

BY-LAWS

I. Denomination, seat and object

Paragraph 1.

An international non profit association has been set up, named in English "The European Federation of Periodontology" and in French "la Fédération européenne de parodontologie", in brief EFP.

The EFP is submitted to the Belgian Law of 25 October 1919 as modified by the Law of 6 December 1954 and the Law of 30 June 2000.

The EFP is set up for an indefinite period of time. It can go into liquidation at any moment in conformity with the law and the current By-laws.

Paragraph 2.

The registered offices are established at Waterloo, Chaussée de Tervueren 54.

The seat can be transferred to every other place in Belgium by an ordinary decision of the Executive Comity, published in the Annexes of the Moniteur Belge within a month after the decision was taken.

Paragraph 3.

The EFP has no intention whatsoever to obtain gain and has as its goal the promotion by all means at its disposal, of the periodontology and more in general, the mouth-teeth health in Europe and in the world, namely :

- to promote the formation and the practice of the periodontology and of the mouth-teeth health in Europe as well as to assure the development and the recognition of the specialisation of the periodontology in Europe;
- to assure a high level of knowledge in these disciplines by publications, by common scientific research or by all other methods at its disposal;
- to watch over the diffusion of the publications and the research by its members within the EFP, but also to third persons;
- to assure the independence and the integrity of the profession of periodontologes and / or of dentists with a specific interest in the domain of the periodontology;

In subsidiary order, the EFP has also as a goal to promote and represent the interests of the discipline of periodontology in Europe and the world.

II. The members and their representation

Paragraph 4

The EFP is composed by either national associations of periodontology and national representative organisations in the field of the mouth-teeth health in Europe, legally constituted according to the laws and the habits of the origin country and this under the form of a moral person, or by physical persons acting in their own name, admitted for his capacity of chosen representative (president or other) of an de facto association without moral personality, acting in the same field.

Only one national association or one physical person, representing a national group, can be effective member of the EFP for the one country.

Paragraph 5

A. There are two categories of members : the effective members and the adherent members.

B. The effective members are the associations :

- that can prove that they are constituted as an autonomous entity
- that can prove their independence
- that can prove to represent qualified periodontologes and / or dentists with a specific interest in the field of the periodontology in their country
- that assure a high level of knowledge and an internationally recognised knowledge to their members and to the dentists of their country of origin and this by organising conferences, by publishing or by all other methods at their disposal.

If an effective member is a physical person representing a de facto group, the de facto group has to fulfil the above mentioned conditions.

Only the effective members have a deliberative vote during the General Assemblies.

C. The adherent members are those associations and other professional groups interested in the missions and objectives of the EFP but who do not fulfil the conditions as mentioned under point B.

Paragraph 6

A. The admission of new effective members is subjected to the following conditions : the respect of the demands mentioned in paragraph 5 and the approval of the candidacy by the General Assembly by a majority of two third of the expressed votes and this on nomination by the Executive Comity.

Above this, every candidate can be probatory accepted by the Executive Comity without however the right to vote. The admission, always on nomination by the Executive Comity, will be confirmed by the General Assembly during its next meeting.

B. The admission of new adherent members is submitted to the approval of the General Assembly with a majority of two third of the expressed votes and this on nomination by the Executive Comity.

C. For the replacement of a natural person by an other representative of the same de facto grouping in its quality of effective or adherent member of the EFP, the same conditions have to be respected. However, the new person will be considered towards the EFP, as the successor of the natural person replaced on the level of the rights and obligations of the latter.

Paragraph 7

A. The members can give their resignation by an at least three months notice, before the next General Assembly. The resignation has only effect for the future and will have effect at the end of the year in which the General Assembly was held.

B. The members who fail to pay their contribution mentioned in paragraph 8, are considered to have given their resignation ten days after the receipt of the second reminder. As of that moment, they loose ipso jure their membership.

The second reminder is sent by registered mail. In this second reminder, reference has to be made to the present paragraph by quoting the previous phrase.

There has to be an interval of one month in between the two reminders.

C. The exclusion of a member out of the EFP can be decided by the General Assembly by a majority of two third of the expressed votes, and this on nomination of the Executive Comity. The member who has to be expelled, has to be heard in his defence before the vote to exclude.

Before the exclusion, the General Assembly can decide by a majority of two third to suspend the concerned member until the next Meeting, and this after he has been heard in his defence. The suspended effective member disposes no longer of his right to vote.

D. The resigning, excluded or suspended member remains indebted to pay the whole amount due to the EFP. He remains bound to all his obligations towards the EFP as long as this dismissal or exclusion has not become effective.

Paragraph 8

The members pay a contribution that is yearly fixed by the General Assembly in function of the category (effective or adherent) to which the members belong and on proposal of the Executive Comity.

If no agreement over the contribution has been reached during the General Assembly, the members have to pay provisionally the same amount as the precedent year.

Paragraph 9

- A. The effective members can be represented in the organs by two persons :
- the first is the president in function of the national association or national professional group or his substitute
 - the second, qualified as the "*EFP representative*" is a member of the national association or national professional group, explicitly designated by the competent organ of this association or group to represent it at the EFP.

The EFP representative or, in his absence, his substitute, exercises all the rights of the national association or the national professional group at the EFP during the General Assembly, including the only right to vote, and during all scientific or advisory committees.

If the effective member is a natural person representing a de facto association as referred to in paragraph 4, he exercises the rights of member with the EFP, either directly, or via his mandatory. An other person accompanying the member or his mandatory and member of the de facto association, can attend the General Assembly.

- B. The adherent members have the right to be represented at the General Assembly and in all advisory and scientific committees, by a member indicated therefor.

III. The General Assembly

Paragraph 10.

The General Assembly has the fullness of power to realise its social goal.

It is composed by its effective members. The adherent members have only an advisory vote unless an opposite decision by the General Assembly is taken before its start.

Are in particular reserved to its competence :

- the modifications of the By-Laws;
- the dissolution of the EFP;
- the admission of new members and the admission of an adherent member as an effective member; the exclusion of members;
- the election and the revocation of the administrators;
- the determination of the annual contribution, the adoption of the salaries of the administrators and, more in general, the approval of the budget and the accounts;
- the choice of the auditor;

- the creation of scientific or advisory committees, of discussion platforms, of scientific conferences
- the determination of the big lines for the present and future strategies and the definition of all the material relevant to the business and the conduct of the EFP.

Paragraph 11.

A. The General Assembly gathers yearly *ipso jure*, under the presidency of the president of the Executive Committee or of an other administrator designated for this purpose, at its registered offices or at another place as mentioned in the convocation.

The convocation is drawn up and sent by the Executive Committee at least 50 days before the reunion of the General Assembly. It will contain the agenda and the date (year, month, day and hour) and the precise place the meeting will be held.

B. Moreover, an extra-ordinary General Assembly can be called by the Executive Committee in case of necessity, either on its own initiative, or at the demand of the representatives of at least the half of the effective members.

Paragraph 12.

A. The representatives of the effective members can be represented at the General Assembly by a member of the executive organ of their national association or national professional group if they have a special power of attorney.

B. The General Assembly can only decide legally if half of the effective members are present or represented. If this condition has not been met, another meeting is called thirty days later. At that moment, the Assembly decides legally whatever the number of members present is.

Paragraph 13.

A. Every effective member has only one vote.

B. Except in exceptionally cases mentioned in the current By-Laws, the resolutions will be taken by a simple majority of the effective members present. The resolutions will be made over to all members in whatever manner (by mail, by fax, by e-mail, . . .).

C. It can not be dealt with an item that was not mentioned on the agenda.

D. The resolutions of the General Assembly are enrolled in a register signed by the President and the secretary and held at the registered offices by the President, who will have it at the disposal of the members.

The General Assembly can decide that also an English translation of that register is held at the registered offices.

Article 14.

A. Without prejudice to paragraph 5 of the Law of 25 October 1919, every proposal to change the By-Laws or to dissolve the EFP, has to come from the Executive Comity or from at least two third of the effective members of the EFP.

The Executive Comity has to inform the members of the EFP at least three months in advance of the date of the General Assembly that will deal with that proposal.

B. If the quorum is present during the Assembly, a decision is accepted with a majority of two third of the expressed votes.

If the quorum is not present during the Assembly, the procedure as mentioned in paragraph 12 has to be followed. Nevertheless, the General Assembly will not decide legally unless with the same majority of two third of the votes of the members present.

C. The modifications to the By-Laws will only have effect after their approval by a Royal Decree and after the publication obligations prescribed by paragraph 3 of the Law of 25 October 1991 are fulfilled.

D. The General Assembly set up the rules for dissolution and liquidation of the EFP.

IV. The Executive Comity

Paragraph 15.

A. The EFP is administrated by a council "*Executive Comity*" that is consisted by at least seven and at maximal nine members.

B. The Comity is composed out of :

- the President
- two vice-presidents, the future president and the former president
- a secretary general
- a treasurer

The administrators as mentioned in the latter alinea, are elected by the General Assembly for a mandate of three years.

However, the presidency is only for one year exercised by the chosen President, and this during the second year of his mandate. Indeed, the first and the third year, the elected president will be the vice president, respective as *future president* and as *former president*.

C. The two other administrators are nominated by the General Assembly for a period of two years.

D. The Executive Comity can decide to co-opt two complementary administrators, with the same powers, for a mandate of maximum one year.

E. The above mentioned mandates start the first of January of the year following on the vote of the General Assembly.

Paragraph 16

A. The administrators can be removed by the General Assembly by a majority of two third of the effective members represented. The removal has effect the day after the General Assembly. In that case, the General Assembly has to provide in the immediate replacement of the removed administrator (unless it is a co-opt administrator) to fill in the mandate until the 31 December of the running year and to exercise hereafter a mandate for a duration in conformity with the By-Laws.

B. When the president in charge is removed, the vice-president with the quality of *future president* succeeds him immediately and ipso jure.

When the vice-president with the quality of *former president* is removed, the General Assembly designate an administrator to replace him for the rest of the mandate.

When the vice-president with the quality of *future president* is removed, the General Assembly proceeds immediately in his replacement for the rest of his mandate.

C. The administrators can resign by letter addressed to the Executive Comity. In this case, unless it is a co-optated administrator, the General Assembly will be convocated within thirty days, as an exception to paragraph 11, unless a General Assembly has already been convocated, whereby this question will be added to the agenda of the General Assembly by addressing to the members an additional agenda at least ten days before the scheduled meeting.

By analogy, the principles as mentioned under points A and B are applicable.

The demissionary administrators stay in function until they are replaced.

Paragraph 17

A. The Executive Comity is gathered when it is required and at least two times a year after been convocated by the President or the vice-president.

B. An administrator can be represented by an other administrator who can not hold more than one power of attorney.

C. The Executive Comity can only legally decide when at least two third of the administrators is present are represented. The decisions are taken by a simple majority of the expressed votes.

Paragraph 18

A. The Executive Comity has all the management and administration powers without prejudice to the powers of the General Assembly. It is charged with the execution of the decisions of the General Assembly and with the handling and drawing up of the accounts of the EFP.

B. It can delegate the daily management to the president or to an administrator or to a person who was previously authorised by the General Assembly.

C. It can, moreover, under its responsibility, attribute special and determinate powers to one or more persons.

Paragraph 19.

The president assures the leading of the EFP in general, and specifically of the Executive Comity and the General Assembly.

He sets up the agenda for the General Assemblies.

He is assisted by two vice-presidents, who can replace him in his absence or at his demand.

He represents the EFP regarding to third parties and can delegate to an other person to assure this representation.

B. The Secretary General has to draw up the minutes of the meetings of the General Assembly and of the Executive Comity ands has to draw up the convocation to the meetings of the General Assembly and of the Executive Comity.

He is more specifically charged with the holding of the official documents (namely to draw up the list of all the members and their representatives) and to take care for, if prescribed, their publication in conformity with the legal rules applicable. Under the leading of the president, every year he draws up a report of the activities of the EFP and is charged with the presentation to the General Assembly.

He assures the co-ordination of the different organs of the EFP, between its members and between the several activities organised by the EFP (namely between the advisory or scientific comities, the discussion platforms, the scientific conferences,)

He takes care, in a general way, of the logistics.

Based on a decision of the Executive Comity, the Secretary General can be helped by agents, forming a secretariat.

C. The treasurer is charged with the daily financial management of the EFP and can for this purpose be helped by the secretariat. He assures the inning of the contributions with the members.

He prepares the annual budget and draws up the annual accounts. He leaves it to control by the auditor chosen by the General Assembly.

He presents the accounts to the General Assembly.

Paragraph 20

A. The decisions of the Executive Comity are taken by majority of the administrators present or represented. In case of partition of votes, the president has a casting vote.

B. The decisions are drawn up in a register signed by the secretary and the president and is hold by the president or the secretary at the registrated offices of the EFP. The president and the secretary held it to the disposal of the members of the EFP.

Paragraph 21

All the acts that are binding the EP, are, unless special power of attorneys, signed by either the president (in function), either by two administrators who do not have to justify towards third people the powers that are conferred for this purpose.

Paragraph 22

The legal actions, as plaintiff as well as defendant, are followed by the Executive Office represented by its president or by an administrator designed for this purpose by him.

Paragraph 23

The Executive Comity reports of its management to the General Assembly. For this purpose, an annual report is published of which a resume is joint to the convocations to the Assembly, concerning the activities of the EFP and there are put for voting by the General Assembly.

VII. Budgets and accounts

Paragraph 24

A. The financial year starts on 1 January and ends at 31 December.

The first financial year starts on the day the EFP will obtain its legal personality and will end the 31 December of the following year.

B. The Executive Comity is obligated to put for approval to the General Assembly the accounts for the precedent financial year and the budget for the following year.

The General Assembly can decide to install a reserve fund, by fixing the amount and the modalities of the contribution to this fund by every member.

C. The annual accounts and the by the General Assembly approved budgets, are held at the disposal of the members at the registrated offices of the EFP.

Paragraph 25

The General Assembly designate every three years an auditor to verify the accounts of the EFP.

The Auditor draws up yearly a written and full report that is transferred to the General Assembly at the same time as accounts of the precedent year is draw up by the Executive Comity.

VIII. Dissolution

Paragraph 26

A. The General Assembly can decide to dissolve the EFP with respect to the dispositions mentioned in paragraph 14 of the current By-Laws.

B. In case of voluntary or judicial dissolution, the General Assembly designate a liquidator by simple majority of the expressed votes. If the General Assembly convocated to decide about this designation, does not pronounce, the court of first instance (Le tribunal de première Instance) of the judicial region of the registered offices, will designate a liquidator.

C. The liquidator realises the assets and pays the debts. All surplus of receipts will be transferred to a similar non profit organisation with the same goals and with the same object as the EFP.

D. In case of dissolution, the members are only responsible within the limits fixed by the law and can not demand for a bigger share of the assets, unless the repay of the contributions of the running year for that part that is corresponding with the period between the effective date of dissolution and the 31 December of the same year.

IX. General Dispositions

Paragraph 27.

Everything that is not mentioned in the present By-Laws and in the publications in the Annexes of the Moniteur belge, are regulated by the Belgian Law.

Paragraph 28

The standing orders can be established, modified and abrogated by the General Assembly on proposal by the Executive Comity with a majority of two third of the expressed votes.

Every member and every new member will receive a copie of the applicable standing orders. Every new member has to submit expressly to these rules.

Paragraph 29

The official language of the EFP is French. Other working language can be used, f.e. English.

Paragraph 30

The Belgian Courts of Appeal and of First Instance of the arrondissement of the registrated offices of the EFP are exclusively competent.

Paragraph 31

The present By-Laws enter into force the day they are adopted by Royal Decree giving the juridical personality to the EFP.