

Constitution adopted on the 29 October 2009

## Part 1 - The Association and the Constitution

### 1. Adoption of the Constitution

The Association and its property will be administered and managed in accordance with the provisions in this Constitution.

### 2. The Name

The association's name is the European Association for Physician Health (and in this document is called the Association).

### 3. The Objectives of the Association

The Association is a network of organisations and individuals concerned with the topic of physicians' health. Its objectives are to:

- encourage a universally higher standard of support for physicians with health and other concerns across Europe
- enhance the health of physicians across Europe
- undertake any other activities concerned with the promotion of physicians' health in Europe or elsewhere as agreed by the members.

The objectives of the Association will be met by

- providing a forum for
  - sharing expertise and good practice on the treatment of physicians by physicians
  - influencing and encouraging the development of health services for physicians
  - undertaking joint research on the health and well-being of physicians
- the promotion of health, wellbeing and psycho-social balance
- influencing and encouraging the
  - improvement of assessment and health care services for physicians
  - undertaking of clinical, epidemiological and social research on the health and well-being of physicians
  - improvement of training and teaching in the field of physicians' health
  - quality of services and patient safety when influenced by physicians' health
  - development of healthy working environments for physicians.
- conducting occasional meetings of the membership
- establishing and maintaining the EAPH website (hosted and managed by the British Medical Association with input from Officers of the Association)
- encouraging the sharing of information and ideas on the issue of physicians' health
- undertaking any other activities which will enable the Association to fulfil its objectives.

The Association may in the future extend its scope to include other health professionals. Such an extension in scope would be agreed by the members voting at a general meeting.

#### 4. Application of the income and property

(1) At present the Association holds no income or property. However, in the event that income and/or property are acquired by the Association they shall be applied solely towards the promotion of the objectives.

(2) If income or property is acquired by the Association

(a) none of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. Out of pocket expenses incurred by members for Association work should be met by the individual member or their home organisation. This does not prevent a member from receiving reasonable and proper remuneration for any goods or services supplied to the Association other than for being a member.

(b) an Officer of the Association may buy goods or services from or on behalf of the Association provided they are deemed to be of reasonable value, necessary and directly for the benefit of the Association, and approved as such by two or more of the Officers.

#### 5. Dissolution

(1) If the members resolve to dissolve the Association the Officers will remain in office as Association Officers and be responsible for winding up the affairs of the Association in accordance with this clause.

(2) The Officers must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association.

(3) The Officers must apply any remaining property or money

(a) directly for the Objectives

(b) by transfer to any organisation for purposes the same as or similar to the Association.

(4) The members may pass a resolution (passed by not less than two thirds of the members including two Officers present and voting at a general meeting) before or at the same time as the resolution to dissolve the Association specifying the manner in which the Officers are to apply the remaining property or assets of the Association and the Officers must comply with the resolution if it is consistent with paragraphs (a)–(b) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to fulfil the Objectives of the Association).

#### 6. Amendments

The Association may amend any provision contained in this Constitution provided that any resolution to amend a provision of this Constitution is passed by not less than two thirds of the members present and voting at a general meeting of the members.

### **Part 2 - Membership, general meetings and Officers**

#### 7. Membership

(1) Membership is open to individuals or organisations concerned with the topic of physicians' health from the member states of the World Health Organisation Europe. Individual members can include but will not be limited to health professionals. Organisational members can include but will not be limited to healthcare organisations. Membership is free and applications should be made to the Officers of the Association.



(2) Officers may invite individuals or organisations within Europe to become members of the Association. Members may suggest to Officers individuals or organisations within Europe to be invited to become members.

(3) The Officers may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application. If this happens

(a) The Officers must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(b) The Officers must consider any written representations the applicant may make about the decision. The Officers' decision following any written representations must be notified to the applicant in writing but shall be final.

(4) Membership is not transferable to anyone else.

(5) The Officers must keep a register of names and email addresses of the members. Officers will comply with the data protection legislation requirements of their home nations when maintaining this register.

## 8. Termination of Membership

Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the Association unless, after the resignation, there would be less than two members (these two members could then resolve to dissolve the Association in accordance with clause 5 of this Constitution);<sup>1</sup>

(3) the member is removed from membership by a resolution of the Officers that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty one days' notice in writing of the meeting of the Officers at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

## 9. General meetings of the members

(1) The Association will aim to hold one general meeting of its members per year and the Constitution will be reviewed at this meeting. Other general meetings of the members may be convened by the Officers as appropriate.

(2) No business shall be transacted at a general meeting unless a quorum is present.

(3) A quorum is

(a) ten members entitled to vote upon the business to be conducted at the meeting, including the Chair and/or the Vice Chair of the Officers or

(b) one tenth of the total membership of the Association at the time, including the Chair and/or the Vice Chair of the Officers

whichever is the greater.

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<sup>1</sup> Written notice can be provided by email.

(4) The authorised representative of a member organisation shall be counted in the quorum.

(5) If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present

the meeting shall be adjourned to such time and place as the Officers shall determine.

(6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified or the start of the meeting the members present at that time shall constitute the quorum for that meeting.

(7) Each member present at a general meeting shall have one vote on the business to be conducted at that meeting. In the case of an equality of votes the Chair of the Officers (or the Vice Chair if the Chair is not present) shall have a casting vote in addition to any other vote he or she may have.

(8) The proceedings at a general meeting shall be minuted.

(9) The Officers may schedule other Association events around a general meeting.

#### 10. Representatives of member organisations

Any organisation that is a member of the Association may nominate any person to act as its representative at any meeting of the Association.

#### 11. Officers

(1) The Association and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the committee shall be the Officers of the Association and in this Constitution are together called "the Officers".

(2) The Association shall have the following Officers:

- A Chair
- A Vice-Chair
- At least two additional Officers up to a total number of ~~seven~~ <sup>eight</sup> (including the Chair and Vice-Chair).

*MR*

*Amended  
at general  
meeting  
29 Oct 09*

(3) An Officer must be a member of the Association or the nominated representative of an organisation that is a member of the Association.

(4) The first Officers shall be those persons elected as Officers at the meeting at which this Constitution is adopted.

#### 12. The Appointment of Officers

(1) The Association in the annual general meeting of the members (or approximately annual, from now on referred to as "annual" in this document) shall elect the Officers.

(2) Two of the Officers shall retire with effect from the conclusion of the annual general meeting of the members next after his or her appointment but shall be eligible for re-election at that annual general meeting. At least two of the Officers shall remain in post until the following annual general meeting to ensure continuity of management of the Association.

(3) No one may be elected an Officer at any annual general meeting unless prior to the meeting the Association is given a written notice that:

- (a) is signed by a member entitled to vote at that meeting



- (b) states the member's intention to propose the appointment of a person as an Officer
- (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(4) Appointment as an Officer is passed by not less than two thirds of the members present and voting at the annual general meeting of the members, as long as the quorum as specified in Clause 9 above is satisfied.

### 13. Powers of Officers

(1) The Officers must manage the business of the Association as they see fit in order to further the Objectives (but not for any other purpose).

(2) The Officers may seek assistance from individual members or convene sub-committees to assist them in managing the Association. However, any decisions affecting the management of the Association should rest with the Officers.

(3) The Officers may from time to time make rules or bye-laws for the conduct of their business.

### 14. Disqualification and Removal of Officers

An Officer shall cease to hold office if he or she:

- (a) ceases to be a member of the Association
- (b) resigns as an Officer by notice to the Association (but only if at least two Officers will remain in office when the notice of resignation is to take effect)
- (c) acts improperly, in a way which brings or could bring the Association into disrepute.

### 15. Proceedings of Officers

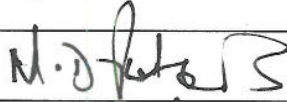
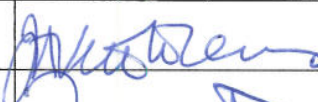
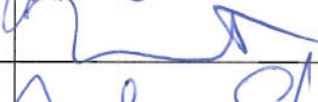
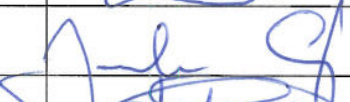
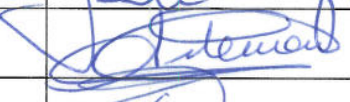

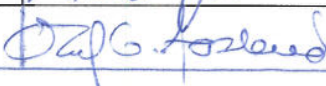
(1) The Officers will meet as required either in person or virtually. All meetings must be minuted.

(2) The Officers may regulate their proceedings as they think fit, subject to the provisions of this Constitution, but at all times acting in the best interests of the Association.

### 16. Liability of the Association

Any views or information expressed by the Association are for the sole purpose of achieving the Objectives in accordance with Clause 3, and do not pertain to be of a legal, financial or regulatory nature. Any person or member who relies on such views or information shall do so at their own risk.

## Signatures

Name of Officer	Position on Officer committee	Signature	Date
M. PETERSEN			29 Oct 09
J. FIRTH-COZENS			29 Oct 09
WURST, FM			29 Oct 09
J. CZAPLA			29 Oct 09
A. ARTEMAN			29 Oct 09
P. LUSILVA			29 Oct 09
A. ROCHFORD		A. Rochford.	29 Oct 09
Obj Asstent			29 Oct 09