

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

Association internationale sans but lucratif – International non-profit association

UEMS 2024 /15 EN AMEND.01.24

UEMS STATUTES

Title I: Gender neutrality

Article 1. Gender neutrality

All medical specialists, regardless of their gender identity or expression, are welcome and encouraged to participate in the activities and governance of the association. Language and pronouns used in the present statutes, by-laws and all official documents and communications, whether used in the masculine, feminine or neutral gender, shall include all other genders and shall be inclusive and respectful of all persons. Use of singular they in UEMS documents is recommended.

Title II: Name, legal form, registered seat and duration

Article 2. Name

The name of the association shall be "European Union of Medical Specialists", abbreviated to "UEMS".

Article 3. Legal form

The association is an international non-for-profit association, abbreviated "AISBL", incorporated in compliance with the Code of Companies and Associations. All deeds, invoices, announcements, publications and other documents emanating from the association shall mention the name of the association, immediately preceded or followed by the words "international non-profit association" or "AISBL" in abbreviation, as well as the address of the registered office of the association, the company number and the words "register of legal persons" or the abbreviation "RPM", followed by the name of the court in which the association has its registered office.

Article 4. Registered seat

The registered seat of the association is established in Belgium in the Brussels-Capital Region, at 1040 Brussels, rue de l'Industrie, 24. The relocation of the registered office to another Region must, even if it does not imply the modification of the language of the statutes, be decided by the Council acting as in the case of modification of the statutes in accordance with article 24 of the present statutes.

Article 5. Duration

The association has an indefinite duration.

Title III: The purpose and activities

Article 6. Purpose and activities

§1. Purpose

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

- The study, promotion and harmonisation of the highest level of training, Continuing Medical Education (“CME”), Continuing Professional Development and quality assurance of the medical specialists, medical practice and health care within the European Union;
- The study and promotion of free movement of specialist medical doctors within the European Union (EU);
- The representation, within this framework, of the medical specialist profession in the Member States of the European Union (EU), to European Union (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 defense of the professional interests of European Medical Specialists.

§ 2. Activities

- a) The UEMS represents medical specialists in Europe operating through its legal bodies – a Council and an Executive – supported by internal bodies that do not constitute separate legal entities: Specialist Sections, Divisions, Boards, Multidisciplinary Joint Committees and Thematic Federations. Its work is underpinned by Standing Committees on Professional Development and Continuing Medical Education, on Postgraduate Training, on Quality Management in Specialist Practice, as well as Working Groups.

Medical specialist is defined as a doctor who holds specialist title listed in Annex V to directive 2005/36/EC, as amended by EU Directive 2013/55/EU or holds a specialist title recognized in European Union (EU) or European Economic Area (EEA) Member State, or satisfactorily completed a specialist training program in a recognized specialty conforming to the UEMS Charter on Specialist Training.

- b) The activities of the UEMS to fulfill its statutory purpose are:

- Setting up Specialist Sections, Divisions, Boards, Multidisciplinary Joint Committees and Thematic Federations;
- Setting up a general system of accreditation of Continuing Medical Education;
- Setting up European Training Requirements for postgraduate training and organising European specialist examinations;
- Conducting studies at European level and publishing guidelines on quality management in specialist practice;

- Setting up Working Groups on issues of interest for medical specialists at European level;
- Organizing seminars and other forms of medical CPD/CME in the relevant fields of specialist medicine;
- Conducting and supporting research on medical practice, healthcare systems, medical education and training, health and diseases prevention, diagnoses, treatment;
- Informing medical specialists about matters relevant to the specialist practice and about UEMS activities;
- Entering into all type of legally binding and non-binding agreement, partnership or joint-venture with other local, regional, national and/or international (non-for-profit or not) organizations with or without legal capacity pursuing directly or indirectly a similar statutory purpose;
- Purchasing and/or selling, and/or participating in any manner whatsoever in the assignment, acquisition or grant of right in rem in, any moveable or immovable asset;
- Representing specific interests of medical specialists to third parties, particularly through lobbying.

The net income resulting from the above activities shall be entirely allocated to the realization of the non-for-profit purpose indicated in this article.

Title IV: Membership, categories, admission, resignation and exclusion

Article 7. Number

The number of Members is not limited. It may not be less than two full Members, legitimate entities, legally constituted in keeping with the laws and customs of their country of origin. The conditions for full membership, associate membership, or Observer status must be met at the time of admission in that capacity, and a full or associate Member or Observer shall not automatically lose its status by the subsequent loss of one or more conditions for full or associate membership or Observer status unless one or more conditions causing loss of membership are met.

Article 8. Full Members

§ 1. Full membership is open to any organisation representing specialist medical doctors, having legal personality or constituted in keeping with the laws and customs of its country of origin.

§ 2. Only the most representative non-governmental organisation representing specialist medical doctors of a European Union Member State, or a signatory country of the European Economic Area Agreement and Switzerland may be elected to become a full Member of UEMS.

§ 3. Full Members compose the Council of UEMS with voting rights.

§ 4. The delegates of each full Member are under the obligation:

- To inform objectively and without delay 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 specialist doctors' professional situation in their country.

Article 9. Associate Members

§ 1. Associate membership is open to any organisation representing specialist medical doctors, having legal personality or constituted in keeping with the laws and customs of its country of origin in the Council of Europe countries, which do not fulfill criteria for full membership.

§ 2. Only the most representative non-governmental organisation representing specialist medical doctors of a country defined in § 1. will be eligible to join the UEMS as associate Member.

§ 3. Associate Members may nominate delegates to Specialist Sections, Divisions, Boards, Multidisciplinary Joint Committees, Thematic Federations and Working Groups and may nominate candidates for elected positions in these UEMS bodies.

Article 10. Observers

§ 1. Observer position is open to national medical organisations representing specialist doctors in other countries than those qualifying for full or associate membership pursuant to the present statutes.

§ 2. Only the most representative non-governmental national medical organization of such country will be eligible to join the UEMS as Observer.

§ 3. Observers sit on the Council and other UEMS bodies in an advisory capacity.

Article 11. Admission

The admission of new full or associate Members or Observers is made under the following conditions:

- The organisation fulfilling the criteria stated in the present statutes with respect to the relevant membership category and wishing to join the UEMS must submit its application to the Secretary General who will transmit it to the Executive.
- The Executive examines the eligibility of the candidate taking into account the statutory purpose of the UEMS and determines under 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 with a majority of two thirds of all full Members; if

the Council vote is negative the Council is not required to justify its decision.

When the application for membership is accepted by the Council, membership becomes effective upon receipt of the annual membership fee due.

Article 12. Resignation

Any full or associate Member or Observer is free to resign at any time from the association, by a notice to the Council in writing. The resignation shall come into force after a period of one year. Members (be it full or associate Member) and Observers resigning from UEMS will continue to be liable for the payment of their subscription up until the end of the year during which they resign.

Article 13. Exclusion of a Member

§ 1. Any Member (be it full or associate Member) or Observer of the UEMS may be excluded from the association for one of the following reasons:

- the Member or Observer, has not paid the full annual membership fees two successive years, insofar as the subscription fee reminder had been notified by registered letter;
- the Member or Observer seriously damages the reputation of the association;
- the Member or Observer is convicted for fraud or criminal offense;
- the Member or Observer seriously violates the statutes or the rules of procedure of the UEMS or acts in a manner contrary to the aims of the association and has not remedied such violation or act within 30 days after written notification by the Executive.

§ 2. On the proposal of the Executive or at the request of at least 1/3 of full Members, the exclusion of a full or associate Member or Observer must be submitted by the Executive to the next meeting of the Council. The Executive shall inform the full or associate Member or Observer concerned in advance of the reasons for the proposed exclusion.

The agenda of the convening notice for the meeting of the Council must explicitly mention the proposition of exclusion.

§ 3. After having received the convening notice for the Council containing the agenda, the full or associate Member or Observer whose exclusion is proposed may communicate all or part of its defense in writing to the Secretary-General and President of the Executive, by ordinary mail or by e-mail, at the latest 30 days before the meeting of the Council.

The Council may not take its decision before hearing the full or associate Member or Observer. However, the full or associate Member or Observer may waive the right to be heard. This waiver must be brought to the attention of the Council in writing before or during the meeting of the Council. Except in cases of force majeure, the full or associate Member or Observer whose exclusion is proposed shall be presumed to have waived its right to audition if it is not present at

the meeting of the Council.

§ 4. The Council shall take its decision by a majority of three-quarters of the full Members present or represented. The full Member whose exclusion is proposed may not take part in the vote. The decision of the Council shall be taken by secret ballot. The decision shall, without further motivation, be notified in writing as soon as possible to the full or associate Member or Observer whose exclusion has been voted by the Council.

The Members of the Council who have participated in the Council meeting have a duty of discretion regarding the content of the debate and may not, by their words or writings, prejudice either the UEMS or the full or associate Member or Observer whose exclusion has been put to the vote.

§ 5. If a Member State of the European Union or a signatory country of the European Economic Area Agreement or a Member State of the Council of Europe loses its EU Member State status, or its status of signatory country of the EEA, or Council of Europe Member State status, such event shall not automatically entail the loss of membership of any full or associate Member.

Article 14. Loss of membership

Membership shall automatically terminate by the decision to wind-up, merge, split or cancel the legal entity or in case of bankruptcy, judicial winding-up of such full or associate Member or Observer.

Article 15. Rights of the resigning or expelled Member

Any full or associate Member or Observer that resigns or is excluded or lost its membership (or any successor or creditor of such Member or Observer) shall have no right whatsoever to the assets of the association or to the reimbursement of any fees paid.

Title V: Resources

Article 16. Fees and other contributions

§ 1. Full and Associate Members of the association and the Observers shall pay an annual fee to the association.

In this respect:

- i. The amount and the repartition thereof amongst the two categories of Members and Observers shall be fixed each year by the Council following the proposal of the Full Members of the UEMS advisory committee (see article 30);
- ii. A full or associate Member admitted during the course of the year shall pay the first membership

fee on a pro rata basis.

§ 2. In the event of non-payment of the required annual fee, the Executive shall send a reminder to the defaulting full or associate Member or Observer by ordinary letter or e-mail.

§ 3. Any full or associate Member or Observer having yet to pay its contribution after being given formal notice to pay can be suspended or excluded (in this later case, only if the payment default occurred in respect of two successive years) by the Council according to the procedure mentioned in article 13. The Council may decide to lift the suspension or to readmit excluded Member or Observer with a decision by two thirds of full Members present or represented after payment of the outstanding contribution. In any event, any irregularity (i.e. incomplete payment) in the payment of the annual fee entails automatically suspension of the full Member right to vote. The irregularity shall be submitted to the Council which shall decide upon any other measures to take, notably, the prohibition to speak at meetings.

§ 4. Any full or associate Member may make an additional contribution in cash or in kind to the association as it deems appropriate. Any additional contribution does not give the full or associate Member concerned any additional voting rights.

Title VI: Organisation of the Association

Article 17. Legal Bodies of the Association

The legal bodies of association are:

- i. The Council; and
- ii. The Executive.

Article 18. Council - Composition

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

§ 2. Only full Members (see article 8) have voting rights.

Each full Member delegation has its vote cast by the head of the delegation or the duly mandated medical deputy. For the vote to be valid, a person casting the vote must have the status of specialist doctor. Associate Members have an advisory capacity, may participate in discussion, but may not vote. Observers (see article 10) have an advisory capacity, may speak when invited by the Chair and may not vote.

Article 19. Council - Competences

§ 1. The Council shall have the competences expressly conferred to it by law or by these statutes.

§ 2. The Council has full competence to ensure achievement of the objectives and activities of the association. This is its main function.

§ 3. The Council is amongst other things competent for the following decisions:

- i. Approval of the annual accounts and of the association's budget for the following financial year;
- ii. Approval of the annual membership fee upon proposal of the Full Members of the UEMS advisory committee;
- iii. Amendment of the statutes;
- iv. Appointment and dismissal of the Members of the Enlarged Executive;
- v. Voluntary winding up of the association and allocation of its assets after settlement of debts;
- vi. Admission and exclusion of full or associate Members or Observers;
- vii. Adoption of rules of procedure, which give details on the functioning of the organisation as well as of its structure;

Article 20. Council – Annual general meeting

§ 1. The Council of the UEMS meets at least twice each year (spring and autumn), at least once in Brussels.

§ 2. The items on the agenda of at least one annual meeting of the Council shall include:

- i. Approval of the annual accounts of the association;
- ii. Approval of the discharge of the members of the Executive and, if applicable, the auditor(s);
- iii. Approval of the association's budget for the following financial year.

Article 21. Council – Extraordinary general meeting

An extraordinary meeting of the Council can also be convened at any time when the interest of the association requires it upon initiative of the Executive or upon written request by one third of full Members at least.

The date, place and object of an extraordinary meeting of the Council shall be brought to the attention of full and associate Members and Observers at least one month before the meeting. The convocation and the final agenda shall be sent at least two weeks before the date of the meeting.

Article 22. Council – Convening notice

§ 1. Any meeting of the Council, with the exception of extraordinary Council meetings, shall be notified in writing at least six weeks in advance.

§ 2. The Executive shall send the convening notice to all Members (be it full or associate) and Observers by letter, e-mail or any other communication means allowing proof of sending to the last address of the Member or Observer known by the Executive or communicated to it for this purpose. The convening notice shall be deemed effective as soon as it is sent, without any proof of receipt being required.

§ 3. The convening notice shall include a provisional agenda of the meeting. The final agenda and invitation shall be sent to all members of the Council and the members of the Advisory Board by the Secretary General at least four weeks before the date of the meeting. Any Member (full or associate Member or Observer) or UEMS internal body wanting to place a subject on the agenda of the meeting shall do so in writing to the Secretary General, at least eight weeks before the meeting. Once this time limit is past, the subject is automatically carried over to the agenda of the next meeting, unless, during the meeting, an urgency can be demonstrated and two-thirds of full Members present or represented decide to include this subject in the current meeting agenda.

§ 4. In any case, the full or associate Member or Observer shall be deemed to have been validly notified to the meeting of the Council if it is present or represented at such meeting.

Article 23. Council – functioning of the meeting and voting procedure

§ 1. The meeting is chaired by the President of the UEMS, or in case of impediment and following this order of priority, by the Secretary General or in case of impediment by the Treasurer or Officer for European and International Affairs.

§ 2. Full Members may 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.

§ 3. The full Members may, unanimously and in writing, take all decisions which fall within the competences of the Council, with the exception of the amendment of the statutes. In this case, the formalities for convening the meeting need not be fulfilled. The members of the Executive and, where applicable, the auditor, may, at their request, be informed of these decisions. The date of the decision signed by all Members shall be the date of the last signed copy of the decision.

§ 4. The Members may participate in the Council meeting remotely by using an electronic means of communication provided by the association. Members who participate in the meeting in this way are deemed to be present at the place where the meeting is held for the purposes of quorum and majority requirements. Membership and the identity of the person wishing to participate in the meeting shall be controlled and guaranteed by the procedures laid down in internal regulations established by the Executive. The electronic means of communication made available by the association must at least allow the Member, in a direct, simultaneous and continuous manner, to take note of the debates within the assembly and, on all the points on which the assembly is called

upon to decide, to exercise its voting right. The electronic means of communication must also enable the Member to participate in the deliberations and to exercise the right to ask questions.

§ 5. Voting is done verbally, country by country, or by show of hands, in three stages: "for", "against", "abstentions" or using an electronic voting system. As an "abstention" is not a definite vote ("yes" or "no"), such votes are not included in the decision. However, the total number of definite votes ("yes" or "no"), must represent more than 50% of the total votes cast. The President may request the Council to vote again if a decision is unclear. The President may, on their own initiative or at the request of a third of the full Members present or represented, decide to proceed with a vote by secret ballot. Moreover, any vote relating to one or more individuals shall be carried out by secret ballot. In this case, the ballot papers are collected by a person nominated from the Executive and counted and declared aloud.

§ 6. Before the meeting of the Council, the Advisory Board will hold its meeting and will vote in an open ballot indicatively on the topics that are to be voted on by the Council and have been put on the agenda of the Advisory Board meeting. The outcome of the Advisory Board voting is announced to the Council by the Advisory Board chairperson when the topic is considered by the Council. Then, the Council will vote on this topic.

If the outcome of the voting by the Council for a specific topic is in agreement with the outcome of the voting by the Advisory Board, the Council decision is final and the matter is closed. If the outcome of the voting by the Council for a specific topic is different from the vote of the Advisory Board, the topic is postponed until next meeting unless the Council decides it is urgent. In such case the Executive will conduct discussion between the Council and the Advisory Board aiming at achieving a consensus. After the discussion, the Council will vote again and the second vote of the Council will be final.

Article 24. Amendment of the Statutes or voluntary winding-up

§ 1. When the Council has to decide on a modification of the statutes or its possible voluntary winding-up, it can only deliberate and decide if the proposed decisions modifications and decisions are clearly indicated in a document and sent with the convocation and if two thirds of the Full Members are present or represented.

§ 2. No amendment shall be made unless at the time of the vote at least three quarters or, if the object or purpose of the association is to be changed or the winding-up is proposed, four fifths of the votes of the Members present or represented are obtained. Absentees and blank or invalid votes shall not be taken into account.

Article 25. Quorum and majorities

§ 1. The Council is legitimately constituted if the majority of full Members are present or represented. If this condition is not fulfilled, a second convocation will be necessary and the new assembly will deliberate and decide validly, whatever the number of Members present or represented. The second assembly may not occur within two weeks after the first assembly took place. The attendance quorum shall be increased where provided for by law or the statutes.

§ 2. Each full Member is entitled to one vote. No full Member may take part in the vote at the Council meeting as long as its (annual) Membership fee is overdue.

§ 3. Unless otherwise provided for by law or the statutes, resolutions are taken by a simple majority of votes. Abstentions, invalid votes and blank votes shall not be taken into consideration.

Article 26. Record of decisions

All resolutions of the Council meeting shall be recorded in the corresponding minutes. The minutes shall be signed by the President of the UEMS or the Chair of the Council and shall be kept in a register at the seat of the association where any Member may consult them and take a copy. All Members shall receive a copy of the minutes of the Council meeting. All Members must be informed of the decisions taken, by provision of the minutes of the meeting.

Title VIII: The Executive

Article 27. Composition

§ 1. The Executive (Board of Directors) consists of at least four members, i.e. the President, the Secretary-General, the Treasurer and the Officer for European and International Affairs. The Enlarged Executive consists of the Executive with the addition of the four Vice-Presidents. Chairs of Groupings and Past-Presidents of the UEMS may take part to the meetings of the Enlarged Executive upon written invitation. The Enlarged Executive is an internal body of the UEMS and not a legal body.

§ 2. The President, the Secretary General, the Treasurer and the Officer for European and International Affairs are elected from the delegates of full Members by the Council. They sit ex officio on the Council and the Full members of the UEMS advisory committee, 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. The mandate of the members of the Executive and/or Enlarged Executive may be paid if decided by the Council.

§ 3. Their functions end with the end of their mandate or by death, resignation, civic inability or temporary administration. The length of the mandate of the members of the Executive is four years

and can only be renewed once in the same position. 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 elect a replacement until the next statutory elections. Vacancy of the President shall be replaced by another member of the Executive until the election of a new President at the next meeting of the Council.

In case of the death, resignation, dismissal of the Secretary General or the Treasurer or the Officer for European and International Affairs, the Executive will provide a replacement from Vice-Presidents until the election for that post at the next Council meeting.

§ 4. The election of the members of the Executive occurs under the following conditions:

- The election of members of the Executive must appear on the agenda of the ordinary meeting of the Council as a separate item, specifying the posts to be filled;
- A candidature must be received in written form (mail or e-mail) from a full Member by the Secretariat at least two weeks before the meeting. A candidate can be proposed for more than one office;
- The order of voting is: (i) the President, (ii) the Secretary General, (iii) the Treasurer, (iv) the Officer for European and International Affairs.

§4*bis*. The election of the members of the Enlarged Executive - i.e. the four Vice-Presidents - takes place directly after the election of the members of the Executive under the conditions set out in § 4 and 5.

§ 5. The procedure of election is as follows:

The candidates may present themselves or be presented by a head of delegation of a full Member or duly mandated deputy. The vote is made by secret ballot and supervised by an Election Committee. The Election Committee is formed by three delegates representing three full Member countries present in the meeting, excluding members of the Executive in office and candidates for office subject to ballot. These three delegates are chosen in relation to their length of service within the Council: they appoint among themselves the person who shall assume the office of President of the Election Committee. The Election Committee is responsible for the correct compliance with the voting procedure, in particular the circulation, collection and sorting of ballot papers. Once the Election Committee is formed, and throughout the whole duration of the vote, the person chairing the meeting shall relinquish his/her place in favour of the President of the Election Committee. The President of the Election Committee will ensure that all candidates have left the meeting room and are located in a room where it is impossible for them to hear the discussions or intervene in them. He will then declare the vote open.

After the candidates have departed, the President of the Election Committee reads the list of

candidates' names for each office and asks the assembly to give its opinion on the validity and acceptability of each candidate. Once the voting procedure has started, no candidature shall be withdrawn or introduced. However, between two rounds of voting, the President of the Election Committee may propose that the assembly allows the voluntary withdrawal of a candidate. To be declared elected, a candidate shall receive the absolute majority (more than 50%) of votes of full Members present or represented. If no absolute majority emerges at the first round, a second round shall take place at the end of which, if no candidate has received the majority required, a third round is organised between the two candidates having received the largest number of votes in the previous round. If no majority emerges, the candidate who is registered with a national competent authority for longer period is declared elected.

Concerning the Enlarged Executive, Vice-Presidents are elected in only one round; all candidates on a single sheet of paper. Each full Member may vote for a maximum of four persons, with a maximum of one vote per candidate only. The four candidates with the most votes are declared elected. If there is a tie in fourth position, a second round of votes takes place between the candidates who have the same amounts of votes in the fourth place who are again listed on a single voting paper. If no majority emerges, the candidate who is registered with a national competent authority for longer period is declared elected.

Following the collection of ballot papers, the votes are counted aloud in the meeting room. The President of the Election Committee proclaims the result, which is entered in the minutes, after which, he/she declares the vote closed, recalls the candidates absent during the vote and informs them of the result of the vote and relinquishes the place in favour of the chairperson of the meeting. Successful candidates to the Executive shall commence office on the following 1st January to ensure a smooth transition of responsibilities. They will be expected to sign and conform to the Code of Conduct, as agreed by Council and published on the UEMS website.

§ 6. 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 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 UEMS.

The Executive is vested with the broadest powers to manage and represent the UEMS in order to achieve its purpose and object, with the exception of those powers which are expressly reserved by law or the statutes to the Council.

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

It maintains close relations and co-operation with the UEMS bodies. It is responsible for the establishment, co-ordination and management of the Standing Committees as well as any other body relevant to the pursuit of the objectives of the organisation.

Day to day administration of the accounts of the association is the responsibility of the Secretariat under the supervision of the Treasurer and Secretary General.

The Executive may delegate special and limited powers in time and scope to one of the member of the Executive by means of a power of attorney.

Article 28. Meeting and convening notice

§ 1. The Executive is chaired by the President of the UEMS and shall meet at least four times each year or each time the interest of the association requires it or when two of its members at least request it at the place indicated on the convening notice. The Enlarged Executive shall meet at least twice a year on the day before all meetings of the Council.

§ 2. The convening notice regarding the meeting of the Executive is drafted by the Secretary General of UEMS and is sent by letter, e-mail or any other means of communication at least one week before the meeting of the Executive. The invitation shall include the draft agenda.

§ 3. Meetings may be held using telecommunication techniques allowing for collective deliberation, such as conference calls or video conferencing. Members of the Executive taking part in the meeting by these means are considered to be present at the meeting of the Executive.

§ 4. The meeting may be held without prior notice if all the members of the Executive can attend.

Article 29. Competences and Decisions

§ 1 . The competences of the Executive are as follows:

- Convene the Council meeting in accordance with the law and the statutes;
- Draft the annual accounts and the annual budget of the association for approval by the Council;
- Manage the association further to its statutory purpose and the guidelines of the Council; and
- Represent the association towards third parties and in court in accordance with the present statutes.

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

§ 3. Decisions are taken by consensus. If consensus cannot be achieved, decision is postponed

unless it is urgent, in which case majority will decide. The decisions of the executive may, at the initiative of the President, be adopted by unanimous consent of all the members of the Executive expressed in writing.

§ 4. The resolutions of the Executive shall be recorded in the minutes of the meeting signed by the President and Secretary General.

Title IX: The Full Members of the UEMS advisory committee

Article 30. Role and composition

The UEMS has a Full Members of the UEMS advisory committee composed of the heads of delegation, or duly appointed deputy of each full Member of the Council.

The President, the Secretary General, the Treasurer and the Officer for European and International Affairs and Vice-Presidents sit in the committee ex officio.

Article 31. Competences

§ 1. The purpose of the Full Members of the UEMS advisory committee is to prepare and advise the Executive and/or the Council (as the case may be) with respect to the financial affairs of the UEMS and other topics proposed by the Executive or the committee members. It is responsible for preparing the total budget, preparing the annual accounts of the association, preparing the discharge of the Directors and, if applicable, the auditor(s), preparing the repartition of the membership and observer fees.

§ 2. In its capacity, the Full Members of the UEMS advisory committee and its members have no management or executive powers, nor any power to bind the UEMS vis-à-vis third parties.

Article 32. Meeting, formal invitation

§ 1. The Full Members of the UEMS advisory committee meets at least twice a year or following specific formal invitation of the President and the Secretary General.

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

§ 3. Meetings of the Full Members of the UEMS advisory committee are chaired by the President. If the President is absent, the UEMS Treasurer will chair.

Article 33. Functioning of the committee

§ 1. The committee is validly convened only if at least majority of its members are present or represented.

§ 2. A member can be represented by a deputy of their own delegation or by another head of delegation. Only one proxy per member present is permitted.

§ 3. The Council and the Executive are not bound by the opinions and advices adopted by the committee.

Title X: Specialist Sections

Article 34. Composition

§ 1. A Section members are medical specialists nominated by UEMS Members.

§ 2. Candidates may be proposed by recognised professional, academic or scientific Society of the Member's country.

§ 3. Each Member may nominate up to 2 medical specialists to each Section.

§ 4. Every Section has the right to create its own Board (which is the educational arm of the Section) and its Divisions as its working groups to address scientific and training interests.

§ 5. Each delegation to a Board should consist of 2 members, one from among members of the Section and one from the recognized professional academic or scientific Society of the country nominated by Member from that country.

Article 35. Competences

§ 1. The Specialist Sections represent the interests of their Specialty.

§ 2. A specialty may apply to Council to create its own Specialist Section if it is listed in the Annex V to the EU Directive 2005/36/EC, as amended by EU Directive 2013/55/EU.

Title XI: Standing Committees

Article 36. Standing Committee on Continuous Professional Development and on Continuing Medical Education

Its aim is to recognise high-quality European education and has strict rules for organisers of activities. Its function is the accreditation of CME-CPD activities at the European and International

level for the benefit of national medical specialists.

This Committee will include responsibility for the European Accreditation Council for Continuing Medical Education (EACCME®). The EACCME® is a body of the UEMS administered by the Executive.

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 shall meet at least once per annum.

Article 37. Standing Committee on Postgraduate Training

Its aim is to recognise high-quality European postgraduate training and assessments and acknowledge individual doctors' competence in accordance with a harmonised European standard.

Its functions are the harmonisation of postgraduate training standards and guidelines, their implementation, and the assessment and certification of individual medical specialists on the basis of these harmonised standards and guidelines.

This Committee will include responsibility for the European Council for the Accreditation of Specialist Medical Qualifications (ECAMSQ®). The ECAMSQ® is a body of the UEMS administered by the Executive.

It works closely with both the National Regulatory authorities for postgraduate training and assessment, and also the specific expertise of the Sections and Boards. Its Advisory Committee shall meet at least once per annum.

Article 38. Standing Committee on Quality Management in Specialist Practice

Its aim is to ensure high standards and guidelines of quality of care provided to patients, and to determine the fitness of European medical specialists' working environments. Its functions are the harmonisation of quality management standards and guidelines; their implementation; and the certification of medical specialist practice and/or hospitals (clinical practice).

This Committee will include responsibility for the European Accreditation Council for Quality Management (EACQM). The EACQM is a body of the UEMS administered by the Executive. It works closely with both the National Regulatory authorities for quality management, and also the specific expertise of the Sections and Boards. Its Advisory Committee shall meet at least once per annum.

Title XII: Working Groups

Article 39. Working Groups

§ 1. The Council and/or the Enlarged Executive can, at any time, establish Working Groups in order to achieve the purpose of the association (see art. 6 of the Statutes).

§ 2. Working Groups will operate with a time limit under the co-ordination of a chairperson and a secretary appointed by the Enlarged Executive. Working Groups are open to medical specialists nominated by Members or Observers to the Association's bodies. The mandate shall last until the end of the Working Group, i.e. at completion of its mission statement.

§ 3. The Working Group has the obligation to report to the Enlarged Executive. To that end, the chairperson shall be invited to the meetings of the Enlarged Executive and/or Council when appropriate.

Title XIII. Representation of the association vis-à-vis third persons or in a Court

Article 40. Representation

§ 1. The Executive represents the UEMS in all acts of the association.

§ 2 Notwithstanding the general powers of representation of the Executive, the UEMS shall be validly represented vis-à-vis third parties, as well as in court, both as plaintiff and defendant:

- by the President or the Secretary General or in their absence by two designated members within the Enlarged Executive by special proxy limited in time and scope, within the limits of the powers delegated.

- within the limits of day-to-day management, by the person to whom day-to-day management has been delegated.

In addition, the UEMS shall be validly represented by any representative appointed by special proxy limited in time and scope, within the limits of the powers delegated.

§ 3. 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.

Title XIV. Budget and accounts

Article 41. Financial year

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

Article 42. Accounting

The UEMS shall keep accounts in accordance with the rules imposed by the Belgian Code of Companies and Associations Code, its implementing decrees and applicable generally accepted accounting principles in Belgium.

Article 43. Approval of the budget and the accounts

Annual accounts of the financial year as well as the budget for the following year, are drafted by the Executive, prepared by the Full Members of the UEMS advisory committee and submitted to the Council for approval within six months of the end of the financial year. The Council approves them at its annual general meeting.

Article 44. Report to the Council

The Executive shall draw up a management report in accordance with the requirements of the Companies and Associations Code. The Executive's management report is submitted to the Council together with the annual accounts at the occasion of the annual meeting deciding upon the approval of the annual accounts.

Title XV. Winding-up of the association

Article 45. Amendments to the statutes and winding-up of the association

§ 1. Without prejudice to more stricter provisions in the Belgian Code of companies and associations, any proposal aiming to amend the statutes or to wind up the association must come from the Executive, or from more than a third of the full Members.

§ 2. The Executive must inform the Members of the association at least one 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 for this purpose. In order to avoid any mistake in translation, amendments under this article will be drafted in the French language to comply with Belgian law.

§ 3. The Council cannot decide on the proposal if it does not have two thirds of the full Members present or represented. No decision can be taken if it is not supported by the vote of a majority of four fifths of the full 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 fifths, irrespective of the number of full Members present or represented, at the earliest not less than fifteen days following the first meeting.

§ 4. Amendments to the statutes will come into force in accordance with the Belgian Code of companies and associations, and after publication in the Annexes of the “Moniteur Belge”.

§ 5. In the event of winding-up of the association, the liquidation surplus shall, after settlement of the liabilities, be allocated to one or more non-profit associations pursuing similar statutory purposes to those of the association.

Article 46. Rules of procedure

§ 1. The Council deciding by the majority of two thirds of the full Members, can adopt and subsequently change internal rules of procedure (RoP) under the following conditions:

- The proposal of an amendment must have been introduced by the Executive or by more than a third of the full Members;
- All the Members must have been informed of the proposal at least one month ahead of the meeting of the Council;
- The whole text of the proposal must be added, in toto, in the agenda of the convening notice for the meeting of the Council.

§ 2. Exceptionally, for a particular problem the solution of which brooks no delay, the Council, ruling by majority of two thirds of full Members, may temporarily suspend the application of the RoP, without however ever infringing the statutes. This suspension shall remain a single act; it shall be justified in the minutes of the meeting; and will be applicable only to the solution of a particular problem and only at this meeting.

§ 3. The ROP shall enter into effect on the day after its adoption by the Council. The ROP shall be sent by the Secretary General as soon as possible, to the head of delegation of each full Member and to the Bureau of each UEMS internal body. The RoP shall be published on the UEMS website.

§ 4. The rules of procedure adopted on [__] are currently in force in the association.