

**STATUTES OF
THE EUROPEAN FEDERATION OF INTERNAL MEDICINE IVZW
(“EFIM” or “THE FEDERATION”)
INTERNATIONAL NON PROFIT ASSOCIATION
GRENSSTRAAT 7
1831 DIEGEM
BELGIUM**

CHAPTER I – NAME, REGISTERED OFFICE, DURATION AND PURPOSE

Article 1: Name

An international non-profit association with a scientific purpose named “*European Federation of Internal Medicine*”, and in abbreviated form “EFIM”, hereinafter referred to as “the Federation” or as “EFIM” is formed in accordance with the *Title III of the Belgian law of 27 June 1921 (and later modifications) on non-profit associations, foundations and international non-profit associations*.

All acts, bills, announcements, publications and other documents coming from the Federation mention its denomination preceded or followed immediately by the initials “IVZW” and the address of its registered office

Article 2: Registered Office

The registered office is established at Grensstraat 7, 1831 Diegem (Belgium).

The registered office may be transferred to any other location in the Flemish and Brussels Region by a simple decision of the Executive Committee, to be published in the Annexes of the Belgian Official Gazette. In the same way, the Executive Committee is also authorized to open in both of these Regions administrative desks, branch offices and similar.

These decisions of the Executive Committee shall not be considered as an amendment to the Statutes and/or By-laws and shall not require a decision of the General Assembly. The Executive Committee is entitled to establish the coordinated version of the Statutes and/or the By-laws and file it with the Commercial Court.

Article 3: Duration

The Federation is incorporated for an unlimited period of time.

Article 4: Purpose

The purpose of the Federation is scientific. The principal objective is to promote internal medicine not only on a scientific plane, but also at an educational, ethical and professional level. To this end the Federation will publish the outcome of its researches and resolutions, seek to bring together European specialists in internal medicine, to establish communication between these specialists, to organise meetings or European congresses and to provide information to private or public organisations about internal medicine.

The European Federation of Internal Medicine develops links for the purposes of its goals with European Health authorities and medical societies, among which:

1. The European Union of Medical Specialists (UEMS) Section of Internal Medicine and the European Health Committee with regard to studies concerning the organisation of the profession.
2. National and International societies of specialties related to internal medicine.

3. International Society of Internal Medicine (ISIM) and other non-European Societies of Internal Medicine with regard to scientific information.

4. All other bodies relevant to the activities of the Federation.

The Federation may engage itself in any transaction, which it deems useful and which relates directly, or indirectly to its purposes. It may grant collaboration to and take an interest in any activity, which is similar to its objectives.

With respect for the laws in force and for its purposes, the Federation will be able to collect and to manage capital for the activities endorsed by its purposes.

CHAPTER II - MEMBERS

Article 5: Categories of Members

The Federation consists of national society members. A national society member is a representative and recognized national scientific society for internal medicine (or its equivalent).

National society members that are recognized by the Executive Committee as being located in a European country will qualify as Effective members. Effective members have voting rights.

National society members that are not recognized by the Executive Committee as being located in a European country will qualify as Associate members. Associate members do not have voting rights.

The Federation may also have other category of members (such as honorary members, fellows of the Federation, institutional affiliates) of which the criteria and rights (if any) will then be determined in the Federation's bylaws.

Article 6: Admission of members

Admission of new effective and associate members is subject to the following conditions:

The admission of any new member shall be decided by the Executive Committee subject to the condition subsequent of its ratification by the General Assembly.

Any application for membership shall be made in writing and sent to the administrative office of the Federation (located at the registered office of the Federation) which shall examine whether or not the application meets the membership requirements. The administrative office shall submit the application and its assessment to the Executive Committee. The Executive Committee shall take its decision with a simple majority of the votes cast. Any decision of the Executive Committee refusing an application for membership does not need to be justified and is final. Any admission by the Executive Committee shall be submitted for ratification to the next meeting of the General Assembly; the General Assembly shall take its decision with a simple majority of the votes cast. Any decision of the General Assembly refusing to ratify the admission of a member does not need to be justified and is final.

Article 7: Resignation, suspension and expulsion of members

Any member may resign from the Federation at any time by giving six months' notice by registered letter addressed to the administrative office of the Federation, located at its registered office. The notice period shall start on the first calendar day of the next month. The administrative office shall acknowledge receipt of the resignation letter in writing and inform the Executive Committee.

All resigning members shall remain liable for all their financial obligations vis-à-vis the Federation until the end of the financial year in the course of which the resignation comes into effect.

If a member fails to meet its financial obligations for one financial year within ninety calendar days after having been formally put on notice by registered letter of the administrative office, it may be expelled.

Any member who (i) fails to meet the criteria for membership, (ii) fails to fulfill its duties under the Statutes and/or the By-laws of the Federation, (iii) acts in a manner which is seriously injurious to the interests of the Federation, (iv) acts contrarily to the common values and ethics of the Federation, and/or (v) does not abide with the decisions of the bodies of the Federation, may be expelled by a resolution of the General Assembly which, after having heard representations in the defence of the member concerned, shall take its decision with a majority of two-thirds of the votes cast.

The expulsion decision sets forth the grounds on which the expulsion is based but, this apart, the decision does not need to be justified and is final. The administrative office of the Federation shall send a copy of the decision to the expelled member by registered letter, within fifteen calendar days. The expulsion shall come into force immediately but the expelled member shall remain liable for its financial obligations to the Federation until the end of the financial year.

Until there is a decision by the General Assembly, the Executive Committee is entitled to suspend the member (including its voting right) for whom there exist serious and consistent indications of breaches of the obligations, notwithstanding the obligation of the suspended member to fulfil its financial obligations towards the Federation.

A member who has resigned or is considered as having resigned, been suspended or been expelled, shall have no claim against the assets of the Federation.

CHAPTER III: FEDERATION BODIES

Article 8: Federation bodies

The official bodies of the Federation are:

- the General Assembly;
- the Executive Committee;

Apart from the General Assembly, the Federation may also organize informal and consulting meetings of the effective and associate members relating to, among others, research and educational topics.

CHAPTER IV: GENERAL ASSEMBLY

Article 9: Composition and powers

The General Assembly is composed of the effective members, but only those members having fulfilled their financial obligations towards the Federation shall be admitted to the meetings of the General Assembly.

The resolutions passed at the meetings of the General Assembly shall be binding on all members, including those absent or dissenting.

The following powers are restrictively reserved to the General Assembly:

- a) approval of (i) the annual accounts, (ii) the budget and (iii) the membership fees;
- b) appointment, dismissal and release from liability of the members of the Executive Committee;
- c) appointment and dismissal of the statutory auditor (*commissaris*), if any, or the auditor (*auditor*) (if any), determination of its remuneration and release from liability;
- d) ratification of the decision of the Executive Committee admitting new members;
- f) expulsion of members;
- f) amendments to the Statutes;
- g) dissolution and liquidation of the Federation.

Article 10: Meetings and notices

The ordinary meeting of the General Assembly shall take place once a year.

The ordinary meeting of the General Assembly shall be called by EFIM's President, the Secretary General or any ten (10) national society members.

An extraordinary meeting of the General Assembly shall be called by EFIM's President, the Secretary General or any ten (10) national society members, where the interests of the Federation so require. Any request for an extraordinary meeting of the General Assembly shall state the items to be considered.

The notice calling the meeting indicates the place, date, hour and agenda of the meeting and is sent by letter, facsimile, or any other written means (including electronic format) at least ninety (90) calendar days prior to the date of the meeting. As the case may be, the working documents will be communicated the latest fourteen (14) days before the meeting.

The validity of the notice cannot be challenged if all members are present or validly represented.

The meetings of the General Assembly shall be chaired by EFIM's President or, in his/her absence, by the President-Elect or the Secretary General.

Article 11: Representation to the General Assembly and proxies

In case a country is represented within the Federation by only one national society member, such member shall be represented at an official General Assembly by 2 delegates, being by preference its President or any other member of its respective Executive Committee, and one other member of that national society. In case a European country is represented within the Federation by two national society members, those members shall be represented at such official General Assembly by one delegate of each national society member, unless these national society members agree otherwise and give up its right to be represented by one delegate. In case one European country is represented by more than two national society members, such members have to appoint the two delegates upon mutual agreement.

A national society member may be represented at the General Assembly by another national society member or any third party who can vote by proxy.

Article 12: Proceedings, quorums and votes

a) Quorum

An attendance list, indicating the delegate's names, shall be signed prior to the meeting.

The General Assembly may only deliberate on the matters set out in the agenda, unless all members having the right to vote are present or represented and decide unanimously to discuss other matters.

Unless otherwise provided for, a General Assembly may validly proceed without a presence quorum being required.

b) Votes

Regarding voting, the national society members will be divided in large, medium and small national societies criteria of which are detailed in the Federations' bylaws. The Federations' bylaws will further detail the criteria to determine the number of votes of the European countries represented within the Federation by more than one national society member and for which the

respective quantity of members shall be aggregated to determine the number of votes at country level.

Large national society members are entitled to three (3) votes at country level. Medium national society members are entitled to two (2) votes at country level and small national society members shall be entitled to one (1) vote at country level.

Members of the Executive Committee cannot vote on behalf of their respective national society.

Unless otherwise provided for, decisions of the General Assembly shall be taken by a simple majority of the votes cast.

For all decisions of the General Assembly:

- (i) abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes shall not be counted in the votes cast;
- (ii) all votes shall be taken by a show of hands, unless at least two members having the right to vote request a secret ballot.

Article 13: Minutes of meetings

The decisions taken by the General Assembly shall be recorded in minutes, which are sent out by letter, facsimile, or any other written means (including electronic format) to each member.

The minutes shall be deemed to have been approved by the General Assembly thirty (30) calendar days as from the date mentioned on the notification described above, in the absence of explicit written opposition by a member present or represented at the meeting of the General Assembly.

Once approved, the minutes shall be signed by the chairman of the General Assembly meeting or the Secretary General, and shall be kept in a register at the members' disposal at the registered office of the Federation.

The extracts or copies of the minutes shall be signed by the Secretary General or EFIM's President.

CHAPTER V: OTHER MEETINGS OF NATIONAL SOCIETY MEMBERS

Article 14: Informal Meetings

Apart from the official General Assemblies, the Federation may organize informal and consulting meetings of the effective and associate members relating to, among others, research and educational topics.

The informal and consulting meetings of the General Assembly may be called by EFIM's President or the Secretary General.

The informal and consulting meetings shall be chaired by EFIM's President or, in his/her absence or unavailability, by the President-Elect, or failing same, by the Secretary General.

The notice calling the meeting indicates the place, date, hour and agenda of the meeting and is sent by letter, facsimile or any other written means (including electronic format).

Article 15: Minutes of the informal and consulting meetings

The minutes of the informal and consulting meetings shall be deemed to have been approved thirty (30) days as from the date mentioned on the notification described above, in the absence of explicit written opposition by a member present at the informative and consulting meeting.

Once approved, the minutes shall be signed by the chairman of the informal and consulting meeting, and shall be kept by the Secretary General at the disposal of the members at the registered office of the Federation.

The extracts or copies of the minutes shall be signed by the Secretary General or by EFIM's President.

CHAPTER VI: THE EXECUTIVE COMMITTEE

Article 16: Composition

Out of its members, the General Assembly elects EFIM's President, a President-Elect, a Secretary General and a Treasurer. These, together with the Past President, form the Executive Committee.

The representative of the Young Internists, the President of the Foundation for the Development of Internal Medicine in Europe (FDIME) and the President of the UEMS (Internal medicine section) shall always be invited to attend the Executive Committees in a consultative role and in the quality of non-voting members.

Members of the Executive Committee are appointed for their position period of two years. After his term, the President-Elect will automatically become the next EFIM's President for a term of two years, unless minimum 10 effective members would have expressed the latest two weeks before the General Assembly appointing the President-Elect as EFIM's President, in writing serious concerns about such appointment; in that case the General Assembly shall have to cast a new vote on the election of the President-Elect to the function of EFIM's President.

The President will be followed by another two years as EFIM's Past-President. The Secretary General and the Treasurer may be elected to the same positions for maximum three terms.

Members of the Executive Committee may be removed by the General Assembly after a vote of at least two thirds majority by the members present or represented, provided this issue appears in the agenda for a duly convened meeting of the General Assembly.

The mandate of the members of the Executive Committee shall not be remunerated. However, all reasonable costs exposed while representing the Federation may be reimbursed upon production of dated receipts.

Article 17: Powers

The Executive Committee has the broadest possible powers for the management and (daily) administration of the Federation, except for the powers reserved by law or the Statutes and/or By-laws to the General Assembly. The Executive Committee thus constitutes the governing body of the Federation.

The Executive Committee may delegate, under its responsibility, a part of its powers for particular or specific purposes to a third party.

Upon decision of the Executive and under its responsibility, committees or working groups may be formed, such as, amongst other, a Junior Fellows Institute.

Article 18: Meetings

The Executive Committee shall meet at least four times a year.

Meetings of the Executive Committee shall be called by EFIM's President or the President Elect.

The meetings of the Executive Committee shall be chaired by EFIM's President or, in his/her absence or unavailability, by the President Elect, or failing same, by another member of the Executive Committee designated by the Executive Committee .

The notice calling the meeting indicates the place, date, hour and agenda of the meeting and is sent by letter, facsimile or any other written means (including electronic format) at least one (1) month prior to the date of the meeting. In case of urgency, the meeting may be called fourteen (14) calendar days prior to the date of the meeting. As the case may be, the working documents will be communicated the latest three (3) days before the meeting.

Article 19: Proceedings, quorums and votes

a) Quorum

The Executive Committee may validly proceed if at least the majority of its members are present or represented.

b) Votes

Each member of the Executive Committee has one vote.

Decisions of the Executive Committee shall be made by a simple majority of the votes cast. EFIM's President has a casting vote in case of a tied vote. Abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes shall not be counted in the votes cast.

c) Meetings and decision-making by telephone, videoconference, and written procedure

The meetings of the Executive Committee can be validly conducted by conference call or videoconference.

In addition, decisions may be taken by written resolutions provided (i) that each member of the Executive Committee has been informed at least one month (1) in advance of the decisions to be taken and (ii) that the written resolutions are immediately dispatched to each member of the Executive Committee. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Federation.

CHAPTER VII : REPRESENTATION OF THE FEDERATION

Article 20: Representation of the Federation

All acts which engage the Federation, with the exception of special procuration, will be signed by two members of the Executive (one of them EFIM's President or the Secretary General), who do not need to prove their legitimacy towards a third party.

Court proceedings whether as plaintiff or defendant shall be pursued and managed by the Executive Committee, by EFIM's President or by an administrator designated for this purpose by the President.

CHAPTER VIII: ANNUAL ACCOUNTS – BUDGET – DUES – AUDIT

Article 21: Annual accounts and budget

The Federation's financial year shall commence on 1 January and end on 31 December of each year.

The Executive Committee shall submit the annual accounts for the Federation's last financial year and the budget for the following financial year to the ordinary General Assembly for approval.

Article 22: Dues

The dues to be paid by the Federation's members shall be determined in euros by the General Assembly on an annual basis, upon the proposal of the Executive Committee.

The Treasurer shall inform each member in writing of the amount of dues that are owed. Should payment not be made within the requested period, interest may rightfully be applied at the legal rate, without any prior notice of same. The dues are to be paid within the first three months of the respective accounting year. If a member fails to fulfill this obligation, such member may be forbidden to participate to the activities organized by the Federation (such as e.g. the Academy) upon decision of the Executive Committee who shall not, apart from the ascertainment the dues were not paid in due time, have to justify such decision.

In addition to the dues, the Executive Committee may decide to establish a reserve fund, set the amount of it and the procedures for each member's contribution to this fund.

Article 23: Audit

When required by law, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the Statutes and/or the By-Laws must be entrusted to one or several auditors, appointed amongst the members of the Institute of Auditors ("*Instituut der Bedrijfsrevisoren*"). They hold the title of statutory auditor ("*commissaris*").

CHAPTER IX: INTERNAL REGULATIONS

Article 24: Internal regulations

The General Assembly may adopt and amend the internal regulations of the Federation, called "By-Laws" The decision must be taken with a simple majority of the votes cast. The internal regulations regulate the functioning of the Federation and its bodies in general and may not conflict with the Statutes.

CHAPTER X: LIMITED LIABILITY

Article 25: Limited liability

Members of the Federation shall not be personally liable for the commitments of the Federation. Their liability is limited to the payment of their financial obligations.

The members of the Executive Committee shall not be personally liable for the obligations of the Federation. Their liability is limited to the proper performance of their function.

CHAPTER XI: AMENDMENTS TO THE STATUTES

Article 26: Amendments to the Statutes

Any proposal to amend these Statutes shall only be valid where it is proposed by the Executive Committee or one-quarter (25%) of the members of the General Assembly.

Motions containing amendments to the Statutes shall not be voted on unless attached to the notice calling the meeting.

Decisions regarding amendments to the Statutes shall only be passed if at least two-thirds of the members are present or represented.

Where this quorum is not reached, a new meeting of the General Assembly shall be called no earlier than fifteen calendar days after the first meeting. The second meeting of the General Assembly shall be entitled to take valid decisions, irrespective of the number of members present or represented.

Decisions regarding amendments to the Statutes shall be taken with a majority of two-thirds of the votes cast.

The decision is published in the Annexes to the Belgian Official Gazette.

CHAPTER XII: LIQUIDATION

Article 27: Liquidation

Any proposal to dissolve the Federation shall only be valid where it is proposed by the Executive Committee or one-quarter (25%) of the effective members.

Motions containing the dissolution of the Federation shall not be voted on unless attached to the notice calling the meeting.

Decisions regarding the dissolution of the Federation shall only be passed if at least two-thirds of the members are present or represented.

Where this quorum is not reached, a new meeting of the General Assembly shall be called no earlier than fifteen calendar days after the first meeting. The second meeting of the General Assembly shall be entitled to take valid decisions irrespective of the number of members present or represented.

Decisions regarding the dissolution of the Federation shall be taken with a majority of two-thirds of the votes cast. The General Assembly shall also decide with a simple majority of the votes cast on (i) the appointment, powers and remuneration of the liquidators, (ii) the methods and procedures for the liquidation of the Federation and (iii) the destination to be given to the net assets of the Federation, which shall have to be allocated to a non-profit purpose.

The decision is published in the Annexes to the Belgian Official Gazette.

CHAPTER XIII: FINAL PROVISIONS

Article 28: Competent courts

Any dispute in connection with the Statutes of the Federation, its internal regulations and/or any decision of one of its bodies, shall be governed by Belgian law and shall be submitted to the Brussels courts.

Article 29: Applicable law

Anything that is not expressly covered in the Statutes or, as the case may be, in the internal regulations, shall be governed by Belgian law.

Article 30: Language

These Statutes shall be written in the Dutch and English languages. The Dutch version of the Statutes shall take precedence.

English shall be the working language of the Federation, without prejudice of the legislation on the use of languages in employment matters.