European Federation for Medical Informatics Association

STATUTES

Article 1  NAMES AND AIMS

The name of the association is European Federation for Medical Informatics (EFMI), hereinafter known as EFMI. EFMI is a not-for-profit organisation involved with the scientific work on theory and practice of information and communication technology as applied in biomedical sciences and health care in a European context. EFMI facilitates the activities of its member national associations and institutions.

The main objectives of the association are to:

A. Advance international co-operation and dissemination of information in the field of Biomedical and Health Informatics on a European basis;
B. Stimulate the scientific work in this field and the evaluation of its applications;
C. Promote research and development in this field;
D. Encourage high standards in education in this field; and
E. Function as the autonomous European Regional Association of the International Medical Informatics Association (IMIA).

Article 2  SEAT

The seat of the association is in Switzerland at the following address:
Chemin de Maillefer 37, CH-1052 Le Mont-sur-Lausanne, Switzerland.

Article 3  MEMBERSHIP

EFMI shall be open for membership by National Societies from European Countries with objectives compatible with its own, by institutions, organizations and affiliated societies. In general, Europe shall be defined as comprising the countries within the European Region of the World Health Organisation. The national boundaries and names adopted shall be those of member states as represented at the United Nations. The EFMI Council shall decide on the admission of Full Members, taking into account the membership arrangements of IMIA, ensuring that EFMI and IMIA have the same European countries as Full Members.

EFMI’s members are obliged to collaborate in a tolerant and peaceful way, transcending nations, cultures, and political or social structures.

3.1 Full Members

In each country, a national scientific, technical society or group of such societies, may become a Full Member with the restriction that there shall be only one Full Member for each country, and that this member shall be representing the national activities in the field of Biomedical and Health Informatics. Only Full Members have the rights to the assets of EFMI.

Each Full Member is entitled to delegate one representative to the Council. Each representative of a Full Member shall be elected by the member society.
Each Full Member shall pay membership annual dues as decided by the Council.

**3.2 Institutional Members**

The Council may accept academic institutions, public or private organisations, non-profit institutions as well as industrial and corporate organisations as Members to EFMI, hereinafter called Institutional Members.

The Institutional Members are represented in the Council by electing one representative of the academic institutions or non-profit organisations and one representative of the industrial or corporate organisations. The representatives’ term is two years. The election procedure is monitored by an Officer of the Executive Board. Besides the two representatives, each other Institutional Member may be represented at the Council meetings by ex officio delegates without voting rights.

The membership annual dues of all the Institutional Members are decided by the Council.

**3.3 Affiliated Societies**

The Council may at any time accept other international societies, organisations or associations as affiliated members of EFMI in order to enhance co-operation in achieving the aims of EFMI, as stated in Article 1.

Such affiliated members have the right of representation in the working groups of EFMI and may be represented at Council meetings by an ex officio delegate without voting rights. A prerequisite for affiliation is that reciprocal arrangements are made by the affiliated member society.

**3.4 Honorary Fellows**

In order to enhance and promote the work of EFMI, the Council is empowered to elect individuals, who have made a distinguished contribution to the field of Biomedical and Health Informatics or who have contributed significantly to the activities respectively objectives of EFMI, to be associated with EFMI as Honorary Fellows. Such Honorary Fellows shall have the right of attending and speaking at the Council, but shall not be entitled to vote, except for the admission of other Honorary Fellows.

**3.5 Admission**

The Council shall decide on the admission of Full Members, Honorary Fellows, Affiliated Societies and Institutional Members upon recommendation of a Full Member or the EFMI Executive Board.

All admissions must be accepted by a majority vote of the EFMI Council.

**3.6 Suspension**

The membership of Full Members and Institutional Members shall be automatically suspended under the present conditions:

A. For being more than two years in arrears with payment of membership annual dues, including the current year;

B. A written statement has been sent to the member at the last known address two months before suspension, with a copy to the national representative or legal representative.

C. For a long-term inactivity as defined in the Bylaws.
The suspension means that the Full Member or Institutional Member has temporarily lost the rights of a Full Member or Institutional Member, but is allowed to take the role of an observer. As such, a representative can attend the Council Meeting as a delegate, but is without voting rights.

The suspension is automatically cancelled when the payment of membership annual dues, including the years of suspension, is received in the bank account of EFMI.

### 3.7 Termination

The membership of Full Members or Institutional Members shall be terminated by:

A. Declaration of the member, the resignation to take effect from the beginning of the ensuing year;

B. A **two-thirds majority** of all Full Members and the two representatives of the Institutional Members:
   i. for a serious offence;
   ii. if the conditions of membership are no longer fulfilled;
   iii. for being more than **two years** in arrears with payment of membership dues;
   iv. for a long-term inactivity as defined in the Bylaws.

C. A **simple majority** of all Full Members and the two representatives of the Institutional Members:
   - if the member is more than **three years** in arrears with the payment of membership dues.

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**Article 4  OPERATION**

The main bodies of EFMI shall be in descending order of authority: the Council, the Executive Board, and the Working Groups.

### 4.1 Council

The Council shall be composed of one representative from each Full Member, the Members of the Executive Board, the Chairpersons of the Working Groups, the Honorary Fellows and two representatives of the Institutional Members.

#### 4.1.1 Authority

A. The Council is the supreme authority of EFMI.

B. The Council shall determine fundamental policy, adopt the programme of activities, hear and approve the reports of any subordinate bodies it may have established, decide on admission and exclusion of members, elect the President and the Members of the Executive Board, adopt and revise statutes and bylaws, adopt the budget, review the incomes and expenditures, accept the audit reports and approve the annual accounts.

C. The Council may establish subordinate bodies for clearly defined permanent or temporary purposes. It shall decide on the composition, the terms of reference and the duration of existence of such bodies.
D. The Council may establish Working Groups to elaborate on specific domains of knowledge in the field of Biomedical and Health Informatics.

E. The Council will elect an **Auditing Committee** that consists of 3 members, one of them elected as chair person. Each committee member will be elected for a period of 3 years and can be re-elected once, for a total duration of 6 years. The Auditing Committee will review and audit all EFMI's monetary and financial statements in correspondence to the Council approved budget. The committee will issue a written report to be presented at the Council meeting at least once in every calendar/financial year.

F. The Council shall take decisions necessary for the implementation of the main objectives of EFMI.

### 4.1.2 Quorum, Majority and voting rights

A. **Quorum.** The Council shall be able to conduct business only if at least half of the Full Members and the two representatives of the Institutional Members are present. Proxies (Article 4.1.2.C) are counted for attaining the Quorum. If this is not the case, another assembly of the Council shall be convened within three months, having ensured that all members can be given at least one month’s notice in advance. During that meeting the Council shall operate without any quorum restriction.

B. **Voting Rights.** Only Full Members and the two representatives of the Institutional Members have voting rights in the Council for electing members of the Executive Board, approving the budget, approving future locations/organizers for Medical Informatics Europe Conferences (MIE) as well as Special Topic Conferences (STC) and accepting new Members to EFMI. The Honorary Fellows vote for accepting new Honorary Fellows. The Working Group chairs may vote for accepting the reports of the WGs, establishing new WGs, endorsing chairs/co-chairs. For all other issues all Council members may vote based on the corresponding articles of the statutes and corresponding bylaws.

C. **Proxy.** Only Full Members may give proxy. A representative of a Full Member may be given proxy to vote for a maximum of two other Full Members. For electing Members of the Executive Board no proxies are accepted.

D. **Single vote.** Each representative of Full Members has one vote unless he is recipient of proxy/proxies (see 4.1.2.C). Each other Council member has only one vote.

E. **Simple majority.** Decisions of Council shall be taken by a simple majority of those members present or represented by proxy by those who have the right to vote, except otherwise specified in the statutes.

F. **Waiving vote or abstention.** On a particular issue addressed by the Council, a member may waive the voting right. However, the abstention from voting shall be noted and the member shall be counted for the quorum.

G. **Electronic and Postal Voting.** The President may authorise the Secretary to conduct a postal or an electronic ballot on some issue if a quorum cannot be achieved at a Council meeting, or if other urgent business requires the attention of all Council members with voting rights between scheduled meetings. In this instance a formal proposal shall be put to each member with a copy to the Chair of the corresponding Full Member and the Institutional Members at their official address. At least one month shall be allowed for replies to be received and they shall be counted as if they were votes in a meeting of Council.
If the voting is deemed to require confidentiality and in particular anonymity of the casting votes, as may be the case for election of Members of the Executive Board, a postal ballot shall be given with an inner unmarked sealed envelope which contains the vote of the Member with no sender given and an enclosed signed letter indicating who issued the vote. Based on the rules for a confidential postal vote a similar system will be implemented for electronic votes guaranteeing anonymity.

In the event of any difference in a view being expressed between a Full Members of Institutional member representative and information sent by a letter from the Secretary or Chair of the same Full Member or Institutional Member, the Full Member or Institutional Member representative's views will be taken as subordinate to their Full Member or Institutional Member. The view as expressed by the Full Member’s or Institutional Member’s Chair will prevail.

4.1.3 Meetings

A. The Council shall decide on the dates and places of its meetings, but there shall be at least one Council Meeting each year. It may, however, be convened at any time if the President, after consultation with the Executive Board, deems it necessary.

B. The Secretary shall be supplied with an up-to-date address for each Member of the Council and shall issue minutes and agendas to these addresses. The dates of Council Meetings shall be notified to Council members at least two months in advance of each meeting with a request for items for the agenda. The agenda will be issued one month before the meeting.

C. The minutes of meetings shall be prepared by the Secretary, endorsed by the President, and approved by the Council at the next meeting.

4.2 The Executive Board

The Executive Board shall execute and implement the decisions taken by the Council. The Executive Board is liable to the Council.

4.2.1 Composition and Election

A. The Council shall elect an Executive Board consisting of President, Vice-President, Past President, Secretary, Treasurer, and a number of Officers. Allocation in elected Officers’ roles and responsibilities as well as additional Officers is to be justified by a Council decision. Each Officer shall have tasks and duties assigned by the Council.

All members of the Executive Board shall be members of Council at the time of their election, with the possible exception of the Past President. Members of National Associations (Full Members of EFMI) nominated by its corresponding National Association may become candidates for an Executive Board position. In the latter case a 2/3 majority vote is required to accept the nomination.

B. Election of President

The Council elects every two years a President-elect, who takes up the position of the President for a term of two years. The election takes place at least three months before the end of the term of the current President. Candidates for the position of President-elect should be members of the Council or the Executive Board who served for at least four years in total.
When the President-elect takes up the position of the President, the former President becomes Past President and serves the Executive Board for two years.

The President is responsible for the electoral procedure. The President initiates the procedure at least three months before the expiration date by informing all Members of the Council and calling for tender for the position of President-elect. The election is held during the Council meeting by secret ballot. The person that receives the majority vote of the present Council is elected to the position of the President-elect. The President-elect attends all Executive Board and Council meetings without voting rights.

C. The positions of Secretary and Treasurer are elected by the Council for a period of four years. Their term can be extended for a maximum of another one term.

D. The Vice-President and the Officers are elected directly by the Council for two years. The term of the Vice-President and the Officers can be extended, if re-elected, for a maximum of another two consecutive terms in the same or another Executive Board position.

E. The Past President represents EFMI in IMIA and has, while EFMI is accepted as an IMIA Regional Member under the IMIA Bylaws, the right of attendance and voting at the IMIA Board and General Assembly. The Past President after serving for two years in his/her position ceases to be a member of the Executive Board.

F. The Members of the Executive Board shall commit themselves to assist to all the meetings of the committee.

G. If a Member of the Executive Board resigns or the office is terminated for any reason, a successor shall be elected for the unexpired portion of the term. In case of emergency, the Executive Board shall be entitled to elect a temporary successor for the period until the next Council meeting. Incomplete terms shall not count as complete term. For unexpected and force majeure circumstances the Council may decide with 2/3 majority of all Council members to extend the term of any Board member.

H. A Member of the Executive Board can be discharged for misdemeanour by a two-thirds vote of the Full Members and two representatives of the Institutional Members.

4.2.2 Authority

A. The Executive Board shall conduct the day-to-day operations of EFMI.

B. The President applies the policies of EFMI, represents EFMI and convenes and conducts both the Council and the Executive Board meetings. The President defines the agenda of the meetings, moves proposals for voting, and oversees the execution of all resolutions.

C. The Vice-President replaces the President whenever the President is absent or incapacitated. The Vice-President is responsible for initiating Working Groups and for monitoring the progress of existing ones.

D. The Past President represents EFMI in IMIA Executive Board and its meetings.

E. The Secretary is responsible for Membership of EFMI, supervises voting procedures, keeps records for each Member of the Council, and keeps minutes, resolutions and archives of the Council and the Executive Board meetings.
F. The Treasurer keeps records of payments of membership dues, reports to the Council and Executive Board about overdue payments from Full and Institutional Members, and initiates the procedure of suspension and termination of membership. The Treasurer keeps records of the bank accounts of EFMI and provides financial reports to the President and the Secretary during the Executive Board meetings. The bank accounts are held in the country where the EFMI registered office is located. The Treasurer prepares and reports the annual budgets and accounts to the EFMI Council and keeps all documentation, submits them for auditing, and reports the outcome of these audits to the Council and Executive Board. The Treasurer will cooperate with the Auditing Committee (Article 4.1.1.E) and supply it with all relevant materials and information.

G. The Officers authority and duties will be defined in the Bylaws.

4.2.3 Meetings

A. The President and the Members of the Executive Board shall decide on the dates and places of the Executive Board meetings, and shall meet at least twice each year.

B. The minutes of meetings shall be prepared by the Secretary, endorsed by the President, and approved by the Council and the Executive Board.

4.3 EFMI Working Groups

A. An EFMI Working Group is established by a Council decision upon the submission of a proposal by (a) Council member(s) describing the scope, objectives, outcomes, and the timeline of the deliverables of the Working Group. The term of a Working Group will be decided by the Council.

B. Each Working Group shall be composed by experts of the specific domain working together in a specified area. Membership in a Working Group is neither restricted to EFMI members nor EFMI countries.

C. A Working Group may develop workshops, cooperate with other Work Group(s) to propose Special Topic Conferences, produce scientific documents and papers, and whatever else that promotes the domain of the Working Group as specified by the Council decision of its establishment.

D. A Working Group operates under the Council and the Executive Board. Each Working Group is chaired by a person endorsed by the Council. The Chairperson of the Working Group may propose a co-chairperson (endorsed by the Council) among the working group membership. Consequently, the chairperson attends the meetings of the Council. The co-chair may act as a proxy to the chairperson in the Council, whenever the chairperson is not attending.

E. The Working Group Chairs shall communicate Working Group activities to the Vice-President, who monitors and encourages activities in all Working Groups. The Chairperson of the Working Group shall submit a report to the EFMI Executive Board via the Vice President once a year, reporting previous and forthcoming activities and deliverables. The report is examined by the Vice-President and the Vice-President reports to the Executive Board and to the Council about the progress of each Working Group.

F. If no report has been delivered on two consecutive occasions, the Working Group shall automatically be dissolved.
Article 5  
**FINANCE**

EFMI shall be financed by membership annual dues from Full Members and Institutional Members, by royalties from publications, interest on funds, contributions and surplus from events such as Congresses, Conferences and Symposia including funds arising from activities of subordinate bodies.

The Council shall decide on the scale of annual membership dues for Full Members and Institutional Members for the ensuing year. It may accept donations and subsidies.

Article 6  
**LIABILITIES**

In the event of dissolution of EFMI or as contributions to a financial loss in any year, no Full Member shall be held liable to pay a sum in excess of an amount equivalent to twice the annual membership dues to EFMI.

Article 7  
**LIQUIDATION**

Any proposal to dissolve EFMI shall be brought to the notice of all Members of the Council at least three months in advance of the Council meeting, at which it will be discussed. Approval of such a proposal shall require a two-thirds majority of all the Full Members.

If the two-thirds majority is achieved for liquidation, the Council shall then decide by a simple majority of the full members on the method of liquidation and the disposal of its assets which may be given to the Full Members’ National Societies or other purpose(s).

Article 8  
**COMMITMENTS**

Any documents committing EFMI to expenditure or other liability shall be signed by two members of the Executive Board, normally the President and the Secretary, in accordance with and subsequent to an explicit minute action within a Meeting of the Council or an Executive Board meeting.

All legal actions, whether as plaintiff or as defendant, shall be the responsibility of the Executive Board represented by the President or his legal representative.

Article 9  
**OFFICIAL LANGUAGE**

The official language for conducting business of EFMI is English. Therefore, all minutes are kept and recorded in English as well as the communication with Members and during Board and Council meetings are conducted in English.

Article 10  
**BYLAWS**

The Bylaws are the internal rules of operation implementing the EFMI policy and are approved by the Council. Therefore, procedures and operating actions related to the above
mentioned Articles not provided within the Statutes will be defined and detailed in the Bylaws.

**Article 11  APPLICABLE LAW**

Anything not provided for in these Statutes and the Bylaws, and any dispute shall be resolved in accordance with the corresponding Swiss legal framework.

**Article 12  AMENDMENT**

All proposals for modification of these statutes must be submitted by at least one Full Member. Any such proposal shall be brought to the notice of all Members of Council at least one month in advance of the Council meeting at which it will be discussed. Approval of such proposals shall require a two-thirds majority of all Full Members.

**DECISIONS**

The statutes were adopted at Council Meeting in Toulouse, 23 March, 1977.
Amended at Council Meeting in Ljubljana, 13 March, 1999.
Suggested Amendments at Executive Board Meeting in Geneva, 26 August, 2005.
Extended Editing at Executive Board Meeting in Madrid, 4-5 March, 2007.
Amended at Council Meeting in Brijuni, Croatia in 30 May, 2007.
Approval for submission to the Court at Exec. Board meeting in Antalya, 17 November, 2007.
Approved by the Council in the Council meeting in Copenhagen on 19 Aug, 2013
Approved by the Council in the Council meeting in Budapest on 26 April, 2014.
Approved by the Council in the Council meeting in Istanbul on 31 August, 2104.