

## Statutes of the association

### "EUROPEAN ASSOCIATION OF PSYCHOSOMATIC MEDICINE - The European Association of Consultation-Liaison Psychiatry, Psychosomatic Medicine and Integrated Care"

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#### **§ 1: Name, registered office and field of activity**

(1) The name of the Association shall be "EUROPEAN ASSOCIATION OF PSYCHOSOMATIC MEDICINE - The European Association of Consultation-Liaison Psychiatry, Psychosomatic Medicine and Integrated Care".

(2) It has its registered office in Innsbruck (Austria) and extends its activities throughout the world. The General Assembly may change the registered office by amending the Articles of Association accordingly.

(3) The establishment of branch associations is intended.

#### **§ 2: Purpose**

The purpose of the Association, whose activities are not for profit, is to

(a) To promote an integrated psychosomatic (biopsychosocial) understanding and approach to health and illness, particularly in the treatment of patients with mental disorders and psychological problems in general hospitals, outpatient clinics and in primary health care, whether or not the patients suffer from physical complaints.

b) Promoting and supporting research in the field of psychosomatic medicine, consultation-liaison psychiatry and integrated care.

c) To promote and support education, training and continuing education in the fields of psychosomatic medicine, consultation-liaison psychiatry and integrated care.

d) Promoting interaction and collegiality among the members of the Association and providing opportunities for mutual support.

e) To educate patients, healthcare professionals and the general public about psychosomatic medicine.

f) To provide a forum for the discussion of scientific problems in the field of psychosomatic medicine, consultation-liaison psychiatry and integrated care through the organization of congresses, conferences, workshops and publications.

- g) Advising national and European organizations and encouraging the establishment of local, regional and national organizations that promote the aims of the Association.
- h) Identifying and recognizing outstanding achievements in the field of psychosomatic medicine, consultation-liaison psychiatry and integrated care.

### **§ 3: Means for achieving the purpose of the Association**

(1) The purpose of the Association shall be achieved by the non-material and material means listed in paragraphs 2 and 3.

(2) The following shall serve as non-material means

- a) Scientific meetings, lectures, discussion events, conferences and congresses;
- b) Development of guidelines for medical care in the field of psychosomatic medicine, consultation-liaison psychiatry and integrated care;
- c) Promoting and maintaining relationships with other professional organizations in the field of psychosomatic medicine, consultation-liaison psychiatry and integrated care;
- d) Organization of scientific research projects;
- e) issuing publications.

(3) The necessary material resources shall be raised through

- a) membership fees and membership dues
- b) Proceeds from the Association's own undertakings, events, courses, publications and conferences organized by the Association.
- c) donations, collections, bequests or other contributions from governmental, non-governmental and private organizations

### **§ 4: Types of membership**

(1) The members of the Association are divided into ordinary, extraordinary and honorary members.

(2) Ordinary members are those who participate fully in the work of the Association. Extraordinary members are those who support the Association's activities either ideally or materially. Honorary members are persons who are appointed as such for special services to the Association. Honorary members are exempt from paying membership fees.

## **§ 5: Acquisition of membership**

(1) All natural persons who are involved in teaching, research and the medical or psychological care of patients in the healthcare sector, as well as other persons with academic qualifications who are actively involved in the field of psychosomatic medicine, consultation-liaison psychiatry and integrated care, may become full members of the Association.

(2) Legal entities working in the field of psychosomatic medicine, consultation-liaison psychiatry and integrated care may also become full members of the Association

(3) All natural persons who show an interest in the field of psychosomatic medicine, consultation-liaison psychiatry and integrated care, who support the objectives of the Association ideally or materially, but who do not meet the criteria for ordinary membership, may become extraordinary members.

(4) The Board decides on the admission of ordinary and extraordinary members. Admission may be refused without stating reasons.

(5) Until the Association is established, the provisional admission of ordinary and extraordinary members shall be carried out by the founders of the Association or, in the case of an already appointed Board, by the latter. This membership shall only become effective upon the formation of the Association. If a Board is not appointed until after the Association has been established, the (definitive) admission of ordinary and extraordinary members shall also be carried out by the founders of the Association until then.

(6) Appointment as an honorary member is made by the General Assembly at the request of the Board.

## **§ 6: Termination of membership**

(1) Membership shall be terminated by death, in the case of legal entities and partnerships with legal capacity by loss of legal personality, by voluntary resignation and by exclusion.

(2) Resignation can only take place on December 31 of each year. The Board must be notified in writing at least three months in advance. If the notification is late, it shall not take effect until the next resignation date. The date of posting shall be decisive for timeliness.

(3) The Board may expel a member if, despite two written reminders setting a reasonable grace period, the member is more than six months in arrears with the payment of membership fees. The obligation to pay membership fees that have fallen due remains unaffected by this.

(4) The exclusion of a member from the Association may also be ordered by the Board for gross violation of other membership obligations and for dishonorable conduct.

(5) The revocation of honorary membership can be decided by the General Assembly on the basis of a motion by the Board for the reasons stated in para. 4.

## **§ 7: Rights and obligations of members**

- (1) Members are entitled to participate in all events of the Association and to use the Association's facilities. Only ordinary and honorary members have the right to vote at the General Assembly and the right to stand for election.
- (2) Every member is entitled to demand that the Board provide the Articles of Association, as well as any other internal regulations of the Association.
- (3) At least one tenth of the members may request the Board to convene a General Assembly.
- (4) The members shall be informed by the Board about the activities and financial management of the Association at each General Assembly. If at least one tenth of the members request this, stating reasons, the Board must also provide the members concerned with such information within four weeks.
- (5) The members shall be informed by the Board of Directors about the audited financial statements (accounting). If this is done at the General Assembly, the auditors must be involved.
- (6) Members are obliged to promote the interests of the Association to the best of their ability and to refrain from doing anything that could damage the reputation and purpose of the Association. They must observe the Articles of Association and the resolutions of the Association's bodies. Ordinary and extraordinary members are obliged to pay the joining fee and membership fees punctually in the amount decided by the General Assembly.

## **§ 8: Organs of the Association**

The organs of the Association are the General Assembly (§§ 9 and 10), the Board (§§ 11 to 13), the Auditors (§ 15) and the Court of Arbitration (§ 16).

## **§ 9: General Assembly**

- (1) The General Assembly is the "General Assembly" within the meaning of the Association Act 2002. An ordinary General Assembly shall take place once a year.
- (2) An extraordinary General Assembly shall be held at
  - a. Resolution of the Board or the ordinary General Assembly,
  - b. a written request from at least one tenth of the members,
  - c. request of the auditors (§ 21 para. 5 first sentence Austrian Law on Associations),
  - d. Resolution of the auditor(s) (§ 21 para. 5 second sentence Austrian Law on Associations, § 11 para. 2 third sentence of these Articles of Association),

- e. Resolution of a court-appointed trustee (§ 11 para. 2 last sentence of these Articles of Association)

within twelve weeks. An Extraordinary General Assembly may also be held as a video conference.

(3) All members must be invited to both ordinary and extraordinary General Assemblies in writing, by fax or by e-mail (to the fax number or e-mail address provided to the Association by the member) at least six weeks before the date of the meeting. The General Assembly must be convened, stating the agenda. The meeting shall be convened by the Board (para. 1 and para. 2 lit. a - c), by the auditor(s) (para. 2 lit. d) or by a court-appointed trustee (para. 2 lit. e).

(4) Motions for the General Assembly must be submitted to the Board in writing, by fax or by e-mail at least two weeks before the date of the General Assembly.

(5) Valid resolutions - with the exception of those on a motion to convene an Extraordinary General Assembly - can only be passed on the existing agenda.

(6) All members are entitled to participate in the General Assembly. Only ordinary and honorary members are entitled to vote. Each member has one vote. The transfer of voting rights to another member by written proxy is permitted. Each member may only represent one other member by proxy.

(7) The General Assembly has a quorum regardless of the number of members present.

(8) Elections and resolutions at the General Assembly are generally passed by a simple majority of the valid votes cast. However, resolutions to amend the statutes of the Association or to dissolve the Association require a qualified majority of two thirds of the valid votes cast.

(9) The General Assembly shall be chaired by the President or, in his/her absence, by his/her deputy. If this person is also unable to attend, the most senior member of the Board present shall chair the meeting.

(10) All resolutions and agreements of the General Assembly shall be recorded in the minutes, signed by the President and the Secretary and filed (electronically).

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

The following tasks are reserved for the General Assembly:

- a) Receipt and approval of the statement of accounts and the financial statements with the involvement of the auditors;
- b) Passing resolutions on the budget;
- c) Electing and dismissing the members of the Board and the auditors;
- d) Approval of legal transactions between members of the Board and auditors with the Association;
- e) Discharge of the Board;

- f) Determining the amount of the joining fee and the membership fees for ordinary and extraordinary members;
- g) Awarding and revoking honorary membership;
- h) passing resolutions on amendments to the Articles of Association and the voluntary dissolution of the Association;
- i) discussing and passing resolutions on other matters on the agenda.

## **§ 11: Board**

- (1) The Board shall consist of ten members, namely the President and Vice President, Secretary and Vice Secretary, Treasurer and Vice Treasurer, as well as four other members, one of whom, is normally the former President of the Association.
- (2) The Board may co-opt additional members to the Board for special tasks. This shall in any case include the European Editor of the Journal of Psychosomatic Research. Co-opted Board members have an advisory function and have no voting rights on the Board.
- (3) The Board is elected by the General Assembly. If an elected member resigns, the Board has the right to co-opt another eligible member in his place, for which subsequent approval must be obtained at the next General Assembly. Such a member co-opted by the Board has voting rights on the Board. If the Board is unable to function at all or for an unforeseeably long period of time without self-appointment by co-optation, each auditor is obliged to immediately convene an Extraordinary General Assembly for the purpose of electing a new Board. If the auditors are also unable to act, any ordinary member who recognizes the emergency situation must immediately apply to the competent court for the appointment of a trustee, who must immediately convene an Extraordinary General Assembly.
- (4) Each function on the Board must be exercised personally. The term of office of a Board member is three years. Re-election is possible for an additional term of office of three years. Board members who have been elected as President or Treasurer normally serve for a term of three years in the role. They can be re-elected for an additional period of up to three years.
- (5) The Board shall be convened in writing or verbally by the President or, if he/she is unable to do so, by his/her deputy. If this person is also unable to attend for an unforeseeable period of time, any other member of the Board may convene the Board.
- (6) The Board shall meet as often as appears necessary or at the request of three members of the Board. It is obliged to meet at least once a year. The resolutions of the Board are recorded in minutes and filed (electronically).
- (7) The Board has a quorum if all its members have been invited and at least half of them are present.
- (8) The Board shall pass its resolutions by a simple majority of votes; in the event of a tie, the President shall have the casting vote. Resolutions of the Board may also be passed in writing by e-mail.

(9) The President shall chair the meeting, or his/her deputy if he/she is unable to do so. If this person is also unavailable, the President shall be the most senior member of the Board present or the member of the Board appointed by a majority of the other members of the Board.

(10) Apart from death and expiry of the term of office (para. 3), the function of a member of the Board expires through dismissal (para. 9) and resignation (para. 10).

(11) The General Assembly may dismiss the entire Board or its individual members at any time. The dismissal shall take effect upon the appointment of the new Board or Board member.

(12) The members of the Board may resign in writing at any time. The declaration of resignation must be addressed to the Board or, in the case of the resignation of the entire Board, to the General Assembly. The resignation shall only take effect upon the election or co-optation (para. 2) of a successor.

## **§ 12: Tasks of the Board**

The Board is responsible for the management of the Association. It is the "management body" within the meaning of the Association Act 2002 and is responsible for all tasks that are not assigned to another body of the Association by the Articles of Association. In particular, the following matters fall within its remit:

(1) Establishment of an accounting system in accordance with the requirements of the Association with ongoing recording of income/expenditure and maintenance of a list of assets as a minimum requirement;

(2) Preparation of the annual budget, the statement of accounts and the financial statements;

(3) Preparation and convening of the General Assembly in the cases of § 9 para. 1 and para. 2 lit. a - c of these Articles of Association;

(4) Informing the members of the Association about the Association's activities, the Association's management and the audited financial statements;

(5) Managing the Association's assets;

(6) Admission and exclusion of ordinary and extraordinary members of the Association;

(7) Initiation and establishment of working groups and special interest groups, the tasks and powers of which are described by the Board when they are established;

(8) Admission and termination of employees of the Association.

(9) Admission and exclusion of members of the Advisory Board: The Advisory Board shall consist of one national representative from each of the European countries from which full members of the Association come. Members of the Advisory Board must be members of the Association. The Advisory Board has an advisory and supporting function for the Board. It meets once a year together with the Board.

### **§ 13: Special duties of individual board members**

(1) The President shall manage the day-to-day business of the Association. The secretary shall support the President in the management of the Association's business.

(2) The President shall represent the Association externally. Written documents of the Association require the signatures of the President and the Secretary in order to be valid; in financial matters (disposition of assets) the signatures of the President and the Treasurer are required. Legal transactions between members of the Board and the association also require the approval of the General Assembly in order to be valid.

(3) Legal authorizations to represent the association externally or to sign for it can only be granted by the members of the Board named in paragraph 2.

(4) In the event of imminent danger, the President is also entitled to issue orders independently under his/her own responsibility in matters that fall within the sphere of activity of the General Assembly or the Board; internally, however, these require the subsequent approval of the responsible association body.

(5) The President shall chair the General Assembly and the Board.

(6) The Secretary shall keep the minutes of the General Assembly and the Board.

(7) The Treasurer is responsible for the proper financial management of the Association.

(8) In the event that the President, the Secretary or the Treasurer are unable to attend, their deputies shall take their place.

### **§ 14: Auditors**

(1) Two auditors shall be elected by the General Assembly for a term of three years. Re-election is possible. The auditors may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the audit.

(2) The auditors are responsible for ongoing business control and for auditing the financial management of the Association with regard to the correctness of the accounts and the use of funds in accordance with the Articles of Association. The Board must submit the necessary documents to the auditors and provide the necessary information. The auditors must report to the Board on the results of the audit.

(3) Legal transactions between auditors and the Association require the approval of the General Assembly. In all other respects, the provisions of § 11 para. 4, 10, 11 and 12, as well as § 13 para. 2, last sentence, apply analogously to the auditors.

### **§ 15: Court of arbitration**



(1) The association's internal arbitration tribunal is appointed to settle all disputes arising from the association relationship. It is a "conciliation body" within the meaning of the Associations Act 2002 and not a court of arbitration in accordance with §§ 577 ff ZPO.

(2) The arbitration tribunal shall be composed of three ordinary members of the Association. It shall be formed in such a way that one party to the dispute nominates a member as arbitrator to the Board in writing. Upon request by the Board within seven days, the other party to the dispute shall nominate a member of the arbitration tribunal within 14 days. After notification by the Board within seven days, the nominated arbitrators shall elect a third ordinary member to chair the arbitration tribunal within a further 14 days. In the event of a tie, the nominees shall be chosen by lot. The members of the arbitration tribunal may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the dispute.

(3) The arbitration tribunal shall reach its decision by a simple majority of votes after hearing both sides in the presence of all its members. It shall decide to the best of its knowledge and belief. Its decisions are final within the Association.

## **§ 16: Voluntary dissolution of the Association**

(1) The voluntary dissolution of the Association can only be decided in a General Assembly and only with a two-thirds majority of the valid votes cast.

(2) This General Assembly shall also decide on the liquidation of the Association, provided the Association has assets. In particular, it must appoint a liquidator and decide to whom the liquidator is to transfer the remaining assets of the Association after covering the liabilities.

(3) In the event of the dissolution of the Association or if the beneficiary purpose of the Association ceases to exist, the remaining assets of the Association shall be used for charitable purposes within the meaning of §§ 34ff of the Federal Fiscal Code. Insofar as this is possible and permitted, these assets shall be allocated to an organization that pursues the same or similar purposes as this Association, otherwise to social welfare purposes.

(4) The last Board of the Association shall notify the competent authority in writing of the voluntary dissolution of the Association within four weeks of the resolution being passed.