FOUNDATION FOR THE DEVELOPMENT

OF INTERNAL MEDICINE IN EUROPE

SECTION 1

Title, Headquarters, Purpose, Duration

Article 1

The title ` Foundation for the Development of Internal Medicine in Europe ' constitutes a Foundation under private law without any financial purpose, and is regulated by Articles 80 et seq. of the Swiss Code Civil and by present statutes hereafter designated: "the Foundation".

The Foundation will be registered with the Registrar of Commerce in Geneva and placed under the scrutiny of the Federal Authorities.

Article 2

The Headquarters of the Foundation are in Geneva. Any transfer of Headquarters to another venue in Switzerland requires the prior approval of the controlling authority.

Article 3

The Foundation has the following non-profit making aims:

- To support and develop internal medicine as an integrative specialty.
- To develop the knowledge and understanding of pathophysiology, diagnosis, treatment and prevention of diseases related to internal medicine.
- To promote biomedical, clinical, behavioral, nutritional and epidemiological research concerning diseases related to internal medicine.
- To help to promote public awareness and understanding of diseases related to internal medicine.
- To promote education and training of doctors and other health professionals in the field of diseases related to internal medicine.
- To establish and maintain contacts with other institutions and societies sharing the same activities.
- To undertake any activity which helps to attain the objectives set out above.

Article 4

The Foundation has no governmental or political character.

Article 5

The duration of the Foundation is unlimited.

SECTION 2

Capital Resources

Article 6

The Foundation is endowed with a capital of CHF 150,000.

Article 7

i) The resources of the Foundation are as follows:-

- All gifts and legacies;
- All subsidies;
- All income from any assets.
  The assets, notably the capital, of the Foundation will be managed conservatively and not speculatively in accordance with the spirit of the aims of the Foundation.

ii) The financial principles are:-

- Transparency so that the donor will be kept fully informed about the use of his investment.
- Clear preference, so that the donor can directly influence or help with one of the aims of the Foundation indicated under Article 3 or defined by a specific campaign.

SECTION 3

Organisation

Article 8

The organisation of the Foundation is by:

a) The Council of the Foundation;
b) The Management Committee;
c) The Auditors.

a) The Council of the Foundation

Article 9

The Council of the Foundation is composed of a number of members, the maximum being determined by the number of member societies of the European Federation of Internal Medicine (EFIM). The majority of members must be made up of physicians and members of EFIM, including at least one Swiss national and Swiss resident. The president of the Council should be a physician, and the Council should also include representatives of medical associations, of those taking care of patients, as well as individuals who by their experience

can add a valuable contribution to the attainment of the aims outlined above. The President of EFIM as well as one other member of EFIM's executive council are ex officio members of the council of the Foundation with voting rights.

It is important that all the countries represented on the Administrative Council of EFIM are adequately represented, either in the Council of the Foundation, or in one of the specific commissions mentioned in Article 12 below.

The duration of office of members is three years renewable. The mandate is voluntary; travelling, accommodation, and administrative expenses must be approved by the Management committee.

The Council of the Foundation can replace members who resign, terminate their mandate, die, or have been excluded according to internal regulation allowed under Article 11 of the Statutes.

The Council of the Foundation designates these persons, chosen or not within the Council itself, who may engage the Foundation and determines their powers of signature.

The members' names proposed by the Council of the Foundation should be submitted to the Administrative Council of EFIM for approval.

Article 10

The Council of the Foundation has the most important powers for the administration and management of the Foundation.

The Council of the Foundation:

- Takes necessary decisions for accomplishing the objectives of the Foundation.
- Designates from among its members a president, two vice-presidents, a treasurer, a secretary general and at least one associate member.
- Takes necessary decisions about the management of resources of the Council.
- Supplies internal regulations specifying delegated powers in matters of management and finance as well as those rules which will be subject to scrutiny by the surveying authorities.
- Makes the necessary arrangements to ensure the satisfactory day to day management and administration of the Foundation.
- Defines a programme of action and activities of the Foundation.
- Establishes each year a written report on the management of the Foundation.
- Provides at the end of each accounting period a balance and account of the profits and losses.
- Adopts an annual budget, and approves the report from the auditor.

Article 11

The Council of the Foundation meets as often as necessary but not less than once a year. It is convened by a letter from the president, or by written request from two council members, not less than 15 days before the date of the meeting with a written agenda.

The external advisers engaged by the Foundation can be called by the president to assist in the meetings of the Council of the Foundation in a consultative capacity.

A written account of the decisions of the Council of the Foundation is signed by the president and secretary.

The Council of the Foundation takes the decisions by simple majority when at least half of its members (including the president or the vice-president) are present. A proxy vote is allowed. Each member is allowed one proxy vote. A decision to remove a member from the Council can only be taken if this is proposed and seconded by two members of the Council and notified to the members in the agenda of the meeting.

When necessary some decisions can be taken by correspondence; unless one of the Council's members asks for discussion, decisions being taken at the majority of the 2/3 of the members of the Council of the Foundation.

b) The Management Committee

Article 12

The Council of the Foundation elects from within its members, for a duration of three years renewable, the Management Committee, comprising the president, two vice-presidents, secretary general, treasurer, and at least one associate member. The President of EFIM as well as one other member of EFIM's Executive Council belong ex officio to the Management Committee of the Foundation.

The president or, if necessary, one of the vice-presidents, will preside over meetings of the Council of the Foundation and the Management Committee.

The Management Committee cannot validly deliberate unless at least half of the members are present. Decisions are taken by a simple majority of those present. In the event of a balanced vote the president has the casting voice.

The proceedings of the Management Committee will be documented.

The Management Committee is charged with managing the day to day affairs and practices of the Foundation; it can confer certain tasks to third persons who have been designated for specific work or to undertake commissions. If necessary the third party can engage the Foundation on special proxy of the members of the Management Committee or Council of the Foundation.

The Management Committee nominates members of the sub-committees and designates their respective chairmen.

The Foundation is validly pledged and represented by the signature of the president or vice-president signing together with one other member of the Management Committee.

c) The Auditors

Article 13

The Auditors have the task of verifying the book-keeping of the Foundation, complying with the Statutes, and the realisation of the aims of the Foundation. They are chosen from the Swiss audit offices registered by the Swiss Institute of Certified Accountants and Tax Consultants.

The Auditors must provide a written report of their assessments.

The Auditors must be re-approved by the Council.

The revision body must be re-elected by the Council of the Foundation. It will have to be external and independent. The mission will be to verify the accounts of the Foundation on a yearly basis and to present a detailed report to the Foundation Council with proposal for approval

SECTION 4

Annual Accounts

Article 14

The annual accounts of the Foundation are drawn up on 30 September each year, and for the first time on 30 September 2003.

The balance, the profit and loss accounts, the report of Management, as well as the report of the Auditors on the last accounting period must be sent to the controlling authority.

SECTION 5

Modification, Dissolution, Liquidation

Article 15

All modification of the Statutes, all regulations, as well as any modifications to the regulations must be submitted for the approval of the controlling authority (as noted in Article 10).

The French language is the official language of the present Statutes.

Article 16

In the event that the Foundation can no longer continue its activities, the Foundation will be dissolved conforming to Articles 88 and 89 of the Swiss Civil Law.

Article 17

In the case of dissolution of the Foundation, the Council of the Foundation functions as liquidator except by contrary decision from the controlling authority who will take its decision on the basis of a written report.

Article 18

In case of dissolution of the Foundation, it's available assets will be entirely attributed to an institution pursuing a public purpose similar to that of the Foundation receiving any tax exemption. In any case, the assets can not return to the Foundation's founders or members or be used for their benefit in whole or part in any manner whatsoever.

30 October 2009

Dr. Imad Hatem, Treasurer

Prof. Daniel Sereni, President