

## **BYLAWS OF THE**

### **EUROPEAN ASSOCIATION OF PSYCHOSOMATIC MEDICINE (EAPM) –**

#### **The European Association of Consultation-Liaison Psychiatry, Psychosomatic Medicine and Integrated Care**

#### **§1 Name, site, and scope of activities**

- (1) The name of this Association shall be “EUROPEAN ASSOCIATION OF PSYCHOSOMATIC MEDICINE – The European Association of Consultation-Liaison Psychiatry, Psychosomatic Medicine and Integrated Care”.
- (2) The site of the Association shall be in Austria, in Innsbruck, Schöpfstr. 23a, Klinik für Medizinische Psychologie, Medizinische Universität Innsbruck. The General Assembly may promote the change of the site, through the appropriate modifications of the constitution and the bylaws.
- (3) The main scope of activity of this Association shall be the European Union and other European countries.

#### **§2 Purpose and objectives**

- (1) The Association is set up as a non-profit, scientific and educational organization.
- (2) The objectives of the Association shall be:
  - a) To promote an integrated psychosomatic (biopsychosocial) approach to health and disease.
  - b) To promote the treatment and care of patients with psychiatric disorders and psychological problems in patients with or without physical disorders in general hospitals, medical clinics, other community out-patient clinics and primary care.
  - c) To stimulate and support research in the areas of Psychosomatic Medicine, Consultation-Liaison Psychiatry, and Integrated Care.
  - d) To stimulate and support teaching and training, and advanced professional education in the areas of Psychosomatic Medicine, Consultation-Liaison Psychiatry, and Integrated Care.
  - e) To foster interaction and collegiality among members of the Association and provide opportunities for mutual support and assistance.
  - f) To educate the patients, carers and the general public regarding Psychosomatic Medicine.
  - g) To provide a forum for the presentation, dissemination and discussion of scientific problems in Psychosomatic Medicine, Consultation-Liaison Psychiatry, and Integrated Care through the organization of meetings, conferences, workshops and publications.
  - h) To advise national and European organizations and to encourage and stimulate the formation of local, regional and national organizations which further the goals of the Association

- i) To identify and reward outstanding achievement and/or service in Psychosomatic Medicine, Consultation-Liaison Psychiatry, and Integrated Care.

### **§3 Means to obtain the objectives**

- (1) The objectives shall be obtained by the non-material and material means stated under point two (2) and three (3).
- (2) Non-material means are:
  - (1) organizing scientific meetings, networking and facilitating discussion,
  - (2) developing practice and training guidelines,
  - (3) promoting and maintaining relationships with other professional Associations in the field
  - (4) organizing scientific research projects and publications,
- (3) Material means are:
  - (1) Membership fees which will be determined by the General Assembly.
  - (2) Income resulting from meetings, courses, publications and conferences organized by the Association.
  - (3) Grants, financial aids, allowances, donations or contributions from both governmental and non-governmental (National, Regional, Local or County) and private organizations.

### **§4 Categories of Membership**

#### 1. Regular Members

Those health professionals involved in the medical and psychological care of patients and other individuals of academic qualification, actively involved in the field of Psychosomatic Medicine and Consultation-Liaison Psychiatry and Integrated Care. They shall have all the rights and privileges of the Association and shall be actively involved in the association work.

#### 2. Extraordinary Members

Those individuals of any nationality showing interest in the field of Psychosomatic Medicine, Consultation-Liaison Psychiatry, and Integrated Care but do not fulfill the criteria for Regular Membership. They advance the association mainly by paying an increased membership fee.

#### 3. Honorary Members

Those individuals of any nationality recognized for their distinguished contribution to Psychosomatic Medicine, Consultation-Liaison Psychiatry and Integrated Care commendable for nomination, if the proposal of the Executive Council is approved by the General Assembly. Honorary members are exempt from paying dues.

## § 5 Admission of new members.

- (1) All natural persons, as well as legal bodies and associations with legal capacity, which fulfill the criteria described under § 4 can become members of the association.
- (2) The application for admission of new members must be approved by the Executive Council. Membership application can be denied without explanation.
- (3) The application to become a member of the Association implies the full acceptance of the Constitution and the Bylaws, as well as the rules and agreements which might be incorporated by the governing bodies in the exercise of their duties including the payment of the annual membership fee.
- (4) Honorary members are proposed by the Executive Council and nominated by the General Assembly.
- (5) Until the association is founded the admission of new members has to be carried out by the founder of the association or, if already present, by the executive council of the association. Membership only becomes effective with the official foundation of the association.

## § 6 Termination of membership

- (1) Membership ends automatically by means of death, legal bodies and associations with legal capacity lose membership by losing their legal entity. Membership ends by means of cancellation by the member, or by the Executive Council.
- (2) The Executive Council can expel a member, under the circumstance that this member has violated its duties or showed dishonorable behavior.
- (3) Cancellation of membership by the member becomes active at the end of the running year (annual membership). The Secretary needs to be informed about the cancellation in a written form, at least three months in advance. Otherwise, membership remains active until the next possible cancellation date.
- (4) The Executive Council can cancel the membership of a member, under the circumstance that this member has not paid any fees for longer than 6 months while receiving at least two written notifications. Liability to pay the fees remains active after membership cancellation.
- (5) Retraction of Honorary Membership is possible under the circumstances explained under point two (2). Retraction must be requested by the Executive Council and authorized by the General Assembly.

## § 7 Members' rights and obligations

- (1) **Rights:** The members of the Association shall benefit from the following rights:
  - a) To actively participate in all scientific activities of the Association and to use all accommodations the Association might have.
  - b) To have a copy of the Constitution, the Bylaws and of any other internal rules and to have knowledge of agreements reached by the governing bodies.

- c) Regular members and honorary members shall be able to participate in the government of the Association, they have their say and may vote in the meetings of the General Assembly, and are qualified to elect or be elected for the governing bodies.
- d) A General Assembly can be called by a tenth of the members.
- e) The Executive Council shall inform the members about the financial situation of the Association during every General Assembly. If a tenth of the members demands to review the financial situation, and brings forward reasons to do so, the Executive Council needs to inform those members within 4 weeks.
- f) All members are to be informed about annual financial report. If this takes place during the General Assembly, the Auditing Committee needs to be present.

(2) **Obligations:** The members of the Association shall have the following obligations:

- a) To respect the bylaws and the agreements approved by the governing bodies.
- b) To fulfill the duties assigned to the office they hold.
- c) To promote and defend the objectives of the Association and to refrain from activities that might damage the reputation and function of the Association.
- d) Regular and Honorary Members are bound to pay their membership fee on schedule.

## **§8 Governing bodies**

The representation, government and administration of the Association shall take place through the following bodies: the General Assembly (§§9 and 10), the Executive Council (§§11-13), the Auditing Committee (§15) and the Arbitration panel (§16).

## **§9 General Assembly**

1. The General Assembly is the supreme ruling body of the Association and will be composed of all the regular and honorary members previously called for a meeting, being President and Secretary those who hold the same post in the Executive Council.
2. Every post shall be unpaid.
3. The Assembly shall be required to hold regular meetings at least once a year to approve the management of the Executive Council, the Annual Report, the Annual Financial Report and the Budget.
4. Any other meeting shall be considered extraordinary and can be called by
  - a. the Executive Council or the General Assembly
  - b. a written request to the Executive Council of at least a tenth of the members
  - c. a written request to the Executive Council of the Auditing Committee
  - d. the decision of both/one of the auditors
  - e. the decision of a legal trustee

and has to take place within 4 weeks. An extraordinary General Assembly can also take place as video conference.

5. The General Assembly meetings shall be called by the Executive Council, the Auditing Committee or a legal trustee. Six weeks written notice by mail, e-mail or fax shall be required. The General Assembly cannot take place without a written agenda. Points for the agenda need to be presented to the Executive Council in a written way (fax, email) at least 2 weeks prior to the date of the General Assembly.
6. Relevant decisions and valid votes can only be made in relation to a written agenda, excepting decisions concerning the calling of an extraordinary meeting.
7. All Members of the association are eligible. Only Regular and Honorary Members may vote, every person has one vote. The members may delegate any other member to represent them and vote in the meeting, by means of a written authorization. No one shall be able to represent more than one member.
8. A majority vote of regular or honorary members present or represented at any General Assembly shall constitute approval of any proposed action, with the exception of actions related to dissolution, segregation, change of the Association nature, amendments of bylaws or change in the site of the Association, which shall require the vote of two thirds of the voting members present or represented.
9. All the agreements shall be recorded in the minutes and filed in the minute's book signed by the President and the Secretary or in electronic record.
10. The Executive Council shall annually make an inventory, balance, current account and budget in which the economic and financial situation is recorded, and it shall produce an annual report reflecting the financial management and activities of the Association.
11. The General Assembly is chaired by the president of the Association. If the president is not present, its deputy will take his place. If the deputy is not present, the oldest (in years of age) present Executive Council Member will chair the General Assembly.
12. The General Assembly is able to constitute a quorum, regardless to how many members are present.

## **§ 10 Tasks of the General Assembly**

The General Assembly shall be entitled:

1. To appoint and renew the Executive Council and the Auditing Committee.
2. To approve or disapprove legal acts between the Auditors and the Association.
3. To approve or disapprove the Annual Report, the annual financial report and the Budget based on the report of the Auditing Committee.
4. To discharge the Executive Council from liability.
5. To amend the Constitution, the Bylaws and to change the site of the Association.
6. To dissolve, merge or segregate the Association.
7. To determine the membership fees.
8. To approve, deny and retract honorary membership.
9. And any other function considered by the Assembly to be within the scope of the Association.

## §11 Executive council

- (1) The Executive Council is the body with the responsibility to express the will of the General Assembly.
- (2) It is entrusted with the representation and management of the Association, with the exception of issues under the direct responsibility of the General Assembly. It is entitled to confer all kind of empowerments and appointments, whenever it deems them to be advisable.
- (3) It is composed of ten members elected by the General Assembly: one President, two Vice-presidents, one Secretary, one deputy Secretary, one Treasurer, one deputy treasurer and three Members, one of them being the former President of the Association.
- (4) The Executive Council has the option to co-opt additional members, so called co-opted members, to the executive council, one of which is the European editor of the Journal of Psychosomatic Research. Co-opted members have an advisory function and cannot vote.
- (5) They shall hold the post, unpaid, for three years. Re-election is possible for one additional period of three years. However, board members who are elected president or treasurer are allowed to stay on the executive council for three additional years. Members of the Executive Board cannot delegate their functions.
- (6) The President of the Executive Council is invested to officially represent the Association, shall have the official signature and shall call for and chair the sessions of the Executive Council and the General Assembly. If the president is not present, its deputy will take his place. If the deputies are not present, the oldest in age present Executive Council member will call for and chair the General Assembly.
- (7) They shall meet as often as required or by petition of three members of the Executive Council, and they are required to meet at least once a year.
- (8) The Executive Council has a quorum if all members of the Association have been invited and at least half of them are present.
- (9) The agreements shall be reached by majority of votes, and the President's vote shall decide in case of a tight vote. Agreements of the Executive Council can also be reached via email.
- (10) The discussions and agreements in the Executive Council shall be recorded in the minutes and filed in the minute's book or in electronic file.
- (11) The Executive Council is able to co-opt a new member, if one elected member retires. For this co-option, subsequent acceptance by the General Assembly is needed. The Executive Council is able to co-opt new members as needed.
- (12) In the case of a non-functional Executive Board for an unpredictably period of time, the Auditing Committee is to call for a General Assembly immediately in order to elect a new Executive Council. If the Auditing Committee is incapable of action, too, every regular member, who realizes the emergency situation, is to call for a legal trustee whose duty is to call an Extraordinary General Assembly.
- (13) The function of an Executive Council member ends by means of death, the end of period of election, by means of retirement or divestiture.
- (14) The General Assembly is able to cancel the Executive Council or single members of the Executive Council at any time. The cancellation becomes effective as soon as a new Executive Council is elected.

- (15) The Executive Council Members shall be able to declare their retirement in written form any time. The cancellation shall be presented to the Executive Council; in case of the cancellation of all Executive Council members, it shall be presented to the General Assembly. Cancellation becomes effective as soon as a new member is co-opted/elected, a new Executive Council is co-opted or newly elected.

## **§12 Tasks of the Executive Council**

The Executive Council is the management body of the Association. It has to perform all duties which are not assigned to another body of this Association through this constitution, but especially the following duties:

- (1) Financial administration of an accounting system, including holding record of all incomes and expenses and to administrate an inventory of assets.
- (2) Preparation of the annual budget, of the financial report and the balance of accounts.
- (3) Administration of the assets and liabilities of the Association.
- (4) Preparation and calling off the General Assembly in cases of § 9 point 3 and 4 of this constitution.
- (5) Approval and retraction of regular and extraordinary membership.
- (6) Approval and retraction of Advisory Board members.
- (7) Engagement and cancellation of employees of the Association.
- (8) The Executive Council may initiate and approve the creation of scientific and educational committees, working groups and special interest groups, whose tasks and powers will additionally be described on their creation.
- (9) Approval and retraction of members of the Advisory Board: the Advisory Board consists of one representative of each European country which has members within the EAPM. The function of the Advisory Board is to support and advise the Executive Council in all its functions. It meets with the Executive Council once a year. Members of the Advisory Board are proposed by EAPM members of the respective country and are required to be a member of the Association themselves. The Executive Council selects the Advisory Board members.

## **§13 Special tasks of members of the Executive Council**

- (1) The president and his vice-presidents are responsible for current business of the Association. The secretary shall assist the president.
- (2) The president represents the Association. Written documents need the president's and the secretary's signature in order to be valid. Financial documents need the president's and the treasurer's signature to be valid. Legal acts between members of the Executive Council and the Association need to be accepted by the other members of the Council.
- (3) Authorization to perform legal acts, or allowance to represent the Association can only be given by the members of the Executive Council.

- (4) In case of imminent danger, the president is entitled to make arrangement in his own responsibility, also in the scope of the General Assembly or the Executive Council; a subsequent approval through the responsible governing body is needed.
- (5) The president chairs the General Assembly and the Executive Board.
- (6) The secretary prepares minutes of the General Assembly and the Meetings within the Executive Council.
- (7) The treasurer is responsible for the financial matters of the Association.
- (8) If the president, the secretary or the treasurer is unable to fulfill their duties, their deputies shall fill in.

## **§ 14 Auditing Committee**

- (1) Two members of the Auditing Committee (auditors) are elected by the General Assembly for the time period of three years. Re-election is possible for one additional period. The Auditors cannot be part of any other body but the General Assembly.
- (2) The members of the Auditing Committee are responsible for monitoring, as well as verifying all financial matters of the Association regarding the correctness of the financial accounting and usage of financial means. The Executive Council has to present all necessary documents and give all necessary information to the members of the Auditing Committee. The members of the Auditing Committee shall inform the General Assembly about the results of the examination.
- (3) Legal acts between the members of the Auditing Committee and the Association need to be accepted by the General Assembly.
- (4) The function of an Auditing Committee member ends by means of death, the end of period of election, by means of retirement or divestiture.
- (5) The General Assembly is able to cancel the Auditing Committee or single members of the Auditing Committee at any time. The cancellation becomes effective as soon as a new Auditing Committee is elected.
- (6) The Auditing Committee Members shall be able to declare their retirement in written form any time. The cancellation shall be presented to the Executive Council; in case of the cancellation of all Auditing Committee members, it shall be presented to the General Assembly. Cancellation becomes effective as soon as a new member is co-opted/ elected, a new Auditing Committee is newly elected.

## **§ 15 Arbitration panel**

- (1) The Arbitration panel is responsible to arbitrate arguments or disputes within the Association. It is a "mediation panel" in the sense of the Austrian Vereinsgesetz 2002, not a „arbitration panel“ in the sense of §§ 577 ff ZPO.
- (2) The Arbitration panel consists of three regular members of the Association. It is constituted as explained in the following:
  - One disputing party nominates one member of the EAPM as part of the Arbitration panel and informs the Executive Council of this nomination.



- The other disputing party is informed within 7 days by the Executive Council and nominates one member as part of the Arbitration panel within 14 days.
  - After being informed about their duty, both Arbitration panel members have to nominate a third regular EAPM member to be the chairman of the Arbitration panel within 14 days.
  - The members who form the Arbitration panel cannot be part of any other body but the General Assembly.
- (3) The Arbitration panel forms a decision after hearing statements of both disputing parties through the vote of the majority. It decides in all conscience. Its decision is final within the Association.

## **§ 16 Dissolution of the Association**

- (1) The Association shall be dissolved if its objectives are impossible to fulfill or if their means and assets are insufficient to fulfil all their goals.
- (2) Only the General Assembly can dissolve the Association with at least two thirds of votes in a meeting in which at least fifty percent (50%) of the members will be present or represented. If not fifty percent (50%) of the members will be present or represented, a second meeting will be convened and held within three months thereafter, in which a resolution can be passed on the proposal brought up for discussion in the previous meeting, regardless of the number of members present provided this is done by a majority of at least two-thirds of the votes cast.
- (3) The dissolution of the Association shall determine the opening of the settlement process, to be performed by the General Assembly. The remaining assets, after paying all liabilities of the Association, shall be distributed to activities or organisations fulfilling the same or similar goals of the Association or to charities.
- (4) The last Executive Council of the Association shall inform the public authority in charge within four weeks of the decision to dissolve.