

FORMATION OF FEDERATION [VERENIGING]

The persons appearing declared by this deed to form a federation called the European Federation of Organisations for Medical Physics (EFOMP), which will be governed by the following Articles:

Introduction

1. In most European countries there are national organisations for medical physicists (Medical Physics Experts, MPE) which:
 - a. have members whose most important defined category of members are persons:

who are qualified with a university degree or equivalent in physics, mathematics, computer science, physical chemistry, mechanical engineering, electrical engineering and other relevant scientific studies, and collaborate with medical staff in hospitals, universities or research institutes, and
 - b. bear the responsibility to implement and support the professional character of the work of their profession as medical physicists and to encourage and promote the application of the principles of physics in practice and scientific activities designed to improve diagnostic and therapeutic outcomes and the safety of patients, employees and other persons.

Their activities and field of expertise will be described in this deed with the comprehensive general expression: medical physics.
2. these national organisations consider that their activities will be strengthened and made more effective by the establishment and maintenance of a systematic exchange of professional and scientific information, and by the formulation of common policies on the responsibilities and duties of their managers and on training programmes and so on.

Article 1

Definitions.

The following meanings are deemed to apply in these articles:

- *General Council:*
the body of the Federation formed by members of the Federation with voting rights;
- *Board:*
The Board of the Federation;
- *In writing:*
by letter, fax or email, or conveyed by any other usual means of communication, which may be received electronically or in writing, provided that the identity of the sender can be established with sufficient certainty;
- *Articles:*
the articles of the Federation;
- *Federation:*
the legal person to which the Articles relate;

Article 2.**Name, seat, duration and definition****Article 1.**

1. The Federation bears the name: European Federation of Organisations for Medical Physics, abbreviated to 'EFOMP'.
2. It has its seat in the municipality of Utrecht.

Article 2.

The Federation is formed for an indefinite period of time.

Objects**Article 3.**

1. The objects of the Federation are to:
 - a. harmonise and promote medical physics to the highest level, both in its clinical and scientific expression throughout Europe;
 - b. strengthen and increase the effectiveness of the activities of member and related national organisations by establishing and maintaining a systematic exchange of professional and scientific information, by formulating common policies and by promoting education and training programmes;
 - c. support and coordinate the activities of its members and cooperate with national and international organisations;
 - d. promote, by means of its national members, the application of scientific principles, concepts, methods and techniques in order to develop better diagnostic and therapeutic procedures;
 - e. contribute to the safe use of ionising and non-ionising radiation, also by promoting a positive safety culture in hospitals, with respect to patients, staff and visitors;
 - f. further the development of the profession;
 - g. stimulate the exchange of professional and scientific information between the national members by means of publications and meetings such as congresses;
 - h. stimulate scholarships and the exchange of medical physicists between countries;
 - i. promote the common interests of members and in connection therewith, defend them both in and out of court where necessary;
 - j. represent the members both nationally and internationally; all in the broadest sense of the word.
2. The Federation will attempt to achieve these objects by, among other things:
 - a. promoting the improvement of the quality of the work of the affiliated members;
 - b. consulting on issues that are of interest to members in the broadest sense;
 - c. providing guidance to members;
 - d. promoting the education of employees of the members;
 - e. promoting scientific guidance of the members;
 - f. promoting consultation and cooperation between institutions;
 - g. providing information;
 - h. advising governments and organisations or institutions in the field of healthcare;

- i. all other lawful means.

Funds

Article 4.

1. The funds of the Federation are obtained from:
 - a. membership fees;
 - b. gifts, bequests and testamentary dispositions;
 - c. donations;
 - d. grants;
 - e. funds;
 - f. all other income and revenues.
2. Testamentary dispositions may solely be accepted by the Board under the benefit of inventory.

Members and honorary members

Article 5.

1. The following can be members of the Federation:
 - (national) organisations active in the field of medical physics, provided that only one organisation per country can be a member;
2. The following can be honorary members of the Federation:
 - natural persons appointed as such for special merit to the Federation; However, an honorary member has no obligation to pay membership fees and has no voting rights.
3. Members and honorary members must meet the requirements for membership. These requirements are set out in more detail in the Internal Regulations.
4. The procedure for accession of members and honorary members to the Federation is described in the Internal Regulations (EFOMP Manual).
5. The decision for admittance will be taken by the General Council.

Extraordinary members

Article 6.

1. Extraordinary members may be:
 - a. companies and organisations active in the field of medical physics.
 - b. associated natural persons (Individual Associate Members) admitted as such by the Federation.
 - c. associated national organisations that are admitted as such by the Federation.
3. The procedure for accession of extraordinary members to the Federation is described in the Internal Regulations.
4. The decision for admittance as extraordinary member will be taken by the General Council.
5. Extraordinary members will not have any rights or obligations other than those granted and imposed on them by or pursuant to the Articles and/or the Internal Regulations. Extraordinary members are not members as referred to in Title 2, Book 2 of the Netherlands Civil Code.

End of Membership

Article 7.

1. Membership ends:
 - a. when the member ceases to exist;
 - b. upon termination by the member;
 - c. upon termination on behalf of the Federation; This may occur when a member has ceased to meet the requirements for membership set out in the Articles and/or the Internal Regulations, when the member fails to meet its obligations towards the Federation, as well as when the Federation cannot reasonably be required to continue the membership;
 - d. due to disqualification. This can only be pronounced when a member acts contrary to the Articles, regulations or decisions of the Federation or unreasonably prejudices the Federation.
2. Notice of termination by a member must be given by means of registered letter to the secretariat of the Board at the end of a federation year with a notice period of six months. A member may, however, terminate their membership immediately if they cannot reasonably be required to continue it.
3. Termination on behalf of the Federation, as well as disqualification, will be effected on the proposal of the Board by the General Council with a majority of at least two-thirds (2/3rd) of the votes validly cast at the meeting. The party concerned will be notified as soon as possible of the decision in writing, stating the reasons for the decision and the date on which termination or disqualification took place. The notice convening a meeting at which a proposal for termination or disqualification is made must have been circulated at least four weeks in advance.
4. The Board is authorised to suspend a member at any time if grounds for termination or disqualification are present. A suspension that is not followed by a decision of termination or disqualification within three months will end with the expiry of that period.
5. When the membership ends during the course of a federation year, the annual membership fee remains due in its entirety.

Article 8.

The provisions of Article 7 will apply mutatis mutandis to extraordinary members and honorary members.

Delegates

Article 9.

Each member appoints one or more delegates, in accordance with the provisions of Article 20(2), who are respectively delegated to the General Council.

Contribution

Article 10.

1. Members and extraordinary members are obliged to pay an annual membership fee to be determined by the General Council. For this purpose, in accordance with the provisions of Article 20, they may be divided into categories paying different fees.
2. A member is not authorised to exclude a decision by which the obligations of the members of a financial nature have been made more onerous by terminating their membership. The provisions of the previous sentence also apply mutatis mutandis to extraordinary members.

Governing Board and Executive Board

Article 11

1. The Federation is managed by a Board of which the Executive Board is part.
2. The Board of the Federation consists of natural persons being the chairs of the various committees (Officers), and a President, Vice President, Treasurer and General Secretary.
The General Council determines the number of Board members. Members of the Board are elected by the General Council.
3. The Executive Board of the Federation consists of three or more natural persons, including a President, Vice President, Treasurer and General Secretary.
The procedure for absence or inability to act is described in the Internal Regulations.
4. If the Board consists of less than the set number of Board members, it will nevertheless retain its powers, without prejudice to the Board's obligation to have the vacancy filled.
5. The duration of the appointment of a board member is provided for in the Internal Regulations.
6. A person can perform the function of Treasurer as well as General Secretary.

End of board membership

Article 12.

1. Each board member may be suspended or dismissed at any time by the General Council. A suspension that is not followed by a dismissal decision within three months will end with the expiry of that period. The Board may for urgent reasons suspend a board member pending the decision of the next General Council.
2. The board membership also ends:
 - a. insofar as it concerns a representative of a member;
 - due to the termination of the position of representative of a member or;
 - due to the termination of the membership of the member of which the relevant board member is the representative;
 - b. due to retirement from the Board;
 - c. due to retirement by rotation;
 - d. if a board member is declared bankrupt, an arrangement under the debt rescheduling scheme for natural persons is declared applicable to them or if they obtain a suspension of payments;

- f. in the event of absence from the General Council for more than three (3) years without permission of the General Council.

Administrative authority and representation

Article 13.

1. The Board is authorised to perform all legal acts, with no exceptions. The Board is therefore also authorised to conclude agreements to acquire, alienate or encumber property subject to registration and to enter into agreements under which the Federation commits itself as guarantor or joint and several debtor or warrants performance by a third party or provides security for the debt of a third party, subject to the prior approval of the General Council, which approval may only be granted by a majority of at least three-quarters of the votes validly cast at the meeting. Without this permission, the Federation will not be legally bound.
2. The Federation will be represented either by the President or their deputy together with the General Secretary or their deputy.
3. The Executive Board is charged with the management of the Federation to the extent that this management is not assigned to the Board. In carrying out its duties, the Executive Board will comply with the guidelines laid down for this purpose in the regulations or by the Board.

Committees

Article 14.

The General Council and the Board may be assisted in their duties by one or more committees.

Director/support person/official secretary

Article 15.

1. The Board may be assisted in its duties by a director and/or other support person or an official secretary, to be appointed by the Board.
2. The duties and powers of the director or support person or official secretary will be governed by the Internal Regulations (EFOMP Manual).

Annual report, accountability and budget.

Article 16.

1. The Board is required to keep records of the Federation's financial position and of all matters regarding the Federation's activities in accordance with the requirements arising from those activities, to keep accounts in such a way, and to keep the relevant books, documents and other data carriers in such a way, that the Federation's rights and obligations are at all times apparent therefrom.
2. At a General Council to be held within six months after the end of a federation year, unless this period is extended by the General Council, the Board will publish its report on this federation year and, on submission of a balance sheet

and a statement of income and expenditure, will render account of its management in that year.

3. The Federation's annual financial statements must be audited by a certified public accountant.
4. Approval by the General Council of the report will discharge the Board from liability.
5. The Board is obliged to retain the documents referred to in paragraphs 1 and 2 for the period prescribed by law, currently seven years.
6. Before the end of each year, the Board will submit a budget for the coming federation year to the General Council for approval.
7. The General Council at which the budget referred to in paragraph 6 is adopted will also determine the annual membership fee.

GENERAL COUNCIL

Article 17.

1. The Board convenes the General Council when the President deems it desirable or when it is obliged to do so by law or the Articles.
2. The members, extraordinary members and honorary members will be summoned to the meeting in writing at least twenty (21) days in advance, stating the agenda. This period may be shorter if agreed.
3. Furthermore, at the written request of at least one tenth (1/10) of the number of members, the Board is obliged to convene a General Council within a period of no more than eight (8) weeks. If the request is not complied with within fourteen days, the parties making the request may themselves convene the General Council in the manner in which the Board convenes the General Council.
4. Furthermore, each board member has access to the General Council. The executive officers have an advisory vote, but no voting rights. In the event of a tie, the vote of the President will be decisive.

Article 18.

Minutes will be kept of a General Council by the General Secretary or another person designated for that purpose by the President, which will be adopted at the same meeting or at a subsequent meeting.

Article 19.

1. The General Council is chaired by the President or the Vice President. If both are absent or unable to attend, another board member to be appointed by the Board will act as President. If the appointment of a President is not provided for in this way either, the meeting itself will appoint a President.
2. The President's resolution pronounced at the General Council on the outcome of a vote is decisive. The same applies to the content of an adopted resolution insofar as votes were cast on an unwritten proposal.
3. However, if the accuracy of the resolution referred to in the second paragraph is immediately challenged, then a new vote takes place if desired by the majority of the meeting or, if the original vote was not taken by roll call or by ballot, a delegate present. The legal consequences of the original vote cease to apply as a result of this new vote.

ACCESS AND VOTING RIGHTS

Article 20.

1. The President, at least three delegates, as well as at least three members as referred to in Article 6, may invite other persons to attend the meeting.
2. Each member, as referred to in Article 5, designates one or more members of the national organisation as delegate, with the number of delegates to be designated being dependent on the number of members for which the national organisation pays contributions to the Federation, i.e.:
 - each national organisation with a minimum of one (1) and a maximum of one hundred (100) members in that organisation will designate one delegate;
 - each national organisation with a minimum of one hundred and one (101) and a maximum of four hundred (400) members in that organisation will designate two (2) delegates;
 - each national organisation with a minimum of four hundred and one (401) members in that organisation will designate three (3) delegates.
3. Each delegate will have one vote.
4. Extraordinary members have an advisory vote.
5. A delegate can designate a replacement delegate per meeting.

DECISION-MAKING

Article 21.

1. Unless the Articles or the law provide otherwise, all resolutions of the bodies of the Federation will be taken by an absolute majority of the votes cast, with at least one-third (1/3rd) of the members represented. If no one has received an absolute majority in a vote of persons, a second ballot will take place between the two persons receiving the largest number of votes. In the event of a tied vote, a third ballot will be held. If the votes are again tied, the proposal is rejected.
2. Matters will be voted on in writing or digitally about persons, and orally or digitally about matters, unless the meeting decides otherwise at the proposal of the president. Blank and incorrectly entered votes do not count.
3. A delegate may also exercise their voting right by electronic means of communication, provided that the delegate can be identified by the electronic means of communication, can directly take note of the proceedings at the meeting and can exercise their voting right.
Furthermore, the delegate must be able to take part in the deliberations by the electronic means of communication.

AMENDMENT OF THE ARTICLES AND DISSOLUTION OF THE FEDERATION

Article 22.

1. Decisions to amend these Articles or to dissolve the Federation can only be taken with at least three-quarters of the valid votes cast at a General Council.
2. Those who have issued the notice convening the General Council to consider a proposal to amend the Articles or to dissolve the Federation must deposit or

publish a copy of that proposal, containing the verbatim text of the proposed amendment, in a suitable place for inspection by the members and the extraordinary members at least five days before the meeting until after the day on which the meeting is held.

3. The notice convening the meeting must state the proposal to amend the Articles or to dissolve the Federation, as well as the place where the proposal is available for inspection by the members and extraordinary members, or where it has been published.
4. The notice convening a General Council at which a proposal to amend the Articles or to dissolve the Federation must have been circulated at least four weeks in advance.
5. An amendment to the Articles will not take effect until after a notarial deed has been drawn up. Each board member or a person authorised by the General Council is authorised to execute the deed on presentation of an extract from the minutes of the meeting.

Article 23.

1. In the event of the dissolution of the Federation, the Executive Board will be in charge of the liquidation, unless the General Council appoints other liquidators. During the liquidation, the provisions of these Articles will continue to apply to the extent possible.
2. Any credit balance will accrue to the members, unless it is designated for another purpose when the resolution to dissolve the Federation is taken.

FEDERATION YEAR

Article 24.

The federation year coincides with the calendar year.

Regulations

Article 25.

The General Council is authorised, at the proposal of the Board, to adopt or amend instructions for all such persons and regulations for all such matters as it deems necessary. The instructions and regulations may not contain any provisions that conflict with these Articles or the law.

FINAL PROVISION

Article 26.

The General Council has all powers that are not assigned by law or the Articles to other bodies.

BINDING DECISIONS

Article 27.

1. The Federation may enter into obligations at the expense of its members by virtue of agreements to be concluded with third parties. A resolution of the Board as referred to in the previous sentence requires the approval of the General Council.
2. The members are obliged to cooperate in:
 - a. the execution of all obligations entered into by the Federation towards third parties;
 - b. all activities of the Federation in support of the objects, as provided for by instruction or regulations, or as decided by the General Council;
 - c. the implementation of the established common policy in the medical field, in the organisational field and in the client-related field;
 - d. compliance with the quality standards laid down by the General Council in the areas referred to in subparagraph (c) and with the time limits within which these standards must be attained, the monitoring of these standards and their enforcement.
3. The Federation may stipulate rights for the benefit of its members; it may claim fulfilment of the stipulated rights.
4. The General Council may decide to extend the subjects referred to in paragraph 2 of this Article.
5. Decisions binding on the members will be made known as soon as possible by means of written notification to the members.

Article 23.

Transitional provision.

The first financial year of the Federation will run until the thirty-first of December, two thousand and twenty one.

This Article expires after the end of the first financial year.

Final statement.

Furthermore, the person appearing declared that no executive officers have been appointed yet, but that this will take place as soon as possible.

Finally, the person appearing declared that the Board consists for the first time of two (2) executive officers and that a minimum of four (4) executive officers will be appointed as soon as possible after the formation.

First Executive Board

The first Board consists of two (2) executive officers.

The following are appointed as executive officers for the first time:

1. Mr. Patrick Gilligan, as President;
2. Mr. Jaroslav Ptáček, as General Secretary/Treasurer.

Address

The address of the Federation is: Mercatorlaan 1200, 3528 BL Utrecht.

CLOSE