

## // CED STATUTES

**ADOPTED BY THE CED GENERAL MEETING ON 24 MAY 2024**

**CED – Not for profit association**  
**Avenue de Cortenbergh 89 Box 6, 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 Annexes 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 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, of 25 May 2018, of 20 May 2022, and of 26 May 2023

### // 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 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 disinterested object to act as a professional organisation, which from an independent position, but supported by Member, Affiliate Member and Observer Associations

as referred to respectively in article 9.2., 11.1 and 13.1. of these Statutes, 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 with due consideration of patients' rights and safety;
- Support and represent Member, Affiliate Member and Observer Associations with regard to the information and support they need in connection with national and EU institutions, provided this is not their own responsibility.

4.2. In order to achieve its disinterested object, the association is allowed to pursue profitable activities.

4.3. The association may set up or associate with such bodies as may be useful or necessary to achieve these aims.

4.4. 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 (e.g. agendas, minutes and adopted resolutions) will be available in the official working languages.

6.3.1 Documents which do not require formal adoption (e.g. 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 General Meetings and the costs will be shared between all Member, Affiliate Member and Observer Associations.

6.4.1 Any additional interpretation and language version of documents shall be paid for by the Member, Affiliate Member and Observer Associations requesting them.

#### **Article 7 – Communication**

7.1. Member, Affiliate Member and Observer Associations can at any time provide the Association with an e-mail address to communicate with him/her. Any communication made at this e-mail address will be deemed to be valid. The Association may use this address until the Member, Affiliate Member and Observer Associations have communicated another e-mail address or indicate in writing that they no longer wish to communicate by e-mail.

7.2. The Directors and, if applicable, the auditor, can provide the Association with an e-mail address at the beginning of their mandate. Any communication made to this e-mail address will be deemed to be valid. The Association may use this address until the mandate holder communicates another e-mail address or indicates in writing that he no longer wishes to communicate by e-mail.

7.3. Where appropriate, the e-mail address may be replaced by another equally valid means of communication.

7.4. The Association shall communicate with the persons from whom it does not have an e-mail address, by ordinary mail, which will be sent on the same day as the communication by e-mail.

**Article 8 – Internal Rules**

The General Meeting of the Association has adopted Internal Rules on 26 May 2023.

**TITLE II – MEMBERSHIP****Article 9 – Members**

9.1. 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).

9.2. 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“.

9.2.1 In case there is more than one dental association in a Member Country and there is disagreement in the country about which association should join the CED, the General Meeting of the CED will decide which association to accept into membership.

9.2.2 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.

9.3. The CED must have a minimum of nine (9) Member Associations.

9.4. 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 Member Association, all of these Member Associations shall together be represented by a maximum of two voting delegates.

**Article 10 – Member Invitees**

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

**Article 11 – Affiliate Members**

11.1. For each country which is not a Member State of the European Union but has a bilateral agreement with the EU which relates significantly to the objects of the CED mentioned in Article 4, an EFTA country or a country whose government has signed the EEA agreement, one national dental association will be allowed as an Affiliate member of the CED. These Affiliate members are referred to hereafter as „Affiliate Member Associations“ and the countries from which they come as „Affiliate Member Countries“.

11.1.1 In case there is more than one dental association in an Affiliate Member Country and there is disagreement in the country about which association should join the CED, the General Meeting of the CED will decide which association to accept into membership.

11.1.2 The General Meeting of the CED may, as an exception, decide to allow more than one association of the same Affiliate Member Country to become an Affiliate Member Association of the CED.

11.2. The Affiliate Member Associations shall be represented at the General Meeting by a maximum of two voting delegates per Affiliate Member Country (hereafter referred to as the „Affiliate Member Delegates“). Proxy voting is not allowed. If an Affiliate Member Country is represented by more than one Affiliate Member Association, all of these Affiliate Member Associations shall together be represented by a maximum of two voting delegates.

11.3. Affiliate Member Delegates have the same obligations as Member Delegates. They may take part in debates and have the right to vote but are not allowed to stand in Board elections. The Affiliate Member Associations shall pay their respective share in the costs of running the association.

**Article 12 – Affiliate Member Invitees**

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

**Article 13– Observer Associations**

13.1. For each country which is recognised as a candidate country for membership by 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.

13.2. Observer Delegates have the same obligations as Member Delegates and Affiliate Member Delegates. They may take part in debates, but do not have the right to vote and are not allowed to stand in Board elections. The Observer Associations shall pay their respective share in the costs of running the association.

**Article 14 – Subscriptions**

14.1. The CED is financed by annual subscriptions from each of the Member, Affiliate Member and Observer Associations. The amount of the annual subscriptions shall be determined by the General Meeting.

14.2. Subscriptions are calculated in function of the number of dentists practising in the Member, Affiliate Member and Observer Countries or registered as practising dentists. The actual number of dentists is established for each of the Member, Affiliate Member and Observer Countries each year. For Observer Associations, subscriptions are calculated on the basis of 80% of the number of dentists practising in the Observer Country. 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 15 – Admission, resignation, exclusion**

15.1. The General Meeting decides on the admission of new Member, Affiliate Member and Observer Associations. Candidate Member, Affiliate Member and Observer Associations have to submit their written request to the General Meeting, which will decide on their admission.

15.2. The Board of Directors can propose to the General Meeting the exclusion of Member, Affiliate Member and Observer Associations of the CED. The Member, Affiliate Member and Observer 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 all Member Associations present. The exclusion of an Affiliate Member Association or an Observer Association is decided by the General Meeting with a two third majority of Member and Affiliate Member Associations present.

15.2.1 If a Member Association, an Affiliate Member Association or an Observer Association no longer meets the criteria mentioned in Articles 9, 11 or 13 of these Statutes respectively, their current membership status in the CED shall be terminated effective on 31 December of the same year. The subscription shall be payable for the entire accounting year.

15.3. Member, Affiliate Member and Observer 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 on 31 December of the same year. The subscription shall be payable for the entire accounting year.

15.4. If Member or Affiliate Member Associations do not pay their annual subscription within 2 months following its maturity date, a registered letter shall be sent to such Member or Affiliate Member Association inviting them to pay the outstanding annual subscription. If no payment is received by the CED within 4 weeks following the postal date of this letter, the Member or Affiliate 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 subscription shall continue to be due by the Member or Affiliate Member Association.

For Observer Associations which do not pay their annual subscription within 2 months following its maturity date their rights as defined in Article 13 will be suspended until all outstanding payments have been settled. The outstanding annual subscription shall continue to be due by the Observer Association.

## **Article 16 - Register of Members**

16.1. The Board of Directors keeps a register of the Member Associations, a register of the Affiliate Member Associations and a register of the Observer Associations at the registered office of the association. This register indicates the surname, first name and residence of the members or, in the case of a legal person, the name, legal form and address of the registered office. The Board of Directors shall enter all decisions concerning the admission, resignation or exclusion of members in that register within eight days after the decision has been notified. The Board of Directors may decide that the register shall be kept in electronic form.

16.2. All Members, Affiliate Members and Observer Members are allowed to consult their specific register at the registered office of the CED. To this end, they must submit a written request to the CED Brussels Office with whom they arrange a date and time for consultation of the register. This register may not be moved.

16.3. The association must, upon oral or written request, grant the public authorities, the administrations and the services, including the public prosecutor's offices, the clerks and courts, the courts and all courts of law and the officials legally empowered for that purpose, immediate access to the register of members and, in addition, provide those bodies with the copies or extracts from that register which they consider necessary.

## **TITLE III – GENERAL MEETING**

### **Article 17 – General Meeting**

17.1. The General Meeting is composed of the Member and Affiliate Member Associations.

17.2. 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, as well as, where appropriate, the filing of an action by the association against the directors and auditors;
5. the approval of the accounts and the annual budget;
6. the dissolution of the association;
7. the exclusion of Member, Affiliate Member or Observer Associations;
8. the decision on the amount of the annual subscription fee;
9. the admission of new Member, Affiliate 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.
13. all other cases where the law requires so.

### **Article 18 – Meetings**

18.1. 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.

18.2. General Meetings must be held within the boundaries of the European Union.

18.3. Notice of any General Meeting must reach the Member, Affiliate Member Associations and Observer Associations at least fifteen (15) days before the meeting and will give the place, date and time as well as the meeting agenda.

18.4. Any proposal signed by at least 5% of the Member and Affiliate Member Associations together 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.

18.5. 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 and Affiliate Member Delegates present at the General Meeting so decide.

18.6. 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 and Affiliate Member Delegates attending. In case of exclusion of a Member or an Affiliate Member Association, the provisions of Article 15.2. of these Statutes shall apply.

18.7. General Meeting shall be convened by the President when at least one fifth of Member Associations so request. In this case, a 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.

## **Article 19 - Rules of Procedure for the General Meeting of the Council of European Dentists**

### **19.1. Place of the General Meeting**

19.1.1. Once a year, the General Meeting of the CED will be hosted by one of the Member Associations.

19.1.2. No Member Association can be forced to act as a host country.

19.1.3. The CED can hold its General Meeting remotely via any means of telecommunication allowing an effective and simultaneous deliberation, such as a telephone conference or a videoconference.

Such a meeting counts as a physical meeting provided the convening formalities for a General Meeting have been complied with, provided all Member Associations and Affiliate Member Associations have the possibility to participate in the meeting and provided the participating Member Associations and Affiliate Member Associations (represented by their delegates) are able to identify each other, have the possibility to enter into discussions with each other and are able to cast their vote.

The foregoing is without prejudice to the right to attend and/or participate in the General Meeting of the Observer Associations, Member Invitees, Affiliate Member Invitees and other persons in accordance with what is stipulated in the Statutes.

19.2. The President shall, in cooperation with the Board of Directors and the CED Brussels Office, set the agenda of the General Meeting, in accordance with the Statutes.

19.3 The President or, if he is unable, the person replacing him in accordance with the Statutes, shall open the General Meeting.

19.3.1. The Meeting shall start by ascertaining that it has been convened in accordance with the Statutes and by holding an individual roll-call of participants.

### **19.4. Order of speakers**

19.4.1. On each agenda item the rapporteur or the person submitting the motion shall be granted the floor first; this shall be followed by discussion.

19.4.2. Delegates wishing to take the floor on an agenda item must signal this to the President by raising their hand, and their name will be put on the list of speakers; other contributions may be made by request.

19.4.3. Participants of the General Meeting who are not Delegates may take the floor if they are permitted to do so by the President.



19.4.4. The President shall grant the floor in the order in which requests to speak have been submitted; the President shall be permitted to deviate from this rule with the agreement of the listed speakers.

The President shall be permitted to take the floor at any time.

19.4.5. The floor may be granted, in deviation from the order of speakers, to:

- the rapporteur,
- anyone wishing to raise a point of order,
- anyone wishing to make a statement of fact

Remarks of this kind may not exceed 5 minutes in length.

19.4.6. The floor shall be granted for personal statements only at the end of the discussion. The speaker shall not be permitted to speak on the subject concerned but only to repudiate attacks made on him during the discussion or to correct his own statements.

19.4.7. Contributions can be restricted to a certain length by a decision of the General Meeting. If a delegate exceeds the set time, the President, after issuing a single warning, shall be able to cut that speaker short. In this case the individual involved may not speak again on the same topic.

19.4.8. All motions submitted during the discussion of agenda points must be submitted to the President in written form and announced by him in the order of submission prior to the floor being granted to any further speaker. If no one requests the floor or the list of speakers has been exhausted, the President shall declare the discussion closed.

19.4.9. After the discussion has been closed, no further delegates may be granted the floor, unless a majority of the General Meeting consents to reopen the discussion.

#### 19.5. Points of order

19.5.1. Speakers raising points of order shall only have priority over other speakers if the point of order relates to:

- curtailment of speaking time,
- closure of the list of speakers
- closure of the discussion and
- return to the agenda

Points of this nature may only be raised by participants who have not taken part in the discussion of the matter concerned.

19.5.2. In the case of points of order, in addition to the individual raising the point of order (who shall be permitted to provide the justification and make a final statement), only one speaker may speak for the point of order and one against.

19.5.3. Prior to discussion or voting on a point of order as detailed under 19.5.1., the list of speakers shall be read out.

19.5.4. If a motion to close the list of speakers has been approved, those individuals whose names were already on the list when the motion was proposed shall have the right to speak. If a motion to return to the agenda is passed, then – unless the speaker (sponsor of the motion) requests the final word - the discussion on the matter at hand shall be finally closed.

#### 19.6 Voting

19.6.1. At the request of more than half of the Member and Affiliate Member Delegates, a written roll-call vote must be taken.

19.6.2. Votes will be secret if more than half of the Member and Affiliate Member Delegates so request. No vote may take place unless each Member and Affiliate Member Delegate has had the opportunity of expressing a point of view.

19.6.3. Votes cast in which the will of those voting is not clear, or that are not related to the matter at hand shall be invalid.

19.6.4. Except in the case of elections, the Chairman of the Meeting shall formulate questions in such a way that they can be answered with yes or no. As a rule they should take the form of a question as to whether approval should be given or not. A point of order may be raised with regard to the formulation. In the case of an objection to the proposed formulation, the final decision shall be made by the Meeting.

19.6.5. An individual with voting rights shall be excluded from a ballot if the matters on which a vote is being taken relate to his person, with the exception of elections to CED Board of Directors.

19.6.6. In the case of several motions relating to the same matter, votes shall be taken in the order in which the motions were submitted, unless a motion that goes further than a previous one is taken first or an amendment motion is given precedence over the main motion. Otherwise the following types of motion shall have precedence over all others:

- Motions return to the agenda,
- Adjournment motions
- Motions to refer a matter to a committee

19.6.7. Once a ballot has commenced, no further speakers shall be granted the floor, even on a point of order.

## 19.7 Orderly conduct of the meeting

19.7.1. The President shall be obliged to ensure that the Meeting takes place in an orderly fashion.

19.7.2. In order to ensure order, he shall be permitted to reprimand participants and, in the case of repeated disruptive behaviour, call them to order. After calling a speaker to order twice, the President shall have the right to deny him the floor if he disrupts the order a third time.

19.7.3. In a particularly serious case of disruption, the President may exclude a participant from the Meeting. In such cases, the participant must follow the instructions of the President and leave the meeting room immediately.

19.7.4. The President shall at any time be permitted to interrupt or suspend proceedings if the Meeting can no longer be carried out in accordance with the Statutes or Internal Rules.

19.7.5. An individual shall be permitted to appeal against a call to order, reprimand, withdrawal of the right to speak or exclusion. The General Meeting shall make an immediate decision on the appeal.

## **Article 20 – Quora and majorities**

20.1. Resolutions shall be decided by a simple majority of the votes cast expressed by the Member and Affiliate Member Delegates, except in the cases where the law or the present Statutes provides more stringent provisions.

20.1.1 At the request of at least one third of the Member and Affiliate Member Delegates present, and when there is no simple majority in favor of 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.

20.1.2 In the event of a tie at the first meeting and provided one third of the Member and Affiliate 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.



20.2. 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 and Affiliate Member Associations are present or represented.

20.2.1 The amendments can be accepted only with a qualified majority of two thirds of the votes cast.

20.2.2 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 qualified majority of four fifths of the votes cast.

20.3. Amendments to the Internal Rules shall only be accepted with a qualified majority of two thirds of the votes cast.

20.4. Resolutions of the CED may be notified to the European Union only if they are decided by a qualified two thirds majority of Member and Affiliate Member Delegates present at the General Meeting. Minority opinions may also be attached.

20.5. For the calculation of simple and qualified majorities, blanc or void votes and abstentions will not be taken into account either in the numerator or in the denominator.

#### **Article 21 – Minutes of the General Meeting**

21.1. 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 a member of the CED Brussels office.

21.2. A draft of the minutes will be sent by email to the Member, Affiliate Member and Observer Associations in English within two weeks of the General Meeting, and will be considered as approved, unless amendments are proposed to the President or the Brussels Office, within two weeks of receipt. If substantial amendments are proposed, the minutes will be approved at the following General Meeting. Editorial amendments may be accepted at the discretion of the President. The approved minutes will be available in the official working languages.

21.3. The minutes of the General Meeting are kept in a register to which all Member, Affiliate Member and Observer Associations will have access through their Delegates.

21.4. The Internal Rules can further determine the access of the Member, Affiliate Member and Observer Associations to these documents, in accordance with the legal provisions.

### **TITLE IV – BOARD OF DIRECTORS**

#### **Article 22– Composition**

22.1. The CED is administered by a Board of Directors.

22.2. 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.

22.2.1 The Board of Directors is responsible for acting within the constraints of the approved budgets. Exceptions are possible in urgent cases.

22.3. The members of the Board of Directors are elected by the General Meeting.

22.3.1 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 that is a Member Association of the CED 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. Affiliate Member Associations and Observer Associations are not allowed to propose candidates for the posts of President, Treasurer or Member of the Board of Directors of the CED. Affiliate Member Delegates and Observer Delegates cannot be elected as President, Treasurer or Member of the Board of Directors of the CED.

22.3.2 The call for candidacies shall be communicated to Member Associations 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.

22.3.3 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.

22.3.4 If a director's seat becomes vacant before the end of his mandate, the remaining directors do not have the right to co-opt a new director.

22.3.5. The re-eligibility restriction under 22.3.3 of these Statutes does not apply to any members of the Board of Directors standing for President or Treasurer. If a member of the outgoing Board of Directors is elected as President or Treasurer, this position of President or Treasurer can only be held by the same person for a maximum of two consecutive periods of three years.

22.4. An individual may serve on the CED Board for a maximum of 4 mandates of three years in the course of their lifetime, irrespective of the position held on the Board of Directors.

22.5. 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.

22.6. 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.

22.7. 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.

22.8. Members of the Board of Directors may participate at General Meetings. They may vote only if they are Member Delegates.

22.9. In case of bankruptcy of the CED the Members of the Board of Directors are subject to the legal liability provisions set out under Title VII of Book XX of the Belgian Code of Economic Law.

22.10. In accordance with article 17.2 of these Statutes, the General Meeting has the right to terminate the mandate of each director at any time, with immediate effect and without justification, with a resolution passed by a qualified majority of two thirds of the votes cast.

### **Article 23 – Elections**

23.1. Basic principles

23.1.1. All elections shall take place by secret ballot.

23.1.2. The Directors shall not all be elected at the same time. The election of the President and of three members of the Board of Directors will take place at the same time. The Treasurer and the other three members shall be elected in the following year.

23.1.3 On the agenda, the election of the President or the Treasurer, as the case may be, shall always precede the election of the other Directors whose mandate comes up for election.

23.2. Prior to election taking place, the President shall appoint an Electoral Committee consisting of three Election Assistants.

23.3. Each Member and Affiliate Member Delegate shall cast a vote by identifying on the ballot paper the candidate to whom he wishes to give his vote. Candidates are permitted to vote for themselves.

#### 23.4. Procedure

23.4.1. If there are several candidates for one position, the candidate with the highest number of valid votes is elected. In the event of a tie, where two or more candidates obtain the highest number of valid votes, a tie-break between them will take place. If the tie-break results in a tie, each candidate having obtained the highest number of valid votes in the tie-break will, in alphabetical order, pick a piece of folded paper from the table. The candidate who picks the paper inscribed with 'Elected' is elected.

23.4.2. This procedure will be repeated for every position to be filled.

#### 23.5. Determination of election results

23.5.1 The President and/or the Election Assistants shall count all the valid ballot papers for each candidate and at the same time calculate the number of abstentions and invalid votes. Votes shall be invalid,

- if they have been cast by someone who does not have voting rights,
- if more than one candidate is identified on the ballot paper
- if the ballot paper is torn or badly damaged,
- if the will of the voter is not clearly identifiable.

23.5.2. Decisions on whether votes cast are valid or invalid and on complaints about the way the election results have been determined must be included in the written record of the election together with a brief justification.

#### 23.6. Written record of election results

23.6.1. The calculation and determination of the election results shall be recorded in the minutes of the General Meeting and signed by the President.

23.6.2. The minutes of the General Meeting shall contain:

- the names of the Election Assistants appointed,
- the matter on which the vote is being taken,
- the number of Member and Affiliate Member Delegates,
- per ballot, the candidates and number of valid and invalid votes cast per candidate.

23.7. The President shall announce the results after each election and call on the candidates to declare whether they accept election or not.

#### 23.8. Challenging election results

23.8.1. Every Member and Affiliate Member Delegate shall be permitted to challenge the result of an election only immediately after it has been announced.

23.8.2. Challenging an election result shall not result in its deferral.

23.8.3. A challenge to an election result may only be based on infringement of important rules related to voting rights, eligibility for election or voting procedures, failure to rectify the situation and the possibility that the election result may have been influenced by the infringement.

23.8.4. The General Meeting shall make the final decision in the case of an election result being challenged.

## **Article 24 – Meetings of the Board of Directors**

24.1. 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. The CED can hold meetings of the Board of Directors remotely by means of a telephone conference or a videoconference. Such a meeting counts as a physical meeting provided that the directors have been duly convened.

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.

24.2. The Board of Directors may act validly only if at least half of its members are present in person or participating by telephone conference or videoconference. However, if this quorum condition 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 within 4 weeks with the same agenda, notice of both meetings having been duly given to the Directors, this quorum condition need not be satisfied,

24.2.1 Directors may participate in Board of Directors meetings via any means of telecommunication allowing an effective and simultaneous deliberation, such as a telephone conference or a videoconference. All persons participating in a meeting in accordance with this paragraph shall be deemed to have been present at the meeting.

24.3. 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.

24.4. 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.

24.4.1 Voting by proxy is not allowed.

24.5. 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. This is not applicable to the position of the CED President, whose travelling and subsistence costs for CED meetings and other relevant activities (e.g. meetings, workshops etc. of other organisations, meetings with CED Secretariat) shall be reimbursed through the CED budget and as outlined in the CED Internal Rules.

## **Article 25 – Minutes of the meetings of the Board of Directors**

25.1. 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.

25.2. A draft of the minutes will be sent by email to the Directors in English within two weeks 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 two weeks 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. The approved minutes will be available in the official working languages.

25.3. The minutes of the Board of Directors meetings are kept in a register to which all Member, Affiliate Member and Observer Associations will have access through their Delegates.

## **Article 26 – Day-to-day management**

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

26.2. The Board of Directors may further delegate the day-to-day management to the Brussels office.

## **Article 27 – Representation**

27.1. Without prejudice to the general powers of representation of the Board of Directors as a board, all 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.

27.2. 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 28 – Presidency**

28.1. The President is the chairman of the Council of European Dentists.

28.2. 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.

28.2.1 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.

28.2.2 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.

28.3. 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 29 – CED Brussels Office**

29.1. A permanent office will be established in Brussels to organise effective representation of the CED's interests and to provide the permanent secretariat.

29.2. 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, Affiliate Member and Observer 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 Member, Affiliate Member and Observer Associations between General Meetings as necessary.

## **TITLE VII – FINANCE**

### **Article 30– Statutory Auditors, Honorary Auditors and Contractual Auditors**

30.1. 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 statutory auditors. The statutory auditors are appointed by the General Meeting from among the members of the Institute of Auditors ("Institut des réviseurs d'entreprise"). The statutory 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.

30.2. However, as long as the criteria which create an obligation for the association to appoint a statutory auditor are not met, the General Meeting has the right but not the obligation 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.

30.3. The election of the Honorary Auditors shall take place at the first General Meeting of each calendar year.

30.4. 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 an internal report to the first General Meeting of each year.

30.5. Nevertheless, the General Meeting always has the right to appoint a statutory auditor who is a member of the Institute of Auditors notwithstanding the absence of an obligation to do so.

30.6 The aforementioned provisions do not limit the power of the Board of Directors to decide to appoint a contractual auditor in order to execute a limited audit of the Association or for a specific mission.

### **Article 31 – Finance**

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

31.2. The Treasurer shall prepare the annual budgets and accounts. The accounts of the association shall be kept in accordance with Belgian law.

31.2.1 Each year at the latest six months after the end of the financial 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 two thirds majority of the votes cast by the Member and Affiliate Member Delegates.

31.3. 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 32 – Dissolution**

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

### **Article 33 – Liquidation**

33.1. In case of voluntary liquidation of the association, the General Meeting appoints one or more liquidators, and determines their task and authorities.

33.2. In the event of dissolution and liquidation, the extraordinary general meeting decides on the allocation of the association's assets, which must in any case be allocated to an association with a similar disinterested object.

This allocation shall be made after all debts, charges and liquidation costs have been paid or after the necessary amounts have been deposited.