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**The European Federation of Periodontology - La
Fédération européenne de Parodontologie**
abbreviated to **EFP**

International non-profit organisation
1000 Brussels,
Rue de la Presse, 4

RPM Brussels - BE0478.584.340

Consolidated by-laws of 30 November 2023

HISTORY:

DEED OF INCORPORATION

International non-profit organisation of which the by-laws were published in the annexes to the Belgian Official Gazette, businesses section, on 20 October 2002, under number 20896.

AMENDMENTS TO THE BY-LAWS

International non-profit organisation of which the by-laws were amended on several occasions, notably following a decision by the extraordinary General Assembly of members on 23 April 2016, with the by-laws being published in the annexes to the Belgian Official Gazette on 21 September 2016, under number 2016-09-21 / 0130672.

International non-profit organisation of which the by-laws were amended pursuant at an extraordinary General Assembly, with the minutes being compiled under the terms of a deed received by Mr Jean VINCKE, civil-law notary practising in Brussels, dated 30 November 2023, currently being published as extracts in the annexes to the Belgian Official Gazette.



The European Federation of Periodontology By-Laws

I Name, term, registered office, purpose and activities constituting its object

Article 1

An international non-profit organisation has been established named '**The European Federation of Periodontology**' in English and '**La Fédération Européenne de Parodontologie**' in French, abbreviated to '**EFP**', hereinafter referred to as '**EFP**').

The EFP is registered under the Belgian law of 27 June 1921 on non-profit-making associations, non-profit-making international associations and foundations, consolidated to include all later modifications up to the law of 25 April 2014.

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.

Article 2

The registered office is established at Rue de la Presse 4, Brussels, 1000 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.

Article 3

The EFP is a non-profit making organization 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.

II The members and their representation

Article 4

The EFP is composed of national associations of periodontology and national representative organizations 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.

Article 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.

Article 6

A. The admission of new full members is subject to the following conditions:

The fulfilment of the requirements defined in Article 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.

Article 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 Article 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 article.

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.

Article 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.

Article 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 Article 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.

III The General Assembly

Article 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.
- whenever required by law.

Article 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. Lastly, an extraordinary meeting of the General Assembly may be convened by the auditor, either on his own initiative, or at the written request (sent by registered letter and/or e-mail) of at least one fifth of the full members. The specific matters which the members who have requested the extraordinary meeting of the General Assembly wish to be dealt with must be placed on the agenda of said meeting.

Article 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.

Article 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.

Article 14

A. Without prejudice to Article 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 Article 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 Article 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.

IV The Executive Committee

Article 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 may decide to co-opt two additional directors, with the same powers, for a maximum term of one year.

E. 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

Article 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 Vice President who is to become President is removed from office, the General Assembly will immediately replace them for the remainder of their term of office.

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 Article 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.

Article 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.

Article 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.

Article 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 on a yearly basis.

He presents the accounts to the General Assembly.

D. There will 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 will normally be in attendance at meetings of the Executive Committee and General Assembly.

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

Article 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.

Article 21

Unless a special power of attorney applies, all deeds which are binding for the EFP are to be signed either by the President (in office) acting alone, or by two directors acting jointly. These persons will not be required to provide justification of the powers conferred for this purpose to third parties.

Article 22

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.

V Budgets and Accounts

Article 23

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

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.

D. The treasurer will propose to the Executive Committee an investment plan, in low-risk investments, which can comprise up to 80% of the savings (net assets). A diversification is recommended in order to reduce unforeseen losses. The General Assembly should be informed by the Executive Committee about the investment strategy and the related risks. The General Assembly will have to approve the investment strategy as well as the investment plan before they are implemented.

Article 24

Where the EFP meets the criteria laid down by law, the General Assembly is obliged to appoint an auditor every three years to audit EFP's accounts.

In this case the auditor will provide a written and detailed report each year which will be submitted to the General Assembly at the same time as the accounts for the previous financial year, as already compiled by the Executive Committee.

VI Dissolution

Article 25

A. The General Assembly can decide to dissolve the EFP in accordance with the provisions of Article 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.

C. 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 31 December of that year. This distribution can only take place in competition with other calls on any surplus funds.

D. The liquidator will realise the assets to settle the debts. Any surplus assets will be transferred to an association or similar non-profit organisation with the same aims and objects as the EFP, in accordance with the terms and conditions determined by the decision of the General Assembly which decided to dissolve the EFP.

VII General Provisions

Article 26

The General Assembly can draw up, amend and revoke internal rules and regulations, following a proposal by the Executive Committee, acting on the basis of a two-thirds majority of the votes cast.

Each member and each new member will receive a copy of the current internal rules and regulations and each new member must explicitly agree to abide by them.

Article 27

All matters not provided for in these by-laws are governed by the applicable legal provisions, subject to the provisions of any internal rules and regulations that may be adopted.

The official version of the EFP by-laws is the French version. In the event of any contradiction between the French and English versions, the French version will take precedence.

Article 28

In the event of a dispute, the Belgian courts and tribunals of the district in which the EFP has its registered office will have exclusive jurisdiction.

Article 29

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

Article 30

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

Article 31

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

Berlin, 23 April 2016

Signed by:

EFP President: Dr Sören Jepsen (Germany) EFP President Elect: Dr

Juan Blanco (Spain)

EFP Past President: Dr Phoebus Madianos (Greece) EFP Secretary General:

Dr Stefan Renvert (Sweden) EFP Treasurer: Dr Jörg Meyle (Germany)

EFP Elect member: Dr Gernot Wimmer (Austria) EFP Elect member: Dr

Anton Sculean (Switzerland)