presented by the Treasurer, after the obligatory opinion of the Auditors,
- g. To decide on the alienation of real property of the FEMS
- h. To nominate the Auditors,
- i. To make any decision or recommendation on the strategic orientations, to the attention of the Board,
- j. To appoint the working groups and their coordinator
- k. To deliberate on dissolution of the FEMS,
- l. The former members on the Board can be named by the Plenary Assembly as "members of honor"

#### **Art. 6. – The President, the First Vice-President and the Second Vice-President**

The President represents the FEMS officially, particularly for legal purposes and he takes part at international meetings of medical associations. He is responsible for the good operation of the Federation in accordance with the Articles of association and he signs all the acts and deliberations under control of the Plenary Assembly. The President convenes the Board and, at least 1 month in advance, the Plenary Assembly. He ensures the correct operation of the meetings and assemblies and the representation of the FEMS at the various international bodies.

The President can be replaced, with all his prerogatives, by the First Vice-President or, by default, by the Second Vice-president. Due to the necessary independence, the President cannot represent the Association by which he is delegated.

The President, and the Vice Presidents can be re-elected only once in the same position,

consecutively.

In the case of the preliminary termination of the mandate of the President, by resignation or according to the article 13, the First Vice-President ensures the current affairs until the next Plenary Assembly which elects the new President, after the candidatures have been registered within the time envisaged.

#### **Art. 7. - Secretary General and Deputy Secretary General.**

The Secretary General and Deputy Secretary General are responsible for ensuring a good administrative operation of the Federation.

The Secretary General or - in his absence - the Deputy Secretary General draws up the minutes of the meetings.

#### **Art. 8. - The Treasurer**

The Treasurer is responsible for all financial and accounting operations under the President's instructions within the framework of the budget.

He draws up the estimated budget and the balance sheet of the Federation on the basis of the calendar year. The estimated budget must be submitted for approval to the last Plenary Assembly of the previous year, and the balance sheet of the previous year must be submitted to the first Plenary Assembly following the reference year. These documents must be sent to all Delegations at least 1 month before the session during which they will be discussed.

Before the discussion, the balance must be controlled and signed by the Auditors.

#### **Art. 9. – The Auditors**

The two auditors are responsible for confirming the validity of the accounts, respecting the code of practice, and submitting it to the Plenary Assembly. In case of disagreement, the two auditors may submit partially or completely separate reports.

#### **Art. 10 – The Board (Administration Council)**

The President, the two Vice-Presidents, the Secretary General, the Deputy- Secretary General and the Treasurer constitute the Board.

The Board:

- Meets at least twice a year on convocation of the President,
- Executes the decisions of the Plenary Assembly,
- Coordinates the work of the various institutions of the FEMS,
- Proposes the budget and the annual membership fee and submits them to the Plenary Assembly,
- May invite any relevant expert to take part in its work.

#### **Art. 11. - Candidatures for elections**

The candidatures for the President must reach the Secretary-General and the President at least 4 weeks before the date laid down for the election. They are transmitted to each Association at least 2 weeks before this date.

The candidatures for other posts must reach the President and the Secretary-General before the elections. Each candidate is proposed by his Association for one or several posts.

#### **Art. 12 – Votes**

a. The number of members taken into account for each Association is the average of the last two years, but not more than 14% of the total membership of all Associations.. For new Associations, the number is that of the current year.

Only the Associations whose membership fees are up to date are allowed to vote. An Association is considered as being up to date in this regard if it has paid its

membership fees for the previous year when the election is carried out during the first six months of the year, and the fee for the current year when the election is carried out during the second six months of the year.

b. Each Delegation holds one vote. All decisions are reached by a simple majority vote of the Delegations present or represented. However, when at least two Delegations of different Countries request it, and always in the case of an election, the vote of each Delegation is weighted in accordance with the number of members represented, at the rate of one vote per 200 members or fraction higher than 100. The majority is then calculated according to the number of votes.

c. For elections, the result of the voting is acquired on the basis of the simple majority of present or represented members. If no candidate reaches the required number of votes in the first round, the second round is performed with the two candidates who reached the highest number of votes in the first round. Voting is carried out by secret ballot for elections, or when requested by at least two Delegations of different Countries.

d. A Delegation may give a written proxy to another Delegation. To be valid, all proxies must be transmitted to the Secretary General before the vote. No Delegation may hold over 1/3 of the votes, proxies included.

e. Each Delegation may request that its opposition or abstention be indicated on the minutes and on the resolutions adopted.

#### **Art. 13 – Duration of offices.**

The duration of offices is 3 years for all the mandates.

When a member of the Board is permanently unable to fulfil his functions due to a factual or legal permanent impossibility, his replacement must be provided at the next Plenary Assembly.

The duties of a member called upon to replace another expire with those of the other elected members.

The mandate of the individual members of the Board may be terminated by the Plenary Assembly by the majority of 3/4 of the votes on proposal of 1/3 of the delegations or on the proposal of the Association by which the Member of the Board was delegated, or by written notice transmitted to the GA by the association which delegated the Board member in question.

#### **Art. 14. - Membership - Resignation - Exclusion**

Medical Associations whose features and aims comply with articles 2 and 3 may become members.

Each member Association pays a subscription corresponding to the number of its salaried members.

The Plenary Assembly examines the merits of the application made by each Association, particularly concerning its suitability, after which it decides whether or not to accept it.

A non-member Association may ask the Plenary Assembly for the permission to participate in the work of the FEMS in the capacity of Observer without voting rights and subject to the approval of the Plenary Assembly. This possibility is limited to a period of two years.

Resignations are to be made known in writing to the Secretary-General and to the President, with three months notice. Subscriptions for the current year remain due.

Exclusions are pronounced by the Plenary Assembly on the proposal of the President, by the majority of the 2/3 votes, for non-respect of art. 2, for any activity that is seriously detrimental to the Federation, or for non-payment of subscriptions due for the past two years.

**Art. 15 - Gifts - Legacies - Subsidies.**

The Federation is entitled to receive gifts, legacies and subsidies.

The maximum annual fee is set at €1.00 for each member of the Member Association that it represents. The maximum annual fee is valorized by the annual inflation rate in Belgium.

**Art. 16. – Amendment to the Articles of Association**

The Plenary Assembly may modify, at the majority of the 2/3, the Articles of Association, provided that the changes are put on the agenda and notified to the Delegations at least two months in advance.

**Art. 17 - Dissolution.**

Only the Plenary Assembly is competent to decide the dissolution of the Federation and the conditions under which this is to be carried out, particularly the transmission of the assets. In case of dissolution, voting is to be carried out solely on the basis of a three-fourths majority of weighted votes.

In order to make the dissolution effective, the members are obliged to create another association or a foundation as the recipient of the capital of the Federation and with the aim of promoting the rights of doctors.

**Art. 18 - Transitional provisions**

The member organizations of FEMS Paris on the date of \_\_\_\_\_ 2022 are considered as members of the Federation without any formality and without regard to the other provisions of these Articles of Association. The list of founding members present at the General Assembly on the date of the creation of the Federation is in appendix 3.

Contrary to the provisions of article 5, the delegations of Councils of the Ordem dos Medicos can be represented by a maximum of 3 delegates.

The Federation takes over all assets and liabilities of FEMS Paris according to the balance sheet attached to these Articles of Association.

All governing bodies of FEMS Paris on the date of \_\_\_\_\_ 2022 continue their mandates as the governing bodies of the Federation and are confirmed by a declaration of the General Assembly and the signatures of the officials attached to these Statutes.

**Art. 19 - Effective date of the Articles of Association, final provisions**

These Statutes come into force on \_\_\_\_\_ and are to be registered immediately with the Commercial Court of Brussels by the President in office.

After the registration with the Commercial Court of Brussels is completed, the dissolution of the EUROPEAN FEDERATION OF EMPLOYEE DOCTORS (FEMS), No. RNA \_\_\_\_\_ must be declared to the Prefecture of Paris under No. RNA \_\_\_\_\_.

At \_\_\_\_\_, on \_\_\_\_\_ May 2022