

***EAP/UEMS SP, 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 Dec 6 2014***

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.
- Define standards for the quality of clinical care in paediatrics.
- Promote and support translational, basic, epidemiological and clinical research within all aspects of paediatrics (primary, secondary and tertiary care

paediatrics) including practice-based research in the community, to improve the health of children.

- 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 the 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 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 is an international, non-profit organisation, constituted in accordance with Belgian law. Individual members constitute the various groups described in Article 8. The EAP/UEMS SP includes the paediatric section of the UEMS and where appropriate follows the UEMS rules of procedure.

Article 6: The General Assembly

6.1. Status:

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

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 Full delegates (art. 7.1).

Each European Paediatric Specialty society, Associate, Observer, Affiliate and Related Organization (art.7.1.2.3.4.5) should nominate a Delegate to the General Assembly.

6.3. Decisions:

The decisions of the General Assembly require the approval of a simple majority of those delegates present with voting rights. The two nationally appointed full delegates of each European Economic Area country have together one vote. In case of an equality of votes, the president has one additional casting vote.

Changes of and amendments to the statute 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:

- Approval of Annual Report of the President given on behalf of the EC
- Changes of and amendments to the statutes
- Approval 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 Delegates

EAP / UEMS –SP follows the rules of the UEMS regarding National Delegates membership.

7.1. Full Delegates:

Each European Union Member State or a signatory country of the European Economic Area has, in the General Assembly, two nationally appointed delegates. These delegates are nominated by their respective most representative national professional and/or scientific organisations for a period of four years and approved by the EC as national delegates. Any national delegate to the General Assembly can

resign from her/his position with a written notification to the EC. Their individual mandate may be renewed twice.

7.1.2 Associate Delegates

National organisations representing specialist doctors in paediatrics in other member countries of the Council of Europe but which are not members of the European Economic Area (EEA) can become associate delegates. Each Associate Member Country has in the General Assembly two nationally appointed delegates. Associate delegates sit in the GA in an advisory capacity without voting rights. Their individual mandate may be renewed twice.

7.1.3 Observer Delegates

EAP EC reserves the right to admit observer delegates representing paediatric specialists from other countries. Each Observer Member Country has in the General Assembly two nationally appointed delegates. Observers sit in the GA in an advisory capacity without voting rights. Their individual mandate may be renewed twice.

7.1.4 UEMS Paediatric Subspecialty Delegates.

Each European Society representing a paediatric subspecialty recognized by UEMS may nominate one delegate. Their individual mandate may be renewed twice.

These delegates are nominated by their scientific organisations for a period of four years and approved by the EC as paediatric subspecialty delegate.

UEMS Paediatric Subspecialty Delegates sit in the GA in an advisory capacity without voting rights and do not pay annual compulsory fees.

7.1.5. Affiliated and Related Societies Delegates

European paediatric societies not recognized by EAP/UEMS as Subspecialty or European International Paediatric Scientific Societies or European Professional Organizations may nominate one Delegate. Affiliated and Related Societies Delegates sit in the GA in an advisory capacity without voting rights and do not pay annual compulsory fees.

The admission is made under the following conditions:

- The organisation wishing to join EAP must submit its application to the Secretary General who will transmit it to the Executive Committee.
- The Executive Committee decides if the Organization fulfils the criteria as European International Paediatric Society or European Professional Organization and submits the proposal to the GA to vote on the admission.
- The GA decides on acceptance by a vote of a majority of two thirds.

7.2 The delegates shall take an active role in the work of the assemblies, councils, task forces working groups. Each full, associate, observer, affiliated and related Societies Delegate shall assign her/himself to one of the three permanent councils described in Article 8.

The subspecialty delegate will be a member of the Tertiary care council.

7.3 The delegates, observers and guests have the right to ask for the floor to address the assembly.

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

7.5 Any Member having yet to pay its contribution six months after being given formal notice to pay can be suspended or excluded by the EC and does not have voting rights

Article 8: The Permanent Councils

8.1. The three Permanent Councils:

The Academy of Paediatrics consists of individual members who assign themselves to the Permanent Councils.

The EAP/UEMS SP includes three Permanent Councils, the Primary Care, Secondary Care and Tertiary Care Council. These are sections of the EAP composed of national delegates and of individual active, affiliated and honorary 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 meeting. The members of each group elect a chair and Council delegates are directed by relevant by-laws.

8.2. Chair of Permanent Council

Each Permanent Council is led by a chairperson. This chair must be a registered member of this specific Council and be elected by the members of this Council and approved by the GA. The term of office is two years, renewable once. This chair represents the Council in the EC and in the General Assembly. The General Assembly must approve the membership of the chairperson in the EC. Candidates for the position must notify their intent to the EC with a written request, personal statement, and current CV, at least two months prior to the election.

8.3. Permanent Councils Business Meetings:

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

8.4. The Primary Care Permanent Council:

This Council serves the scientific, educational, professional and practice-based interests of primary care paediatrics by working within the Council and by providing representation of primary care to the European Board of Paediatrics and relevant task forces working groups. The chairperson of this Council has a seat in the EC.

This Council is represented by a minimum of one and a maximum of three Council delegates in the General Assembly (determined by membership levels art 8.8).

8.6. The Secondary Care Permanent Council :

This Council serves the scientific, educational, professional and practice-based interests of secondary care paediatrics by working within the Council and by providing representation of secondary care to the European Board of Paediatrics and relevant task forces working groups. The chairperson of this Council has a seat in the EC. This Council is represented by a minimum of one and a maximum of three Council delegates in the General Assembly (determined by membership levels art 8.8).

8.7. The Tertiary Care Permanent Council:

This Council serves the scientific, educational, professional and practice-based interests of tertiary care paediatrics by working within the Council and by providing representation of tertiary care to the European Board of Paediatrics and relevant task forces working groups. The chairperson of this Council has a seat in the EC. This Council is represented by a minimum of one and a maximum of three Council delegates in the General Assembly (determined by membership levels art 8.8). Affiliated and Related Societies delegates sit in the Tertiary Care Council in an advisory capacity.

8.8 The Council Delegate Members:

The individual members in each Council are represented in the General Assembly by a maximum of three delegates including the Chairman. With one delegate per 200 group members the number of group delegates per group depends on the total membership to the group. Any Council delegate to the General Assembly can resign from her/his position with a written notification to the EC. Only the Chairmen have voting rights in the General Assembly according to art. 6.3.

8.9.1. Membership in one of the Permanent Councils:

The European Academy of Paediatrics consists both of Union of European Medical Specialists – Section of Paediatrics” (UEMS-SP) National Delegates and of the Academy of Paediatrics individual members.

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

8.9.2. Active individual 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 must assign themselves to one of the Permanent Councils and have voting rights in their council according to the Council by-laws.

8.9.3. Affiliate individual 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.

8.9.4. Honorary individual 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 Permanent Councils and have voting rights in their Council according to the Council by-laws.

8.9.5 Individual membership fees.

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

Full, Associate and Observer National Delegates do not pay individual membership fees.

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

8.9.7. Additional Working Groups

The EAP may set up additional Working Groups (Task Forces or Networks), which need to be approved by the general assembly. These are composed of individual members with a common interest working within one or more Permanent Councils.

They should regularly produce evidence-based and up-to-date publications in form of reviews, articles, statements and any other written, visual or audio-visual material and collect, assess and disseminate evidence-based and up-to-date information on all aspects of paediatrics. The Working Groups are set up to carry out specific tasks as required within a period of time agreed. They are set up and dissolved by EC and/or General Assembly which shall review their activity at regular basis. The Chair is elected by the members of the Working Group /Task Force/Network with approval by the EC and GA.

With one delegate per 200 individual members the number of delegates to the General Assembly depends on the total membership to the Working Group/Task Force/Network. The minimum number of delegates to the General Assembly is one and the maximum number is three, including the Working Group/Task Force/Network Chair.

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 EAP/UEMS SP EC consists of:

- The President
- The Vice President
- The Secretary General
- The Treasurer
- The Chair of the European Board of Paediatrics

The Enlarged Executive Committee consists of the Executive Committee with the addition of :

- The Chair of the Primary Care Council
- The Chair of the Secondary Care Council
- The Chair of the Tertiary Care Council

9.4. Conditions and terms of office:

9.4.1. General conditions. The President, Secretary General, Vice President and Treasurer and the Chair of the European Board of Paediatrics should be elected among the Full Delegates.

No member of the EC shall be allowed to hold more than one office in the EC at the same time.

All candidates to a position in the EC (art. 9.3) should not Executive Committee/ Board/ Council and/ or any other elective governing body positions in any international scientific or professional paediatric Society or non profit permanent Organization or limited liability Company or Corporation dealing with initiatives to promote paediatrics besides their national society. They should not either be partners in such organizations..

Each member of EC, Chairman of Permanent Council, Chairman of Working group, Executive director as well as candidate to one of these positions must present a Declaration of interests and submit it annually to the President of EAP/UEMS-SP and Chairman of Ethics Working group for further consideration.

While serving in the EAP EC, offices in other international organizations should be approved by the EC.

EC members coming from the same country should be avoided and the geographical representation in the EC should be prioritized.

9.4.2. President: She/he is elected by the General Assembly for a term of two 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 two months prior to the

election. Any candidature for presidency of the EAP/UEMS-SP must be endorsed by the relevant national paediatric society 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 renewable once. Candidates for the position must notify their intent to the EC with a written request, personal statement, and current CV, at least two months prior to the election. Any candidature for Vice Presidency of the EAP/UEMS-SP must be endorsed by the relevant national paediatric society of the candidate.

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 two months prior to the election. Any candidature for Secretary General of the EAP/UEMS-SP must be endorsed by the relevant national paediatric society of the candidate

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 two months prior to the election. Any candidature for Treasurer of the EAP/UEMS-SP must be endorsed by the relevant national paediatric society of the candidate.

9.4.6. Decisions: The quorum of the EAP/UEMS SP EC is president plus at least two other EC members. The EC shall make decisions by majority vote; fifty percent plus one of the votes shall constitute a majority. If the EC has an even number of members 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 for one year.

Article 10: The European Board of Paediatrics (EBP)

10.1. Status:

The European Board of Paediatrics is the section office of the UEMS. It serves the educational interests and needs of European paediatricians and concerns itself especially with training, assessment, continued medical education and professional development.

10.2. Chair of the European Board of Paediatrics

He/she must be a Full Delegate, member of one of the Permanent Councils and is elected by the General Assembly for a term of two years renewable once. She/he has a seat in the EC. Candidates for the position must notify their intent to the EC with a written request, personal statement, and current CV, at least two months prior to the election. Any candidature for chair of the Board of Pediatrics of the EAP/UEMS-SP must be endorsed by the relevant national paediatric society of the candidate

10.3 EBP EC

The EBP EC consist of the members of the EAP/UEMS SP EC .

Article 11. European School of Paediatrics:

The European Board of Paediatrics together with the Permanent Councils and Working Groups/Task Forces/Networks of the Academy may set up a European school in order to serve the educational needs and research interests of European paediatricians on a permanent basis. This must be approved by the EC and GA. The activities should be evaluated yearly by the EC.

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 EC might decide to 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 might 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 majority of the EAP/UEMS SP EC members. Her/his activities have to be evaluated by the EC every third year and; based on this evaluation and relevant decisions of the EC, her/his appointment is extended or terminated. The Executive Director can be dismissed by the EC, at any time after the first year. He may participate in the EC meetings without voting rights.

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
- Assisting the Treasurer in collection of membership fees
- 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 EC and approved by the General Assembly
- Membership fees paid by the individual members of the groups. The amount of fees is determined by EC and approved by General Assembly
- 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.
- Any other income from EAP/UEMS –SP activities by members / delegates

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 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 language of the EAP/UEMS-SP is English.

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