



EUROPEAN BOARD OF MEDICAL GENETICS

Statutes of the European Board of Medical Genetics EBMG

1. Name and Seat

1. The Society will bear the name "European Board of Medical Genetics", abbreviated to the EBMG.
2. The Seat of the Society is Vienna; its activities are worldwide.

2. Purpose of the Society

1. The aim of the Society is the establishment and promotion of professional standards of education, training and practice in human and medical genetics and genetic counselling, by developing and administering systems of certification and/or re-certification for professionals working as specialists in genetic healthcare in Europe.
2. The Society pursues exclusively and directly aims for public benefit. It is a non-profit educational and professional association. It has no commercial interest, nor is it bound to any industrial or commercial enterprise. The Society's funds and any profits may exclusively be used for purposes in compliance with the Statutes. No person may benefit from expenses alien to the purpose of the Society, or from disproportionately large refunds.
3. The EBMG is an independent body for the purposes of setting professional standards and operation of registration processes. To ensure the work of the EBMG remains current and informed by professional practice, the EBMG will be affiliated with the European Society of Human Genetics.

3. Activities

1. The non-material and material means listed in clauses 2 and 3 will serve to fulfil the tasks listed in § 2.
2. The following are deemed non-material means:
 - Organization of congresses, symposia, workshops, training events, assessment activities and examinations
 - Building up of an information database system in cooperation with national institutions
 - Publication of printed periodicals and other media products in the print and electronic manner
 - Active promotion of communication and dialogue between the Society, other professional organisations, industry and public authorities.
3. The required financial means are to be obtained by:
 - Registration fees which will be decided upon by the General Assembly
 - Donations, subsidies, promotion and other support from public and private organization
 - Revenue from events and publications
 - Promoting contributions from supporting members
 - Interests on bank deposits

4. Types of Membership

1. The members of the Society are divided into full members, supporting members, and honorary members.
 - Full members are those who are professionals in the field of Human and Medical Genetics.
 - Supporting members can be any natural person or legal entity. These are individuals, institutions, corporations or agencies, which have offered substantial financial administrative or in-kind assistance to the EBMG in support of their aims.
 - Honorary members are persons who have promoted the cause of EBMG and/or its aims and objectives in an exceptional way.
2. Only full & honorary members will have a vote at the General Assembly.

5. Becoming a member

1. New members can exclusively be nominated by a member of the EBMG Board and should be eligible for European professional registration in one of the specialist professions covered by the EBMG.
2. The EBMG Executive Board shall decide on admission of these nominations.
3. Honorary members are nominated on the proposal of the EBMG Executive Board and confirmed by the General Assembly. They shall have all rights of full members, but will be exempt from dues.
4. Before the actual constitution of the Society, the applicants will accept provisional membership by the founders, in case of an existing Executive Board, by the latter. This membership becomes effective only once the Society has been constituted. Should the Executive Board be constituted only after creation of the Society, the (final) acceptance as member will equally be made by the founders of the Society.

6. Termination of Membership

1. The membership of physical persons ends in the event of death of that person, for legal entities at loss of its status as legal entity, by voluntary resignation, by cancellation, by non-payment of the annual dues or by exclusion.
2. Resignation is possible at any time by simple letter to the EBMG chair.
3. Exclusion of a member can be recommended by the board in case of gross breach of member duties or due to behaviour damaging to the interests and aims of the Society.
4. The General Assembly can confirm exclusion of a member by simple majority vote after the member concerned has had the opportunity to defend himself. The member concerned cannot participate in this vote and cannot vote by proxy. If the exclusion was not at the recommendation of the EBMG Executive Board, the General Assembly vote must be followed by a vote by the board. If these votes are not in agreement, a new vote at the following ordinary annual General Assembly or by e-mail or electronic balloting of the membership is conclusive. The membership will be suspended until the decision has been taken.

7. Rights and duties of Members

1. All members are entitled to attend the General Assembly. Only full or honorary members are entitled to vote. Every member will have one vote. Members can give proxy for voting to another member for the General Assembly. One member cannot represent more than two other members. Supporting members are not entitled to vote.
2. Every member has the right to ask the Board to issue a copy of the Statutes
3. At least one tenth of the members is required to ask the Board to call in an extraordinary General Assembly.
4. The members need to be informed on the financial status of the society during the yearly General Assembly. If at least one tenth of the members brings forward reasons to ask for the financial status, the board has four weeks to comply and to issue the documents to these members.
5. The board will inform the about the completed auditing of the accounts. If this is made during the General Assembly, the auditors need to be involved.

6. Members are compelled to promote the interests of the society to the best of their power and knowledge and to refrain from harming the reputation and to counteract the aim of the society. They need to respect the Statutes and the decisions of the bodies of society.

8. Representative bodies of the EBMG

1. The representative bodies of the EBMG are the General Assembly, the Executive Board and the Boards of the Professional Branches (PBBs Medical Geneticists, Clinical Laboratory Geneticists and Genetic Nurses and Genetic Counselors).
2. The Auditors and the Arbitration Tribunal.

9. General Assembly

1. The General Assembly is composed of all members of the Society. The EBMG chair or the EBMG Executive Board will convene a regular annual General Assembly.
2. An extraordinary General Assembly will be called within 4 weeks from either
 - a. a decision of the EBMG Executive Board or the General Assembly
 - b. a written proposal of at least 10% of the members
 - c. a request of the auditors
 - d. a decision of one of the auditors
 - e. a decision of a curator appointed by a court
3. Proper notification of the both regular and extraordinary General Assemblies will be issued by the EBMG Executive Board, an auditor or a curator appointed by a court either by mail, fax or email to every member of the Society. The invitation must be sent out at least two weeks in advance of the General Assembly, and must include date, time, location and the agenda.
4. Proposals for the agenda of the General Assembly must be presented to the EBMG Executive Board in writing at least 3 days prior to the General Assembly.
5. Valid resolutions may be taken only on items figuring on the official agenda (excepted on calls for an extraordinary General Assembly).
6. All members are entitled to attend the General Assembly. Only full or honorary members are entitled to vote. Every member will have one vote. Members can give proxy for voting to another member for the General Assembly. One member cannot represent more than two other members. Supporting members are not entitled to vote.
7. Every General Assembly properly convened constitutes a quorum irrespective of the number of present members.
8. All votes and resolutions of the General Assembly are made with simple majority of valid votes. Votes on dissolution of the society require a qualified majority as described in §16 (1).
9. The EBMG chair will lead the General Assembly. If he is unable to attend his deputy will take his place. In case the deputy is unable to attend, the most senior EBMG Executive Board member will chair the meeting.

10. Tasks of the General Assembly

The General Assembly reserves the right to the following tasks:

- a. Final acceptance of the agenda
- b. Approval of the treasurer's report and account statement, as well as the closing of yearly accounts, involving the auditors
- c. Election and displacement of EBMG Executive Board members and auditors
- d. Discharge of the EBMG Executive Board
- e. Setting of the membership fees
- f. Decision on honorary memberships
- g. Decision on amendment of the statutes and voluntary dissolution of the Society
- h. Deliberation and resolution on other points of the agenda

11. The Executive Board

1. The EBMG Executive Board is elected by the General Assembly, consists of at least six members and will be composed of the following
 - Chair

- 1st Co-chair
 - 2nd Co-chair
 - Secretary General
 - Deputy Secretary General
 - Treasurer
2. The board shall consist of 3 members of the European Society of Human Genetics as well as of the 3 chairs of the Professional Branch Boards (PBB) (i.e. clinical genetics, genetic counsellors/nurses and clinical laboratory genetics).
 3. The PBB chairs are elected by representatives of the according branches. Each PBB has at least a chair, a co-chair, and a secretary. The PBB-chair is also a member of the EBMG Executive Board.
 4. The relevant PBB will perform those functions connected with registration and education of their own professional group.
 5. To achieve the purpose stated in article 2.3. the Executive Committee of the European Society of Human Genetics will propose three of their members to the EBMG Executive Board, who need to be confirmed by the EBMG General Assembly. Their position on the EBMG Board is as individual experts and not as representatives of the European Society of Human Genetics.
 6. On retirement of an elected member, the EBMG Executive Board will have the right to co-opt another eligible member in his place, whereby the subsequent approval must be obtained at the next General Meeting.
Should the Executive not replace retired members, one of the auditors has the duty to call in an extraordinary General Assembly. In case neither of the auditors does so, any regular member noticing the emergency situation will have to call for a curator at the applicable court, who will call in an extraordinary General Assembly.
 7. The term of the executive board members is 4 years renewable.
 8. The EBMG Executive Board will be convened as necessary, but at least once a year, by the EBMG chair, if he or she is unable to do so, by the General Secretary, if he or she is unable to do so, by any Executive Board member, either in writing or orally.
 9. The EBMG chair will lead the meeting. If he or she is unable to do so, the co-chair, if he or she is unable to do so the most senior executive board member, or another member designated by the majority of present members will assume this task.
 10. The EBMG Executive Board constitutes a quorum if all members have been invited and at least half of them are present.
 11. Decisions can be taken by simple majority. In case of equal number of votes, the vote of the chairperson decides.
 12. With the exception of death or expiration of term, the term of a member of the EBMG Executive Board is terminated by exclusion or resignation.
 13. The General Assembly can displace any or all EBMG Executive Board members at any time and is effective with the nomination and vote on a new executive board member or the entire executive board.
 14. The members of the EBMG Executive Board may give notice of their resignation at any time. The notice of resignation must be submitted to the Executive Board, or, if the entire Executive Board is resigning, to the General Assembly. The resignation only becomes effective once a successor has been co-opted.
 15. Minutes are to be taken on the deliberations and resolutions of the EBMG Executive Board, which must be signed by the EBMG chair.
 16. All members of the EBMG Executive Board will serve without compensation, but may be reimbursed for expenses incurred in carrying out their duties. The approval for reimbursement shall be made by the EBMG chair or the Secretary General. The written or electronic agreement of the EBMG chair and the Treasurer is required for all payments.

12. Tasks of the Executive Board

1. The EBMG Executive Board manages the Society. It takes care of all issues that are not regulated in these statutes or managed by another body of the society, in particular:
2. The EBMG Executive Board prepares all matters that are subject to decision by the General Assembly.

3. The EBMG chair, the co-chair and the General Secretary deal with the day-to-day business of the Executive Board as Managing Board.
4. Their field of activities includes, in particular, the following matters:
 - a. Preparing and convening the General Assembly
 - b. Administration of the assets of the Society and suggestion on their use
 - c. Compilation of a yearly program of the activities of the Society
 - d. Acceptance, expulsion and cancellation of memberships
 - e. Acceptance and termination of contract of employees of the Society

13. Agenda of the Executive Board, Special Obligations of the Executive Board

1. The EBMG Executive Board, under the lead of the EBMG chair, is responsible for managing the daily business of the Society.
2. The EBMG chair leads the Society. She/he is responsible for managing the Society and represents the Society in public, chairs the General Assembly and the Executive Board. Written statements need to be endorsed by the Secretary General, financial matters need to be endorsed by the treasurer.
3. Legally binding business can only be contracted by the persons mentioned in §13.2.
4. In case of imminent danger, she/he is also entitled to take decisions on his own responsibility in matters that would usually be in the scope of the General Assembly or the EBMG Executive Board. These decisions however require subsequent approval by responsible body of the Society.
5. The EBMG chair will lead the General Assembly and Executive Board meetings.
6. The Secretary General shall be responsible for the organization of the General Assembly, the official agenda and the minutes of each meeting.
7. The Treasurer is responsible for proper financial handling and conduct of the Society.
8. In case of absence of the EBMG chair, Secretary General or Treasurer, their replacements will represent them accordingly.

14. The Auditors

1. Two auditors are elected by the General Assembly for the duration of two years. Re-election is possible. Auditors must not be a member of the EBMG Executive Board or any other body that is subject to their own controlling activities (except the General Assembly).
2. The Auditors are responsible for the control of the day-to-day business and the accuracy of the accounts, invoicing and the usage of the funds according to the statutes. The EBMG Executive Board has to make all records and information available without delay. The auditors report to the board.
3. §11 Art. 12-14 will be applicable also to the Auditors analogously.

15. Financial Year

1. The financial year begins on January 1 and ends on December 31, each year.

16. Amendment to these statutes

1. Changes to these Statutes may be made by two-thirds majority vote of the board and of a simple majority vote of the General Assembly, followed by a simple majority vote of the membership in an electronic or postal ballot.

17. Arbitration

1. The Arbitration Tribunal will decide in all disputes arising from the within the Society. It is an institution of conciliation, not a arbitrating body in the sense of §§577 ff ZPO.
2. The Arbitration Tribunal is composed of three full members. It is formed in a way that one conflicting party nominates an EBMG member as arbitrator to the EBMG Executive Board. Within the next 7 days, the Executive Board invites the other conflicting party to nominate an EBMG member as their arbitrator within the next 14 days. Within the next 7 days, the Executive Board informs both arbitrators, that they (the arbitrators) have to elect a third EBMG member as chairperson of the Arbitration Tribunal within the next 14 days. In the case of equality of votes, the chairpersonship will be assigned

by lot. The 3 members of the Arbitration Tribunal must not be members of the EMBG body involved in the dispute with exception of the General Assembly.

3. The Arbitration Tribunal makes its decision in the presence of all its members after hearing of the parties by simple majority. It will make its decision to the best of its knowledge and belief. Its decisions are final within the Society.

18. Voluntary dissolution of the Society

1. The voluntary dissolution of the Society can only be decided during an extraordinary General Assembly that was called in for this purpose. A two-thirds majority of valid votes is required.
2. This General Assembly also has to resolve liquidation - in as far as the Society has any assets. In particular, it must appoint a liquidator and decide to whom the remaining assets of the Society are to be transferred after all liabilities have been covered. These assets must, as far as this is possible be transferred to a non-for profit association with similar goals, else be used for charitable purposes in the sense of §§33 ff BAO.

The gender-specific terms used in these statutes are to be understood as gender-neutral and address both men and women.