



## **BYLAWS OF THE SPANISH SOCIETY OF PRIMARY CARE PHYSICIANS (SEMERGEN)**

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## **TITLE I - NAME, PERSONALITY, SCOPE, DURATION, DOMICILE AND PURPOSES**

### **Article 1. Name and Object**

A professional scientific society is founded under the name of Sociedad Española de Médicos de Atención Primaria (the 'Spanish Society of Primary Care Physicians', 'SEMERGEN' or the 'Society'), its main object being to promote the speciality of Family and Community Medicine and the field of work of Primary Care Medicine, collaborating in the improvement of care for citizens, increasing and perfecting the professional competence of the doctors dedicated to this field, promoting research, continuous professional development and defending the professional interests and legitimate aspirations of its members for improvement in the practice of Primary Care Medicine, in accordance with ethical principles and current legislation.

In all matters not provided for in these bylaws (the 'Bylaws of the Society') and in the regulations implementing them, Organic Law 1/2002 of 22 March 2002, Royal Decree 949/2015 of 23 October 2015, approving the Regulations of the National Registry of Associations, and any other complementary implementing provisions that may be applicable shall apply.

### **Article 2. Personality**

SEMERGEN has full legal capacity for the fulfilment of its purposes.

As an entity with its own independent personality, protected and recognised by law, it can freely exercise the fundamental right to fulfil the purposes for which it has been founded, acting directly in representation and defence thereof and of its members, before all kinds of public or private bodies and authorities, and in all types of jurisdiction. Its actions shall be governed by these Bylaws, as well as by the resolutions validly adopted by its governing bodies.

### **Article 3. Scope**

The scope of action of the Society shall cover the entire Spanish State, although it may nonetheless carry out activities in the international sphere, provided that they are relevant to the objectives and purposes of the Society.

### **Article 4. Duration**

The Society is established for an indefinite term.

### **Article 5. Registered address and archive**

- 5.1. The Spanish Society of Primary Care Physicians (SEMERGEN) is currently headquartered at Calle Jorge Juan, 66, Bajo, Madrid, and may relocate its registered address by resolution of the General Assembly.
- 5.2. The National Board of Directors shall ensure the maintenance of a permanent historical archive of the Society, which shall include all official documentation of the Society, as well as any documentary content and material related to it, presided over by the General Secretary.

- 5.3. The Society may hold meetings at any location in Spain or abroad.
- 5.4. The General Secretariat of the Society shall conduct its ordinary business from the registered office of the Society.
- 5.5. The General Secretariat of the Society shall have a registry of incoming and outgoing documents and/or storage media holding the information of the Society itself or of its members.
- 5.6. Any notification to the Society must be made via this registry.

## **Article 6. Purposes**

The purposes of SEMERGEN are:

- (i) To promote the most scientific, correct and humane healthcare for citizens.
- (ii) To collaborate in the application of all measures that have a bearing on the better organisation and regulation of Primary Care Medicine.
- (iii) To promote participation by the Society in health reform and improvement projects, in health planning at the national, regional, provincial and local levels, and in all scientific, organisational, professional and social events that would or could affect Primary Care Medicine or the professionals who practise it.
- (iv) To promote, facilitate and encourage the continuous improvement of the scientific, technical and human training of Primary Care physicians at the different academic levels of university degree, specialisation or postgraduate studies, and throughout their professional life, as well as to facilitate the continuous professional development of family physicians.
- (v) To promote, encourage and stimulate research in the field of Primary Care.
- (vi) To analyse, evaluate and issue reports on the conditions for the practice of Primary Care Medicine, its undergraduate and postgraduate training, the conditions for access, development and structuring of the speciality, making proposals for improvement as deemed appropriate.
- (vii) To promote, encourage and develop all kinds of training, scientific and professional activities aimed at medical students, Family and Community Medicine residents and Primary Care physicians, aimed at improving their training and defending their professional interests and their area of competence, actively participating in their preparation, development and execution, guaranteeing their quality.
- (viii) To inform members and all Primary Care physicians of the scientific, professional, ethical, social and occupational aspects related to the practice of medicine in Primary Care.
- (ix) To periodically publish and distribute among the members a scientific journal that will be the official organ of communication of the Society, as well as any reports, protocols, guides, manuals, journals, books, etc. that may be of interest to members and citizens.
- (x) To collaborate with the public authorities, administrations and organisations in all regulation, organisation and development of Primary Care Medicine, its scope of

professional practice, its competencies, training plans, conditions for the provision of its services and all professional aspects of medical practice in Primary Care.

- (xi) To collaborate with the National Health Service and the different autonomous community organisations in the development of health plans, programmes, protocols or guides for good professional practice, with the aim of achieving optimal quality in the provision of Primary Care services to the Spanish population.
- (xii) To promote relations between members and citizens, always prioritising collective interests, and likewise promoting relations with scientific societies, health institutions, state and regional bodies, with the Collegiate Medical Organisation, professional associations and trade unions, in defence of the legitimate interests of Primary Care Medicine.
- (xiii) Promote health education by collaborating with other institutions and organisations in the development thereof, and seeking to achieve a higher level of knowledge regarding health and its determinant factors, with the ultimate goal of raising the level of health of citizens.
- (xiv) To establish as many services as may be of interest to the members, within the scope of their professional practice.
- (xv) To carry out any activities that may result in the improvement of Primary Care Medicine, of the professionals who practise it, of the National Health System itself, and of the population covered.

## **TITLE II - STRUCTURING AND ACTIVITIES**

### **Article 7. Structuring**

- 7.1. SEMERGEN is a nationwide society which may, for its organisation and operation, be divided into two levels: the state and the autonomous community.
- 7.2. The direction, management and administration of the Society as a whole correspond to the state level, and therefore to the state bodies, with the possibility of delegating or transferring functions and activities to the autonomous community level, when deemed appropriate and approved by the National Board of Directors. The National Board of Directors may reclaim the transferred or delegated functions at any time by informing the Governing Council at the first regular meeting held.
- 7.3. The direction, management and representation of the Society at the corresponding autonomous community level, in coordination with the National Board of Directors, and in express compliance with the provisions thereof, as well as those of the Governing Council and the General Assembly, correspond to the autonomous community level and, therefore, to the autonomous community bodies.
- 7.4. The forum for regional representation and coordination at the central level is the Society's Governing Council, whose composition and functions are established in other articles.

## TITLE III - MEMBERS: CONDITIONS, RIGHTS AND DUTIES

### Article 8. Conditions

The following may be members of SEMERGEN:

- (i) All Primary Care Physicians, Resident Interns in the speciality of Family and Community Medicine, and those physicians from other specialities who wish to belong to the Society. It is an essential requirement that they should practise or have legally practised their activity, and also that the application be made in the statutory form, with an undertaking to comply with the Society's Bylaws.
- (ii) Persons or entities whom the governing bodies of SEMERGEN propose as honorary members, patronage members or collaborating members, because of their professional, scientific or other merits, or because of their collaboration on behalf of Primary Care or SEMERGEN.

### Article 9. Membership

- 9.1. To become a member of the Society, the interested party must fill out the application form, accept its conditions, and authorise the collection of the established annual fee.
- 9.2. Membership is acquired upon acceptance and notification of admission by the General Secretariat of the Society.
- 9.3. Likewise, membership presupposes authorisation for the transfer of personal data recorded in the Society's files for the exclusive fulfilment of the Society's purposes.

### Article 10. Classes of member

The Society shall be composed of the following types of member:

- (i) Full members: Those included in section 8.1, as well as collaborating members. They shall enjoy the personal right to speak and vote. They shall have the rights and duties set forth in Articles 13 and 14 of these Bylaws of the Society.
- (ii) Retired members: Those members who have formally retired or who are in a state of permanent professional disability or incapacity. They may choose either to maintain their status as full members, or request exemption from payment of the membership fee, in which case they shall only have the right to speak, but not to vote.  
Retired members who maintain their status as full members shall retain all their rights except the right to hold any position of responsibility, as provided in Article 16 of these Bylaws.

- (iii) Resident Intern members in training: They are those physicians who are completing their residency in the Speciality of Family and Community Medicine. They shall be exempt from membership dues for the first year of residence, during which time they shall be entitled to speak but not to vote. After the second year of residence, they shall pay a reduced fee and entitled to speak and to vote.
- (iv) Honorary members:
  - (a) Full members who have been members for a minimum of twenty (20) years at the time of retirement.
  - (b) Individuals or legal entities, or Spanish or foreign entities, whether or not prior members, who on account of their professional, scientific or other merits in support of SEMERGEN Primary Care, are deserving of such distinction. Honorary members shall be entitled neither to speak nor to vote.
- (v) Patronage members: Eligibility for such status shall be granted to persons or entities that have stood out for their collaboration on behalf of SEMERGEN. They shall be entitled neither to speak nor to vote.

#### **Article 11. Cancellation of Society membership:**

Membership of the Society shall be terminated for any of the following reasons:

- (i) At the member's own decision, expressed in a written communication to the General Secretariat of the Society, being up to date with the payment of dues.
- (ii) Because of non-payment of Society dues.
- (iii) Because of a resolution in disciplinary proceedings by the disciplinary commission created for this purpose by the National Board of Directors.
- (iv) Because of forfeiture of civil rights in a binding court judgment.

#### **Article 12. Registration and deregistration**

- 12.1. The General Secretariat shall be responsible for the registration and deregistration of those joining and leaving the Society. The protocol to be followed shall be as follows:
- 12.2. Prospective members shall send the membership application to the registered office of the Society's General Secretariat, or complete the form via the Society's website.
- 12.3. Requests for withdrawal from the Society, by voluntary decision of the member or due to disciplinary proceedings, shall be made via the General Secretariat of the Society, which shall formally inform the interested party.
- 12.4. The General Secretariat of the Society shall inform the boards of directors for the autonomous regions (the 'Autonomous Boards', and each of them an 'Autonomous Board') on a quarterly basis as to the registrations and deregistration that have occurred in the corresponding Autonomous Region.

### Article 13. Membership rights

The members enjoy the following rights:

- (i) To participate, by speaking and/or voting, as provided in Article 10, at the meetings of the General Assembly. A new member shall have the right to vote once their application has been accepted and they have been registered in the Society's official files.
- (ii) To elect and be elected to the bodies of the Society for as long as they are a member. A new member may become a member of the governing bodies provided that twelve (12) months have elapsed since their acceptance as a member at the time of their election, and they are up to date with the payment of the corresponding dues.
- (iii) To exercise the representation in each case entrusted to them.
- (iv) To participate in all events organised and held by the Society for its members.
- (v) To make proposals on any matters they may deem necessary for the fulfilment of the objectives of the Society.
- (vi) To be informed, via the General Assembly and/or the Society's media channels, of all relevant projects and decisions.
- (vii) To be informed of those matters affecting the activity of the Society, as well as the administration of its assets and funds, and, in any event, the economic balance of each fiscal year.
- (viii) To request information on issues related to Primary Care Medicine, which is the purpose of this Society.
- (ix) To seek the support of the governing bodies in all matters related to the optimal fulfilment of the purposes of the Society and the defence of the rights and interests of the members.
- (x) To use the information, technical, advisory and support services of a professional nature available at the Society.
- (xi) To submit initiatives, suggestions and complaints regarding the Society and its activities in writing to the National Board of Directors and the Autonomous Boards.
- (xii) To exercise all rights deriving from the contents of these Bylaws of the Society.
- (xiii) To participate in the election of representatives and governing bodies, and to accept and hold elected office, unless duly excused.
- (xiv) To attend the General Assembly and any other meetings that may be called.

### Article 14. Duties of members

The duties of the members are the following:

- (i) To comply with these Bylaws.
- (ii) To observe and execute the resolutions validly passed by the Society's governing bodies.
- (iii) To collaborate actively in the tasks of the Society.
- (iv) To provide responsible information on matters that are not of a confidential nature and may serve the purposes of the Society.

- (v) To respect and accept the free expression of criteria and opinions expressed within the Society.
- (vi) To contribute to the expenses of the Society by paying the established annual dues, which may be modified by agreement of the General Assembly, at the proposal of the National Board of Directors.
- (vii) To show respect at all times towards the rest of the members of the Society, as required by Medical Ethics.

## **TITLE IV - GOVERNING BODIES**

### **CHAPTER I: GENERAL PROVISIONS**

#### **Article 15. Governing bodies**

SEMERGEN shall be governed by the system of self-governance and by the principle of representation via the following governing bodies:

- (i) National: General Assembly, Governing Council, National Board of Directors and National Permanent Board of Directors.
- (ii) Regional: Autonomous Assembly, Autonomous Board of Directors and Autonomous Permanent Board of Directors.

#### **Article 16. Incompatibilities for the exercise of positions of responsibility**

16.1. For the purposes of the provisions of this article, the following shall be understood as positions of responsibility:

- a) Members of the Governing Council, the National Board of Directors and the National Permanent Board of Directors;
- b) Members of the Autonomous Boards of Directors and of the Autonomous Permanent Boards of Directors;
- c) National Head of the Working Groups (as defined in the Working Group Regulations);
- d) Working Group Coordinators and Secretaries (as defined in the Working Group Regulations);
- e) Head of the National Quality Commission of SEMERGEN;
- f) Heads of the Agencies that currently make up the SEMERGEN structure: the Training Agency, the Research Agency, the Congress Agency and the Editorial Agency;
- g) Head or Administrator of SEMERGEN Publications;
- h) Head of the areas into which the central services of SEMERGEN are organised.

16.2. Incompatibility shall apply to the simultaneous holding of any of the following internal offices:

- a) President, Vice-President, Secretary or treasurer on the National Board of Directors;
- b) President, Vice-President, Secretary or treasurer on any of the Autonomous Boards of Directors;
- c) Coordinators and Secretaries of Working Groups.

- 16.3. In addition, the members of the National Board of Directors may not hold the position of Coordinator or Secretary of Working Groups, nor form part of the different Autonomous Boards of Directors. However, members of the National Board of Directors who have previously held autonomous positions or have some kind of ties with an autonomous region may be invited by the corresponding Autonomous Board of Directors to participate at its meetings with the right to speak, but not to vote.
- 16.4. Incompatibility shall apply to the holding of the positions of responsibility at SEMERGEN provided for in paragraph 1 above of this article, and the holding of any of the following positions, offices or activities, or the existence of any of the following situations:
  - a) Be a member of the governing body or hold any position of any nature at other scientific societies, foundations or federations in the health or research field, whether Spanish or foreign. The foregoing applies with the exception of the institutional position as representative of the Society at those societies, foundations or federations of which it is a member.
  - b) Be a member of the governing body of a trade union organisation or have the status of trade union officer with full leave of absence.
  - c) Hold the position of President or Vice-President of any of the Official Medical Associations of Spain, simultaneously with the position of President or Vice-President of the National Board of Directors or of an Autonomous Board of Directors at SEMERGEN.
  - d) Hold any politically appointed position in the Public Administration in health or non-health matters at the national, regional, local or other territorial level.
  - e) Any employee in the pharmaceutical industry and/or executive at private healthcare entities, corporations or business groups.  
By way of clarification, it is expressly stated that, for the purposes of this section, an executive shall be understood as any person who does not carry out activities at a healthcare level and who is exclusively in charge of the management of the entity, corporation or business group in the private healthcare field in question.
  - f) Be a retired member, as defined in Article 10.2 of these Bylaws, except in the case of having been appointed to serve as a member representing the group of retired members on the corresponding Autonomous Board of Directors.
  - g) Act as principal investigator in research projects of other primary care societies, or lead or coordinate Working Groups of other primary care societies.
- 16.5. In the event that the Society has interests at corporations or entities of any other nature,

the representatives of the Society at such corporations or entities must be members of the National Board of Directors, elected by said body

#### **Article 17. Operations**

- 17.1. The various governing bodies of the Society are deemed to be quorate by a simple majority at the first call, and regardless of the number of attendees, at the second call, half an hour later.
- 17.2. In order for their resolutions to be valid, a simple majority of the votes in favour by the members attending and represented shall be sufficient, provided that such bodies have been called in the regulatory manner, except for those of the Governing Council, given the special characteristics of its composition.
- 17.3. The Presidents of all the governing bodies of the Society, with the exception of the General Assembly, shall have the casting vote, and shall resolve any ties that may occur.
- 17.4. When so established in the corresponding notice to call a meeting, or agreed by its members at those of a universal nature, the members of the governing bodies of the Society may attend, participate in the deliberations of its meetings and exercise their right to vote by any means of remote communication, provided that the identity of the participant and the integrity of their intervention and vote are duly guaranteed. The corresponding notice shall state that the meeting may be held via remote digital channels or shall, as the case may be, indicate the possibility of remote attendance, specifying the manner in which this may be carried out.

### **CHAPTER II: GENERAL ASSEMBLY**

#### **Article 18. General Assembly**

- 18.1. The General Assembly, once legally called to order, is the supreme body of the Society, and shall comprise all members of the Society.
- 18.2. It shall meet on an ordinary basis once a year and, on an extraordinary basis, as often as agreed by the President or requested by ten percent (10%) of the members in writing, addressed to the President of the Society, duly authorised with the corresponding signatures and stating the reason for the extraordinary call.
- 18.3. Those who are President and Secretary of the Society shall act as President and Secretary of the Society.

#### **Article 19. Announcements**

- 19.1. The ordinary general assembly (the 'Ordinary General Assembly') shall be called by the President, at least fifteen (15) days but no more than three (3) months in advance, by means of an announcement on its website, stating the matters to be submitted for the deliberation of the Assembly by means of the corresponding agenda.

- 19.2. The extraordinary general meeting (the 'Extraordinary General Meeting') shall be called by the President at least one week and not more than one month prior to the meeting. In cases where the holding of an Extraordinary General Assembly is requested by ten percent (10%) of the members, it shall be called within a minimum of one week and a maximum of one month from the date the request enters the registry of the General Secretariat of the Society. The call shall be issued by means of an announcement on the Society's website, stating the matters to be submitted for the deliberation of the Assembly by means of the corresponding agenda.
- 19.3. In the event that the Extraordinary General Meeting is called for the amendment of the Society's Bylaws, the provisions of Article 49 shall apply.

#### **Article 20. Agenda**

- 20.1. The agenda shall be formalised by the President. It shall include, as the case may be, the petitions of one third (1/3) of the National Board of Directors, one third (33.33%) of the Governing Council or ten percent (10%) of the members, formulated, in the case of an Extraordinary General Assembly, five (5) calendar days prior to its celebration.
- 20.2. The agenda of the Annual Ordinary Assembly shall include at least the following items:
  - (i) Reading and approval of the Minutes of the previous Ordinary Assembly and of the Extraordinary Assemblies held thereafter.
  - (ii) Report of the President on the progress of the Society.
  - (iii) Annual explanatory report by the Secretary.
  - (iv) Report on budgets, statement of accounts and balance sheet by the treasurer.
  - (v) Other business
- 20.3. However, in the case of the Ordinary General Assembly, all those petitions formulated by one third (1/3) of the National Board of Directors, one third (1/3) of the Governing Council, or ten percent (10%) of the members may also be included, provided that they have been requested at least twelve (12) calendar days prior to the holding of the Assembly.
- 20.4. No matter that was not included on the agenda may be the object of a resolution, nor may a resolution be reached at the meeting on proposals that are formulated in the round of any other business.

#### **Article 21. Discussions**

- 21.1. Matters submitted for approval shall be discussed at length.
- 21.2. 20.2. Before beginning the discussion of any item on the agenda, the Secretary shall take note of the requests to speak and, in view of the number of requests to speak, the time for each contribution shall be set.

21.3. 20.3. The President, who may receive any advice they require, shall direct the debate; they shall authorise the use of the floor in accordance with the order and timing previously established; they may limit the discussion of the speakers to one turn in favour and one against, with entitlement to take the floor only once more to rectify or clarify concepts; they shall call to order those who in their presentation do not comply with the terms established in the agenda; allusions to the private life or religious, political or social beliefs of the members shall not be allowed, nor words or proposals that the President considers to be injurious to the reputation of a member; they shall withdraw the floor from those who, after being warned twice, persist in their efforts and those who cause a disturbance of order, or whenever the principles of these Bylaws are violated.

21.4. The Secretary shall not take turns to speak in defence of proposals, opinions and minutes.

## **Article 22. Votes**

- 22.1. The matters dealt with shall be submitted to a vote whenever the opinion of the Assembly is not unanimous.
- 22.2. All those present and represented shall take part in the voting.
- 22.3. The delegation of votes must be justified, individually, in writing addressed to the General Secretary of the Society, stating the will to expressly delegate, personal identification with name and surname and member number, duly signed, and the name and surname of the member to whom representation at the meeting is delegated. This must be accompanied by a photocopy of the ID card, and the signature must match that appearing on the ID card itself.
- 22.4. A vote cast in person cancels the proxy vote.
- 22.5. Voting may be by acclamation, by show of hands or by nomination by ballot paper, with the votes being counted at the end of the voting.
- 22.6. The President shall determine the manner of voting. If requested by at least ten percent (10%) of the attendees, it shall be by secret ballot.

## **Article 23. Resolutions**

Valid resolutions passed by a simple majority of the votes cast, without prejudice to those cases in which these Bylaws of the Society require a qualified majority, shall be expressly binding on all governing bodies, and on all members of the Society in general.

## **Article 24. Minutes**

The Secretary shall record in the minutes the specific proposals, the member making them, and the resolutions adopted. They shall also reflect those interventions in which the member expresses their wish to have them recorded in the minutes.

They shall also state whether the approval is unanimous, and if not, the number of votes in favour, votes against, blank votes, abstentions and spoiled votes.

The minutes shall be signed by the Secretary, with the approval of the President, and shall be transcribed into the corresponding book.

Certificates signed by the Secretary with the approval of the Chairman shall be issued to certify the resolutions of the Assembly.

#### **Article 25. Attributions**

The powers of the General Assembly are as follows

- (i) To approve and amend the Society's Bylaws and the Society's Code of Ethics.
- (ii) To elect and, as the case may be, revoke the positions of the National Board of Directors, in the manner established in the Bylaws.
- (iii) To be informed of the activities of the Society via the annual report to be prepared by the Secretary, and to proceed to examine and subsequently approve this.
- (iv) To deal with and reach agreements on the proposals submitted to it by the National Board of Directors due to their importance and on the matters included in the agenda of the meetings to be held.
- (v) To examine and approve the Society's balance sheet, the annual budget and the assets of the Society, whose associative and financial period shall be annual, and shall close on December the thirty-first (31st) of each year.
- (vi) To promote compliance with the Bylaws of the Society and urge the National Board of Directors to oversee compliance with them, with special emphasis on ensuring that no member may be discriminated against on the basis of sex, birth, race, religion or political affiliation.
- (vii) To agree on the federation or confederation of the Society with other professional associations, at the proposal of the National Board of Directors.
- (viii) To pass a resolution to dissolve the Society.

### **CHAPTER III: GOVERNING COUNCIL**

#### **Article 26. The Governing Council**

- 26.1. The Governing Council is a governing body of the Society whose primary mission is to maintain the desirable unity of SEMERGEN, within the scope of the whole State, such that, with the different nuances that make up each autonomous region, the voice of the Society is uniform on relevant issues, of national and/or international repercussion, and/or fundamental aspects of the Society.
- 26.2. It is made up of the members of the National Board of Directors and each of the regional presidents of SEMERGEN, or the member of their regional board of directors whom they delegate.
- 26.3. Its members may form part of any disciplinary commissions that may be established as a result of breaches of the articles of the Society's Bylaws. These commissions shall be autonomous in their investigative activities, shall be presided over by a member of the

National Board of Directors, and shall submit a report and proposed sanction to the Governing Council, which shall forward the decision to the National Board of Directors for the enforcement thereof.

#### **Article 27. Meetings**

- 27.1. The Governing Council shall ordinarily meet on two (2) occasions per year, by means of a call to such effect, issued by the President of the Society via its Secretary, fifteen (15) days in advance, and containing the agenda.
- 27.2. The Governing Council shall meet on an extraordinary basis, at the request of the President of the Society or of one third of its members, by means of a call to such effect issued by the President one week in advance, by registered letter, email or telegram, including the proposed agenda.

#### **Article 28. Functions**

- 28.1. It constitutes the advisory body to the National Board of Directors in all those matters that are of sufficient relevance or affect matters that are vital to the Society, and in any event, its Federation with other Societies, changes to the Bylaws of the Society or of any other internal standards of SEMERGEN or the dissolution of the Society.  
The National Board of Directors shall consult and submit its proposals to the Governing Council for approval whenever these affect matters to be approved by the General Assembly.
- 28.2. To decide on those matters that the President of the Society proposes in the agenda.
- 28.3. To ensure the economic maintenance of the Society. To this end, it shall approve the proposal of the amount of the membership dues and the percentage thereof that revert to the different autonomous regions, as submitted to it by the National Board of Directors. Likewise, it shall be informed of the financial statements presented by the Treasurer, which shall contain the Society's net worth, the previous year's balance sheet and the income and expense budget for the current year.
- 28.4. To determine the Society's strategic lines of action.
- 28.5. To make as many proposals as deemed appropriate for the proper operation of the Society.

28.6. To propose distinctions and honours.

Likewise, its members may form part of any disciplinary commissions that may, if necessary, be established to investigate breaches of the bylaw provisions by SEMERGEN members. These commissions, which shall be chaired by a member of the National Board of Directors, shall function in accordance with the following rules:

- (i) They shall have autonomy in terms of investigative activity; and
- (ii) Once the investigative activity has been completed, they must prepare a report identifying the infringement and a reasoned proposal for a sanction. The President of the commission shall submit the report to the Governing Council, which shall, following validation thereof, forward the decision reached to the National Board of Directors for enforcement.

**Article 29. Resolutions**

The resolutions adopted by the Governing Council, submitted to a vote, shall require, for their approval, a vote in favour by at least two thirds of the members attending the meeting.

**CHAPTER IV: NATIONAL BOARD OF DIRECTORS**

**Article 30. The National Board of Directors**

- 30.1. The National Board of Directors is the governing and executive body of the Society, which is responsible for its management, governance and administration.
- 30.2. It shall in its actions be subject to the guidelines set forth by the General Assembly and the Governing Council, and shall comply with their resolutions.
- 30.3. It shall comprise the President, the Vice-Presidents as determined, the General Secretary, the Treasurer and the number of members required for the development of the functions of the Society, numbering in any event at least five (5). As a mandatory requirement, one of the members of the National Board of Directors must be a Resident Medical Intern at the time of his/her appointment. At the request of the President, the number of members of the National Board of Directors may be increased at any time during the term of office.
- 30.4. Any member of the National Board of Directors may be appointed by the National Board of Directors to perform such duties as may be assigned from time to time.
- 30.5. The National Board of Directors may seek such advice as it deems appropriate.

**Article 31. Nature of offices and terms of appointment**

All executive offices shall be honorary and unpaid. The term of appointment shall be four (4) years.

If during this period any vacancies occur or incompatibilities arise in their positions, the National Board of Directors shall elect a replacement, informing the Governing Council and the General Assembly.

## Article 32. Elections

- 32.1. The renewal of SEMERGEN's executive offices, both at the state and autonomous regional level, shall take place on a regular basis, every four (4) years, by means of elections in which all members with the right to vote, from the whole State or from each autonomous region, shall participate.
- 32.2. The SEMERGEN electoral regulations (the "Electoral Regulations"), established for this purpose, shall set forth the rules governing the election process.
- 32.3. In any case, the election shall be held at the Extraordinary General Assembly, called for such purpose, within the period established by the regulations, and with this sole item on the agenda. The aforementioned Assembly shall be held during the course of the corresponding National Congress of the Society.
- 32.4. In the event that a President ceases to hold office for any reason whatsoever within the term of his or her term of office, he or she shall be replaced by the First (1st) Vice-President, who shall complete the term of office, with a view to calling new elections within the established deadlines. This period shall not be counted towards the total period of time during which a person may hold the office of national or regional President (two (2) legislatures of four (4) years each); once this period has elapsed, the former President may take part in new electoral processes exclusively as a member.
- 32.5. If the term established in the Electoral Regulations has been reached and the electoral process has not been called, whether at national or regional level, or if the deadlines established in the Electoral Regulations are not met, the following mechanism shall be established:
  - 32.6. In the case of elections at the national level, the National Permanent Board shall not have the power to appoint a management board (the 'Management Board'), being substituted in this function by the Governing Council, which shall be convened for this purpose on the initiative of any of its members. The Governing Council shall proceed to appoint the Management Board under the same terms and conditions as for the regional elections.
  - 32.7. The Management Board shall always be a provisional body, and shall not be permanent. It shall consist exclusively of three (3) members. These shall be appointed from among SEMERGEN members who are up to date with the payment of the Society's dues.
  - 32.8. The Management Board shall replace the National Board of Directors, as well as its Permanent Board, which shall cease to perform all its functions. The Management Board shall substitute the outgoing Board of Directors in its functions until the end of the electoral process, within the terms and times established in the Electoral Regulations.
  - 32.9. Any electoral activity that implies discredit or disrespect to the other candidates shall lead to the exclusion of the candidate responsible by the Electoral Board, which shall inform the National Board of Directors.

- 32.10. The right to vote may be exercised in person or by mail, following the procedure established in the regulations.
- 32.11. In order to organise, direct and supervise the electoral process, the Electoral Board shall be convened, being responsible for ensuring that the aforementioned process enjoys all the legal and statutory guarantees.
- 32.12. The Electoral Regulations established shall structure the provisions necessary for the proper course of the process. They shall be prepared and approved by the National Board of Directors, and shall become effective the day after their approval. The National Board of Directors shall report on their contents at the next General Assembly.
- 32.13. The members of the Board of Directors who have completed the term for which they were elected shall continue to hold office until such time as their replacements are accepted.

### **Article 33. Meetings**

- 33.1. The National Board of Directors shall meet at the call of the President or at the request of one third (1/3) of its members. At least three (3) meetings per year shall be mandatory.
- 33.2. The calls shall be issued at least fifteen (15) days in advance, except for extraordinary and urgent calls, in which the term shall be reduced to three (3) days, by means of a certified letter, email or telegram including the agenda.
- 33.3. Attendance at the meetings is mandatory, and if a member cannot attend, the President shall be informed. Members who miss three (3) meetings in a period of one (1) year, without due cause, shall be replaced, with an account thereof being given at the first General Assembly and Governing Council to be held.
- 33.4. No matter that does not appear on the agenda may be the subject of a resolution unless it is submitted to the presiding officers before the beginning of the meeting and declared urgent by two thirds (2/3) of the members in attendance.
- 33.5. Matters raised in any other business shall not be the subject of a resolution at the meeting at which they were raised.

### **Article 34. Powers**

- 34.1 The National Board of Directors shall have the following powers and duties:
  - (i) To comply with the Bylaws.
  - (ii) To execute the resolutions of the General Assembly and the Governing Council.
  - (iii) In cases of extreme urgency, to make decisions on matters that fall within the competence of the General Assembly, reporting thereto at the first meeting held.
  - (iv) To call and set the date for the holding of the General Assembly.
  - (v) To appoint the working commissions deemed appropriate, chaired, if possible, by a member of the National Board of Directors, and to coordinate their work.

- (vi) To report to the General Assembly and the Governing Council on any general and specific action programmes approved by it, which must be aligned with the Society's strategic lines of action. The Governing Council shall also be empowered to propose such programmes.
- (vii) To direct and carry out the activities of the Society as required for the exercise and development of its purposes.
- (viii) To admit, suspend and terminate members, as provided in these Bylaws.
- (ix) To interpret and ensure compliance with the Society's Bylaws and regulations, settling any differences that may arise among its members.
- (x) To regulate the administrative organisation and economic regime of the Society.
- (xi) To propose to the Governing Council the ordinary and extraordinary dues it deems necessary for the normal operation of the Society, as well as the percentage thereof that are to revert to the autonomous regions.
- (xii) To administer the funds of the Society and manage all matters pertaining to its direction, government and internal regime, creating the services most suitable for its purposes, and to be of use to the members, and to appoint the personnel necessary for such purposes.
- (xiii) To prepare the budgets and balance sheets for submission to the General Assembly for approval and to the Governing Council for its knowledge and approval.
- (xiv) To approve collaboration agreements and coordinate dialogue with the different administrations, institutions and entities with an interest in the organisation and development of Primary Care.
- (xv) The National Board of Directors is responsible for the management, administration and direction of the Society with the broadest powers, to be executed for the most part through its President. By way of clarification, and without the list being fully comprehensive, but merely illustrative, the National Board of Directors is also responsible for the designation of the person in charge of the following functions:
  - a. To keep the accounting books and correspondence, to collect from the Post Office any type of letter, certificate, money order or package, to sign transportation and insurance contracts; to make payments and collections of invoices, contributions and taxes; to sign and present settlements.
  - b. To appoint, exclude and dismiss the Society's personnel, set and pay salaries and other remuneration, regulate their services, register and deregister them with the Social Security, mutual insurance companies and related entities, formalise settlements and pay the resulting amounts, resolving any incidents that may arise.
  - c. To contract gas, energy, water, electricity, telephone, fax and other services.

- d. To withdraw from any institution any amounts for undue or excess income, indemnities, subsidies, premiums, sureties and any other item corresponding to the Society.
- e. To open and cancel accounts of any kind, passbooks and savings books, with banks and credit institutions of all kinds, including the Bank of Spain; deposit, place and withdraw cash or securities, order transfers and make payments charged to them and, in general, draw on their balances by any procedure; arrange credit facilities and sign credit policies; enter into or terminate contracts for the rental of safety deposit boxes and open them and, in general, enter into any transactions known in the trade with the aforementioned entities; secure, guarantee and provide guarantees for others; issue, endorse, guarantee, negotiate, accept, intervene, collect and pay bills of exchange, promissory notes to order, cheques, bankers' drafts and other draft documents, and protest them for lack of payment or any other cause.
- f. To conclude any type of act of administration, management or disposal of all kinds of rights, items and goods, including real estate. Consequently, it may carry out acts of sale, lien, waiver, acquisition or transfer by any title, modification of mortgage entities, declarations of new construction, constitution of easements and properties under the horizontal property regime, drafting of bylaws, demarcations, declarations of excesses, issuance of letters of payment and granting of cancellations. However, the foregoing acts should be understood as mere examples, since the concepts of administration, management or disposal indicated initially should be interpreted in a broad sense.
- g. Resolutions relating to the disposal or alienation of assets shall require for their approval a qualified majority of the persons present or represented at the General Assembly.
- h. To take part in all kinds of auctions, tenders or official or private supplies, being able therefore to draw up, subscribe, submit and, where appropriate, improve on verbal bids or offers, as well as to make, if necessary, the necessary or desirable clarifications and, in general, to act in all incidences; to claim, receive and collect, in whole or in part, the amounts, effects or securities delivered or awarded to them in payment for sales or supplies made, either by individuals or by public or private entities, signing the appropriate receipt or letter of payment, and even, if applicable, the corresponding definitive award document; to constitute the provisional or definitive deposits or bonds required, as well as to replace and cancel them, withdrawing and collecting the constituent funds thereof; and for all the above, to sign any documents that may be required.

- i. To attend meetings of groups, associations, trade unions and other entities, unless otherwise provided by law. To appear and litigate with active or passive standing before authorities, courts, tribunals, magistrates, notaries, registries and offices and dependencies of any level and jurisdiction, exercising all kinds of rights, actions, exceptions and appeals, in any proceedings, settle, withdraw deposits, submit issues for the decision of ex lege or ex aequo et bono arbitrators; to issue sworn statements and give evidence in court; to appoint lawyers, court representatives or other professionals with general or special powers of attorney for lawsuits, including the filing of appeals for cassation, review or other exceptional appeals; to request and answer notarial or other types of notifications and summons.
  - j. To intervene in insolvency proceedings, including those of debt reduction and deferral, bankruptcy or suspension of payments, being able to propose, modify, accept or subscribe to agreements presented by others. As the case may be, and in the aforementioned proceedings, to admit and take possession of the positions for which they have been appointed.
  - k. To incorporate, modify, extend, manage, dissolve and liquidate all kinds of investee companies or temporary joint ventures, exercising all the rights and obligations inherent to the status of the participant, as well as to accept and hold positions thereat for the development of their management.
  - l. To grant and revoke powers of attorney.
  - m. To sign public or private documents and request copies of all those in which the Society may have any direct or indirect interest.
- (xvi) To prepare the proposal for the drafting of any Code of Ethics that, as the case may be, the Society may approve, and any amendments thereto.
- 34.2 Within the framework of its functions, the National Board of Directors may delegate to the autonomous bodies those functions that have a territorial scope limited to each autonomous region and, in particular, the organisation of scientific and social activities and those that have an exclusively autonomous scope.

## CHAPTER V: NATIONAL PERMANENT BOARD

### Article 35. Constitution

The National Permanent Board shall consist of the President, Vice-Presidents, Secretary and Treasurer, as well as such members of the National Board of Directors as the National Board of Directors may decide.

### **Article 36. Functions**

The function of the National Permanent Board shall be to act on behalf of the National Board of Directors on a continuous basis and with full powers, meeting whenever so convened by the President, and reporting its resolutions at the first meeting held by the Board.

## **CHAPTER VI: OFFICES**

### **Article 37. The President**

- 37.1. Persons who meet the following requirements shall be eligible to hold the office of President of SEMERGEN:
- (i) Be a member and associate of SEMERGEN and have been so for at least five (5) years prior to the time of publication of the call for elections;
  - (ii) Be a specialist and practise as a family physician in a Primary Care setting;
  - (iii) Not be subject to any of the causes of incompatibility that may, at any time, be established in SEMERGEN's internal regulations and, in particular, in the Unilateral Declaration of Transparency that must be signed prior to taking up the position and, at any time in which there is a change in the statements made in their initial declaration.
- 37.2. The President shall hold office for terms of four (4) years, and may hold office for a maximum period of eight (8) consecutive years, i.e., two consecutive terms. At the end of the aforementioned period, they shall not be eligible for re-election to that position nor to any other executive position within SEMERGEN, without prejudice to their right to form part of the governing bodies of the Society as a member.

### **Article 37 bis. Functions of the President**

The President is responsible for the use of the corporate signature and for formalising the resolutions of the General Assembly, the Governing Council and the National Board of Directors, empowering this individual to make use of all the powers attributed to the General Assembly and the National Board of Directors by the Society's Bylaws, with the exception of those that cannot be delegated by operation of law.

In particular, and without this list being restrictive, but merely illustrative, the President has the following responsibilities:

Representation of the Society with full powers, in the following situations:

- (i) To represent the Society in the possible federation or confederation of professional associations, to maintain appropriate contacts with any other associations, and also to lead any other kind of institutional representation of the Society.
- (ii) To call the General Assembly, the Governing Council, the National Board of Directors and the Permanent Board of Directors, as well as to preside over their meetings, open and close sessions, direct the debates and maintain order.
- (iii) To endorse the minutes of the meetings and oversee the execution of the resolutions adopted.

- (iv) To propose the creation of such advisory bodies as they may deem appropriate, reporting thereon to the Governing Council.
- (v) To submit an annual report on their actions to the General Assembly.
- (vi) To enter into any contract in the name of the Society -as required for its operation - up to an amount of one hundred and twenty thousand euros (€120,000).
- (vii) To hire and dismiss personnel.
- (viii) To file claims in governmental proceedings, before courts, ordinary, employment law and special jurisdictions, to represent the Society before national, international and autonomous public administrations or treasuries.
- (ix) To accept donations, gifts and inheritances, and exercise actions or file objections.
- (x) To order payments to be made by the Society, and approve the Treasurer's payment orders.
- (xi) Likewise, the President shall direct the deliberations of the General Assembly, the Governing Council and the National Board of Directors, grant the floor, determine the duration of the successive interventions, decide when a matter has been sufficiently debated and a vote is to be taken, which shall be by a show of hands, unless the President or the majority decides that it shall be by secret ballot, and in general resolve any incidents that may arise in the session of the General Assembly, the Governing Council or the National Board of Directors.

Notwithstanding the foregoing, the President shall require a resolution of the General Assembly, the National Board of Directors or the Governing Council, as the case may be, in confirmation of action to exercise the following powers:

- (i) To acquire real and personal property; to constitute and cancel mortgages on such property. Such action shall require the affirmative vote of a qualified majority of the members of the National Board of Directors.
- (ii) To open and close current or credit accounts, formalise guarantees, sureties and pledges, lodge deposits, credit and discounting facilities, securities transactions and, in general, to carry out all manner of transactions with banking and credit institutions.
- (iii) To enter into any contract in the name of the Society - as required for its operation - for an amount exceeding one hundred and twenty thousand euros (€120,000).
- (iv) To take part in all manner of auctions, tenders or official or private supplies, being able, therefore, to draw up, sign and submit and, where appropriate, improve on the pertinent bids or proposals in oral tenders.

The President may delegate, by agreement of the National Board of Directors or by personal decision in the absence thereof, the exercise of the above powers to members of the National Board of Directors or of the Autonomous Boards, or to the Autonomous Presidents, as the case may be. Delegation to members of the Autonomous Board of Directors or its President shall be limited to those matters of an autonomous nature.

### **Article 37 ter. Advisory Council of the President**

In accordance with the provisions of section 37.bis 1.5. above, the President may propose the creation of advisory bodies to provide advice, and the support of an 'Advisory Council'.

The rules of operation of the Advisory Council shall be as follows:

- (i) It shall be composed of a minimum of three (3) and a maximum of seven (7) members selected by the President according to the following criteria: (a) up to a maximum of three (3) former national or regional presidents; (b) up to a maximum of two (2) of the current national or regional vice-presidents; and (c) the remaining members, if any, shall be selected from among SEMERGEN members.
- (ii) It shall be an exclusively advisory body for the President, with no decision-making capacity whatsoever.
- (iii) The President shall be responsible for convening the meetings and determining the agenda to be discussed at each meeting.
- (iv) The Advisory Council may hold as many meetings as the President may deem appropriate or necessary.

### **Article 38. The Vice-President**

38.1. Persons who meet the following requirements may hold the office of Vice-President of SEMERGEN:

- (i) Be a member and associate of SEMERGEN and have been so for at least five (5) years prior to the time of publication of the call for elections;
- (ii) Be a specialist and practise as a family physician in a Primary Care setting;
- (iii) Not be subject to any of the causes of incompatibility that may, at any time, be established in SEMERGEN's internal regulations and, in particular, in the Unilateral Declaration of Transparency that must be signed prior to taking up the position and, at any time in which there is a change in the statements made in their initial declaration.

38.2. The SEMERGEN National Board of Directors shall have at least one (1) Vice-President.

38.3. All Vice Presidents shall serve terms of four (4) years, and may hold office for a maximum period of eight (8) consecutive years, i.e., two consecutive terms. At the end of the aforementioned period, they shall not be eligible for re-election to the position of Vice-President, but shall be eligible for any other executive position within SEMERGEN.

### **Article 38 bis. Functions of the Vice-Presidents**

The vice-presidents have the following responsibilities:

- (i) To act by delegation of the President in such manner as the National Board of Directors or the Permanent Board may resolve or as the President may direct.
- (ii) To collaborate in the activities carried out by the President in order to be able to replace him/her in any circumstance, without disruption.
- (iii) To stand in for the President in cases of absence, illness or justified reasons.
- (iv) To serve as President in the event of a vacancy in the office pending a new election.

- (v) In addition to the aforementioned, the functions of each of them shall be specifically established with the prior agreement of the National Board of Directors.
- (vi) To act as coordinator of the National Board of Directors.

#### **Article 39. The Treasurer**

Persons who meet the following requirements may hold the office of Treasurer of SEMERGEN:

- (i) Be a member and associate of SEMERGEN and have been so for at least three (3) years prior to the time of publication of the call for elections; and
- (ii) Not be subject to any of the causes of incompatibility that may, at any time, be established in SEMERGEN's internal regulations and, in particular, in the Unilateral Declaration of Transparency that must be signed prior to taking up the position and, at any time in which there is a change in the statements made in their initial declaration.

The Treasurer shall serve terms of four (4) years, and may hold office for a maximum period of eight (8) years, i.e. two (2) not necessarily consecutive terms. At the end of the aforementioned period, they shall not be eligible for re-election to that position, but shall be eligible for any other executive office within SEMERGEN.

#### **Article 39 bis. Functions of the Treasurer**

The Treasurer shall have the following responsibilities:

- (i) To supervise the collection of dues set for members and the collection of any amounts owed to the Society, processed by the General Secretariat of the Society.
- (ii) To act as depositary of the Society's funds, and, together with the President, to administer those held at banking institutions.
- (iii) To make payments in accordance with the budget approved by the General Assembly and by order of the President, in those cases where required.
- (iv) To keep the books supporting this function, recording collections and payments and the existence of balances at banks and savings banks, for the purpose of balance sheet inventories.
- (v) To periodically report to the National Board of Directors on the economic progress of the Society.
- (vi) To draw up the annual budgets and the expense account for the same period, which shall be submitted to the National Board of Directors and the Governing Council, to be brought before the General Assembly for approval.
- (vii) To keep an updated inventory of the assets and funds of the Society, constituting its equity.
- (viii) To have at the disposal of auditors (at the request of the General Assembly and elected by the latter for such periods as it deems appropriate) all documentation concerning the Society's economic funds for the purposes of their scrutiny and oversight.

- (ix) To inspect, oversee and supervise the management of the national and autonomous congresses, collecting the funds and benefits obtained therefrom for the National Treasury.

#### **Article 40. The Secretary**

Persons who meet the following requirements may hold the office of Secretary of SEMERGEN:

- (i) Be a member and associate of SEMERGEN and have been a member for at least three (3) years prior to the time the candidacy is submitted; and
- (ii) Not be subject to any of the causes of incompatibility that may, at any time, be established in SEMERGEN's internal regulations and, in particular, in the Unilateral Declaration of Transparency that must be signed prior to taking up the position and, at any time in which there is a change in the statements made in their initial declaration.

The Secretary shall serve terms of four (4) years, and may hold office for a maximum period of eight (8) years, i.e. two (2) not necessarily consecutive terms. At the end of the aforementioned period, they shall not be eligible for re-election to that position, but shall be eligible for any other executive office within SEMERGEN.

#### **Article 40 bis. Duties of the Secretary**

The Secretary has the following responsibilities:

- (i) To act as Secretary of the General Assembly, whether ordinary or extraordinary, and of the National Board of Directors of the Society, as well as of the National Permanent Board and the Governing Council.
- (ii) To draw up the agenda, by agreement with the President, and to issue the call for meetings agreed upon by the President.
- (iii) To take the minutes of the meetings held, which shall be attested and signed with the President.
- (iv) To report on the activities of the secretariat at the meetings, to publish the votes and to carry out the relevant transfers of resolutions.
- (v) To supervise the management carried out by the General Secretariat in relation to the membership of those who so request, keeping control of the registration and cancellation of members, the registry and the secretarial archive.
- (vi) To direct the secretariat of the Society.
- (vii) To carry out the correspondence required in support of the Society.
- (viii) To prepare, draft and publish, as the case may be, the annual report of the Society's activities, information circulars and any other documents that may be necessary or desirable in the best interests of the Society and its members.
- (ix) To collaborate in the preparation and publication of the Society's journal.
- (x) To issue certifications concerning the books and documents of the Society, with the approval of the President.

- (xi) To perform any other non-specific function entrusted thereto by the General Assembly, the National Board of Directors, the National Standing Commission and the Governing Council, and adopt such urgent measures as deemed necessary, reporting to the President.
- (xii) One of the members may act as Vice-Secretary. Their functions shall be: to collaborate with the Secretary and to replace them in case of absence or incapacity.

#### **Article 41. Functions of the Members**

The members have the following entitlements:

- (i) To act as members of the National Board of Directors and the Governing Council.
- (ii) To coordinate any working commissions entrusted to them.
- (iii) All those functions entrusted to them by the National Board of Directors.

### **CHAPTER VII: AUTONOMOUS AND PROVINCIAL BODIES**

#### **Article 42. The organisation of the autonomous bodies**

##### **42.1. Ordinary procedure**

It shall be the members residing in each autonomous region who shall decide and elect the constitution of the autonomous bodies.

The members in each corresponding autonomous regional area may elect the members of the Autonomous Board of Directors<sup>1</sup>.

Elections shall be called by the National Board of Directors on the first occasion. The latter shall delegate to the Autonomous Board of Directors the calling of subsequent elections, in accordance with the Electoral Regulations in force, except as provided for in Article 31.3 of the Bylaws of the Society. After each election process, the National Board of Directors shall proceed to appoint the members elected to the corresponding position, as proposed by the Autonomous Electoral Board.

Both their presentation for election, and the acceptance of their appointment, given that this is voluntary, presuppose acceptance and explicit assumption of the functions assigned to the autonomous bodies described above. This acceptance shall be essential for their appointment and/or continuity.

In any case, the election shall be held at the Extraordinary General Assembly, called for such purpose, within the period established by the regulations, and with this sole item on the agenda. The aforementioned Assembly may be held during the course of the corresponding Autonomous Congress of the Society, or as a separate matter. However,

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<sup>1</sup> The term of office shall be four (4) years, the term of office of the President being limited to a maximum of eight (8) years (two (2) terms); if during this period vacancies occur or incompatibilities arise in their positions, the Autonomous Board of Directors shall elect a replacement, informing the National Board of Directors. At the request of the President, the number of members of the Autonomous Board of Directors may be increased at any time during the term of office.

In any case, the Autonomous Boards of Directors shall have a specific member to represent the group of retired members.

the calling and holding of elections shall comply with the terms and deadlines set forth in the current Electoral Regulations.

In the event that an Autonomous President ceases to hold office for any reason whatsoever within the term of his or her term of office, he or she shall be replaced by the First (1st) Vice-President, who shall complete the term of office, with a view to calling new elections within the established deadlines. Said period shall not be counted towards the total period of time during which the office of Autonomous President may be held (two (2) legislatures of four (4) years each).

Failing this, the National Board of Directors may agree to the constitution of Autonomous Management Boards, which shall assume the functions of direction and management, until such time as they are constituted. The appointment of the members of the Autonomous Management Boards is the responsibility of the National Board of Directors.

#### 42.2. Extraordinary procedure

If the term established in the Electoral Regulations has been reached and the electoral process has not been called, whether at national or regional level, or if the deadlines established in the Electoral Regulations are not met, the following mechanism shall be followed:

The Permanent National Board shall appoint a Management Board to call elections within a maximum term of three (3) months from its appointment, appointing a new Electoral Board under the terms established in the Electoral Regulations, although no one may be elected on more than one (1) occasion as a member of an Electoral Board within a term of one (1) year.

The Management Board shall always be a provisional body and shall not be permanent, and shall be made up of only three (3) members. These shall be appointed from among the members of the corresponding Autonomous Region who are up to date with the payment of the Society's dues. The Management Board will replace the Autonomous Board of Directors,

the latter ceasing to perform all its functions. The Management Board shall substitute the outgoing Board of Directors in its functions until the end of the electoral process, within the terms and times established in the Electoral Regulations.

#### 42.3. General standards

Any electoral activity that implies discredit or disrespect to the other candidates shall lead to the exclusion of the candidate responsible by the Electoral Board, which shall inform the National Board of Directors.

The right to vote may be exercised in person or by mail, following the procedure established in the Electoral Regulations.

In order to organise, direct and supervise the electoral process, the Electoral Board shall be convened, being responsible for ensuring that the aforementioned process enjoys all the legal and statutory guarantees.

The members of the Autonomous Board of Directors who have completed the term for which they were elected shall continue to hold office until such time as their replacements are accepted.

#### **Article 43. Functions of the autonomous bodies**

The autonomous bodies shall assume and develop the guidelines issued by the National Board of Directors and the rest of the state management bodies, shall execute the resolutions corresponding to them by delegation thereof, and shall collaborate in the development of those projects that, although of national scope, include their territory.

It is the responsibility of the Autonomous Board of Directors, without this list being restrictive, but merely illustrative:

- (i) To comply with the Bylaws
- (ii) To make decisions in the areas of activity of SEMERGEN that are confined to the autonomous region.
- (iii) To execute at the autonomous regional level those resolutions that correspond to it by delegation of the national bodies.
- (iv) To appoint the working commissions deemed appropriate, chaired, if possible, by a member of the Autonomous Board of Directors, and to coordinate their work.
- (v) To manage the Society's funds allocated to the autonomous region, and to manage its direction, governance and internal regime.
- (vi) To collaborate with the various administrations, institutions and entities with an interest in the organisation and development of Primary Care, where interaction is required at the regional level.

#### **Article 44. The Autonomous President and Vice-President**

44.1. The office of President and Vice-President, respectively, of the autonomous bodies of SEMERGEN may be held by persons who meet the following requirements:

- (i) Be a member and associate of SEMERGEN and have been so for at least three (3) years prior to the time of publication of the call for elections;
- (ii) Be a specialist and practise as a family physician in a Primary Care setting;
- (iii) Not be subject to any of the causes of incompatibility that may, at any time, be established in SEMERGEN's internal regulations and, in particular, in the Unilateral Declaration of Transparency that must be signed prior to taking up the position and, at any time in which there is a change in the statements made in their initial declaration.

44.2. The presidents and vice-presidents of the autonomous regions shall hold office for terms of four (4) years, and may hold office for a maximum period of eight (8) consecutive years, that is to say, two (2) consecutive terms. At the end of the aforementioned period, they

shall not be eligible for re-election to any of these positions in any other autonomous region, without prejudice to their right to form part of the governing bodies as a member.

44.3. The office of President or Vice-President of the autonomous region shall be incompatible with meeting the requirements to be considered a retired member.

#### **Article 45. The Autonomous Secretary**

The position of Autonomous Secretary may be held by persons who meet the following requirements:

- (i) Be a member and associate of SEMERGEN and have been a member for at least three (3) years prior to the time the candidacy is submitted; and
- (ii) Not be subject to any of the causes of incompatibility that may, at any time, be established in SEMERGEN's internal regulations and, in particular, in the Unilateral Declaration of Transparency that must be signed prior to taking up the position and, at any time in which there is a change in the statements made in their initial declaration.

The Autonomous Secretary shall hold office for a term of four (4) years, and may hold office for a maximum period of eight (8) years, i.e. two (2) terms, not necessarily consecutive. At the end of the aforementioned period, they shall not be eligible for re-election to that position, but shall be eligible for any other executive office within SEMERGEN.

#### **Article 46. The Autonomous Treasurer**

The office of Autonomous Treasurer may be held by persons who meet the following requirements:

- (i) Be a member and associate of SEMERGEN and have been so for at least three (3) years prior to the time of publication of the call for elections; and
- (ii) Not be subject to any of the causes of incompatibility that may, at any time, be established in SEMERGEN's internal regulations and, in particular, in the Unilateral Declaration of Transparency that must be signed prior to taking up the position and, at any time in which there is a change in the statements made in their initial declaration.

The Autonomous Treasurer shall hold office for a term of four (4) years, and may hold office for a maximum period of eight (8) years, i.e. two (2) terms, not necessarily consecutive. At the end of the aforementioned period, they shall not be eligible for re-election to that position, but shall be eligible for any other executive office within SEMERGEN.

#### **Article 47. Provincial organisation**

In those autonomous regions in which the Autonomous Board considers it appropriate to appoint a provincial representative of the Society, with any functions it may determine, it shall request prior authorisation, by means of a reasoned letter to the National Board of Directors.

## TITLE V - DISCIPLINARY REGIME

### Article 48. General

48.1. As a result of the ethical and voluntary nature of membership in SEMERGEN, the classification of misconduct is, among other criteria, defined according to the duties set forth in Article 14 and other articles of these Bylaws.

The classification of misconduct, the corresponding penalties and the penalty procedure are set forth in these Bylaws of the Society.

48.2. In any case, misconduct shall be classified as minor, serious and very serious, depending on the seriousness of the facts, with the dissemination of the act constituting an aggravating circumstance.

48.3. On this basis, the National Board of Directors shall, through its secretariat, assess the opening of disciplinary proceedings on the initiative of any SEMERGEN member who may deem so appropriate, as well as the governing bodies.

The penalty procedure shall be carried out by a disciplinary commission created for this purpose (the 'Disciplinary Commission'), by resolution of the National Board of Directors which, after the appropriate investigations of the facts under evaluation, shall initiate the appropriate disciplinary proceedings if it deems this to be justified.

The Disciplinary Commission shall be composed of the President of the National Board of Directors, the member with the least seniority on the Governing Council, and the member with the most seniority on the Governing Council.

The initiation resolution shall establish the categories of the offences committed, and shall issue a proposed penalty.

The member affected shall have a period of fifteen (15) calendar days to submit arguments, as well as to provide as much evidence as he/she may deem appropriate. These allegations shall be submitted through the registry of the Society's General Secretariat. The Disciplinary Commission shall, after studying the allegations and evidence provided by the member concerned, issue a final decision on the matter in question. In the event that the resolution issued entails a penalty, the decision shall be binding on the National Board of Directors, which shall proceed to enforce the decision.

The maximum term for the resolution of such proceedings shall be six (6) months, counting from the time of notification to the member concerned of the resolution to initiate disciplinary proceedings. If the term of six (6) months is exceeded without a resolution, the disciplinary case shall be understood to have been shelved. Depending on the circumstances of each case, and on an exceptional basis, the term of six (6) months may be extended for one (1) additional month, subject to a duly justified report from the Disciplinary Commission. This report shall always be notified to the interested parties before the expiration of the initial term of six (6) months initially indicated for the resolution of the case.

- 48.4. The disciplinary case file shall be available to the affected party and its legal representatives, upon request, at the Society Secretariat.
- 48.5. All notifications to this effect shall be made by registered mail with acknowledgement of receipt.

#### **Article 49. Offences and Penalties**

- 49.1. Offences shall be classified as Minor, Serious and Very Serious.
- 49.2. Minor Offences:
  - (i) Negligent infringement of the rules contained in the Society's Bylaws, where this does not constitute a serious offence.
  - (ii) Failure to observe and execute the resolutions validly passed by SEMERGEN's governing bodies.
  - (iii) Failure to provide responsible information on matters that are not of a confidential nature and may serve the purposes of the SEMERGEN.
  - (iv) Failure to respect and accept the free expression of criteria and opinions expressed within SEMERGEN.
- 49.3. Serious Offences:
  - (i) Deliberate non-compliance with the duties contained in the Bylaws, provided that this does not constitute a very serious offence.
  - (ii) Lack or non-payment of SEMERGEN dues, for reasons attributable to the member.
  - (iii) Failure to comply with the requirements of SEMERGEN's governing bodies.
  - (iv) The use and employment of SEMERGEN's logos, trademarks, distinctive signs and image for any professional or personal activity without prior authorisation from SEMERGEN.
  - (v) Claiming of a competency or qualification that is not held.
  - (vi) Lack of respect due to the governing bodies of SEMERGEN, or to any of its members.
  - (vii) Acts and omissions that undermine the morality, decorum, dignity, prestige and honour of SEMERGEN, of the members that make up its governing bodies, and of the members that make up its administrative department.
  - (viii) Disclosure of the confidential information of SEMERGEN.
- 49.4. Very Serious Offences:
  - (i) Public defamation of the image of SEMERGEN, of members of its governing bodies, members of its administrative department or any of its members.
  - (ii) Have been convicted in a final judgment of an intentional crime in relation to the professional practice of Medicine.
  - (iii) Have been convicted in a final judgment of an intentional crime in relation to, or on the occasion of, membership of SEMERGEN.
  - (iv) Not hold a degree in Medicine and General Surgery.
  - (v) Not hold the assigned medical speciality.
- 49.5. The commission of two (2) minor offences constitutes one (1) serious offence.

- 49.6. The commission of two (2) serious offences constitutes one (1) very serious offence.
- 49.7. The statute of limitations for minor offences shall be six (6) months from the date of commission. For serious offences, the statute of limitations shall be one (1) year from the date of commission, and for very serious offences, the term shall be two (2) years from commission.
- 49.8. The penalties for the commission of the different categories of offence may be as follows:
  - (i) For the commission of one (1) Minor Offence: warning.
  - (ii) For the commission of one (1) Serious Offence: suspension of voting rights and/or suspension of the right to hold any executive position, for the twelve (12) months following the date of notification of the penalty resolution.
  - (iii) For the commission of one (1) Very Serious Offence: expulsion from the Society.

## **TITLE VI - ASSETS, RESOURCES AND DISTRIBUTION**

### **Article 50. Assets**

SEMERGEN shall have its own independent assets.

The association and financial period shall be annual, closing on December the thirty-first (31st) each year.

### **Article 51. Resources**

- 51.1. The Society's resources for the development of its activity shall be as follows:
  - (i) Dues paid by members.
  - (ii) Any subsidies, both public and private, that may be granted.
  - (iii) Donations and bequests in favour of the Society.
  - (iv) The income and interest generated by its assets.
  - (v) Other resources obtained in accordance with the legal provisions in force and these Bylaws.
- 51.2. The collection and management of SEMERGEN's resources, obtained at the state level, shall be performed on a unified basis via the General Treasury.
- 51.3. If the collection is carried out at the autonomous regional level, the resources may be managed at the autonomous level, complying with three (3) conditions:
  - (i) The resources shall be managed via one (1) bank account, whose holder must be SEMERGEN. To this end, the President shall issue the corresponding authorisations for the opening of the bank account, as well as the signatures and persons who may make deposits and payments via the aforementioned account.
  - (ii) In any event, every three (3) months, they shall send to the National Treasury, from the Autonomous Treasury, the statement of accounts, with the supporting documents and invoices of income and expenses for the processing of taxes.

- (iii) The individuals and legal entities corresponding to said scope accept in Law and vis-à-vis the Society itself the responsibility for said management.

#### **Article 52. Distribution**

- 52.1. In order to facilitate the management of the regional governing bodies, each annual budget shall determine the funds to be allocated for the maintenance of the state-level governing bodies and common services, and those to be distributed at the autonomous regional level.
- 52.2. The resources to be made available at the national level shall be used to guarantee the activities of the National Board of Directors, the Society's own services, the commissions and Working Groups, and to develop all those initiatives that are established at the state level, aiming, in all cases, to comply with the previously established budget.
- 52.3. The amount of the resources obtained from the membership dues shall be distributed among the Autonomous Boards according to the procedure stipulated by the Governing Council, and in an amount referenced to a certain percentage of the value of the annual dues.

### **TITLE VII - DISTINCTIONS AND REWARDS**

#### **Article 53.**

Distinctions and rewards shall be regulated by the following rules:

- (i) A series of distinctions and honours are established for individuals or entities that have stood out for their professional, scientific or other merits in favour of Primary Care or SEMERGEN, as well as those who have shown dedication or commitment to the Society.
- (ii) The initiatives proposing such distinctions and honours shall come from:
- The General Assembly.
  - The Governing Council.
  - The National Board of Directors.
  - The Autonomous Boards.
- (iii) Once the National Board of Directors has analysed and assessed the relevant and meritorious work in favour of Primary Care and/or SEMERGEN, the Board will agree on the awarding of the honour, and transfer the resolution to the National Assembly for ratification.
- (iv) The following honorary categories and distinctions are established:
- Honorary Member with Gold and Diamond Emblem. Those individuals or legal entities that have stood out for their services to society shall be awarded this distinction.

- b) Honorary Member with Gold Emblem. All members of the National Board of Directors, after one (1) year in office, as well as the autonomous presidents, with equal consideration, shall be entitled to such distinction. Likewise, it may be awarded to those individuals or legal entities that have stood out for their special service to the Society.
  - c) Honorary Member with Silver Emblem. Among others, SEMERGEN members who have been members for a minimum of twenty (20) years at the time of their retirement shall be eligible for this distinction.
  - d) Patronage Members with Gold or Silver Distinction. This shall be awarded to those individuals or legal entities, who are not members of the Society, but who have contributed in a special way to its growth and development.
- (v) All these distinctions shall be accompanied by the corresponding diploma.
  - (vi) The General Secretariat of the Society shall keep a Special Register of Honorary Members and Patronage Members, which shall contain the category and emblem recognised, as well as the resolution of the appointment and the name of the individual or legal entity to whom such distinction is granted.
  - (vii) Those persons or entities that have held the status of Honorary or Patronage Member, having been granted such status prior to the amendment of the Bylaws, shall be included in the aforementioned Register.

## **TITLE VIII - BYLAWS AND SOCIETY**

### **Article 54. Amendment of the Bylaws**

- 54.1. These Bylaws may only be amended by the Extraordinary General Assembly, convened for this purpose.
- 54.2. The amendment proposal and the corresponding motions shall be submitted by the National Board of Directors or at least one third (1/3) of the members.
- 54.3. Modification resolutions require a vote in favour by two thirds of the members attending and represented at the meeting.
- 54.4. It shall be a necessary condition for the amendment of the Society's Bylaws that the new wording thereof be published on the website at least fifteen (15) days prior to the date of the General Assembly at which the amendment is to be voted upon.

### **Article 55. Dissolution of the Society. Merger or federation with other medical societies.**

- 55.1. The Society, established for an indefinite period of time, may only be dissolved by agreement of two thirds (2/3) of its members, at an extraordinary General Assembly called for this purpose.

However, the General Assembly may not agree to dissolution if a minimum of ten percent (10%) of the members are willing to prolong the existence of the Society, and commit themselves in writing to provide it with financial support.

55.2. SEMERGEN may merge or federate with one or more other scientific societies with the prior agreement of the General Assembly, meeting in extraordinary session and by a resolution passed by two thirds (2/3) of the members present and represented.

#### **Article 56. Liquidation commission and allocation of assets**

- 56.1. In the event of dissolution, the liquidation commission shall be the last National Board of Directors in office or the members designated for such purpose by the General Assembly, proceeding to dispose of the corporate assets of the Corporation.
- 56.2. Existing payables shall be settled with the proceeds, and any surplus shall be allocated to the Patronato de Huérfanos de Médicos (Medical Orphans' Trust).

#### **FINAL PROVISION**

##### **Sole. Regulations**

The National Board of Directors may regulate the matters contained in these Bylaws, and shall report to the next General Assembly to be held.

#### **TRANSITIONAL PROVISION**

##### **Sole.**

The amendments to the Bylaws approved by the Extraordinary General Assembly of SEMERGEN on 27 June 2025 shall enter into force in accordance with the following rules:

- (i) Those related to Articles 25, 26 and 28 shall enter into force at the time of their approval.
- (ii) Those related to Articles 10, 16, 34, 37, 37 bis, 37 ter, 38, 38 bis, 39, 39 bis, 40, 40 bis, 42, 43, 44, 45 and 46 shall enter into force at the time when the next electoral process is called for the renewal of each of the offices referred to in such articles.

It is expressly stated for the record that the calculation of the periods referred to in the foregoing articles shall not be retroactive, and shall commence at the time the relevant call is issued.

These bylaws were approved by the Extraordinary General Assembly of SEMERGEN on 27 June 2025.



President of SEMERGEN  
Dr José Polo García

General Secretary of SEMERGEN  
Dr Ana Segura Grau