

**ARTICLES OF ASSOCIATION
OF
SPANISH SOCIETY OF PSYCHIATRY**

CHAPTER I. NAME, OBJECT, SCOPE, DURATION AND ADDRESS.

Article 1

The Spanish Society of Psychiatry (Sociedad Española de Psiquiatría, with the acronym SEP) was founded in 1958 and complies with Organic Law 1/2002, of 22 March, which regulates the Right of Association.

Article 2

The Society is private in nature and is excluded from any profit-making aim.

Its object is:

- a) To promote the study and development of psychiatry - with the areas that are related thereto - as well as its scientific and technical, healthcare, teaching and research progress at all levels and spheres of its field of competence.
- b) To promote psychiatric information and training for the general practitioner and participate in the training of the specialist.
- c) To disseminate the progress made in this branch of medicine with the highest level of scientific precision.
- d) To contribute to solving the problems posed in perfecting psychiatric healthcare in Spain by means of research and advisory work.
- e) To organize and foster meetings and gatherings of scholars who are interested in basic psychiatric issues - scientific, epistemological and integrationalist anthropological - as often as possible or on the occasion of national and international congresses or in specific forums.
- f) To represent Spanish psychiatrists who request and approve this in Spanish institutions, bodies, societies, associations, boards, commissions, etc., at European Union and also international level.

Article 3

The field of activity of the Society includes the whole of national territory, without prejudice to the SEP being permitted to belong to other international bodies and collaborate with them.

Article 4

The Spanish Society of Psychiatry shall have an indefinite duration, establishing its headquarters and address at calle Arturo Soria 311, 1ºB, Madrid. The Executive Committee may, should it see fit, establish auxiliary offices and headquarters for the Society in order to improve its operation.

The Society has a legal personality that is separate from that of its members, and its own assets, which are also separate from those of its associates.

CHAPTER II. REGARDING MEMBERS.

Article 5

The Society shall consist of the following classes of member: full, registered, foreign, honorary and sponsoring members.

The number of members, in terms of both class and total, shall only be limited by the conditions established for their admission or appointment.

Article 6

Full members must hold the Spanish degree of Doctor or Graduate in Medicine and the official qualification of Specialist in Psychiatry in accordance with the legislation in force, and also be registered in the National Register of Specialists in Psychiatry in the country where they live.

Article 7

Spanish doctors who, being in their period of specialization in psychiatry, request this, shall be registered members. This category shall be transitory in nature while the training period lasts, automatically becoming full members when the requirements of the foregoing article have been fulfilled.

Article 8

Non-Spanish psychiatrists who, giving a reasoned justification for their cooperation with the goals of the Spanish Society of Psychiatry, request this, may be considered foreign members.

Article 9

Prominent personalities in psychiatry, both national and foreign, who, at the proposal of the Executive Committee, merit this distinction, and so are approved by the General Assembly, shall have the status of honorary members.

Article 10

Any natural persons or legal entities that, for reasons of their economic aid or contribution merit this in the opinion of the General Assembly and at the proposal of the Executive Committee, shall be considered sponsoring members.

Article 11

The admission of full, registered and foreign members shall be carried out through application countersigned by two full members, approved by the Executive Committee and ratified by the General Assembly.

The request to join the Society involves full acceptance of its Articles of Association and the rules and resolutions adopted by its governing bodies in the performance of their duties. The status of member is non-transferable.

Article 12

The members of the Society shall enjoy the following rights:

- a) To participate in the scientific activities of the Society and be provided with assistance from its bodies in defending their rights in the sphere of competence of the former.
- b) To take part in whatever activities of a scientific or social nature that are organized by the entity.

- c) To make use of the insignia or emblem created by the Society as a distinguishing mark for its members.
- d) To possess a copy of the Articles of Association and any set of internal regulations, and also to know about the resolutions adopted by the management bodies.
- e) And with exclusive regard to full members, to participate in the executive management with the right to speak and vote at the General Assembly, being authorized to vote for and be elected to hold office in the bodies of the entity.

The duties and obligations of the members are:

- a) To abide by the rules of the Articles of Association that are validly approved by the bodies of the entity.
- b) To fulfil the duties inherent in the position they hold.
- c) To pay the fees agreed by the competent bodies.
- d) To report and give an opinion on the points that the Executive Committee requests in matters within their sphere of competence and which refer to the goals of the Society.
- e) To promote and defend the goals of the Society and assume the corresponding codes of ethics, the Declaration of Madrid in particular.

In order to prove membership of the Society, in the pertinent member class, the certificate or document issued by the Secretary and initialled as approved by the Chairman, shall suffice.

Article 13

The members shall leave the Society:

- a) At their request, by voluntary resignation.
- b) Through death of the natural person or the dissolution, for whatever reason, of the legal entity (organization, institution, trading company, etc.).
- c) Through failure to pay the membership fees in a period of two consecutive (or three alternate) years without prejudice to any claim that may be appropriate.
- d) Through the personal performance of acts that are contrary to the Articles of Association and internal regulations that may exist, or that threaten deontology or dignity in professional practice; or because of undeniable and manifestly reprehensible conduct. In these cases, the appropriate disciplinary proceedings will be brought with an interview of the person concerned. Appeal may be filed before the General Assembly against the decision of the Executive Committee within the time limit of one month as from the notification of termination of membership, the higher body deciding the matter by majority vote of two thirds of those present.

CHAPTER III. REGARDING THE ECONOMIC SYSTEM.

Article 14

The Society's fund or assets and other resources will gradually be built up by means of the members' contributions or fees and with the surpluses that may result annually from the activities and/or services carried out by the organization itself.

Similarly, the economic resources of the entity shall be increased by all kinds of grants or donations provided for this purpose and which may be received from persons or public or private institutions; including aid from sponsoring members.

Article 15

The fee shall be established by the Ordinary General Assembly.

Honorary and foreign members, whose economic cooperation shall be voluntary, are exempt from the obligations of this order. Registered members shall pay half of the fee.

Article 16

The General Assembly may agree the imposition of extraordinary fees or calls for funds that it considers absolutely necessary and fully justified for fulfilling the goals of the Society.

Article 17

When a member leaves either compulsorily or voluntarily, he shall lose all the contributions he has made either by way of ordinary or extraordinary fees.

Article 18

Liability of the members for the operations and actions carried out by the Society shall be limited to the value of the contributions they have been under the obligation to provide it with.

Article 19

Members who are not up to date with payment of their fees must be called upon to pay by the Executive Committee or body delegated by the latter, and if the situation persists, the pertinent actions must be instituted or it shall, at its discretion, act pursuant to paragraph c) of article 13.

Article 20

Every year the Executive Committee shall prepare the Report, Balance Sheet and Operating Statement for the previous year, as well as the Budget for the current year. These documents shall be made available to the associates at the address of the organization fifteen days prior to the date set for holding the General Assembly. The business year shall have an annual duration and shall close on each 31 December.

CHAPTER IV. REGARDING GOVERNANCE AND ADMINISTRATION.

Article 21

The governance and administration of the Society shall be made effective, within their respective sphere of competence, through the following bodies:

- I. General Assembly.
- II. Advisory Board.
- III. Executive Committee.

IV. Administrator.

Section I. Regarding the General Assembly.

Article 22

The General Assembly is the supreme governing body of the Society and its maximum representation and shall be made up of all the full members of the entity duly convened and assembled, its Chairman and Secretary being those who perform the respective function on the Executive Committee.

Article 23

The General Assembly shall meet at least once a year on an ordinary basis, in order to approve the management performance of the Executive Committee, the Report, Rendering of accounts and annual Budget, as well as, if statutorily appropriate, the renewal of the above-mentioned governing bodies. Any other meeting shall be in the nature of extraordinary.

Calls to meeting, with the Agenda, shall be made by the Executive Committee, and an Extraordinary Assembly may be convened by request submitted to this committee by 20% of the full members. In this latter case, the proposals of the members shall be included on the Agenda.

The notice of meeting, with the Agenda, shall be published at least ten calendar days in advance through any of the entity's means of communication (newsletters, programmes, website or any other it may have the use of in the future), at the choice of the Executive Committee. The notice of meeting shall include the date, time and place where the meeting is to be held at first and, where appropriate, second call.

Each member may be represented by another member by delegating their vote, in writing and specifically for each Assembly, such delegation of vote and representation to be in the possession of the Secretary five days in advance of the date set for holding the meeting.

In order to meet at first call, it shall be necessary for the majority of full members to be present, either in person or by proxy. At second call, which must not be less than twenty minutes after the time arranged for first call, it shall be valid whatever the number of members are present.

All resolutions shall be passed by majority vote, with the exception of voting on dissolution, merger, split, change of nature of the Society or modification of Articles of Association and change of business address, for which the vote of two thirds of those present, either in person or by proxy, shall be required.

All resolutions shall be recorded in Minutes which shall be entered in the appropriate special book, being signed by the Chairman and the Secretary. The Minutes, drafted by the Secretary, may be approved by the Chairman and two scrutineer members who are present, and shall be enforceable after being approved. The Minutes shall be available to all members. Any member so requesting shall be entitled to receive delivery of a certificate that proves the contents of the Minutes, issued by the Secretary with the approval of the Chairman.

Article 24

The powers or matters that fall under the authority of the General Assembly are:

- a) The appointment and renewal of the Executive Committee.

- b) The approval or censure of the management performance of the bodies of the entity.
- c) The approval or censure of the Report, Balance Sheet and Annual accounts, as well as the annual Budgets.
- d) Modification of the Articles of Association.
- e) The dissolution, merger or split of the entity.
- f) To determine or establish the membership fee and funding of the entity that comes from its members.
- g) The admission and resignation/expulsion of members, at the proposal of the Executive Committee.
- h) The change of business address.
- i) Any other that is similar which, for reasons of its rank or nature, is considered by the Assembly itself, as the supreme body of expression of the Society, and falls directly under its authority.

The Administrator of the entity may, at the discretion of the Executive Committee, also attend General Assemblies with the power to speak but not to vote.

Section II. Regarding the Advisory Board.

Article 25

The Advisory Board shall consist of:

- a) The members of the Executive Committee.
- b) The former chairmen of the Spanish Society of Psychiatry.

All positions shall be unpaid.

The Advisory Board meeting shall be held whenever convened by the Chairman - or at the request for call to meeting made by six of its members - in order to discuss matters that the body itself considers to be of high-level interest for the Spanish Society of Psychiatry, regarding which guidelines and proposals of a general nature shall be established for being put before the Assembly, the supreme body of the entity, and for being implemented by the Executive Committee. Such matters may, and always using criteria of flexibility, be those relating Congresses, Presentations and speeches, prizes, publications, the scientific or legal-administrative structure of the entity, etc., this listing not being exhaustive, but always of notable interest and relevance.

The system for positions, calls to meeting (except for the one that is necessary in article 29), resolutions, resources, resignations/dismissals, minutes and other administrative aspects shall be the same as for the Executive Committee.

Section III. Regarding the Executive Committee.

Article 26

The Executive Committee is the body through which the will of the General Assembly is expressed; it is entrusted with the administration and representation of the Society in all its breadth and extent, with the exception of the powers or matters that are set aside for exercise by the General Assembly, with no further limitations than the resolutions adopted by the latter. It shall, in particular, hold the powers vested in it in Chapter VI on scientific meetings.

The Executive Committee may confer all kinds of powers and appointments, with the responsibilities it deems advisable.

It shall consist of ten members: Chairman, Deputy Chairman (President-elect), Secretary, Deputy Secretary (Secretary-elect) and six members, one of them representing the former chairmen of the SEP.

Responsibility for electing the Deputy Chairman (Chairman-elect), the Deputy Secretary (Secretary-elect) and the six members shall rest with the General Assembly.

Article 27

The Executive Committee shall be freely elected. When convening the mandatory General Assembly the Executive Committee shall, in the renewal of its members or when covering vacancies, for whatever reason, inform all the members with an account of the members who must resign and the vacancies that have arisen. Members who are not up to date with payment of their membership fees will not be eligible. Five days prior to the date set for holding the Assembly, the members must present full closed candidatures for all the vacant positions. The candidatures will be put to the vote at the General Assembly and those that obtain the largest number of votes from among those present, either in person or by proxy, shall be elected. If only one candidature is presented, it shall be elected automatically. The Executive Committee shall, in any case, hold authority for being able to propose to the Assembly the candidature it considers appropriate.

If any vacancy arises during the course of the year, the Executive Committee may cover it provisionally with the person it designates until such time as a forthcoming Assembly is held, and this latter shall ratify or overrule the appointment.

Article 28

The members of the Executive Committee shall perform their duties on an unremunerated basis. Their term of office shall last for four years. Those who have been appointed as Deputy Chairman (Chairman-elect) and Deputy Secretary (Secretary-elect) shall, when the four years for which they were elected have expired, automatically be appointed as Chairman and Secretary.

Succession in office shall occur at the time when the Assembly of members corresponding to the year in which the fourth anniversary of the date when the election took place expires.

The members of the Executive Committee may be re-elected indefinitely, although one and the same person may not remain in the same post for more than eight years in succession.

Article 29

The Executive Committee shall meet as often as required by the interests of the Society and, of necessity, within the three months following the end of the annual

financial year, being convened in all cases by the Chairman, in writing, ten calendar days in advance.

Article 30

The Executive Committee must also meet at the request of at least three members. It shall be validly set up when the majority of its members are present, either in person or by proxy, at the meeting. All resolutions shall be adopted by majority vote. In the case of a tie, the Chairman's vote shall settle the matter. Absent members may delegate their proxy and vote in writing and in favour of another member.

Article 31

The Chairman and Secretary of the Executive Committee shall also act in that capacity on the Advisory Board. The Chairman shall exercise supreme inspection in matters concerning the Society, shall convene and preside over the meetings, lead the discussions, settle any doubts that arise and dictate the orders he deems advisable for executing the resolutions of the General Assembly, the Advisory Board and the Committee itself, and also in respect of the law and the Articles of Association. In the event of his absence or illness, he shall be replaced by the Deputy Chairman (Chairman-elect) and failing the latter, by the member who is oldest in years.

The Chairman of the Executive Committee shall hold official representation of the Society, both in and out of court, shall have the signature of the Society and shall convene and preside over the meetings of the Committee, the Advisory Board and the General Assembly.

The deliberations or resolutions of the Executive Committee shall be recorded in the minutes book, such minutes being signed by the Chairman and acting Secretary.

Article 32

It is compulsory for the members of the Executive Committee to attend its meetings. The Committee members shall automatically be removed from office for failure to attend four meetings of that body, either in person or by proxy, in the course of one year, except in the case of illness or for important and justifiable reasons.

Article 33

Appeal may be made against Executive Committee decisions before the General Assembly which shall issue its firm decision in a single instance. Any appeal must be filed in writing within the time limit of fifteen days from learning or being notified of the decision and must be decided on at the first meeting of the higher body.

Section IV. The Administrator.

Article 34

The Spanish Society of Psychiatry shall have the appropriate staff and place for carrying out the work that is characteristic of administrative services, which shall be run by a qualified Administrator who shall keep the books (Minutes Book, Register of Members and Accounts ledgers), as well as the archives and files necessary for the good order and internal control of the entity.

The Administrator shall hold and perform the duties assigned to him at any given time by the Executive Committee, taking orders directly from the latter which shall, where appropriate, grant the public powers necessary for such function. He shall also be responsible for preparing documentation for the meetings of the Executive Committee, the Advisory Board and the General Assembly, to be approved annually, being authorized to attend these meetings with the power to speak but not to vote.

CHAPTER V. REGARDING OTHER SOCIETIES AND WORKING GROUPS

Article 35

The Spanish Society of Psychiatry shall, through its governing bodies, maintain and advocate a close link and relations with the Regional or Autonomous Regional Societies that, within their territorial ambit, have goals that are similar or related to those of this entity, such link and relations being given due legal form through bilateral collaboration agreements.

Likewise, an endeavour shall be made to develop the link and relationship with other national and international societies whose goals are similar to or in keeping with those of the Spanish Society of Psychiatry, such link and relationship also to be given due legal form through bilateral collaboration agreements.

Article 36

The Spanish Society of Psychiatry shall promote the creation of working groups specialized in different fields and with a defined objective, provided they have a sufficient number of members and an activity programme.

Article 37

These groups shall have a coordinator chosen from among candidates in their field or area of specialization and a defined number of participants.

The creation and dissolution of these groups, which shall be at the initiative of the members, must be put before the Executive Committee for approval and before the General Assembly for ratification, two thirds of the votes of those present, either in person or by proxy, being necessary. Each working group shall last for four years, this being renewable for periods of equal duration, after prior approval from the Executive Committee and ratification by the General Assembly.

These working groups shall report to the Executive Committee on their activities at least once each year and whenever asked to do so by this body.

The members of the Spanish Society of Psychiatry may join or be attached to one or more of these working groups as a member by requesting admission from the coordinator, who shall decide on their suitability in each case.

CHAPTER VI. REGARDING SCIENTIFIC MEETINGS AND CONGRESSES.

Article 38

The fundamental scientific nature of the Society requires those who participate in these meetings to possess the best possible qualifications and scientific rigour, endeavouring to ensure that the administrative rules and agreements deriving from these Articles of Association are considered as necessary measures for the best possible achievement of its goals.

Article 39

The Executive Committee shall act as a scientific body that leads the meetings organized by the Spanish Society of Psychiatry. It shall also determine and decide on the composition of the organizing Committee of the meeting or congress and the responsibilities and competencies that must be attributed to it.

Article 40

The Executive Committee shall determine, in accordance with the scientific, professional or general circumstances of the Society, the place, number and date of the meetings, deciding on its own or through a committee delegated for the purpose (Scientific Committee) the topic or topics to be discussed and the speakers. The notices of meeting shall be general in nature, and must be sent with the list of topics, names of the speakers and other information of interest, at least three months in advance.

Article 41

The possible urgency and partial or specific interest in any problem that affects the goals of the Society shall authorize the Executive Committee to appoint study committees or hold restricted meetings on specific topics.

Article 42

The Executive Committee is authorized to set up prizes or pieces of research work that are carried out by members of the Society in their special field and to publish papers or communications of interest, respecting the copyright of the authors in all cases. It shall place special emphasis on starting up an information publication on a regular basis to make the presence of the Spanish Society of Psychiatry known in the modern media.

CHAPTER VII. FINAL PROVISIONS.**Article 43**

In the event of dissolution of the Society, the resulting net assets or wealth shall be devoted to the performance of activities that correspond to compliance with the goals of the Spanish Society of Psychiatry or, failing that, to similar objectives, through the institutions or entities designated by the corresponding Extraordinary General Assembly.

Article 44

In the resolution for dissolution adopted with the requisites of Article 23, the Extraordinary General Assembly must facilitate the appointment of liquidators, stating their number, operating rules and the duration of the liquidation operations. The simple majority vote of the Assembly shall be sufficient for this appointment and statement of circumstances, this body also being authorized to delegate such appointments and conditions to the Executive Committee.

These Articles of Association include the modifications approved at the Extraordinary General Assembly held on 22 October 2009

Approved:
THE CHAIRMAN

THE SECRETARY

Mr. Jerónimo Saiz Ruiz

Mr. Manuel Martín Carrasco