

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

(THE “ASSOCIATION”)

ARTICLES OF ASSOCIATION

TITLE 1 – NAME – LEGAL FORM – REGISTERED OFFICE – TERM

Article 1. NAME

- 1.1. The name of the Association is "European Academy of Paediatrics (EAP) / Union of European Medical Specialists – Section of Paediatrics (UEMS-SP)", or abbreviated "EAP/UEMS-SP".
- 1.2. This name should figure in all deeds, invoices, announcements, publications, letters, orders and other documents of the INPO (international non-profit organisation) , and should immediately be preceded or followed by the words “international non-profit organisation” or by its abbreviation “INPO”, as well as the exact designation of the address of the INPO.

Article 2. LEGAL FORM

The Association is an international non-profit association, in accordance with Book 10 of the (Belgian) companies and associations code.

Article 3. REGISTERED OFFICE

- 3.1. The registered office of the Association is located in the Brussels region.
- 3.2. The Executive Committee has the competence to move the address to any place within the Brussels region. This decision of the Executive Committee does not require any amendment of the Articles of Association. The Executive Committee can fulfil the necessary publications to this end.

Article 4. TERM

- 4.1. The Association is founded for an unlimited term.
- 4.2. The Association may be dissolved at any time, in accordance with the applicable law and its Articles of Association.

TITLE 2 – THE PURPOSE AND ACTIVITIES OF THE ASSOCIATION

Article 5. OBJECTIVES

- 5.1. The Association aims to stimulate and synchronise the activities of European paediatricians, by
 - (a) advocating for children, their families and their doctors with governments, and other political and grant giving bodies, and the public

- (b) representing the professional interests of primary, secondary and tertiary care paediatricians in Europe,
- (c) By coordinating with national societies and European paediatric speciality societies in the fields of patient care, public health, education and research.

5.2. The objectives of the Association shall be achieved by harmonising, coordinating, and monitoring standards for clinical paediatrics and paediatric and research throughout Europe.

5.3. 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.

Article 6. ACTIVITIES

6.1. In order to attain its objectives, the Association shall:

- (a) Advocate for improved health and well-being of children and adolescents in Europe.
- (b) Serve as a reference authority for paediatrics and paediatricians in Europe.
- (c) 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.
- (d) Collect, assess and disseminate evidence-based and up-to-date information on all aspects of paediatrics.
- (e) Organise congresses, conferences, symposia, seminars, exhibitions, scientific meetings, workshops and other appropriate educational and scientific events.
- (f) Produce evidence-based and up-to-date publications in the form of reviews, articles, statements and any other written, visual or audio-visual material.
- (g) Collaborate with other international or national organisations that have similar objectives on a worldwide scale.
- (h) Engage in appropriate actions to defend the professional status and the moral and material interests of paediatricians in Europe.
- (i) Develop any activity including property transactions directly or indirectly linked to the realisation of these objectives.
- (j) Coordinate and standardise training and assessment in paediatrics throughout Europe in collaboration with the EBP/UEMS SP.
- (k) 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.
- (l) Define standards for the quality of clinical care in paediatrics.
- (m) To safeguard at international level the title “paediatrician” and to support the free professional movement of paediatricians through Europe.

- (n) provide a forum for political, professional, structural, legal, educational and scientific issues in the field of European paediatrics.

TITLE 3 – MEMBERS OF THE ASSOCIATION

Article 7. GENERAL

The Association is an international non-profit association composed of members, comprising recognised paediatric organisations or groups. This will include (i) the most representative national paediatric organisation(s) of individual countries, as determined by the Executive Committee considering the number of members of these organisation(s) and the representation of the diversity of paediatric care (the “National Paediatric Organisations”) and (ii) other paediatric organisations or groups.

Article 8. CATEGORIES OF MEMBERS

Membership is divided into the following categories of members (all members together, the “Members”):

8.1. FULL MEMBERSHIP

8.1.1. Full membership of the Association is open to the National Paediatric Organisations of the countries that are listed on the website of the regional office for Europe of the World Health Organisation (<http://www.euro.who.int/en/countries>) (the “Full Members”). Individual Members of these member associations in good standing are considered “EAP Fellows” that may participate in EAP activities.

8.1.2. Each Full Member shall, for the purpose of its membership, be represented by two nationally appointed delegates (the “Full Member Delegates”). The Full Member Delegates are paediatricians nominated by each respective Full Member for a (renewable) period of four (4) years [and approved by the Executive Committee as national delegates]. Any Full Member Delegate can resign from her/his position with a written notification to the Executive Committee. The Full Members are encouraged to appoint their Full Member Delegates for a minimum period of four (4) years and a maximum period of twelve (12) years, but this decision will be left to the judgement of each Full Member.

8.2. ASSOCIATE MEMBERSHIP

8.2.1. Associate membership of the Association is open to National Paediatric Organisations of countries that are not listed on the website of the regional office for Europe of the World Health Organisation (<http://www.euro.who.int/en/countries>) (the “Associate Members”) . Individual Members of these Associate Members in good standing are considered “EAP Associate Fellows” that may participate in EAP activities.

8.2.2. Each Associate Member can, for the purpose of its membership, appoint one or two associate member delegates (the “Associate Member Delegates”). The Associate Members are encouraged to appoint their Associate Member Delegates for a minimum period of four (4) years and a maximum period of twelve (12) years, but this decision will be left to the judgement of each Associate Member.

8.3. PAEDIATRIC SUBSPECIALTY MEMBERS

- 8.3.1.** Each European Society representing a paediatric subspecialty recognized by UEMS may become a Member (“Paediatric Subspecialty Members” . Individual Members of Paediatric Subspecialty Members in good standing are considered “EAP Subspecialty Fellows” that may participate in EAP activities.
- 8.3.2.** Each Paediatric Subspecialty Member may, for the purpose of its membership, appoint one delegate who is a resident of a country listed on the website of the regional office for Europe of the World Health Organisation (<http://www.euro.who.int/en/countries>) (the “Paediatric Subspecialty Delegate”). The Paediatric Subspecialty Members are encouraged to appoint their Paediatric Subspecialty Delegate for a minimum period of four (4) years and a maximum period of twelve (12) years, but this decision will be left to the judgement of each Paediatric Subspecialty Member.

8.4. AFFILIATED AND RELATED SOCIETIES

- 8.4.1.** European paediatric societies not recognized by UEMS as Subspecialty or European International Paediatric Scientific Societies or European Professional Organizations or International Paediatric Societies may become a Member (“Affiliated and Related Society Members” . Individual members of Affiliated and Related Society Member in good standing, are considered an “EAP Affiliated and Related Society Fellow” that may participate in EAP activities.
- 8.4.2.** Each Affiliated and Related Society Member may, for the purpose of its membership, appoint one delegate who is a resident of a country listed on the website of the regional office for Europe of the World Health Organisation (<http://www.euro.who.int/en/countries>) (the “Affiliated and Related Society Delegate”; together with Paediatric Subspecialty Delegates, Associate Member Delegates and the Full Member Delegates, the “Delegates”). The Affiliated and Related Society Members are encouraged to appoint their Affiliated and Related Society Delegate for a minimum period of four (4) years and a maximum period of twelve (12) years, but this decision will be left to the judgement of each Affiliated and Related Society Member.
- 8.4.3.** Affiliated and Related Societies Members do not pay annual fees.

Article 9. ADMISSION OF MEMBERS

9.1. REQUEST FOR ADMISSION

Request for admission as a Member must be directed in writing to the Executive Committee and must contain a statement of commitment to the Articles of Association of the Association, to the rules of procedure of the Association (if any), as well as acceptance of the financial consequences linked to the specific category of membership for the duration of membership.

9.2. ADMISSIBILITY

- 9.2.1.** The Executive Committee shall scrutinize the admissibility of a candidate for membership on the basis of the request for admission and in the light of the above conditions.
- 9.2.2.** The Executive Committee shall determine under which category of Membership the candidate can join, and then submits the proposal to the General Assembly to vote on the admission.
- 9.2.3.** The General Assembly decides on the admission of new Members by a vote of two-thirds of votes cast.

Article 10. END OF MEMBERSHIP

10.1. PRINCIPLES

10.1.1. The membership of any Member of the Association shall terminate:

- (a) by resignation of the Member;
- (b) upon exclusion of the Member;
- (c) upon bankruptcy, voluntary or forced dissolution or liquidation of the Association.

10.1.2. No Member who has resigned, been expelled or whose membership is ended otherwise, nor its beneficiaries or creditors, will have any right to the assets of the Association, nor to the reimbursement of any of the membership fee or to the reimbursement of any other payment made by the Member.

10.1.3. Such Member will remain liable for all dues for the current financial year. If such Member or its beneficiaries has any debt towards the Association, such debt shall immediately become due and payable.

10.2. RESIGNATION OF A MEMBER

10.2.1. Any Member can resign from the Association at any time by giving notice in writing (by registered mail) to the Executive Committee. The resignation shall come into force after a period of one year.

10.3. EXCLUSION OF A MEMBER

10.3.1. A Member can only be excluded for one of the following reasons:

- (a) the Member no longer fulfils the conditions required at the time of its admission;
- (b) the Member does not respect the interests of the Association or is in breach of the articles of association;
- (c) the Member has not paid the annual fee within a period of twelve months after being given formal notice to pay; or
- (d) the Member brings the reputation of the Association into disrepute.

10.3.2. Either the Executive Committee or at least 1/5 of all Full Members can propose the exclusion of a Member for any of the above reasons.

The Member proposed for exclusion will be informed about the reasons for the proposed exclusion and has the right to explain its position to the Executive Committee. The Member proposed for exclusion will be given ten (10) working day notice of the intention to hold a vote on the proposal.

10.3.3. The exclusion of a Member can only be decided by the General Assembly, with a majority of two-third of votes cast.

10.4. SUSPENSION

The membership of Members who have not paid their annual membership fee within a period of six months after being given formal notice to pay, can be suspended by the Executive Committee until the

non-payment has been regularised. Suspended Members will, for the period of their suspension, not have any voting rights, nor any right to attend the General Meeting.

10.5. BANKRUPTCY, VOLUNTARY OR FORCED DISSOLUTION OR LIQUIDATION OF THE ASSOCIATION

The membership of the Members comes automatically to an end by the bankruptcy, the voluntary or forced dissolution or liquidation of the Association.

Article 11. MEMBERSHIP FEE AND OTHER CONTRIBUTIONS

11.1. The Members have to pay an annual fee or membership fee for the financing of the purposes and activities of the Association. In this respect:

- (a) the membership is for one (1) year, and aligns with the calendar year;
- (b) the membership shall be considered as starting from the beginning of the year irrespectively of the date of admission of such Member. The Member joining during the first half of the year pays a full fee.

11.2. The Executive Committee provides a proposal as to the amount of the membership fees on the basis of the nature of the Members. The General Assembly shall resolve upon the approval of the annual membership fees.

11.3. Any Member may further contribute to the finances of the Association to the extent the Member judges appropriate. Further contributions do not entail any further voting rights.

TITLE 4 – GENERAL ASSEMBLY

Article 12. COMPOSITION

12.1. The General Assembly consists of all the Full Members and the Chairs of the permanent councils. Each Full Member has one vote, except in case that more than one Full Member represents the same country. In such a case, these Full Members (representing the same country) will together only have one vote and will need to exercise their voting right jointly. Each chair of the permanent councils has one vote.

12.2. The other Members (other than Full Members) (as represented by their Delegate(s)), the members of the Permanent Councils, the members of the Executive Committee (EC) or any other person invited to the General Assembly are entitled to participate at the General Assembly as a non-voting observer.

Article 13. MEETINGS - CONVOCATION

13.1. The General Assembly shall meet at least once per year at a time and place determined by the Executive Committee and upon written invitation (including agenda) which must be made available to the Members at least four weeks before the meeting. These meetings are chaired by the president of the Executive Committee. In exceptional cases, the president may delegate this chair to another member of the Executive Committee.

13.2. Additional meetings of the General Assembly must meet upon request of at least 20 percent of the Full Members.

- 13.3. Any resolution of the General Assembly shall be recorded in minutes. The minutes are signed by the President and Secretary-General and kept in a file at the registered office of the Association. All Members will receive copies of the minutes.
- 13.4. Each Delegate has the right to ask for the floor to address the General Assembly.
- 13.5. The Executive Committee can decide to hold the meeting of the General Assembly by any means of telecommunication or video conference.

Article 14. DECISION-MAKING PROCESS

- 14.1. The decisions of the General Assembly are made by simple majority of votes cast of the Full Members of which both Full Member Delegates are present or represented. Each Full Member has one vote. In case of an equality of votes, the President has one additional casting vote.
- 14.2. Any modification to the articles of association requires a deliberation by a meeting that holds a presence quorum of two thirds of all Full Members. If this quorum is not reached, a second General Assembly shall be convened after at least 15 days. For this second meeting no presence quorum shall apply. The resolution to amend the articles of association has to be taken with a majority of two thirds of the votes cast. In the event that the modification of the statutes concerns the objectives of the Association, this modification will require a majority of four fifths of the votes cast.
- 14.3. Any decision in relation to the matters listed in Article 15(1) requires a deliberation by a meeting that holds a presence quorum of two thirds of all Full Members. If this quorum is not reached, a second General Assembly shall be convened after at least 15 days. For this second meeting no presence quorum shall apply. The resolution has to be taken with a majority of four/fifth (4/5) of the votes cast.
- 14.4. Full Members who cannot attend a meeting can be represented by means of a written proxy.

Article 15. POWERS OF THE GENERAL ASSEMBLY:

Besides the powers residing with the General Assembly in accordance with the (Belgian) Code of companies and associations, the following exclusive powers can be exercised solely by the General Assembly:

- (a) Approval of annual accounts of the Association
- (b) Changes of and amendments to the articles of association
- (c) Approval of membership fees
- (d) Appointment of the members of the Executive Committee
- (e) Appointment of honorary group members
- (f) Approval of budget and accounts
- (g) Exoneration of the Executive Committee
- (h) Revocation of a Delegate member to the General Assembly
- (i) Dissolution of the Association

- (j) Admission of Members
- (k) Any other matter submitted by the Executive Committee
- (l) The amendment or termination of the existing Memorandum of Understanding entered into between the Association and UEMS (section of paediatrics) on 1 October 2019 in relation to the cooperation and collaboration pertaining to standards of training documents and activities of the examination group of the Association, or the entering into, amendment or termination of any other agreement in relation to the cooperation between the Association and UEMS.

TITLE 5 – GOVERNANCE - REPRESENTATION

Article 16. EXECUTIVE COMMITTEE

16.1. POWERS

- 16.1.1.** The Association will be governed by the Executive Committee (the “Executive Committee”). The Executive Committee shall conduct and direct the general activities of the Association. The Executive Committee reports annually to the General Assembly.
- 16.1.2.** The Executive Committee has the responsibility to govern the Association. In order to fulfil this purpose, it holds all the powers which are not explicitly reserved to the General Assembly.

16.2. COMPOSITION

- 16.2.1.** The Executive Committee consists of:
 - (a) The President of the Association (the “President”);
 - (b) The president of the European Board of Paediatrics (the European Board of Paediatrics [“EBP”] is the European Board/Bureau of the paediatric Section of UNION EUROPEENNE DES MEDECINS SPECIALISTES [UEMS] IVZW, an international non-profit association registered with the Belgian Central Enterprises Register under number 0469.067.848 [“UEMS”], organised in accordance with the governing documents [including, the articles of association and rules of procedure] of UEMS), who resides *ex officio* (without election) as Vice President of the Association (the “Vice-President”);
 - (c) The Secretary General of the Association (the “Secretary-General”);
 - (d) The treasurer of the Association (the “Treasurer”);
 - (e) The treasurer of the EBP who resides *ex officio* (without election) (the “EBP Treasurer”);
 - (f) The chair of the Primary Care Council;
 - (g) The chair of the Secondary/Tertiary Care Council; and
 - (h) The Chair of the Young EAP.
- 16.2.2.** The President, Secretary General, and Treasurer will be appointed by the General Assembly among the physical persons representing the Full Members at the General Assembly, where:

- (a) the President is appointed by the General Assembly for a period of three years (renewable once). Candidates for the position must notify their intent to the Executive Committee with a written request, personal statement, and current CV, at least two months prior to the election. Any candidature for presidency of the Executive Committee must be endorsed by the relevant national paediatric society of the candidate;
- (b) The Secretary General is elected by the General Assembly and holds office for four years, renewable once. Candidates for the position must notify their intent to the Executive Committee with a written request, personal statement, and current CV, at least two months prior to the election. Any candidature for Secretary General of the Association must be endorsed by the relevant national paediatric society of the candidate; and
- (c) The Treasurer is elected by the General Assembly and holds office for four years, renewable once. Candidates for the position must notify their intent to the Executive Committee with a written request, personal statement, and current CV, at least two months prior to the election. Any candidature for Treasurer of the Association must be endorsed by the relevant national paediatric society of the candidate.

16.2.3. The Vice-President and EBP Treasurer are on the Executive Committee '*ex officio*'.

16.2.4. No physical person shall be allowed to hold more than one office in the Executive Committee at the same time.

16.2.5. No two Executive Committee members should come from the same country during the same time of holding an Executive Committee office unless the General Assembly considers this desirable due to exceptional circumstances. Diversity of gender and geographical representation in the Executive Committee should be sought.

16.2.6. All Executive Committee members must be Specialists in Paediatrics as recognized by their own country

16.3. DECISIONS

The presence quorum of the Executive Committee is the President plus at least two (2) other Executive Committee members or at least five (5) Executive Committee members in the event that the President is unable to execute his duties. The Executive Committee shall make decisions by simple majority of votes cast. Each other member of the Executive Committee has one vote. If the Executive Committee has an even number of members, the President has both a deliberative and a casting vote.

16.4. MEETINGS

16.4.1. The Executive Committee shall meet at regular intervals, at least twice a year. The President or 3 Executive Committee members can call a meeting for the Executive Committee whenever required in the interests of the Association. Minutes are drawn up and signed by the President and the Vice President.

16.4.2. Resolutions of the Executive Committee can be taken through unanimous written resolutions.

16.5. Each member of the Executive Committee may, by any means of telecommunication or video, participate at the deliberations of the Executive Committee and cast votes, with the purpose to organise Executive Committee meetings between members geographically distant from each other.

16.6. CONFLICT OF INTEREST

In the event an Executive Committee member has, directly or indirectly, an interest of a financial nature in conflict with a decision or an activity of the Executive Committee this interest must be disclosed to the meeting before the Executive Committee takes a decision on this matter. Any Executive Committee member who has such a conflict of interest will, upon decision of the non-conflicted members of the Executive Committee, be required to withdraw from the meeting and is not entitled to vote on any matter in which he/she has such an interest

Article 17. EXTERNAL REPRESENTATION

- 17.1.** The Executive Committee represents the Association in every transaction it makes in and out of Court, by the majority of its members.
- 17.2.** Notwithstanding the general representative power of the Executive Committee, the Association can be represented as well by the President, Vice-President and the Secretary General, acting jointly. The Executive Committee or the Executive Committee members representing the Association can designate authorised agents of the Association, acting by proxy, with only exceptional and limited powers for a specific or a series of specific legal actions.

Article 18. COMMITTEES / COUNCILS

- 18.1.** The Executive Committee may create specific committees or councils when it deems this necessary. The Executive Committee may dissolve or alter its mandate from time to time.
- 18.2.** The Executive Committee shall, in any case, set up a Primary Care Council (the “Primary Care Council”) and a Secondary/Tertiary Care Council (the “Secondary/Tertiary Care Council”; the Primary Care Council together with the Secondary/Tertiary Care Council are the “Permanent Councils”).
- 18.3.** The Executive Committee shall determine internal rules for the Permanent Councils and can determine internal rules for each other committee or council.

TITLE 5 – FINANCIAL YEAR - CONTROL

Article 19. FINANCIAL YEAR

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

Article 20. CONTROL

The financial accounts of the Association shall be audited by 2 internal auditors, appointed by the EC and approved by EAP General Assembly or, if required by law, by at least one statutory auditor appointed by the EC and approved by EAP General Assembly . Internal or statutory auditor cannot be members of EC.

TITLE 6 – DISSOLUTION

Article 21. DISSOLUTION

- 21.1.** The General Assembly may be summoned by the Executive Committee or by at least 1/5 of all Full Members to discuss a proposal concerning the dissolution of the organisation.
- 21.2.** The deliberation and decision concerning the dissolution requires a presence quorum of 2/3 of the Full Members and a majority of 80%.
- 21.3.** In the event that the proposal concerning the dissolution of the organisation is accepted, the General Assembly will designate one or more liquidators.
- 21.4.** In the event of the dissolution and liquidation of the organisation, the General Assembly will determine the allocation of any remaining assets of the INPO. These assets must be allocated to another (I)NPO with a similar or connected purpose.

TITLE 7 – MISCELLANEOUS

Article 22. INTERNAL RULES

Internal rules can be adopted by the Executive Committee with the majority of votes and should be endorsed by the General Assembly with a majority of votes. The last version of internal rules was adopted by the Executive Committee on November 9th 2020.

Article 23.

All matters not stipulated in these articles of association shall be governed in accordance with the provisions of section III of Book 10 of the (Belgian) Code for companies and association, as amended,