



**ASSOCIATION EUROPÉENNE DES MÉDECINS DES HÔPITAUX
EUROPEAN ASSOCIATION OF SENIOR HOSPITAL PHYSICIANS
EUROPÄISCHE VEREINIGUNG DER LEITENDEN KRANKENHAUSÄRZTE
EUROPESE VERENIGING VAN STAFARTSEN
DEN EUROPÆISKE OVERLÆGEFORENING
ΕΥΡΩΠΑΪΚΟΣ ΣΥΛΛΟΓΟΣ ΝΟΣΟΚΟΜΕΙΑΚΩΝ ΙΑΤΡΩΝ ΔΙΕΥΘΥΝΤΩΝ
ASSOCIAZIONE EUROPEA DEI MEDICI OSPEDALIERI
DEN EUROPEISKE OVERLEGEFORENING
ASSOCIAÇÃO EUROPEIA DOS MÉDICOS HOSPITALARES
ASOCIACIÓN EUROPEA DE MÉDICOS DE HOSPITALES
EUROPEISKA ÖVERLÄKARFÖRENINGEN
EVROPSKO ZDRŽENJE BOLNIŠNIČNIH ZDRAVINIKOV
EUROPSKA ASOCIACIA NEMOCNICNÝCH LEKAROV
EUROPSKA UDRUGA BOLNIČKIH LIJEČNIKA**

Document :	AEMH 06/006 REV3
Title:	Revised AEMH Statutes 2006
Author :	Signe Gerd Blindheim, AEMH-Board, The Member Delegations from Italy, Denmark, Greece, Spain
Purpose :	Decision
Distribution :	AEMH Member Delegations
Date :	21 March 2006

**INTERNATIONAL NON-PROFIT MAKING ASSOCIATION, FOR
PHILANTHROPIC, RELIGIOUS, SCIENTIFIC, ARTISTIC OR
PEDAGOGICAL PURPOSES**

Law of 25 October 1919, amended by the Laws of 6 December 1954 and of 30 June 2000.

I. NAME, REGISTERED OFFICE, OBJECT

Article 1 - Name

1.1. An international non-profit-making association, for philanthropic, scientific or pedagogical purposes has been formed and is named "**Association Européenne des Médecins des Hôpitaux**", abbreviated to **AEMH**. The Association's name in English is the "European Association of Senior Hospital Physicians". The Association shall participate exclusively in activities for public interest.

1.2. This Association is governed by the Belgian Law of 25 October 1919, amended by the Laws of 6 December 1954 and of 30 June 2000.

Article 2 - Registered Office

The registered office of the AEMH - European Association of Senior Hospital Physicians - is established in a *commune* (local authority) of the Brussels Region. It is currently located at

Currently	New
66, Avenue Cortenbergh, box 2 1000 Brussels	Rue de la Science 41, 1040 Brussels

The registered office can be moved to any other location in Belgian by a single decision of the Board published during the month it was issued in the Annexes to the *Moniteur belge* [Belgian Law Gazette].

Article 3 - Object

3.1. The non-profit-making Association, aims to promote public health care in Europe, in particular in the field of hospitals. For this purpose, the Association is studying *inter alia* the conditions in which the medical profession is practised in hospitals, the systems by which the hospitals are organised in the various countries, cooperation procedures with other members of the hospital environment, possibilities to improve and supplement in the area of assistance and care of hospital patients.

3.2. The Association shall act as a reciprocal information resource for all issues concerning hospital life in Europe and draft proposals for improvements in this field at a European level. The AEMH shall in addition have the function of information provision and consultation to the Standing Committee for European Doctors (CPME).

3.3. The Association shall take all legal and appropriate measures it deems necessary to achieve its objectives. For example, it shall draft and disseminate statements of positions, resolutions and publications; it shall encourage the exchange of ideas and experiences and promote discussion among doctors, scientists and politicians.

3.4. The AEMH shall form working groups to defend the interests of specific categories of hospital doctors, for example heads of department or other staff doctors. This object of the Association shall be additional and without prejudice to its scientific and pedagogical functions.

II. MEMBERS

The lists of member organisations is located in Annex 1 of the Statutes.

Article 4 - Membership

4.1 Members

The members of the Association shall be legal entities according to the laws and customs of their country of origin.

4.2. Observers

The observers of the Association shall be legal entities according to the laws and customs of their country of origin. The status of observer is limited to a maximum period of two years, after this period the observers must apply for membership as a member.

4.3. Membership conditions

Membership to the AEMH shall be open to European national organisations that represent hospital doctors having and overall care responsibility for their patients and who are active at national level in a European country.

4.4. Duties of Members

Only one organisation per country can be admitted as a member of the Association, and only those associations that primarily protect the interests of hospital doctors are eligible to apply for membership. In the event of being granted membership, the organisation can assert the interests and has the voting rights of its country. It shall be responsible for paying the membership fee. In event of being granted membership, the observer organisation can assert its country's interests but does not have the right to vote.

4.5. Admission decision

The admission of new members and new observers shall be decided during an ordinary Plenary Assembly by a three-quarter's majority of the delegations present or voting by proxy. In the event of non-admission, the Association must inform the applicant of the reasons for their refusal.

4.6. Members' rights

The Association shall respect the autonomy of the national structures of its members. At the start of each sitting of the Plenary Assembly, each national delegation must nominate the head of the delegation who will be responsible for voting, and their substitute. In their delegation, the member association can include, under their own charge, representatives of other national associations interested in AEMH activities. National delegation can include up to four persons.

Article 5 - Resignation and exclusion of members

5.1. Membership is terminated by the exclusion or resignation of the member organisation.

5.2. Any resignation must be notified in writing to the Board of the Association giving a period of notice of six months. The Board must confirm this resignation in writing.

5.3. Any member organisation that seriously violates the interests of the Association or any member organisation that is more than 12 months in arrears with its membership fee, can be provisionally excluded by decision of the Board. Any observer organisation that seriously violates the interests of the Association can be provisionally excluded by decision of the Board. The Plenary Assembly shall take decisions, without any recourse to appeal, by a three-quarter's majority of the delegations present or voting by proxy, after having heard the organisation in question.

5.4. When membership ceases, the member or observer concerned loses all rights vis-à-vis the Association. The member must however fulfil their obligations towards the Association, in particular payment of the membership fees for the currently year.

5.5 Resigned or excluded members or observers, who ceases to be part of the Association, have no rights to the social funds.

Article 6 - Membership fees

6.1. Members must pay the annual membership fee or contributions decided by the Plenary Assembly. The obligation to pay fees is incurred from the moment when the membership request is accepted. When a member is admitted during the calendar year, they shall pay part of the fees corresponding to the remaining months of the year.

6.2. Fifty percent of the fee is payable before 1 February of every calendar year, with the balance payable at the latest 1 July.

6.3. Any delay in payment of the fees can lead to exclusion from the Association, in accordance with Article 5.3. The organisation owing this fee must in all cases pay interest on the sum owed.

6.4. An observer is not obliged to pay a membership fee.

III ADMINISTRATIVE ORGANS OF THE ASSOCIATION

The administrative organs of the Association are:

- the Plenary Assembly
- the Board
- the Executive Committee

New	Proposal 1
	- two auditors

PLENARY ASSEMBLY

Article 7 - Composition and competences

The Plenary Assembly shall be composed of the delegates of all the member associations of the AEMH and shall possess the fullness of powers that enable the object of the association to be achieved.

In addition to the duties that have been devolved to them under the present statutes, the Plenary Assembly shall have competency over:

- a) approving the budget for the next financial year, the annual report prepared by the Board as well as the annual accounts, and discharging the Board;
- b) electing members of the Board;

Currently	Proposal 2
c) electing at least one auditor of the accounts	c) electing two auditors

- d) setting the membership fees;

- e) dismissing members of the Board;
- f) taking decisions on amendments to the statutes;
- g) taking decisions on the winding up and liquidation of the Association and distribution of its assets after payment of debts.

Article 8 - Call to Plenary Assemblies

8.1. The Plenary Assembly is called to sit at least once a year by the President. The call must be made in writing at least four weeks before the sitting. If at least 25 % of the members with voting rights request a sitting in writing, accompanied by an agenda, the President must call an Extraordinary Plenary Assembly, in writing, within a period of one month.

8.2. The call to the Plenary Assembly must be accompanied by an agenda. If an amendment to the statutes is laid down in the agenda, this must be referred to in the call.

Currently	Proposal 3
Up to one week before the Plenary Assembly, each member can propose additional items to the agenda, in writing. The President shall intimate these to the Assembly at the beginning of the sitting. The	Delete (see 8.4)

Proposals issued during the sitting that aim to amend the agenda require the decision of the Plenary Assembly.

8.3. The President or one of their substitutes shall chair the Plenary Assembly. Votes may take place in a secret ballot if a delegation with voting rights so requests. The minutes of the debates and the decisions, signed by the President and the Treasurer, must be drafted for each Plenary Assembly and distributed to all delegations.

Currently	Proposal 4
8.4. Any proposal or resolution must be submitted in writing at least four weeks before the date of the Plenary Assembly.	8.4. Any proposal, resolution or additional items to the agenda must be submitted in writing at least four weeks before the date of the Plenary Assembly.

Article 9 - Delegation having voting rights

9.1. Each delegation of the Plenary Assembly having voting rights has the right to cast one vote. They can give another delegation the written mandate to vote in their name. No delegation can cast more than one proxy vote.

Article 10 - Quorum and decisions

10.1. The Plenary Assembly can only validly debate if half of the delegations plus at least one are present.

10.2. The Plenary Assembly can take decisions by a simple majority of the members present or represented by proxy without taking abstentions into consideration.

10.3. The Plenary Assembly can only make a decision by correspondence or by other communication lines if the members are unanimous on the issue. This procedure will be invoked in an exceptional manner and only in cases of reasoned urgency. The members shall be duly informed before the voting takes place. In addition, this vote must be ratified at the next Plenary Assembly.

Article 11 - Amendment to the statutes and winding-up of the Association

11.1. In order for a decision concerning amendments to the statutes, winding-up of the Association or the currently objects, to be valid, it must be made by a three-quarter's majority of the delegations present or represented by proxy.

11.2. Amendments to the statutes shall only take effect after approval by Royal Decree and will be published in accordance with Article 3 of the Law of 25 October 1919.

11.3. In the event of the Association winding-up or the removal of its objects, its wealth shall be bequeathed to an association not pursuing a personal interest, which is non-profit-making and has the objective of promoting health. This association shall be chosen by the Board.

EXECUTIVE COMMITTEE AND BOARD

Currently	Proposal 5
Any member of the Plenary Assembly known for their commitment in hospital medicine is eligible to be appointed to the administrative organs of the AEMH.	Any member of the Plenary Assembly known for their commitment in hospital medicine and/or still actively working as hospital physicians, in managerial positions or medical research is eligible to be appointed to the administrative organs of the AEMH.
	Proposal <i>Danish Medical Association</i> : Any member of the Plenary Assembly still actively working in hospitals is

	<i>eligible to be appointed to the administrative organs of the AEMH.</i>
	The Spanish Delegation does not agree that doctors who are only active in management do not work actively as hospital physicians could be appointed to the AEMH Executive Committee or Board.

Article 12 - Composition and competences of the Executive Committee

12.1. All the members of the Executive Committee shall be elected by the Plenary Assembly, by secret ballot, for a period of three years

Currently	Proposal 6
and can be re-elected.	and can be re-elected for one (or two?) successive periods in the same position.
	Proposal FNOMCeO Italy: Can be re-elected for two successive periods in the light of assuring the continuity of the work of the Executive Committee members. In any case, there will be the possibility to derogate from the above mentioned rule by a new election.
	Proposal Spanish Delegation: Can be re-elected for one period in the same position.

The Committee shall include:

- the President;
- the First Vice-President;
- the Treasurer.

12.2. The Executive Committee must meet in an ordinary meeting at least once per year. The call to the meeting shall be written and sent at least four weeks in advance.

12.3. The Executive Committee can hold an extraordinary meeting each time business so requires and if at least two of its members request one.

12.4. The Executive Committee shall be responsible for:

- a) implementing the decisions taken by the Plenary Assembly;
- b) supervising working groups;

c) advising the Board.

Article 13 - Composition of the Board

13.1. The Association is administered by a Board which shall include:

- the Executive Committee

Currently	Proposal 7
- the Immediate Past President and President Elect;	- the President Elect;

- the Second Vice-President;
- the Third Vice-President.

13.2. All the members of the Executive Committee shall be elected by the Plenary Assembly, by secret ballot, for a period of three years (see Article 12.1).

Currently	Proposal 8
All the other members shall be appointed by the Plenary Assembly, by secret ballot, for a period of two years and can be re-elected.	-The Second Vice-President and the Third Vice-President shall be elected by the Plenary Assembly, by secret ballot, for a period of two years and can be re-elected for one (or two) successive periods in the same position.
	Proposal FNOMCeO Italy: ...can be re-elected for two successive periods.

New	Proposal 9
	13.3 All Candidates should be notified four weeks in advance to the Secretariat
	<i>The Danish Medical Association doesn't support this proposal. The DMA has the opinion that any new candidate can be presented up till the meeting.</i>

Currently	Proposal 10
13.3. Once the President's term of office is over, they shall become part of the Board as Immediate Past President for one year.	delete

Currently	Proposal 11
13.4. The future President shall be elected by the Plenary Assembly one year before the start of the term of office, and shall form part of the Board as President Elect.	13.4. The future President shall be elected by the Plenary Assembly the year before the start of the term of office, and shall form part of the Board as President Elect from the Plenary meeting until the start of the term of office.

13.5. The members of the Board can be dismissed by the Plenary Assembly by a majority of two-thirds of the currently members present or represented.

Article 14 - Meetings, decisions and organisation of the Board

14.1. The Board must meet in an ordinary meeting at least once per year before the date of the Plenary Assembly. The call to the meeting shall be in writing and sent at least four weeks in advance.

14.2. The Board shall hold an extraordinary meeting if at least three members of request it in writing with supporting arguments.

14.3. Any call to a meeting of the Board shall be accompanied by an agenda. A resolution on an item that does not appear in the agenda is only possible if two-thirds of the members of the Board give their approval, at the start of the meeting.

14.4. The Board is only able to take decisions if all of the members have been called and if about half of these are present. Board decision shall be taken by simple majority, in the case of an equal number of votes the proposal is rejected.

14.5. The **Board** can only take a decision by correspondence or by other communication lines if its members are unanimous on the issue. This procedure will be invoked in an exceptional manner and only in cases of reasoned urgency. The members shall be duly informed before the voting takes place. In addition, this vote must be ratified at the next full Board meeting.

14.6. The Board meetings are chaired by the President or one of their substitutes. Minutes of the discussions shall be taken for each meeting of the Board and distributed to each of its members after being signed by the President and the Treasurer. The minutes can be made available to the members of the Association.

14.7. The Board shall submit its annual report to the Plenary Assembly.

Article 15 - Competences and power of the Board

15.1 The Board is responsible for:

- a) calling and preparing the Plenary Assembly and drafting the agenda;
- b) calling and preparing the meetings of the Executive Committee, which will take place at least once a year, and drafting their agenda;
- c) ensuring the running of the Permanent Secretariat of the AEMH responsible for handling the affairs of the Association.
- d) representing the AEMH at the Standing Committee for European Doctors (CPME) through its President, or by a member of the Board designated for this purpose by the latter;
- e) entering into employment contracts with the employees of the Association.

15.2. The AEMH must be represented on a judicial and extra-judicial level, through two members of the Board. All the deeds which the Association enters into, except for special powers of attorney, shall be signed by two members of the Board.

15.3. The Board shall hold the necessary power on a judicial level, represented by its President or by two of its members, duly appointed by the Board.

Currently	Proposal 12
16.3 The Board must submit the accounts for the closing financial year and the budget for the next financial year to the Plenary Assembly for approval.	15.4 The Board must submit the accounts for the closing financial year and the budget for the next financial year to the Plenary Assembly for approval.

Currently	Proposal 13
Article 16 -Organisation	Article 16 - Auditors

Currently	Proposal 14
16.2 The auditor of the accounts shall draw up a report on the results of their audit, which shall be sent to the members along with the agenda. The auditor shall be elected by the Plenary Assembly for three successive financial years.	See 17.3 16.1 Internal Auditor The internal auditor is elected by the Plenary Assembly from amongst the member associations for three successive financial years and can be re-elected for one (or two?)

	successive periods.
	Proposal FNOMCeO Italy: ...can be re-elected for two successive periods.
	16.2 Competence - Internal auditor. The internal auditor will have his main duty in evaluating whether the AEMH` s disposals are in accordance with the aims of the association or not.
16.3 the Board must submit the accounts for the closing financial year and the budget for the next financial year to the Plenary Assembly for approval. (see proposal 15.4)	16.3 External auditor. The external auditor should be elected from outside the AEMH for three (?) successive financial years and can be re-elected for one (or two?) successive periods.
	Proposal FNOMCeO Italy: ...can be re-elected for two successive periods.
	Comment from the Spanish Delegations: It is not a question of election, but of contracting a company and then renewing the contract or not.
	16.4 Competence - External auditor. The external auditor will have his main duty according to expences, documentation based on main accounting principles.

V. BUDGETS AND ACCOUNTS

The finances of the Association can only be used for the objectives defined by the statutes. Members cannot receive a financial contribution on behalf of the Association. Reimbursement of expenses related to their activities on behalf of the Association is only allowed upon presentation of documentary evidence.

Article 17 – Organisation

17.1. The financial year of the Association is the calendar year of 1 January to 31 December.

New	Proposal 15
	17.2 The Treasurer shall manage the Association`s funds, oversee the book-keeping, authorize commitments and together with the auditors, prepare the financial report for the Plenary Assembly and the budgets.
	Proposal FNOMCeO Italy: The FNOMCeO agrees on the proposal, but it would be preferable to add at the end of the article “on the suggestion of the Board” as the budget is managed by the Treasurer but allocated by the Board.

Currently	Proposal 16
16.2. The auditor of the accounts shall draw up a report on the result of their audit, which shall be sent to the members along with the agenda.	17.3 The auditors of the accounts shall draw up a report on the result of their audit, which shall be sent to the members along with the agenda.

VI GENERAL PROVISIONS

Currently	Proposal 17
Entry into force	Article 19 - Entry into force

These statutes shall enter into force the day on which they are approved by Royal Decree.

Article 18 20 Official language

The working language of the AEMH is English and the official language is French.

	<i>Proposal 18 of the Danish Medical Association: The working and official language of the AEMH is English - as decided in Madrid 2004.</i>
	The FNOMCeO would like to remind that in the Madrid AEMH Plenary 23/24 April 2004 it was stated that “English to become the sole language without

	interpretation”.
--	------------------

Article 19 21- Additional applicable provisions

All that is not laid down by these statutes and in particular publications to be made in the Annexes to the *Moniteur belge*, shall be governed in accordance with the provisions of the Law of 25 October 1919, amended by the Laws of 6 December 1954 and of 30 June 2000.

	PROPOSAL 19 OF THE <u>HELLENIC DELEGATION</u>
	Article 22 “Guarantee of Decisions and Resolutions” It is absolutely necessary the <u>registration on the minutes</u> of all the decisions and resolutions / motions which, following discussions, are decided and adopted during the AEMH General Assembly and AEMH Boards so as to guarantee and materialize the decisions and the resolutions.
	The <u>FNOMCeO</u> estimates useful to consider the possibility to elaborate the AEMH Rules of Procedure .

A N N E X 1 to Statutes

Founder members of the AEMH European Association of Senior Hospital Physicians

The following 16 national organisations are members of the AEMH:

Austria	Verband der ärztlichen Direktoren und Primärärzten Österreichs Weihburggasse 10-12 - -1010 Wien
Belgium	Fédération Belge des Chambres Syndicales des Médecins/ Belgische Vereniging van Artsensyndikaten (BvAS-ABSyM) Boondaalse Steenweg 6, bus 4 - 1050 Brussel
Croatia	Croatian Medical Chamber-Subiveca 9 - 10000 Zagreb/ Croatia
Denmark	Den Almindelige Danske Laegeforening/ Danish Medical Association 9 Trondhjems gate - DK-2100 København Ø
France	Syndicat National des Médecins, Chirurgiens, Spécialistes et Biologistes des Hôpitaux Publics (SNAM) 15, rue Ferdinand Duval - F-75004 Paris Conseil National de l'Ordre des Médecins 180, Bld Haussmann - F-75008 Paris
Germany	VLK „Verband der Leitenden Krankenhausärzte Deutschlands e.V.“ Tersteegenstr. 9, D-40474 Düsseldorf
Greece	Panhellenic Medical Association Ploutarchou 3 - GR-10675 Athens
Italy	Federazione Nazionale degli Ordini dei Medici Chirurghi e degli Odontoiatri FNOMCeO Piazza Cola di Rienzo, 80/A - I-00192 Roma
Luxembourg	Association des Médecins et Médecins Dentistes du Grand Duché de Luxembourg (A.M.M.D.) 29, rue de Vianden - L-2680 Luxembourg
Norway	The Norwegian Association of Senior Hospital Physicians Akersgata 2 - P.O.Box 1152 sentrum - N - 0107 OSLO
Portugal	Ordem dos Médicos Av. Almirante Gago Coutinho, 151 - P-1749-084 Lisboa
Slovakia	Slovenská Lekárska Komora-The Slovak Medical Chamber Dobsinského 12 - 811 05 Bratislava, Slovakia
Slovenia	Medical Chamber of Slovenia Dalmatinova 10 - SLO-1000 Ljubljana
Spain	Consejo General de Colegios Medicos de España Plaza de las Cortes 11 - 28014 Madrid/ Spain
Sweden	Swedish Association of Senior Hospital Physicians Villagatan 5 - P.O. Box 5610 - SE-114 86 Stockholm
Switzerland	Verbindung der Schweizer Ärztinnen und Ärzte (FMH) Elfenstrasse 18 - CH-3000 Bern 16