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In case of disputes about the interpretation of the statutes, the Dutch language original shall be decisive)*

Kingdom of Belgium  
Federal Department of Justice

Directorate-General Legislation,  
Fundamental Rights  
and Freedoms

7/EGLS/14.871/S  
3<sup>rd</sup> Section

Albert II, King of the Belgians,  
To all who are here now and will be hereafter,  
Our Greetings.

Considering the law of June 27, 1921 regarding nonprofit associations, nonprofit international associations and foundations, especially article 46, as added by the law of May 2, 2002;

Considering the notice of request of December 27, 2004 in which Mr. R VAN GOETHEM, acting as attorney for the international association “International Dental Ethics and Law Society”, in Dutch “International Vereniging van Recht en Ethiek in de Tandheelkunde”, with the acronym “IDEALS”, located 3000 Louvain, petitions for that international association status as a legal corporation;

Considering the Statutes of said association;

At the proposal of our Minister of Justice;

We have decided and We decide:

Article 1. Status as a legal corporation is granted to the international association “International Dental Ethics and Law Society”, in Dutch “International Vereniging van Recht en Ethiek in de Tandheelkunde”, with the acronym “IDEALS”, with as seat 3000 Louvain, Faculty of Medicine, Department of dentistry, stomatology and maxillo-facial surgery, Kapucijnenvoer 7.

Article 2. The statutes of the aforementioned association that are attached to this decision are approved.

Article 3. Our Minister of Justice is tasked with the execution of this decision.

Given in Brussels, March 18, 2005

(g.) ALBERT

On Behalf of the King:  
The Minister of Justice,

(g.) Laurette ONKELINX.

For identical issuance:  
The Attache,  
Karin WASTIAU

**INTERNATIONAL Nonprofit ASSOCIATION**  
**“International Dental Ethics and Law Society”,**  
**In Dutch “Internationale Vereniging van Recht en Ethiek in de Tandheelkunde”,**  
**with the acronym “IDEALS”**

STATUTES

**TITLE I. NAME, SEAT**

**Article 1.**

An international nonprofit association with scientific purpose is being established under the name “International Dental Ethics and Law Society”. The official acronym is “IDEALS”. The Dutch name is “Internationale Vereniging van Recht en Ethiek in de Tandheelkunde”. This association is subject to the stipulations included in title III of the Belgian law of June 27 1921 regarding nonprofit associations, international nonprofit associations and foundations.

**Article 2.**

- 2.1 The seat of the association is 3000 Louvain, Kapucijnvoer 7, Faculty of Medicine, Department of dentistry, stomatology and maxillo-facial surgery. The seat can be changed within Belgium through a simple decision of the Board. The decision by the Board to relocate the association shall be published one month after the decision in the appendices of the Belgian Journal of State.
- 2.2 The Board is likewise empowered through simple decision to establish additional secondary offices, departments or agencies, both inside Belgium and abroad.

**TITLE II. OBJECTIVE OF THE ASSOCIATION**

**Article 3.**

- 3.1 The association is a membership organization that is independent, non-political and nonprofit.
- 3.2 The association is established for the purpose of fostering the international dialogue on the values concerning the practice of oral health care. This dialogue is multidisciplinary and comprises the disciplines of dentistry and auxiliary oral health sciences on the one hand, and those of ethics and law on the other hand, as well as related disciplines such as philosophy, the humanities and the social sciences.
- 3.3 More specifically, the association’s objectives are:
- a. to foster exchange of ideas, experiences and knowledge in the fields of dental ethics, dental law and related disciplines;
  - b. to advance understanding and consideration of the values, patient rights and professional duties that guide the clinical practice of dentistry and oral health care;
  - c. to advance the level of academic education in the aforementioned disciplines;
  - d. to promote research and other scholarly activities, thereby increasing the available resources in the aforementioned disciplines.
  - e. to promote the development of public policies that advocate for the rights of patients, research, as well as the professional character of the oral health care disciplines.

- 3.4 The association strives to realize the aforementioned objectives through a variety of appropriate activities. Such activities may include, but are not limited to, conferences, meetings, publications, contacts with other organizations, and promotional activities as necessary.
- 3.5 The association can also provide support to the members in the exercise of their activities, amongst others, by establishing common study groups, administrative and support services, the establishment and furnishing of offices, etc.
- 3.6 The association can undertake all activities which directly or indirectly support the realization of its objectives. The association is also empowered to undertake subordinate commercial activities that contribute to the realization of its objectives, to the extent that the financial gains are used directly and exclusively for the realization of the societal purpose of the association and are related to the principal nonprofit purpose of the association.

### **TITLE III. MEMBERS OF THE ASSOCIATION**

#### **Article 4**

- 4.1 The association has two categories of members, individual members which are physical persons, and institutional members.
- 4.2 Institutional membership is open to legal corporations which by their membership are expressing their interest in the objectives of the association and want to support the association.
- 4.3 Individual membership is open to all persons interested in or concerned with the objectives of the association.

#### **Article 5.**

- 5.1 Anybody interested in becoming a member of the association shall submit a request thereto to the Board. The Board decides about the acceptance of an individual or institutional member. Each candidate, whose membership request is rejected by the Board, can appeal that decision, which appeal shall be decided on by the General Assembly.
- 5.2 Members are required to pay annual dues, the amount of which shall be determined by the General Assembly, following proposal by the Board. However, this amount may not exceed Euro 5,000 (or its equivalent in US dollars).

#### **Article 6**

Each member can cancel his membership at any moment in time by notifying the President in writing thereof. The cancellation only takes effect when the fiscal year ends in which cancellation was announced.

#### **Article 7.**

- 7.1 At the proposal of the Board, the General Assembly can decide to exclude a member, provided the decision is supported with a 2/3rds majority of the votes from present or represented members.
- 7.2 A member can be excluded only after having been informed in writing about the reasons for this exclusion and after having been provided the opportunity to defend himself.

**Article 8.**

Individuals who cancel their membership or who are being excluded from membership do not have any legal claims on the financial resources of the association, nor do their heirs in case of death.

**TITLE IV. THE GENERAL ASSEMBLY**

**Article 9.**

9.1 The General Assembly has the most extensive powers concerning the realization of the purpose of the association.

9.2 The list of exclusive powers of the General Assembly include the following:

- a. approval of the budget and books;
- b. election and termination of members of the Board and members of the Financial Review Committee;
- c. changes of the statutes;
- d. dissolution of the association;
- e. appeals against decisions by the Board whenever the Statutes allow for such an appeal;
- f. all other all matters not within the statutory powers of the Board as specified in these Statutes .

**Article 10.**

10.1 The General Assembly is composed of all individual and institutional members of the association

10.2 The President of the Board chairs the meetings of the General Assembly

**Article 11.**

11.1 The vote of each individual and institutional member weighs equally

11.2 Individual members can vote in person or in writing. Voting by proxy is not allowed for individual members.

11.3 Institutional members can vote through a single delegate or in writing. Voting by proxy is not allowed, even if the proxy is another institutional member.

11.4 Written votes are valid if the proper paper forms or electronic forms have been completed correctly and signed by the members who cannot be present in person during the General Assembly, and arrive before the meeting of the Assembly. Voting by way of such ballots shall be used only in exceptional cases of urgent and societal importance. Furthermore, voting by way of ballot is possible only if members have been informed beforehand in full about the decisions to be taken such that they can reach a fully informed decision. In case the vote is taken through ballots only, the General Assembly shall ratify that decision during the first actual meeting of the Assembly.

11.5 Except for the removal of members of the Board, amendments to these statutes, or the dissolution of the association, all decisions and elections during the General Assembly will be made by simple majority of the voting members who are present or have submitted ballots. The regular General Assembly will only take place if at least 25% of the members is present.

11.6 In case of a tie, the vote of the President is decisive.

## **Article 12.**

- 12.1 The General Assembly in principle shall convene biannually, in conjunction with the biannual congress of the association, to address all relevant business.
- 12.2 In years when no biannual congress is held or a business meeting of the General Assembly cannot take place for other reasons, a meeting of the Board shall substitute for the General Assembly. This meeting, however, shall deal only with matters within the competence of the Board as specified in these Statutes. During those years in which no General Assembly meeting takes place, the Board will grant a preliminary approval of the annual accounts and the financial books. This approval shall be ratified subsequently by the General Assembly during the next business meeting of the Assembly.
- 12.3 Extraordinary meetings of the General Assembly shall be convened if not less than two-thirds of the members of the Board or 25% of the members of the association so request. Such meetings shall be valid only if attended by a minimum of 25% of the members, including a majority of the officers of the Board majority, or if attended by at least 40% of members of the association.
- 12.4 Notice of all General Assembly meetings with date and place, as determined by the Board, shall be sent to each member at least three months in advance by postal or electronic mail.
- 12.5 An agenda for the meeting, setting out the items to be discussed, propositions to be considered, and offices to be elected, shall be determined by the Board and dispatched by postal or electronic mail to each member not later than one month before the date of the meeting. Reports of the Board, financial accounts and all other information relevant to the agenda shall be included in this mailing, as well as official ballot forms when appropriate

## **Article 13.**

- 13.1 The following business shall be transacted at an ordinary meeting of the General Assembly:
- a. review and approval of all reports from the Board, including accounts and balance sheets;
  - b. ratification or otherwise, if necessary, of decisions taken by the Board, including recommendations with regard to annual membership dues, and to the place and date of future biannual congresses.
  - c. election of the members of the Board, the Financial Review Committee and of members of other organs, as determined by these Statutes.
- 13.2 All members are entitled to submit to the Board items or propositions for the agenda no later than two months prior to the meeting. The Board decides upon inclusion of such items. Similar submissions may be condensed into one item on the agenda.
- 13.3 If a submission for inclusion of additional agenda items or propositions is seconded by no less than 5% of the members of association and if the submission and the signatures of the required number of members arrives no later than two weeks in advance of the date of the scheduled meeting, the items and propositions must be added by the Board to the agenda.
- 13.4 All members shall be entitled to be present and to speak at meetings of the General Assembly.
- 13.5 In the event that one or more specific issues within the statutory power of the General Assembly must be decided upon urgently, the Board is entitled to arrange for a vote by the General Assembly on these issues through postal or electronic ballot. The written election must occur in accordance with the guidelines included in article 11.

## TITLE V. THE BOARD

### Article 14.

14.1 The Board of the association in principle shall have an odd number of members and consist of at least five:

- a. President
- b. President-Elect, who shall also act as Vice-President
- c. Secretary
- d. Assistant Secretary, who shall also act as Assistant Treasurer
- e. Treasurer

14.2 The Board shall have a maximum of fifteen members, preferably eleven.

14.3 Persons seeking office on the Board shall:

- a. be individual members of the association; institutional members cannot be elected to the Board;
- b. be a member of the association for no less than two consecutive years;
- c. express both willingness and ability to effectively fulfill the tasks assigned to the Board, particularly for the five offices specified in article 14.1;
- d. have access to email and the internet.

14.4 The two year membership requirement does not apply to Founding Board members, nor to candidates for Board membership during the first General Assembly business meeting of the association.

14.5 Candidates for Board membership shall be proposed by the Board to the General Assembly.

14.6 Nominations and self-nominations shall be forwarded to the Board no later than two months prior to the next business meeting of the General Assembly. The Board decides whether to propose the nominee as candidate to the General Assembly for election.

14.7 If a nomination or self-nomination is supported by no less than 10% of the members of association and if the (self-)nomination with the signatures of the required number of members arrives two months in advance of the date of the proposed General Assembly meeting, the nominee shall automatically be a candidate for Board membership.

14.8 All members of the Board shall be elected by the General Assembly at its bi-annual business meeting, except for the President. The office of President is automatically assumed by the President-Elect whenever the term of the former ends.

14.9 All members of the Board will serve in staggered terms. The term of office is four years for all members, unless specified otherwise by these Statutes.

14.10 Except for the President and the President-Elect, whose term is limited to four years each, all members can be re-elected to the Board for a second term of four years.

14.11 Upon serving for a continuous period of eight years, members cannot be re-elected to the Board, except after a period of two or more years of absence from the Board.

14.12 The eight year limit does not apply if the member, upon serving eight years, is elected to the office of President-Elect. Upon completing the four year terms of President-Elect and, subsequently, of President, the member cannot be re-elected to the Board except after a period of two or more years of absence from the Board.

- 14.13 The eight year limit does not apply to members holding the office of either Secretary or Treasurer. Members of the Board who do not yet hold either of these two offices but whose last term has expired under these Statutes, cannot be elected to either of these two offices except after a period of two or more years of absence from the Board.
- 14.14 Upon founding the Society, the offices of the first Board shall be assumed by the founding members of the Society. The Founding Board members will elect the Founding President, Founding Secretary, Founding Assistant Secretary and Founding Treasurer. The first President-Elect shall be elected during the first General Assembly business meeting of the newly founded association.
- 14.15 The term of the Founding President will expire four years after the first General Assembly business meeting. Upon completion of this term, the Founding President can be re-elected by the General Assembly to the Board except to the office of President-Elect. Upon completing this second term of four years on the Board, the Founding President cannot be re-elected to the Board until two or more years of absence from the Board have passed, except if the Founding President at that time is holding the office of either Secretary or Treasurer.
- 14.16 The first term of the Founding Secretary will expire four years after the first General Assembly business meeting.
- 14.17 The first term of the Founding Assistant Secretary and the Founding Treasurer will expire two years after the first General Assembly business meeting.
- 14.18 In order to achieve staggered terms, half of all other Board members to be elected during the first business meeting of the General Assembly shall be elected for a two year term, half for a four year term.
- 14.19 If a member is re-elected to the Board by the General Assembly upon conclusion of an initial two year term or less, the eight year limit on Board membership will be calculated from this moment of re-election.
- 14.20 Unless specified otherwise, the general rules for terms of office as provided by these Statutes will equally apply to Founding Board officers and officers elected during the first business meeting of the General Assembly.
- 14.21 If members of the Board are unable to complete their term, the office shall remain unfilled until the next General Assembly business meeting.
- 14.22 Should the President be unable to complete the term of office, the President-Elect shall immediately succeed to this office, serving as President until the four year term of the new President-Elect has ended.
- 14.23 Should the President-Elect be unable to complete his term of office, the Board can appoint the Secretary, Assistant Secretary or the Treasurer to act as Vice-President pro tempore until the next meeting of the General Assembly. The President will remain in office until the four year term of the new President-Elect has ended.
- 14.24 Should the Secretary or the Treasurer be unable to complete their term of office, the Assistant Secretary shall succeed to the office of Secretary or Treasurer respectively and complete his elected term in that capacity.
- 14.25 Should the Assistant Secretary be unable to complete his term of office, the Board shall appoint another Board officer to the office of Assistant Secretary for the remainder of his elected term.
- 14.26 In exceptional circumstances, the Board may use the ballot system to realize an election of new Board members by the members of the association. The written election of new Board members must occur in accordance with the guidelines included in article 11.

14.27 The term of office on the Board ends as a result of death, civil incompetence, removal, or expiration of the term.

14.28 Members of the Board can be removed from the Board by a two-thirds majority of the General Assembly, which decides this issue with a two-thirds majority of the members present.

#### **Article 15.**

15.1 The Board shall:

- a. Decide membership issues as described elsewhere in these Statutes.
- b. Prepare the meetings of the General Assembly.
- c. Execute the decisions of and report to the General Assembly.
- d. Have final responsibility for the initiation and coordination of all activities of the association.

15.2 The Board shall be convened at least twice each year. Meetings by telephone conference call or electronic media shall be valid meetings. If the meeting occurs fully via written or electronic means, the conditions for voting by ballot as described in article 11 must be met. The announcement of the meeting shall be sent via letter, fax, electronic mail or any other means of communication.

15.3 Whenever this is required or appropriate, all matters within the powers of the Board shall be decided by a simple majority of the members present in person or partaking in the vote via telephone or electronic media.

15.4 Decisions of the Board are valid if at least 50% of the members cast their vote.

15.5 In case of a tie, the President's vote shall be decisive.

15.6 The Board manages the affairs of the association and represents the association in any legal or extralegal activity. The Board is empowered to undertake all managerial and administrative actions which by law or by these Statutes are explicitly assigned to the General Assembly. The Board acts as claimant or as defendant in all court affairs, and decides whether to apply legal means of recourse.

#### **Article 16. The President and President-Elect**

16.1. The President and the President-Elect shall have general supervision over the organization and the scientific content of international congresses and other meetings arranged in the name of or under the sponsorship of association.

16.2. The President shall preside at all meetings of the General Assembly and the Board. In the absence of the President the chair shall be taken by the President-Elect or the Secretary or the Treasurer.

16.3 The President shall represent the association in all formal communications, agreements, contracts or transactions of the association, except if such authority is granted by these Statutes to another member of the Board or member.

16.4 The Board acts as claimant or as defendant in all court affairs, and will be represented therein by the President or a member of the Board appointed thereto by the Board.



## **Article 17. The Secretary and Assistant Secretary**

- 17.1. The Secretary shall prepare, coordinate and complete all business meetings of the Board and the General Assembly.
- 17.2. The Secretary shall produce minutes of all business meetings of the Board and the General Assembly, make these available to the members, and maintain an archive.
- 17.3. The Secretary shall be responsible for the membership administration and maintain an electronic database of all members.
- 17.4. The Secretary shall act as the primary point of contact for the association, responding to all incoming correspondence.
- 17.5. The Secretary shall be responsible for the coordination of all activities of the association, specifically all international congresses, the web page, bulletin and journal, and any other activities arranged in the name of or under the sponsorship of association.
- 17.6. The Secretary shall prepare an annual report about the membership and the activities of the association for review and approval by the Board. A similar bi-annual report shall be prepared for review and approval by the General Assembly. Upon approval, the Secretary shall communicate these reports to the members.
- 17.7. The Assistant Secretary shall assist the Secretary in the execution of the functions of Secretary as described by these Statutes.
- 17.8. In the absence of the Secretary, the Assistant Secretary shall substitute the Secretary in all official functions.
- 17.9. At the request of the Treasurer, the Assistant Secretary shall assist the Treasurer in the execution of the functions described. In the absence of the Treasurer, the Assistant Secretary shall substitute the Treasurer in all official functions.
- 17.10 The Secretary maintains a register for the Board and for the General Assembly of all decisions, which will be made accessible to the members at the societal seat of the association.

## **Article 18. The Treasurer**

- 18.1 The Treasurer shall have custody of all funds and other property, grants and assets of association.
- 18.2 The Treasurer shall be responsible for the collection of the annual dues from all individual and institutional members.
- 18.3 The Treasurer shall actively invite gifts and other donations to the cause of the association and assist in the procurement of grants.
- 18.4 The Treasurer shall record in proper books of accounts all assets, goods and monies received and expended.
- 18.5. The Treasurer shall prepare annual statements of accounts and balance sheets for approval by the Board, and bi-annual accounts and balance sheets for approval by the General Assembly.
- 18.6. The Treasurer shall provide access to and explanations of all accounts, books and other financial documents to the Financial Review Committee charged with the bi-annual audit of the association's finances. The

Financial Review Committee shall consist of at least two members of the association who are not members of the Board and who are elected by the General Assembly for a term of two years.

## **TITLE VI BUDGET AND BOOKKEEPING**

### **Article 19.**

19.1. The financial year of the association begins on January 1 and ends on December 31.

19.2 The association does not seek profit. All positive accounting balances shall be re-invested in the association.

19.3 The income of the association shall consist of annual dues, gifts, donations, grants, legacies, subscriptions from members and the sale of publications of the association.

19.4 The General Assembly shall decide on adjustment of annual membership dues.

19.5. The Board shall submit the accounts of the preceding financial year and the budget for the subsequent year to the General Assembly for its approval.

19.6 The annual statement of accounts and balance sheets shall, as determined by article 51 of the law of June 27, 1921 regarding nonprofit associations, international nonprofit associations, and foundations, be forwarded to the Federal Department of Justice.

## **TITLE VII. BY-LAWS**

The Board may establish, if deemed necessary, by-laws in which the administrative application of these Statutes is determined.

## **TITLE VIII. AMENDMENTS OF THE STATUTES**

### **Article 20.**

20.1 In full compliance with the articles 50, §3, 55 and 56 of the law of June 27, 1921 regarding nonprofit associations, international nonprofit associations and foundations, each proposal to change the statutes or to dissolve the association shall emanate from the Board or at least 2/3rds of the members of the association.

20.2 The Board shall announce at least three months in advance the date of the General Assembly at which such a proposal shall be discussed.

20.3 The deliberations of the General Assembly shall be valid only if 2/3rds of the members are present or represented.

20.4 A decision is valid if reached by a majority of 2/3rds of the votes.

20.5 If during the first meeting of the General Assembly, the quorum of 2/3rd of the members cannot be attained, a second meeting shall be called, following the same procedures as applied to the first meeting. During this second meeting, the General Assembly shall reach a definitive decision regarding the proposal, irrespective the number of members present or represented.

20.6 Amendments to the Statutes shall only take effect after approval by the legal authorities in accordance with article 50 §3 of the law of June 27, 1921 regarding nonprofit associations, international nonprofit associations and foundations, and after publication in the Appendices of the Belgian Journal of State in accordance with article 51, §3 of the aforementioned law.

20.7 The General Assembly decides on the manner of dissolution and the liquidation of assets. Any remaining assets of the association shall be forwarded to a private nonprofit corporation with objectives similar to those of the dissolved association.

## **TITLE IX. GENERAL STIPULATIONS**

### **Article 21.**

For all issues that are not covered by these Statutes, the association explicitly accepts as statutory rules the compulsory and complementary stipulations of title III of the law of June 27, 1921 regarding nonprofit associations, international nonprofit associations and foundations.

### **Article 22.**

The official language of the association according to Belgian law is Dutch. The working language of the association is English.

### **Article 23.**

23.1 The financial responsibility of the members of the association according to Belgian law is limited to the payment of annual membership dues.

23.2 Membership ends automatically at the end of the calendar year in which the financial requirements of membership have not been fulfilled.

Reviewed to be included in the royal decree of March 18, 2005  
Nr. 7/EGLS/14.871/S

The Minister of Justice,

(G.) Laurette ONKELINX.

For identical issuance:  
The Attache,  
Karin WASTIAU