

# STATUTE OF ASSOCIATION "EURHECA"

## INTERNATIONAL NON-PROFIT ORGANISATION UNDER BELGIAN LAW

### Table of contents

|  |          |
|--|----------|
| <b>PREAMBLE – DEFINITIONS</b>  | <b>3</b> |
| <b>SECTION I: CONSTITUTIVE PROVISIONS OF THE ASSOCIATION</b>             | <b>3</b> |
| Article 1: Name  | 3        |
| Article 2: Head office   | 3        |
| Article 3: Duration  | 3        |
| Article 4: Purpose and activities  | 3        |
| §1. Purpose  | 3        |
| §2. Activities   | 4        |
| <b>SECTION II: MEMBERS</b>   | <b>5</b> |
| Article 5: Conditions of admission as Ordinary Member of the Association | 5        |
| Article 6: Conditions of admission as Observer Member of the Association | 5        |
| Article 7: Resignation   | 5        |
| Article 8: Exclusion   | 6        |
| <b>SECTION III: STRUCTURE OF THE ASSOCIATION</b>                         | <b>6</b> |
| Article 9: Bodies of the Association                                     | 6        |
| Article 10: General Assembly (general management body)                   | 6        |
| §1. Powers   | 6        |
| §2. Composition of the General Assembly                                  | 6        |
| §3. Meetings of the General Assembly                                     | 7        |
| §4. Calls for General Assembly meetings                                  | 7        |
| §5. Voting rights  | 7        |
| §6. Quorum and majority  | 8        |
| §7. Minutes  | 8        |
| Article 11: Administration Board (the administration body)               | 8        |
| §1. Powers   | 8        |
| §2. Composition of the Administration Board                              | 8        |
| §3. Exercise of mandate of an Administration Board member                | 9        |
| §4. Meetings of the Administration Board                                 | 9        |
| §5. Calls for Administration Board meetings                              | 9        |
| §6. Quorum and majority  | 9        |
| §7. Minutes  | 9        |
| §8. Representation of the Association                                    | 10       |
| Article 12   | 10       |

|  |           |
|--|-----------|
| <b>SECTION IV: FINANCIAL PROVISIONS</b>                    | <b>10</b> |
| Article 13: Membership fees                                | 10        |
| Article 14: Annual accounts and audit                      | 10        |
| Article 15: Dissolution and liquidation                    | 10        |
| <b>SECTION V: GENERAL PROVISIONS</b>                       | <b>11</b> |
| Article 16: Amendments to the Statutes                     | 11        |
| Article 17: Internal Regulations                           | 11        |
| Article 18: Articles of Association – additional languages | 11        |
| Article 19: Final provision                                | 11        |

## **Preamble – Definitions**

For the application of the present Statutes, we consider:

“competent authorities”: any organisation with public interest missions related to health professionals and falling within either of the two following categories:

- the competent authorities within the meaning of the Directive 2005/36/CE of the European Parliament and of the Council of 7 September 2005 on the recognition of professional qualifications (as amended), that is *any authority or body empowered by a Member State specifically to issue or receive training diplomas and other documents or information and to receive the applications, and take the decisions;*
- any other organisation in charge of registering health professionals in a State where the Directive 2005/36/CE is applicable.

“health professional”: any health professional within the meaning of Directive 2011/24/UE of the European Parliament and of the Council of 9 March 2011 on the application of patients’ rights in cross-border healthcare, that is *a doctor of medicine, a nurse responsible for general care, a dental practitioner, a midwife or a pharmacist within the meaning of Directive 2005/36/EC, or another professional exercising activities in the healthcare sector which are restricted to a regulated profession as defined in Article 3(1)(a) of Directive 2005/36/EC, or a person considered to be a health professional according to the legislation of the Member State of treatment.*

## **Section I: Constitutive provisions of the Association**

### **Article 1: Name**

In accordance with section III (articles 46 to 57) of the Belgian Law of 27 June 1921 governing non - profit associations, international non-profit associations and foundations, an International Non-Profit Association (A.I.S.B.L.) is hereby constituted under the name "EurHeCA" hereinafter "the Association".

### **Article 2: Head office**

The head office of the Association is situated at 94, Henri Jaspar Avenue, 1060 Brussels. The registered office may be moved to any other location within the Belgian territory by decision of the Administration Board, put down for publication in the appendix to the Belgian Official Journal (*Moniteur belge*) in the month the decision is taken.

The Administration Board may foresee the establishment of operational headquarters or delegations outside Belgium, for which it will define the missions.

### **Article 3: Duration**

The Association is established for an indefinite period of time, without prejudice to legal and statutory provisions concerning its dissolution.

### **Article 4: Purpose and activities**

#### ***§1. Purpose***

The Association is a non-profit organization of international utility.

Its purpose is:

- to be a forum for competent authorities to exchange and share all useful information,
- to improve patient health, safety and well-being,
- to promote public health and quality of the healthcare,
- to collaborate with organisations of European Affairs related to healthcare professionals,
- to exchange good practices among competent authorities for healthcare professionals,
- to support the involvement of health professionals in eHealth technologies, their applications and the corresponding tools (authentication, signature, etc. ),
- to endorse and advocate for the interoperability of systems and databases of the healthcare sector,
- to encourage continuous professional development for healthcare professionals.

## *§2. Activities*

In order to achieve its purpose, the Association constitutes a forum between healthcare providers, the scientific community and the regulatory authorities, both at national and international levels and within the European Union.

The Association shall undertake all actions deemed useful by its Members to facilitate the application of EU legislation related to cross-border healthcare and the mobility of health professionals within the EU, while ensuring the security of the patient.

The Association cooperates with other national, European and international organizations with similar interests.

The Association represents and defends the joint vision and views of its Members and represents them to the authorities, both at European and international levels. The Association can only take action at national level by explicit request from all the Members from the country in question.

In this respect, the specific tasks of the Association include, but are not limited to, the following:

- 1- The establishment of a meeting and exchange forum between Members of the Association and/or any other organization or institution interested by the goals and objectives pursued by the Association, among others, about subjects concerning eHealth applications (authentication, signature, etc.) and concerning the recognition of diplomas into the European Union.
- 2- The establishment and the updating of the list of competent authorities.
- 3- The periodical organization of conferences, topic dedicated days and seminars.
- 4- The management of a website or any adapted online presence.
- 5- Anything else that may help to reach the Association's objectives and goals.

The Association may request financial assistance and collect funds which will be attributed to the achievement of its stated purpose. It may carry out any operation related to its purpose, or which is intended to benefit the purpose, and conclude all engagements to this effect.

## **Section II: Members**

### **Article 5: Conditions of admission as Ordinary Member of the Association**

The competent authorities who agree to adhere to these Statutes and who wish to pursue the same goals as the Association can be admitted as Ordinary Members of the Association by a decision of the General Assembly.

The competent authorities may submit their membership application to the Association. All membership applications must be accompanied by full documentary justification of its quality of "competent authority".

All General Assembly decisions concerning membership applications shall be subject to a two thirds majority in accordance with article 10, § 6 of these Statutes. Any membership application automatically entails the respect by the concerned competent authority of the provisions of the current Statutes and rules and decisions adopted applying them, if the authority is admitted as an Ordinary Member.

The loss of quality of competent authority entails an obligation to inform the Association and the automatic loss of Ordinary Membership of the Association. The affected legal entity can become Observer Member at its request and if approved by the General Assembly.

### **Article 6: Conditions of admission as Observer Member of the Association**

Competent authorities of which the quality is proven by a file, and which do not comply with the definition mentioned in the preamble because they are located in a State which is not covered by the field of application of Directive 2005/36/CE, or other legal persons, of public or private law, legally established according to the law and practice in their home country, who are interested in the goals pursued by the Association and who accept to abide by these Statutes may be admitted as Observer Members of the Association by decision of the General Assembly.

All membership applications have to be submitted to the Association. The General Assembly shall take all decisions concerning these applications by a two thirds majority in accordance with article 10, § 6 of these Statutes. Any membership application as Observer Member automatically entails the respect by the applicant of the provisions of the current Statutes and rules and decisions adopted applying them, if the application is accepted and the applicant is admitted as an Observer Member.

### **Article 7: Resignation**

Any Member of the Association may resign from the Association at any time, subject to a six months' notice by registered letter to the President of the Association.

A resigning Member is not eligible for a refund of membership fees, nor shall he have any claim to assets of the Association, nor to any other distribution of assets nor to any financial distribution by the Association.

The resigning Members must ensure their membership fees and all other amounts due to the Association are paid up until the end of the calendar year in which they resign. The resigning Member is not exempted from agreed obligations.

By its resignation it loses any mandate held by its delegate within the bodies of the Association.

## **Article 8: Exclusion**

The non-payment of membership fees by an Ordinary Member or an Observer Member of the Association during the year in which they are due, or the non-respect of the provisions of these Statutes and rules adopted in application of them may lead to their exclusion from the Association.

Exclusion of a Member may only be decided by the General Assembly with a two thirds majority vote in accordance with article 10, § 6 of these Statutes, after having heard the defence of the affected party. This Member is not authorized to take part in the vote referring to his exclusion.

No refund of membership fees is offered and the excluded Member shall have no claim to assets of the Association, nor to any distribution of assets nor to any financial distribution by the Association.

The excluded Member must pay all membership fees and other amounts due to the Association until the moment of its effective exclusion. The Member is not exempted from honouring obligations agreed to before its exclusion.

By its exclusion it loses any mandate held by its delegate within the bodies of the Association.

## **Section III: Structure of the Association**

### **Article 9: Bodies of the Association**

The bodies of the Association are:

1. The General Assembly, which is the general management body,
2. The Administration Board, which is the administration body.

### **Article 10: General Assembly (general management body)**

#### ***§1. Powers***

The powers granted to the General Assembly are the following:

- The admission, resignation and exclusion of Ordinary Members and Observer Members of the Association;
- The election and discharge of members of the Administration Board;
- The discharge of responsibilities of the Administration Board;
- The approval of the Administration Board's annual activity report, budgets and annual accounts;
- The decision as to conservation or attribution of any positive balance of funds;
- The appointment of auditors as the conditions set out in article 53, § 5 of the Law of the 27 June 1921 concerning non-profit associations, international non-profit associations and foundations are fulfilled;
- The setting of the amount of membership fees;
- The modification of the Statutes;
- The voluntary dissolution of the Association.

#### ***§2. Composition of the General Assembly***

The General Assembly is composed of the Ordinary Members and the Observer Members. Each Member shall appoint a representative, natural person, as its delegate.

When several Ordinary Members are competent for the same profession in one Member State, they shall appoint only one delegate.

By decision of the Administration Board, specially invited organizations or persons may participate in General Assembly debates, without voting rights.

### *§3. Meetings of the General Assembly*

The General Assembly shall meet at least once a year during the first semester under the presidency of the President of the Administration Board or in his/her absence, of one Vice president or of one delegate of any other Ordinary Member designated by the General Assembly, at the Association's registered head office or at any other location indicated on the convocation to attend the General Assembly.

An extraordinary General Assembly shall be convened by the President, in the event of exceptional circumstances, at the request of the Administration Board or by written request of, at least, 20% of the delegates of the Ordinary Members, addressed to the Administration Board. In this last case, the meeting must take place within 60 days of receipt of the request.

In order to be validly deliberated, matters must appear on the agenda. A General Assembly that has quorum may decide to add a point to the agenda by simple majority of the delegates of the Ordinary Members present. Any points added in this way can only be deliberated and no vote can be taken in their regard.

### *§4. Calls for General Assembly meetings*

All calls for General Assembly meetings are issued by the Administration Board and sent by letter, fax, electronic mail or by any other means of communication, to all Members of the Association at least 30 days before the date of the meeting. The delegates of the Members must send an acknowledgement of receipt of the meeting call through any of the mentioned means. The call provides details in matters of date, time and place of the General Assembly and includes the agenda.

The call for a General Assembly can allow Member delegates to attend the meeting remotely, by any electronic means of communication (for example through conference call or video conference), and shall describe the chosen means of communication and the procedure to make use of it.

### *§5. Voting rights*

Only the Ordinary Members have voting rights. Each delegate has one vote for the Member he represents within the General Assembly.

Voting by proxy is authorized. A mandate can be granted to a delegate of another Ordinary Member or to a third party legally tied to an Ordinary Member. Each delegate of an Ordinary Member can hold a maximum of two mandates.

The Ordinary Member delegates who attend the General Assembly remotely express a valid vote through the chosen electronic means of communication.

## *§6. Quorum and majority*

The General Assembly will have a quorum if no less than half of the delegates of Ordinary Members are present or represented. The delegates who attend the meeting remotely are deemed to be present at the place of the meeting.

Nevertheless, if this quorum is not reached, the Administration Board will convoke a new General Assembly the same day, with the same agenda. Subsequently, the General Assembly is able to hold voting sessions no matter the number Ordinary Members delegates present or represented.

Decisions will be voted by a two thirds majority of voices present or represented.

## *§7. Minutes*

All resolutions of the General Assembly are recorded in the minutes. All minutes are signed by two members of the Administration Board and kept in a special register. All Members receive a copy of the minutes within a month after the meeting.

The register of the minutes is kept at the Association's head office, where all Members can consult its content and make copies if necessary.

To draft, register and save the minutes all technological necessary means may be used, maintaining their authenticity at all times.

## **Article 11: Administration Board (the administration body)**

### *§1. Powers*

The Administration Board has full powers to achieve the purpose and activities of the Association. It has the authority to accomplish all legal agreements that are considered useful or necessary to the achievement of the Association's purpose.

The following points in particular are part of the responsibilities of the Board:

- The establishment of the annual accounts of the running financial year and the budget for the following year;
- The decision to transfer the head office within the Belgian territory;
- The creation of operational bases or delegations outside Belgium and the definition of their missions;
- The establishment of internal Regulations and any modifications thereof.

The Administration Board has the residual competence.

### *§2. Composition of the Administration Board*

The Administration Board must at all times include 5 delegates of the Ordinary Members of the Association that represent at least one profession benefiting from the principle of automatic recognition and at least two different States and professions.

The Administration Board includes a President, two Vice presidents, a Secretary and a Treasurer.

The members of the Administration Board are elected in accordance with article 10, paragraph 1 of the present Statutes, according to a roll call vote, function by function.

### *§3. Exercise of mandate of an Administration Board member*

Mandates for the Administration Board last for two years and are renewable.

A member of the Administration Board can resign from office before the end of his mandate, subject to a two months' notice addressed by registered mail to the President of the Association.

In this case, a new delegate of an Ordinary Member is appointed under the same conditions and following the same modalities, for the remaining duration of the initial mandate.

Members of the Administration Board are not remunerated for the exercise of their mandate.

### *§4. Meetings of the Administration Board*

The Administration Board meets at least once a year.

The President chairs the meetings of the Administration Board. In case of absence, the meeting will be chaired by one of the Vice presidents.

Matters subject to a deliberation must appear on the meeting agenda. Points can be added to the agenda by simple majority decision of the present members of the Administration Board. Any points added in this way to the agenda can only be deliberated and no decision can be taken in their regard.

### *§5. Calls for Administration Board meetings*

All calls for Administration Board meetings are issued by its President on his/her initiative or at the request of two members of the Administration Board, and are sent by letter, fax, electronic mail or by any other means of communication, to all members of the Administration Board within 15 days before the date of the meeting. The members invited to the meeting must send an acknowledgement of receipt of the meeting call through any of the mentioned means. The call shall provide details in matters of date, time and place of the meeting and include the agenda.

The call to attend the Administration Board meeting can allow members to attend remotely, by any electronic means of communication (for example through conference call or video conference), and shall describe the chosen means of communication and the procedure to make use of it.

### *§6. Quorum and majority*

The Administration Board cannot officially hold votes unless at least three members are present. The members who attend the meeting remotely are deemed to be present at the place of the meeting.

Decisions of the Administration Board are carried by simple majority. In case of a tied vote, the President casts a deciding vote. The members who attend remotely express a valid vote through the chosen electronic means of communication.

### *§7. Minutes*

The decisions of the Administration Board are recorded in the minutes. All minutes are signed by the two members of the Administration Board and kept in a special register. Copies of the minutes are addressed to all members of the Administration Board and to all Members of the Association within one month of each meeting.

The register of minutes is kept at the Association's head office, where all Members can consult its content and make copies if necessary.

#### ***§8. Representation of the Association***

Any commitment from the Association arising from the day to day management is signed by the President, or, in his/ her absence, by the Vice President.

Any commitment that is not considered to be part of the day to day management of the Association requires the joint signatures of the President and another member of the Administration Board.

The Association is represented in all legal matters, whether as plaintiff or defence, by its President or by one Vice President in case of unavailability of the President.

#### **Article 12**

[Repealed]

### **Section IV: Financial provisions**

#### **Article 13: Membership fees**

Ordinary Membership and Observer Membership of the Association on each year's January 1<sup>st</sup> entail the obligation of payment of the annual fee.

The fee amount for every category of Members is determined each calendar year by the General Assembly, at the same time as the payment and collection methods. The General Assembly sets among others the deadline for payment, which cannot exceed 3 months after the sending of the bills.

#### **Article 14: Annual accounts and audit**

The Association's books are kept in accordance with article 53 of the Belgian law of 27 June 1921 concerning non-profit associations, international non-profit associations and foundations.

The financial year starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup> each year. Exceptionally, the first year starts on the date of the Royal Decree of recognition and will end on December 31<sup>st</sup> of the year following its recognition.

The annual accounts for the past financial year and the budget for the coming financial year are prepared and submitted by the Administration Board and the General Assembly will deliberate on their approval.

If the accounts show an excess of receipts over expenses, the General Assembly decides whether to retain or attribute these funds.

#### **Article 15: Dissolution and liquidation**

The discharge or exclusion of one of its Members does not cause the dissolution of the Association.

Any proposal to dissolve the Association must emanate either from the Administration Board or from at least one third of the Ordinary Members of the Association. Dissolution must be deliberated and voted on by the General Assembly. The meeting held to this effect will be considered to have a valid quorum if at least two thirds of the total number of Ordinary Members are present or represented. The Association could be dissolved by unanimous decision of the delegates of Ordinary Members present or represented at the General Assembly.

If a unanimous decision is not reached, the definitive decision is postponed until a later General Assembly meeting at which the decision can be adopted by a two thirds majority of the votes of Ordinary Members present or represented at the General Assembly, independently of the actual number of Members present.

Dissolution is the starting point of the liquidation period. During this period, the entity keeps its legal personality. At the time of the dissolution, the members of the Administration Board become the liquidators or can appoint two external liquidators by a two thirds majority of decision except if the General Assembly or the judge, who in his/her case pronounces the dissolution, decides otherwise.

The eventual assets of the Association after the dissolution will freely be transferred to one or more associations of which the social goal is similar to that of the dissolved Association.

## **SECTION V: GENERAL PROVISIONS**

### **Article 16: Amendments to the Statutes**

These Statutes are unlimited in their duration. The Ordinary Member who wishes to propose a modification to the Statutes will inform by writing the President of the Administration Board of his intention and of the proposed amendment.

All modifications must be deliberated by the Administration Board and be subject to a two thirds majority of vote in accordance of article 10, § 6 of these Statutes.

Modifications made to the name of the Association must be approved by Royal Decree. All modifications are published in the Appendix to the Belgian Official Journal (*Moniteur belge*) according to the provisions of the Law of the 27 June 1921 concerning non-profit associations, international non-profit associations and foundations.

### **Article 17: Internal Regulations**

The Internal Regulations are adopted and modified by a two thirds majority of the votes cast by the members of the Administration Board. No provision of the Internal Regulations which infringes the Statutes of the Association can be adopted.

### **Article 18: Articles of Association – additional languages**

The Statutes are drawn up in French and are subject to a certified translation in English. They can be translated into other languages as well. In case of discrepancies between versions, only the French version shall be considered authentic.

### **Article 19: Final provision**

Any item not expressly mentioned in these Statutes and in particular, the publication of notices in the appendix of the Belgian Official Journal (*Moniteur belge*), is to be dealt in accordance with the provisions of Section III of the Belgian Law of 27 June 1921 concerning non-profit associations, international non-profit associations and foundations.

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