

## // CED STATUTES

### ADOPTED BY THE CED GENERAL MEETING ON 23 MAY 2014

**CED – Not for profit association**

**Avenue de la Renaissance 1, 1000 Brussels**

**RMP BRUSSELS [480.222.749]**

## // HISTORY

On 19 November 2002, the EU Dental Liaison Committee (EU DLC) was set up as a not for profit association in accordance with Belgian law. The Statutes were published in the Annexe to the Belgian State Gazette of 9 May 2003.

The Statutes were altered and new Statutes were adopted by the General Meeting of 2 May 2003.

These were modified again by the General Meeting of 28/29 May 2004.

The Statutes were altered and the following new Statutes were adopted by the General Meeting of 26 May 2006. On the same occasion, it was decided to rename the association “Council of European Dentists” (“CED”), with effect from that date.

The Statutes were subsequently amended and new Statutes were adopted by the CED General Meeting on 28 May 2010.

The Statutes were modified by the General Meeting of 23 May 2014.

## // STATUTES

### TITLE I – THE ASSOCIATION

#### Article 1 – Name

The association is called “Council of European Dentists”, abbreviated “CED”.

#### Article 2 – Regulations

- 2.1. Council of European Dentists is a not-for-profit association (“association sans but lucratif”) in accordance with Belgian law.
- 2.2. The association is governed by Belgian law. Everything that is not legally provided for in the Statutes or Internal Rules will be governed by Belgian law. In case of conflicting provisions between the Statutes and the provisions of the Internal Rules, the provisions of the Statutes shall prevail.

### **Article 3 – Seat**

- 3.1. The seat of the association is located at Avenue de la Renaissance 1, 1000 Brussels, in the region of Brussels Capitale.
- 3.2. The seat may be transferred to any other place in the region of Brussels Capitale by a simple decision of the Board of Directors published within the month of its adoption in the Annexes to the Belgian State Gazette.

### **Article 4 – Object**

- 4.1. The association shall have as its object to act as a professional organisation, which from an independent position, but supported by its Member Associations, develops and executes a policy and a strategy in order to:
  - Promote the interests of the dental profession in the EU;
  - Promote high standards of oral health;
  - Promote high standards of dentistry and dental care;
  - Contribute to safeguarding the protection of public health;
  - Monitor, analyse and follow up on all the political and legal developments and documents of the EU that involve dentists, dental care and oral health;
  - Actively lobby the European Institutions and Parliament, in order to serve the legal and political interests of dentists, including consumer protection issues;
  - Support and represent the Member Associations with regard to the information and support they need in connection with national and EU institutions, provided this is not the Member Associations' own responsibility.
- 4.2. The association may set up or associate with such bodies as may be useful or necessary to achieve these aims.
- 4.3. The association is independent of all existing organisations.

### **Article 5 – Duration**

The association is founded for an indefinite duration.

### **Article 6 – Languages**

- 6.1. The official working languages of the CED shall be English, French and German.
- 6.2. The official administrative language (for official records, minutes, publication in the Belgian State Gazette, etc.) is French.
- 6.3. All official documents (eg. agendas, minutes and adopted resolutions) will be available in the official working languages.
- 6.3.1 Documents which do not require formal adoption (eg. Working Group reports, Task Force reports, country reports) have to be available in one of the working languages of the association only.
- 6.4. Interpretation in the official working languages will be provided at all Board and General Meetings and the costs will be shared between all Member and Observer Associations.
- 6.4.1 Any additional interpretation and language version of documents shall be paid for by the Member/Observer Associations requesting them.

## **TITLE II – MEMBERSHIP**

### **Article 7 – Members**

- 7.1. The CED is composed of national dental associations, representing in their respective country of the European Union the professional and scientific interests of dentists (in accordance with the definitions of professional titles in Annex 5.3.2 of Directive 2005/36/EC).
- 7.2. For each of the Member States of the European Union, one national dental association will be allowed as a member of the CED. These members are referred to hereafter as the „Member Associations“ and the Member States from which a Member Association has been accepted by the General Meeting of the CED are hereafter referred to as the „Member Countries“.
- 7.2.1 In case of disagreement in a Member Country, the General Meeting of the CED will decide which association to recognise.
- 7.2.2 The General Meeting of the CED may, as an exception, decide to allow more than one association of the same Member Country to become a Member Association of the CED.
- 7.3. The CED must have a minimum of nine (9) Member Associations.
- 7.4. The Member Associations shall be represented at the General Meeting by a maximum of two voting delegates per Member Country (hereafter referred to as the „Member Delegates“). Proxy voting is not allowed. If a Member Country is represented by more than one national dental association, all of these associations shall together be represented by a maximum of two voting delegates.

### **Article 8 – Member Invitees**

The Member Associations may invite up to a maximum of two invitees per Member Country, who shall not have the right to vote.

### **Article 9 – Observers**

- 9.1. For each country which is not a Member State of the European Union but whose government has signed the EEA agreement or has officially begun negotiations for accession to the EU, one national dental association will be allowed as an observer of the CED. These observers are referred to hereafter as “Observer Associations” and the countries from which they come as “Observer Countries”. The Observer Associations may be represented at the General Meeting by two delegates (hereafter referred to as “Observer Delegates”), provided the General Meeting has approved a request from the Observer Association for attendance.
- 9.2. Observer Delegates have the same obligations as Member Delegates. They may take part in debates, but do not have the right to vote. The Observer Associations shall pay their respective share in the costs of the meetings.

### **Article 10 – Subscriptions**

- 10.1. The CED is financed by annual subscriptions from each of the Member and Observer Associations. The amount of the annual subscriptions shall be determined by the General Meeting.
- 10.2. Subscriptions are calculated according to the number of dentists practising in the Member and Observer Countries or registered as practising dentists. The actual number of dentists is established for each of the Member and Observer Countries each year. Subscriptions are payable in two instalments within two months of receipt of demand. Any disputes over subscriptions must be resolved at a General Meeting of the CED.

### **Article 11 – Admission, resignation, exclusion**

- 11.1. The General Meeting decides on the admission of new Member Associations. Candidate Member Associations have to submit their written request to the General Meeting, which will sovereignly decide on their admission.
- 11.2. The Board of Directors can propose to the General meeting the exclusion of Member Associations of the CED. The Member Associations whose exclusion has been proposed are entitled to be heard in their defence. The exclusion of a Member Association is decided by the General Meeting with a two third majority of the votes of Member Delegates present.
- 11.3. Member Associations may terminate their membership by registered mail addressed to the Board of Directors. Notice of termination of membership must be sent to the CED Brussels Office by the 30 June of each year and shall be effective from 31 December of the same year. The subscription shall be payable for the remainder of the accounting year.
- 11.4. If Member Associations do not pay their annual subscription within 2 months following its maturity date, a registered letter shall be sent to such Member Association inviting them to pay the outstanding annual contribution. If no payment is received by the CED within 4 weeks following the postal date of this letter, the Member Association concerned will lose their membership rights, e.g. their voting rights, the right to attend meetings and to receive documents, until all outstanding payments have been settled. The outstanding annual contribution shall continue to be due by the Member Association.
- 11.4.1 Observer Associations which do not pay their annual subscription within 2 months following its maturity date shall no longer be allowed to attend meetings.

## **TITLE III – GENERAL MEETING**

### **Article 12 – General Meeting**

- 12.1. The General Meeting is composed of the Member Associations.
- 12.2. The General Meeting has all powers reserved to it by law, by the present Statutes or by any other document binding to the association that should reserve powers to the General Meeting, in particular the Internal Rules. The General Meeting has in particular the following powers:
  1. the alteration of the Statutes;
  2. the nomination and dismissal of the Directors;
  3. the nomination and dismissal of the auditors and the honorary auditors, as the case may be, and the determination of their compensation if a compensation is awarded;
  4. the discharge of the Directors and the auditors or the Honorary Auditors, as the case may be;
  5. the approval of the accounts and the annual budget;
  6. the dissolution of the association;
  7. the exclusion of a Member or Observer Association;
  8. the decision on the amount of the annual subscription fee;
  9. the accession of new Member or Observer Associations;
  10. the determination and amendment of Internal Rules;
  11. the resolution of any issue presented to it by the Board of Directors;
  12. the submission of specific issues to the Board of Directors.

### **Article 13 – Meetings**

- 13.1. The General Meeting of the CED shall meet at least once a year. The date and place of General Meetings shall be decided by the President and notified to the General Meeting one year in advance.

- 13.2. General Meetings must be held within the boundaries of the European Union.
- 13.3. Notice of any General Meeting must reach the Member Associations at least fourteen (14) days before the meeting and will give the place, date and time as well as the meeting agenda.
- 13.4. Any proposal signed by at least 5% of the Member Associations and that is submitted in writing to the Board of Directors in one of the official working languages at least 6 weeks before the General Meeting will be added to the agenda.
- 13.4.1 Proposals which arrive after this deadline must be in all official working languages and may be considered only if at least two thirds of the Member Delegates present at the General Meeting so decide.
- 13.5. No General Meeting may proceed unless more than half the Member Associations are present. The Meeting is then quorate irrespective of the number of Member Delegates attending.
- 13.6. General Meeting shall be convened by the Board of Directors when at least one fifth of Member Associations so requests. In this case, General Meeting shall be convened within twenty one days of the request to convene and shall take place at the latest on the fortieth day following the request.
- 13.7. Votes will be secret if more than a third of Member Delegates so request. No vote may take place unless each Member Delegate has had the opportunity of expressing a point of view.
- 13.8. The President will call an extraordinary meeting within 21 days of a request signed by half the Member Associations of the CED.

#### **Article 14 – Quora**

- 14.1. Resolutions shall be decided by a simple majority of the votes cast expressed by the Member Delegates, except in the cases where the law or the present Statutes provides more stringent provisions.
- 14.1.1 At the request of at least one third of the Member Delegates present, and when there is no absolute majority on a motion, the vote may be postponed to the next session, in the hope of a possible agreement. A vote on any one particular question may not be postponed more than once.
- 14.1.2 In the event of a tie at the first meeting and provided one third of the Member Delegates present did not seek a postponement, the President has a casting vote. Equally, if the first meeting is adjourned and there is a tie at the second meeting, the President has a casting vote.
- 14.2. The General Meeting may validly deliberate on amendments to the Statutes only if the changes are explicitly mentioned in the notice for the meeting and at least two thirds of the Member Associations are represented.
- 14.2.1 The amendments can be accepted only with a majority of two thirds of the votes cast.
- 14.2.2 When amendments are proposed in respect of the association's object or the objectives for which it has been set up, the amendments can be accepted only with a majority of four fifths of the votes cast.
- 14.3. Amendments to the Internal Rules shall only be accepted with a majority of two thirds of the votes cast.
- 14.4. Resolutions of the CED may be notified to the European Union only if they are decided by a two thirds majority of Member Delegates present at the General Meeting. Minority opinions may also be attached.

### **Article 15 – Minutes of the General Meeting**

- 15.1. Minutes are drafted of each General Meeting. The minutes and the list of presence of those attending the General Meeting are signed by the President or the person replacing him/her and a member of the CED Brussels office.
- 15.2. The minutes will be sent by email to the Member and Observer Associations in all official working languages within two months of the General Meeting, and will be considered as approved, unless amendments are proposed to the President or the Brussels Office, within one month of receipt. If amendments are proposed, the minutes will be approved at the following General Meeting.
- 15.3. The minutes of the General Meeting are kept in a register to which all Member and Observer Associations will have access through their Delegates.
- 15.4. The Internal Rules can further determine the access of the Member Associations to these documents, in accordance with the legal provisions.

## **TITLE IV – BOARD OF DIRECTORS**

### **Article 16 – Board of Directors**

- 16.1. The CED is administered by a Board of Directors.
- 16.2. The Board of Directors has all the powers of administration, except those which fall within the competence of the General Meeting. These powers of administration include the communication and representation of the CED towards third parties, in particular, the European Institutions. The Board of Directors shall implement the CED's policy as well as any and all resolutions and decisions of the General Meeting. The Board of Directors may, moreover, confer under its responsibility special and specified powers to one or more persons-mandatory.
  - 16.2.1 The Board of Directors is responsible for acting within the constraints of the approved budgets. Exceptions are possible in urgent cases.
- 16.3. The members of the Board of Directors are elected by the General Meeting.
  - 16.3.1 Member Associations shall be able to propose candidates for the posts of President, Treasurer or Member of the Board of Directors of the CED. Every candidate must be a member of a national dental association but does not necessarily have to be a member of the Board of Directors of a national dental association. In any event, only dental practitioners may be elected to become a member of the Board of Directors of the CED. There shall be a maximum of one member of the Board of Directors per Member Country.
  - 16.3.2 The call for candidacies shall be communicated to CED membership by email three months before the date of the General Meeting. All candidacies shall be submitted to the CED Brussels Office 15 days before the date of the General Meeting and published on the CED website 10 days before the date of the General Meeting. If no candidacies are submitted, or the submitted candidacies are insufficient for the number of vacancies, the deadline to submit the candidacies will continue to be open until the General Meeting.
  - 16.3.3 All mandates shall be for a period of three years. All mandates, irrespective of the position held on the Board of Directors, can be renewed once for a new consecutive period of 3 years. The individual Directors can resign by registered letter sent to the Brussels Office. They remain in office for a reasonable delay to provide for their replacement.
  - 16.3.4 The re-eligibility restriction under 16.3.3 does not apply to any members of the Board of Directors standing for President. If a member of the outgoing Board of Directors is elected as President, this position of President can only be held by the same person for a maximum of two consecutive periods of three years.

- 16.4. The Board of Directors is composed of eight (8) members who will meet as and whenever necessary. The Board of Directors will comprise:
- a President,
  - a Treasurer, and
  - six other members.
- 16.5. The Board of Directors shall appoint a Vice-President, among the six other members referred to in the above paragraph, who will represent the President in a substitute function whenever the latter is not able to attend a meeting, or whenever the latter requests him to do so.
- 16.6. If, for any reason, the necessity to fill any vacancy arises, an extraordinary election shall take place, at the next General Meeting, only for the vacant post, and for the period remaining until the end of the running mandate.
- 16.7. Members of the Board of Directors may participate at General Meetings. They may vote only if they are Member Delegates.
- 16.8. One or more members of the Board of Directors can be dismissed if they are found to act against the interest of the CED on a resolution passed by a majority of two thirds of the votes cast.

#### **Article 17 – Meetings of the Board of Directors**

- 17.1. Meetings of the Board of Directors shall be held at the registered office of the CED or at any other place, agreed upon during the previous meeting. Meetings of the Board of Directors shall be called by the President or by any two Directors. There shall be at least one meeting of the Board of Directors held during each calendar quarter.
- 17.2. The Board of Directors may act validly only if at least half of its members are present in person. This quorum condition need not be satisfied, however, when it has not been satisfied at a first meeting of the Board of Directors and a second meeting of the Board of Directors is convened and held on the same day in the next week (or if that is not a business day, the next business day) with the same agenda, notice of both meetings having been duly given to the Directors.
- 17.2.1 Directors may participate in Board of Directors meetings by conference call or similar communication methods allowing all persons participating in the meeting to hear each other simultaneously. All persons participating in a meeting in accordance with this paragraph shall be deemed to have been present at the meeting.
- 17.3. Notices of meetings shall state the agenda and shall be sent by mail, e-mail, fax or registered mail at least two weeks before the date of the meeting. Any Director may waive such notice, and a Director shall in any event be deemed to have been given due notice if he is present or represented at the meeting.
- 17.4. Except as otherwise provided by law, all decisions of the Board of Directors shall be adopted by a simple majority of the votes cast. In the event of a tie, the President has a casting vote.
- 17.4.1 Proxy voting is not allowed.
- 17.5. The travelling and subsistence costs of each member of the Board of Directors shall be borne by the Member Association who has proposed the candidate to the General Meeting.

### **Article 18 – Minutes of the meetings of the Board of Directors**

- 18.1. Minutes are drafted of the meetings of the Board of Directors and are signed by the President and the representative of the CED Brussels Office.
- 18.2. The minutes will be sent by email to the Directors in all official working languages within two months of the meeting of the Board of Directors, and will be considered as approved, unless objections are made to the President or the Brussels Office, within one month of receipt. Further minor amendments to the minutes may be permitted by the President at the following meeting of the Board of Directors. These amendments will be recorded in the minutes of that meeting of the Board of Directors.
- 18.3. The minutes of the Board of Directors meetings are kept in a register to which all Member Associations and Observers will have access through their Delegates.

### **Article 19 – Day-to-day management**

- 19.1. The President has all powers of day-to-day management, which he may delegate to the Board of Directors or the Brussels office.
- 19.2. The Board of Directors may further delegate the day-to-day management to the Brussels office.

### **Article 20 – Representation**

- 20.1. All the acts binding the association are, unless special proxies, signed by two members of the Board of Directors acting together, or by the President, acting only within the limits of the day-to-day management.
- 20.2. The Board of Directors intervenes for the association in justice as plaintiff or defendant and will be represented by its President or a director appointed for this purpose by the Board of Directors.

## **TITLE V – CED PRESIDENCY**

### **Article 21 – Presidency**

- 21.1. The President is the chairman of the Council of European Dentists.
- 21.2. He will chair the meetings of the Board of Directors and General Meeting of the CED and ensure that the statutes are adhered to. He will sign on behalf of the CED the official documents submitted to the European Union.
  - 21.2.1 The President shall lead the discussion and debate, and so conduct the meeting as to allow those who wish to speak to do so. He may also set a time limit of speeches.
  - 21.2.2 Should the President be unable to attend, the chair shall be taken by the Vice-President, if one has been appointed, and, if not possible, by the most senior of the Directors present.
- 21.3. The President need not be a Delegate of his Member Association. The President may vote at a General Meeting only if he is a Member Delegate.



## **TITLE VI – CED BRUSSELS OFFICE**

### **Article 22 – CED Brussels Office**

- 22.1. A permanent office will be established in Brussels to organise effective representation of the CED's interests and to provide the permanent secretariat.
- 22.2. The Brussels office will be under the day-to-day direction of the President and its role will be:
- to monitor closely the work programmes of the European Commission, the European Parliament, the Council and its subordinated bodies, the Court of Justice of the European Union, as well as of other relevant bodies
  - to become known to the officials of the relevant EU institutions and recognised as a central contact point for the profession, and in this regard shall be authorised to represent the CED on a day-to-day basis
  - to attend appropriate sessions and report back
  - to organise appropriate representation of the profession's interests, through the CED's nominated representatives and spokesmen
  - to provide the secretariat of the CED
  - under the direction of the Treasurer, to establish the budget, accounts, and balance sheet, and manage the CED's bank account
  - to produce all documents and correspondence; to prepare the CED's papers and ensure that copies are sent to the Member Associations of the CED.
  - serve notice of meetings and distribute all relevant papers
  - keep the CED's records
  - To provide regular updates and circulate information to CED members between General Meetings as necessary.

## **TITLE VII – FINANCE**

### **Article 23 – Honorary Auditors**

- 23.1. The control of the financial situation, the annual account and the regularity of the transactions to be reflected in the annual accounts is attributed to one or more auditors. The auditors are appointed by the General Meeting from among the members of the Institute of Auditors ("Institut des réviseurs d'entreprise"). The auditors are appointed for a renewable term of three years. Under penalty of damages they can only be dismissed for justified cause within the term of their mandate.
- 23.2. However, as long as the criteria which create an obligation to appoint a member of the Institute of Auditors as the auditor of the association are not met, the General Meeting has the right to appoint two Honorary Auditors, who must each be from a different Member Association. The Honorary Auditors shall serve for one year, and shall be eligible for re-election. The Honorary Auditors are not members of the Board of Directors.
- 23.3. The election of the Honorary Auditors shall take place at the first General meeting of each calendar year.
- 23.4. The Honorary Auditors shall verify the annual accounts and ensure that the conduct of the CED's financial affairs are in conformity with its financial policies and Belgian law, and shall present a report to the first General Meeting of each year.
- 23.5. Nevertheless, the General Meeting always has the right to nominate an auditor who is a member of the Institute of Auditors notwithstanding the absence of an obligation to do so.

#### **Article 24 – Finance**

- 24.1. The fiscal year begins on 1 January and ends on 31 December.
- 24.2. The Treasurer shall prepare the annual budgets and accounts. The accounts of the association shall be kept in accordance with Belgian law.
  - 24.2.1 Each year at the latest six months after the end of the fiscal year, the Board of Directors, represented by its Treasurer, presents the annual accounts for the past year and the budget for the next year to the General Meeting for approval. The General Meeting can approve the accounts and the budget only with a 2/3 majority of the votes cast by the Member Delegates.
- 24.3. The Board of Directors will file the accounts within 30 days following their approval by the General Meeting, in accordance with the legal provisions.

#### **TITLE VIII – DISSOLUTION OF THE ASSOCIATION**

##### **Article 25 – Dissolution**

The General Meeting may only validly resolve the dissolution of the association in accordance with the legal principles.

##### **Article 26 – Liquidation**

- 26.1. In case of voluntary liquidation of the association, the General Meeting appoints one or more liquidators, and determines their task and authorities.
- 26.2. The net assets will be granted to an association with a similar object, to be determined by the General Meeting.