



The European Federation of Periodontology

By-Laws

1. Title, Base and Objectives

Paragraph 1

An international *non-profit* making association has been established, named in English “The European Federation of Periodontology” and in French “La Fédération Européenne de *Parodontologie*” in *short* the EFP.

The EFP is registered under the Belgian Law of 25 October 1919, *amended* on 6 December 1954 and on 30 June 2000.

The EFP is established for an indefinite period of time. It can go into liquidation at any time in conformity with *law* and its current By-Laws.

Paragraph 2

The registered office *is* established at Chemin du Prince 424, Masnuy Sain Jean, 7050 Belgium.

The registered office can be transferred to an alternative base in Belgium by a decision of the Executive Committee, published in the Annexes of the Moniteur Belge within a month of that decision.

Paragraph 3

The EFP is a *non-profit* making organisation whose goal is the promotion, by all means at its disposal, *of* periodontology and, *more generally*, oral health *both* in Europe and worldwide. *In particular*:

- To promote the development and practice of *periodontology* and of *oral health* in Europe and to ensure the development and recognition of the specialty of *periodontology* in Europe;
- To ensure a high level of knowledge in these disciplines by publications, *collaborative* scientific research and by any other means at its disposal;
- To oversee the dissemination of research and publications by its members and other research workers;
- To ensure the independence and the integrity of the profession of periodontology and/or dentists with a specific interest in periodontology.

In addition the EFP also has a goal to promote and represent the interests of the discipline of periodontology in Europe and worldwide.

2. The members and their representation

Paragraph 4

The EFP is composed of national associations of periodontology and national representative organisations in the field of oral health in Europe that are legally constituted according to the laws and customs of the country concerned. Representation may be in the form of an individual person acting in their own name, admitted as the elected representative of a de facto association (President or other person) without taking legal responsibility on behalf of that association.

Only one national association or one individual representing a national group can be a *full* member of the EFP for that country.

Paragraph 5

- A. There are two categories of *membership full and associate*.
- B. The full members are associations:
 - that can prove that they are constitutionally *autonomous entities*
 - that can prove their independence
 - that can prove to represent qualified periodontologists and/or dentists with a specific interest in the field of periodontology in their country
 - that ensures their members, and dentists of that country, have a high level of internationally recognised knowledge by organising conferences, by publications and other methods at their disposal.

If the *full* member is an individual representing a de facto group, the de facto group has to fulfil the *above-mentioned* conditions. *In this case, the member must be a periodontist or dentist having a specific interest in periodontology.*

Only *full* members have a vote during the General Assemblies.

- C. The associate members are those associations and other professional groups interested in the mission and objectives of the EFP but who do not fulfil the conditions outlined above under B.

Paragraph 6

- A. The admission of new full members is subject to the following conditions: the fulfilment of the requirements defined in paragraph 5 and the approval of the candidacy by the General Assembly by a majority of two thirds of the votes cast following nomination by the Executive Committee.

In addition, every candidate for membership can be provisionally accepted by the Executive Committee. *Provisional acceptance does not confer voting rights and must be confirmed by the General assembly at its next meeting.*

- B. The admission of a new associate member *follows a proposal by the Executive Committee and is subject to the approval of the General Assembly by a two-thirds majority of the votes cast.*
- C. *The same conditions apply to the replacement of one representative by another representative of the same de facto group for full and associate members of EFP. The replacement representative will have the same rights and obligations to the EFP as his predecessor.*

Paragraph 7

- A. Members wishing to resign must give at least 3 months notice prior to the next General Assembly. Their resignation will be effective from the end of the year in which the General Assembly was held.
- B. Members who fail to pay their *subscription* referred to in paragraph 8 are considered to have resigned ten days after the receipt *of a second* reminder. The second reminder will be sent by registered mail and will include reference to the previous paragraph.

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

- C. The exclusion of a member from the EFP can be decided by the General Assembly by a majority of two thirds of the cast votes on the recommendation of the *Executive Committee. The member must have opportunity to defend his position before the exclusion vote.*

As an alternative to exclusion and following his defence, the General Assembly can decide by a majority of two thirds of the cast votes to suspend the member until the next General Assembly. A suspended full member has no voting rights.

- D. The resigning, excluded or suspended member remains indebted to the EFP for the whole amount owed. He remains bound to his obligations to the EFP as long as his dismissal or exclusion has not become effective.

Paragraph 8.

Members will pay a subscription which is fixed annually by the General Assembly on the recommendation of the Executive Committee. This subscription is based on the category of membership (Full or Associate).

If the General Assembly fails to agree on the level of *subscription*, members will provisionally pay at the level of the previous year.

Paragraph 9

- A. The full members can be represented on *management committees* of the EFP by two persons:
- The first is the President of *the national association or professional group, or his deputy*
 - The *second is the EFP* representative who is a member of the *national association or professional group and* is specifically designated by the competent body of *that* association or group to represent it on the EFP.

The EFP representative, or on his absence, his deputy, exercises all the rights of the national association or professional group at the EFP during the General Assembly including the only right to vote, and during all scientific or advisory committees. *However, all representatives may be present at the General Assembly.*

If the full member is an individual representing a de facto association as referred to in paragraph 4, he exercises the rights of a member of the EFP. An additional person accompanying the member of the de facto organisation can attend the General Assembly.

- B. Associate members have the right to be represented at the general assembly and in all consultative or scientific committees by a person designated for this purpose.*

3. The General Assembly

Paragraph 10.

The General assembly has *full* power to realise its goals.

It is composed of the full members. Associate members have only an advisory position unless decided otherwise by the General Assembly at the beginning of the meeting.

The following are *specifically* reserved to the competence of the General assembly:

- the modification of the By-Laws;
- the dissolution of the EFP
- the admission of new members, the admission of associate members as full members and the exclusion of members;
- the election and *removal of administrators and members of the Executive Committee;*
- the determination of the annual *subscription, payment to administrators* and the approval of the budgets and accounts;
- the *appointment* of the auditors
- the creation of scientific and advisory committees, of discussion platforms and of scientific conferences;
- the determination of the overall present and future strategies and the determination of all material relevant to the business and conduct of the EFP.

Paragraph 11.

A. The General assembly meets annually ipso jure, under the chairmanship of the President of the Executive Committee or another administrator designated *annually* for this purpose, at its registered offices or at another place *indicated in the notification*.

The *notification* is prepared and sent out by the Executive Committee at least 50 days before the meeting of the General Assembly. It will contain the *agenda, date, time and the venue of the meeting*.

B. An extraordinary meeting of the General Assembly can be called by the Executive Committee when deemed necessary either on its own initiative or *on* the demand of the representatives of at least half the full members.

Paragraph 12

A. The full members can be represented at the General Assembly by a member of the executive body of their national association or national professional group who has the power of *proxy*.

B. The General Assembly can legally make decisions if at least half of the full members are present or represented. If this condition has not been met another meeting is called thirty days later. The General Assembly can then act legally irrespective of the number of members present.

Paragraph 13

A. Every full member has a single vote.

B. Except in the special circumstances referred to in the By-Laws the resolutions will be taken by a simple majority of the full members present. The resolutions will be conveyed to all members in whatever appropriate manner (e-mail, fax, mail etc).

C. Items not included on the agenda cannot be dealt with.

D. The resolutions of the General Assembly are recorded in a register signed by the President and the Secretary and held at the registered offices by the President and available to the members.

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

Paragraph 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 must come from the Executive Committee and receive support from at least two thirds of the full members *of the EFP*.

The Executive Committee *must* inform the members of the EFP at least three months in advance of the date the General Assembly *that deals* with such a proposal.

- B. *If a quorum* is present during the Assembly, a decision is accepted with a majority of two thirds of the cast votes.

If the quorum is not present during the Assembly, the procedure referred to in Paragraph 12 must be followed. *In this case, a legal decision can only be made by a majority of two thirds of the votes cast by the members present.*

- C. The modifications to the By-Laws will only have effect after their approval by Royal decree and after *the conditions of advertisement* prescribed in Paragraph 3 of the Law of 25 October 1991 *have been* fulfilled.

- D. The General Assembly *will determine* the rules for dissolution and liquidation of the EFP.

4. The Executive Committee

Paragraph 15

- A. The EFP is administered by *a committee referred to as* “the Executive Committee” consisting of a minimum of *seven* and a maximum of nine members.

- B. The Committee is composed of:

The President

The two Vice Presidents, the *President-elect and the Immediate past-President*

The Secretary General

The Treasurer

These *officers* are elected by the General assembly with a three-year mandate.

The Presidency is held for *the second* year of his *three-year* mandate. During the first year he will serve as *President-elect* and the third year as *Immediate past-President*.

- C. The two other *committee members* will be elected by the General Assembly for a period of two years.

- D. The Executive Committee have the power to co-opt *up to two additional* members for a *maximum* period of two years.

- E. Chairmen of the main committees as defined in the EFP strategic plan will be co-opted to the Executive Committee as non-voting members.

- F. The *aforementioned* mandates run from the day following the General assembly. *The mandates of SG and Treasurer are renewable for a further 3 year period*

Paragraph 16

A. *Members of the Executive Committee* can be removed by the General assembly by a majority of two thirds of the full members present. This removal will take effect from the day following the General Assembly. In such circumstances the General assembly must appoint an immediate replacement for the *removed person* (unless it is a co-opted *person*) to complete the mandate until the next General Assembly and to elect a *replacement* in conformity with the By-Laws.

B. *If the President is removed, the President-elect will succeed him immediately and become President in his own right.*

If the immediate past President is removed, the General assembly will designate a replacement for the remainder of his mandate.

If the President-elect is removed, the General assembly will proceed immediately with a replacement for the remainder of the mandate.

C. *Members* can resign by letter addressed to the *office of the Executive Committee*. Under these circumstances, except in the case of a co-opted *member, an extraordinary* General assembly will be convened within 30 days (as an exception to Paragraph 11), unless a General Assembly has already been convened. The *item* will be added to the agenda for the General Assembly *and members informed* at least ten days before the meeting.

The principles described in points A and B will be applied.

The resigning *members* will remain in office until replaced.

Paragraph 17

A. The Executive Committee will meet at least twice a year, or more *frequently* if required. *Meetings are* convened by the President or the Vice Presidents.

B. *A member of the Executive Committee may be represented by another member.* No member can hold no more than one power of attorney.

C. The Executive Committee can only make decisions when at least two thirds of *its members* are present or represented. All decisions are taken by a majority of the cast votes.

Paragraph 18

A. The Executive Committee hold all management and administrative powers without prejudice to the General assembly. It is charged with the execution of the

decisions of the General assembly and with the handling and preparation of the accounts of the EFP.

B. It can delegate the daily management to the President, *another committee member or an employee* previously authorised by the General Assembly.

C. The Executive Committee can attribute special and determinate powers to one or more persons.

Paragraph 19

A. The President assumes the lead of the EFP in general and specifically of the Executive Committee and General Assembly.

The President and Secretary General prepare the agenda for the General Assemblies.

The President is assisted by the two vice presidents who can replace him in his absence or at his request.

The President represents the EFP in dealings with third parties and can delegate this representation to another person.

B. The Secretary General prepares the minutes of the *meetings* of the General Assembly and of the Executive Committee and prepares the *announcements of meetings* of the General Assembly and Executive Committee.

More specifically he is charged with the holding of official documents (namely to prepare a list of all delegates and their representatives) and initiate if required their publication in conformity with the rules of the EFP. Under the guidance of the President he will annually prepare a report of the activities of the EFP which he is required to present to the General Assembly.

He is responsible for the coordination of the different organs of the EFP, between its members and between the *various* activities organised by the EFP (namely between the advisory or scientific committees, the discussion platforms, the scientific conferences).

He has overall responsibility for the running of the EFP.

Based on the decision by the Executive Committee, the General Secretary may be assisted by *employees to create* a secretariat.

C. The treasurer is charged with the daily financial management of the EFP and for this purpose can be assisted by a secretariat. He arranges the level of *subscriptions* from the members.

He prepares the annual budget and prepares the annual accounts. This is subject to audit by *an* auditor appointed by *the* General Assembly.

He presents the accounts to the General Assembly.

D. There shall be an Editor, appointed by the management committee of the Journal of Clinical Periodontology (JCP).

The JCP management committee will consist of 2 persons appointed by the publisher of the Journal and 2 members of the EFP executive committee.

The Editor shall normally be in attendance at meetings of the Executive Committee and General Assembly.

The Editor shall liaise closely with the General Secretary; shall be responsible for the publication of the Journal of Clinical Periodontology, and shall report annually to the General Assembly.

Paragraph 20

A. The decisions of the Executive Committee are taken by the majority of the *members present or represented*. In the case of a split vote the President has the casting vote.

B. The decisions are recorded in the register, signed by the Secretary and President and held by the Secretary or President at the registered offices of the EFP. The President and Secretary *will keep the register available to members of the EFP*.

Paragraph 21

All *acts* that are binding on the EFP are, unless by special power of attorney, signed *either* by the President or by two *members of the Executive Committee* who do not need *to justify to third parties the powers conferred upon them for this purpose*.

Paragraph 22

Legal actions, either as plaintiff or defendant, are carried out by the *Executive Committee* represented by *the President or another person designated by him for this purpose*.

Paragraph 23

The Executive Committee reports on its management to the General Assembly. For this purpose an annual report is published, *a summary of which is attached to the papers calling the meeting of the General Assembly*. *It describes the activities of the EFP and is voted on by the General Assembly*.

7 Budgets and Accounts

Paragraph 24

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

The first financial year commences on the day the EFP obtains its legal status and will end on the 31st December of that year.

B. The Executive Committee is required to put for approval by the General Assembly the accounts for the preceding year and the budget for the following year.

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

C. The annual accounts and the budget approved by the General Assembly *will be held available to members* at the registered office of the EFP.

Paragraph 25

The General Assembly appoints an auditor for three years to verify the accounts of the EFP.

At the same time as the accounts are prepared for the preceding year by the Executive Committee, the auditor prepares an annual written report, also for the General Assembly.

8 Dissolution

Paragraph 26

A. The General Assembly can decide to dissolve the EFP in *accordance with* the articles in paragraph 14 of the current By-Laws.

B. In the case of voluntary or judicial liquidation, the General assembly will appoint a liquidator by a simple majority of the votes cast. *If the General Assembly called to appoint this person fails to do so, Le tribunal de Première Instance of the region of the registered office will designate a liquidator.*

C. The liquidator will realise the assets to settle the debts. All surplus funds will be transferred to a similar *non-profit* making organisation with the same aims and objectives as the EFP.

D. In the case of dissolution, members are only liable within the limits fixed by law and cannot demand a larger share of the assets than the repayment that portion of their subscription for the current year that corresponds to the period between the effective date of dissolution and the 31st December of that year. This distribution can only take place in competition with other calls on any surplus funds.

9 General Dispositions

Paragraph 27

Everything that is not foreseen in the current By-Laws and in the published Annexes of the Moniteur Belge, are regulated by Belgian law.

Paragraph 28

Standing orders can be established, modified or abrogated by the General Assembly on the proposal by the Executive Committee, with a two thirds majority of the votes cast.

Every member and every new member will receive a copy of the current standing orders. Every new member must comply with these rules.

Paragraph 29

The official language of the EFP is French. The operating language is English.

Paragraph 30

The Belgian Courts of Appeal of the arrondissement of the registered offices of the EFP are the sole competent authorities.

Paragraph 31

The current By-Laws come into force *on the day that legal status is granted to the EFP by Royal Decree.*

Ljubljana , 27 February 2010