



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

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UEMS 2011/22

Extraordinary Meeting of the UEMS Council

REPORT

*Meeting held at the **Regus Airport Meeting Center - Brussels***

*Box 75
BE – 1930 Zaventem (Belgium)*

Brussels, 24th May 2011

Dr Fras opened the meeting and welcomed the members of the Council. He reminded the key importance of the meeting and expressed his sincere thanks to the participants for coming to Brussels. Dr Fras informed the Council that Me Michaux was to lead the meeting as particular rules needed to be carefully respected in order for the meeting to comply with the provisions of the Belgian Law on non-profit organisation.

The UEMS President drew the Council Members' attention to the objectives of the meeting. Seeing the particular setting (e.g. high number of proxies), it was requested to keep detailed discussions on content for a next occasion and rather concentrate on the objectives expressed.

Me Michaux introduced the meeting and explained the purpose of this Extraordinary Meeting of the UEMS Council whose aim was to validate the Statutes adopted by the Council in Prague (October 2010) in conformity with the Belgian Law.

Me Michaux read the Notarial Act in French and Mr Destrebecq provided simultaneous translation into English (to follow after publication in the Belgian Official Journal – le Moniteur Belge).

Me Michaux then proceeded to the roll-call of delegates and made them sign the attendance document (see annex I - List of presence of National Medical Associations)

The Quorum of presence was met (21 out of 29). Me Michaux therefore decided to start the Meeting at 11.15 a.m.

Further to the question from Prof. Gruwez, Me Michaux stated that only items on the agenda could be discussed during this Extraordinary Council Meeting. The only possibility for the Members was either to approve or disapprove the Statutes. In particular, it was impossible to make any significant changes with regard to the aims and objectives of the organisation.

Me Michaux reminded the audience of the rules applying for the adoption of the Statutes. According to the provisions of UEMS Statutes as well as the Belgian Law on non-profit organisations:

- Changes to the Statutes could only be done if a majority of 2/3 Full Members were present or represented (i.e. 20 out of 29).
- Any decision to change the mission and objectives of the organisation must be approved by 4/5 of the Full Members present or represented.
- Any other changes to the Statutes must be adopted by a 2/3 majority.

Agenda items:

1) Proposal to change the social object and to replace Article III : “Objectives and activities of the Association” by the proposed text :

“Article 4 – Objectives of the association

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 defence of the professional interests of European Medical Specialists*

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 a general system of accreditation of Continuing Medical Education and Professional Development, Postgraduate Training and Quality Management at European level;*
- *Setting up working groups on issues of interest for medical specialists at European level;*
- *Organising seminars and studies in the relevant fields of specialist medicine;*
- *Any other activity which would be considered necessary*

II. UEMS may also invest in built or unbuilt real estate with its own resources or by resorting to loans as well as manage and give extra value to the estate in question in particular through the purchase, sale, rental, availability, granting of real rights, building, transformation and renovation, all actions being taken in the widest meaning as long as its “non profit-making” nature remains unaltered or profit-making activities (commercial) are developed.

In general, UEMS is entitled to engage in civil activities, property or non property transactions having a direct or indirect relation with its objectives or contributing to their achievement, directly or indirectly, totally or partially.

This proposal was adopted (20 For; 1 Against (DK), 0 Abstention)

2) Proposal to abrogate existing Statutes without any change as to the designation or social object and to adopt new Statutes in conformity with the Draft Statutes annexed to the invitation and proxy.

Me Michaux read the French version of the Statutes (2010.25) and Mr Destrebecq read the English version. (to follow after publication in the Belgian Official Journal – le Moniteur Belge).

The proposed new Statutes of the UEMS were adopted (19 For; 2 Against (DK, ES); 0 Abstention)

Comments:

Prof. Gruwez raised an issue relating to translation, particularly as regards the translation into French of the word “training”. While it was translated into “enseignement”, he would rather see it addressed as “formation” in order to better reflect the idea of “training”.

Dr Van Calster also pointed to the translation of “Médecin” into “doctor” which was in his view not appropriate. Indeed the English notion of “Doctor” was seen to encompass many more disciplines than Medicine only, e.g. Law or Science. He therefore proposed changing it into “Medical Doctor”. Dr Borman fine tuned it to “Specialist Medical Doctor”.

Dr Maillet added that Switzerland needed to be clearly referred to in the Statutes as this country is not a member of the European Economic Area. Failing to do so, this country would not be able to remain Full Member of the UEMS (Art IV.1).

Dr Coehlo required clarifications to the English translation of Article X.1 through including “EU Member States” in order to better reflect the French version.

The translation of article XV § 8 was also discussed. The wording “personne morale sans but lucratif de droit privé” was to be translated into a “non-profit making legal entity/legitimate person”.

3) Approval of the records and decisions of the General Assembly and Management Body since 1999.

Me Michaux and Mr Destrebecq explained that this item intended to prevent any future dispute arising from the decisions taken when the Statutes were not legally valid. The ex post endorsement by Council of all the decisions taken since 1999 was therefore seen as a necessary step.

This proposal was approved (19 For; 0 Against; 2 Abstentions (DK, ES))

4) Powers given to the Management Body and the undersigning Notary to execute the resolutions taken as regards the above objectives and to confirm co-ordinated Statutes for the Organisation

A formal mandate to the Notary and the Enlarged Executive was needed to enable them to undergo the necessary measures for the publication of the above mentioned changes to the Statutes into the Belgian Official Journal (Moniteur Belge). This was said to be a purely formal procedure with no impact on the content of the Statutes.

This proposal was endorsed (20 For: 0 Against; 1 Abstention (DK))

Without any additional comments from the Members of Council, the Notary closed the Extraordinary Council Meeting at 13.15.

Dr Frasn thanked all the participants for the successful outcome of this meeting.

Annex I

List of presence of National Medical Associations

Country	Present	Represented	Absent
Austria	x		
Belgium	x		
Bulgaria			x
Cyprus			x
Czech Rep		x	
Denmark		x	
Estonia		x	
Finland	x		
France		x	
Germany	x		
Greece			x
Hungary	x		
Ireland		x	
Italy	x		
Latvia			x
Lithuania			x
Luxembourg		x	
Malta		x	
Netherlands		x	
Norway			x
Poland	x		
Portugal	x		
Romania			x
Slovakia			x
Slovenia	x		
Spain		x	
Sweden	x		
Switzerland		x	
UK	x		
Total	11	10	8

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