

Internal Rules

EUROPEAN GERIATRIC MEDICINE SOCIETY

The aim of these Internal Rules is to develop and interpret, in a day-to-day and practical way, the Official Bye-laws (Articles of Association) of the EuGMS, approved under Belgian Law.

1. Name, registered office, object

1.1. Name

The official name of the society is the "European Geriatric Medicine Society" (EuGMS), as amended by the full Board in September 2017.

1.2. Office

The registered office of the Association shall be in Brussels, UCL, Ecole de Santé Publique, Clos Chapelle aux Champs, 30, Bte 3037-1200 Belgium. The registered office may be transferred to any other place by an ordinary decision of the Executive Board.

The EuGMS can also establish one or more full offices in any other country of Europe, where staff may be hired to fulfil the aims of the EuGMS.

1.3. Object

The object of the association is to promote high quality healthcare for older people in primary care, community, long term care and hospital settings, including the promotion in all member countries of specialist geriatric medicine, through conferences, symposiums, publications, professional and personal contacts.

2. Members

2.1. Types of Members

The EuGMS shall comprise national professional organisations, and individuals. There are accordingly two types of members: full members and affiliate members respectively.

2.2. Full Members

- a) The admission of new full members shall be subject to the following conditions: an organisation based in a country in Europe or an associated member country. The membership comprises geriatricians and/or other physicians working in geriatric medicine, with or without other healthcare professionals or gerontologists. The definition of an associated member country will be determined, from time to time, by the Full Board and be applied consistently to all applications received. The definition adopted in September 2017 was to align with the WHO Europe Region.
- b) Full Members can resign by registered letter. On the recommendation of the Executive Board, the Full Board may exclude full members from the EuGMS. Exclusion should only be after full consideration of all the circumstances and decided only by a two-third majority of the voting members present at a Full Board meeting. The Executive Board can suspend the affected party

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until the Full Board gives its decision. Any Full Member who ceases to be part of the EuGMS shall not have any right to corporate funds.

- c) Full Members shall pay a subscription set annually by the Full Board on a proposal from the Executive Board.

2.3 Affiliate members

- a) Affiliate members are: (i) individual physician members of any national society which is a EuGMS full member, or (ii) individuals who are active in the field of geriatrics in their country, but not eligible for membership of the national organisation which is a full member or work in a country which is not eligible for full membership.
- b) Full Member societies shall submit yearly to the office of the EuGMS a list of those of their members who qualify for affiliate membership.
- c) Affiliate members have the right to participate in any activity of the EuGMS. They may also receive special rights, such as journal access. These rights have to be approved by the Full Board on a proposal from the Executive Board.
- d) Affiliate Members can resign by registered letter. The Executive Board may also recommend excluding joining members from the EuGMS, after having heard the full circumstances and on a decision of the Full Board by a two thirds majority of voting members present. The Executive Board can suspend the affected party until the Full Board gives its decision. Any affiliate member who ceases to be part of the EuGMS shall not have any right to corporate funds.
- e) The Full Board may determine that affiliate members pay a subscription to the EuGMS, set annually by the Full Board on a proposal from the Executive Board.

2.4. Special Affiliate Members (Honorary Members)

- a) Individuals may be appointed Honorary Members. Appointments shall be made by the Full Board on a proposal from the Executive Board. The number of Honorary Members shall not usually be higher than 1% of the total of affiliate members of the EuGMS.
- b) Honorary Members shall be persons who have made outstanding contributions to promote specialist Geriatric Medicine in Europe. The appointment as an Honorary Member shall be a lifetime appointment. Honorary Members have the same rights as other affiliate members, but Honorary Members shall not pay a subscription.

3. Governance – Full Board

3.1 Membership of the Full Board

- a) Each country with one or more Full Members shall be represented by one member of the Full Board. If more than one National Society in one state has been accepted as a Full Member of the EuGMS, then an agreement between these Societies on the representing person should be first sought: they should agree on a single representative. If an agreement is not reached, the Full Board of the EuGMS will decide which of the National Societies is best suited to represent that country, after reviewing relevant information, including the number of clinical geriatricians who are members of these national societies.

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- b) Full Member representatives on the board shall be appointed for a period of office of four years. This person can be reappointed, for a further 4 years but after that time it is recommended that a replacement is selected. The same person may return to the Board after 4 years interval.
- c) Affiliate members are not separately represented on the Full Board.
- d) All Executive Board members are also members of the Full Board

3.2 Attendance and Voting on the Full Board

- a) Each national representative has full voting rights in the Full Board. They also have the right to make proposals and suggestions to be discussed at the Full Board. Full Board members may vote by proxy or may be substituted by an alternative person from their country, who will therefore have the voting right for that meeting.
- b) Members of the Full Board will be financially supported to attend one of the two or more Full Board meetings per year.
- c) Full Members whose country is represented on the Full Board by a member of another national society may attend the Full Board as non-voting Observers.
- e) Affiliate members may be invited to attend as non-voting Observers or to speak in an advisory capacity.

4. Full Board (General Meeting)

4.1. Organisation

- a) The Full Board shall have full powers to achieve the objects of the EuGMS.
- b) The following shall fall within the sole jurisdiction of the Full Board:
 - approval of budgets and accounts
 - election and dismissal of Members of the Executive Board
 - amendments to the Byelaws (Articles of Association)
 - dissolution of the EuGMS.

4.2. Meetings of the Full Board

- a) The Full Board shall meet under the chairmanship of the President at least once a year. The notice of meeting, including the venue, shall be issued by the President. It shall be sent by letter, email or any other means of communication thirty days before the date of the Full Board and shall contain the agenda. The agenda shall have been approved by the Executive Board.
- b) An extraordinary Full Board may also be convened by the President in the following circumstances and under the following conditions:
 - by the majority of the Executive Board (at least 5 members)
 - by at least half of the Full board members.
- c) The Full Board shall only be quorate if half of the Full Members are present or represented.
- d) Except in the exceptional circumstances provided in the By-laws, resolutions shall be passed by a simple majority of Full Members present or represented and shall be brought to the attention of all Members. No decisions can be made on items which are not on the agenda. Minutes of the Full Board shall be approved at the next Full Board meeting. The confirmed minutes of the Full

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Board shall be entered in a register signed by the President and the Secretary and kept by the Secretary (or EuGMS secretariat accountable to the Secretary), and be circulated to Members.

5. Executive Board (Board of Directors)

5.1. Members of the Executive Board

- a) The EuGMS shall be administered by an Executive Board of eight members (Directors).
- b) The Members of the Executive Board shall be appointed by the Full Board.
- c) These appointments will be made by election from among eligible people.
- d) The president may appoint a special advisor to support him/her and to be an additional but non-voting member of the Executive Board for the duration of the President's tenure.
- e) Elections and subsequent appointments shall be made with a view to the appointees adopting specified roles on the Executive Board, but final determination of roles and duties on the Executive Board will be made from among their number.
- f) Appointments shall be for the following periods
President-Elect: 2 years, with an expectation of progression to President for further 2 years and Past-president for a final 2 years. The Full Board will confirm this progression at the appropriate times, upon receiving a recommendation from the Executive Board
Finance Directors (2) 4 years
General Secretary 4 years
Communications and Web Director 4 years
Academic Director 4 years
- g) Effort will be made to ensure some continuity of membership of the Executive Board by staggering these appointments if possible, with half of the members of the Executive Board being appointed every two years, consistent with other Rules. Any Member of the Executive Board (except the President) may be re-appointed for a second period of office, subject to election by the Full Board.
- h) Members of the Executive Board shall be, at the time of their appointment, practising Geriatricians in Europe. Any affiliate member of the EuGMS may be appointed as a Director. If the full board representative of a Full Member is appointed to the Executive Board, he or she should resign from representing the Full Member in the Full Board.
- i) In the event of a vacancy arising during a period of office, the Executive Board may appoint a temporary replacement, in which case he or she shall complete the period of office of the replaced Member.
- j) Members of the Executive Board may be dismissed by the Full Board on a two third majority vote of the Full Members present.

5.2 Meetings of the Executive Board

- a) The Executive Board shall meet at least twice a year, under the chairmanship of the President, at the venue indicated in the notice of meeting.

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- b) The notice of meeting shall be issued by the President. It shall be sent by letter, email or any other means of communication ten days before the date of the meeting.
- c) A member of the Executive Board may be represented at the Executive Board by another member who may however not hold more than one proxy.
- d) The Executive Board shall have a quorum if half of the Directors (4) are present or represented.
- e) Decisions of the Executive Board shall be taken by a majority of the members present or represented. In the event of a split vote the President shall have the casting vote. Decisions shall be recorded in a register signed by the President and the Secretary and kept by the Secretary (or an accountable Secretariat), who shall make them available or circulate them to all members of the EuGMS.
- f) The President shall be responsible to report decisions of the Executive Board at the Full Board.

5.3. Responsibilities

- a) The Executive Board shall have all management and administrative power subject to the approval of the Full Board. It may delegate day to day management to its President or a Director or an employee. It may also confer special and specific powers of attorney on one or more persons.
- b) All deeds binding on the EuGMS shall, with the exception of special powers of attorney, be signed at least by the President and one other member of the Executive Board, who shall not be required to justify the powers of attorney conferred for such purpose to third parties.

6. Academic Board and External Scientific Advisory Committee

6.1. Election of Members of the Academic Board

- a) The EUGMS shall have an Academic Board consisting of six to ten Members.
- b) Members of the Academic Board shall be appointed by the Executive Board on a proposal by the Academic Director. They shall be practicing geriatricians in Europe with significant academic merit and nationally renowned in their own country. No more than two members of the Academic Board should belong to the same country.
- c) Members of the Academic Board shall be appointed by the Executive Board for a period of office of four years. In the event of a vacancy during a period of office, a temporary member may be appointed by the Academic Director, in which case he or she shall complete the period of office of the replaced member.

6.2. Responsibilities of the Academic Board

- a) The Academic Board shall define and deliver the academic strategy for the EuGMS. This strategy will include the organisation of scientific congresses and symposia, development of clinical guidelines, establishing special interest groups of the EuGMS, oversight of task and finish groups, postgraduate and undergraduate medical education.,
- b) The Academic Board shall have full responsibility in defining the scientific content of every congress or official meeting of the EuGMS, and establish a scientific committee for each major congress.

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- c) The Academic Board shall be responsible for overseeing the official journal of the EuGMS, *European Geriatric Medicine*. The Editor-in-Chief of this journal will be an ex-officio member of the Academic Board
- d) The Academic Board shall meet at least twice a year, under the chair of the Academic Director. The Academic Director is accountable to the Executive Board for the work of the Academic Board.

6.3. External Scientific Advisory Committee

- a) The EuGMS may appoint have an External Scientific Advisory Committee, members of which shall serve as expert advisers to the EuGMS. They may be involved in any scientific task defined by the Academic Board, such as clinical guideline development, writing consensus documents or providing advice to any authority on behalf of the EuGMS.
- b) Members of the External Scientific Advisory Committee shall be appointed by the Academic Board on a proposal from the Academic Director. They shall be practising geriatricians or specialists in other disciplines of any country. At least two thirds will be in Europe. No more than six Members of the External Scientific Advisory Committee should belong to the same country.
- c) Members of the External Scientific Advisory Committee shall be appointed by the Academic Board for the period of office defined by this Board, being no less than one and no more than four years.

7. Budgets and Accounts

- a) The financial year shall end on the 31st of December of each year.
- b) The Executive Board must submit the accounts for the year just ended and the budget for the following year for the approval of the Full Board.
- c) The Finance Directors of the EuGMS shall generally have the delegated right from the Executive Board, to act on behalf of the EuGMS in any financial matter: opening and closing bank accounts, signing deeds binding the EUGMS (but consistent with Rule 4.4b above), paying wages and other activities needed for the normal functioning of the EUGMS.

8. Amendment of Bye-laws and dissolution of the EUGMS

- a) Any proposal relating to an amendment of the Bye-laws or the dissolution of the EUGMS must come from the Executive Board or at least one quarter of the Full Members of the EUGMS, and shall be made under Belgian Law.
- b) The Executive Board must inform all the Full Members of the EUGMS of the date of the Full Board which will decide on the said proposal at least three months in advance.
- c) The quorum for this Full Board meeting should be of at least two thirds of the Full Members of the EUGMS with voting rights present or represented. Decisions require at least a two thirds majority of the votes.

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- d) However, if two thirds of the Full Members are not present at the Full Board, another Full Board shall be called under the same conditions as above, which shall validly and definitively give a decision on the proposal in question, with the same two-third majority, regardless of the number of Full Members present or represented.
- e) Amendments to the Bye-laws shall not come into force until they have been submitted for the approval of the Belgian Ministry of Justice and published in the annexes of the Belgian Official Journal.
- f) The Full Board shall establish the method of dissolution and liquidation of the EUGMS. Should any corporate funds remain after every payment is made, these funds will be donated to a non-profit organisation with objects similar to that of the EuGMS.

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