

## **Constitution**

European Operating Nurses Association vzw (not-for-profit association)  
Abbreviated: EORNA  
Duindistellaan 19  
8370 Blankenberge  
Belgium  
Company number: 114162003

### **TITLE I: NAME – REGISTERED OFFICE – OBJECT - TERM**

#### ARTICLE 1

The association bears the name: European Operating Nurses Association, abbreviated: EORNA

#### ARTICLE 2

The registered office of the association is located at Duindistellaan 19, 8370 Blankenberge, Belgium and comes under the jurisdiction of the court district of Brugge, Belgium.

The registered office may only be moved through a resolution of the general meeting, provided moreover that the general meeting observes the rules as provided for in the event of an amendment of the constitution and as described in this constitution.

#### ARTICLE 3

The object of the not-for-profit organisation is to create a forum to promote the discussion and exchange of ideas between European Operating Nurses and operating assistants, to promote and maintain a high standard of nursing of patients within the operating area by operating nurses and their colleagues, to define and defend the ethics of operation nursing, to promote research applications for operation nursing, to recognise the level of education and professional recognition of operation nursing throughout Europe, and to collaborate with other professional bodies with similar objectives.

The association may also conduct all activities which could promote this object. Within that meaning, the association may also, yet only in a subordinate manner, perform acts of trade, solely however to the extent that the profit thereof is used for the object for which the association was established.

#### ARTICLE 4

The association is established for an indefinite period of time, yet may be dissolved at any time.

### **TITLE II: MEMBERS**

#### ARTICLE 5

The number of members is unlimited, but must be at least three. The undersigned founders are the first effective members. The association may have effective and ordinary members. Full membership, which includes the right to vote at general meetings, shall solely be vested in the effective members. Effective members are those whose names are listed in the membership register, which will be kept at the registered office of the association, and a copy of which, pursuant to Section 26, (i), §1, 3° of the present legislation, will be filed with the Office of the Commercial Court. In the event of changes in the composition of the association, a new list of members must be filed within one month from the anniversary of the filing of the constitution. The statutory provisions shall only apply to the effective members. Ordinary members have solely joined the association to enjoy the activities of the not-for-profit association. They do not have the right to vote at the general meeting. The rights and obligations of the ordinary members are laid down in standing orders.

#### ARTICLE 6

The following persons may become a member of the association:

-natural persons who are professionally involved in operation nursing

-legal persons, established in accordance with the laws of their countries of origin, whose objects are to group together operating nurses and to promote operation nursing, who have been accepted as such by the general meeting and this on the proposal of the executive board. The request for the admission of a prospective member must be submitted in writing to the chairman of the executive board. The term 'member' in this constitution refers explicitly to the effective members.

#### ARTICLE 7

The executive board may also, subject to conditions it shall stipulate, admit other persons to the association as honorary members, patron members, supportive or advisory members. These members shall be considered ordinary members. Their rights and obligations are laid down in the standing orders.

#### ARTICLE 8

Every member may at any time resign from the association. The resignation must be made known to the executive board by registered letter.

#### ARTICLE 9

Resigning or excluded members and their legal successors do not have a share in the capital of the association and may therefore also never claim repayment or reimbursement of contributions made or capital brought in.

### **TITLE III: THE EXECUTIVE BOARD**

#### ARTICLE 10

The association is managed by an executive board of at least three members who are members of the association. In the event that a general meeting has only three members, the executive board shall consist of only two persons. In any case, the number of officers must always be less than the number of members of the general meeting.

#### ARTICLE 11: Term of the mandate of the officers

The mandate of the officers shall apply for a period of three years and is renewable.

#### ARTICLE 12: Manner of appointment and remuneration of the officers

The officers are appointed by the general meeting by a simple majority, irrespective of the number of members present and/or represented. The officers shall carry out their mandate free of charge. The instruments of appointment of the officers must be deposited at the Office of the Commercial Court and must be entered (as an extract) into the appendices to the Belgisch Staatsblad (Belgian Bulletin of Acts and Decrees), within thirty days of having been deposited.

#### ARTICLE 13: Termination of office and removal of the officers

The mandate of the officers shall terminate through their removal by the general meeting, through their voluntary resignation, through expiry of the mandate or in the event of death or legal incapacity of the officers.

The removal by the general meeting will be decided upon by a simple majority of the number of members present and/or represented. It must, however, be explicitly stated on the agenda of the general meeting.

An officer who resigns voluntarily must make this known to the executive board in writing. This

resignation will be with immediate effect, unless, as a result of this resignation, the minimum number of officers drops below the minimum as prescribed in the constitution. In such case the executive board must convene the general meeting within two months, which must then provide for the replacement of the officer concerned and also notify such officer thereof in writing.

The instruments relating to the termination of office and the appointment of the officers must be deposited at the Office of the Commercial Court and must be entered (as an extract) into the appendices to the Belgisch Staatsblad (Belgian Bulletin of Acts and Decrees), within thirty days of having been deposited.

#### ARTICLE 14: Powers of the officers

The executive board manages the affairs of the association and represents the association in and out of court. The board is authorised in respect of all matters, with the exception of those explicitly reserved by the law for the general meeting. The executive board shall act as plaintiff and respondent in all legal proceedings and shall decide whether or not to take recourse to a legal remedy.

The executive board shall appoint and dismiss the members of staff and shall determine their remuneration.

The executive board may only decide in a legally valid manner in the event that the majority of the officers is present. Decisions will be made by a simple majority of votes. In the event of an equality of votes, the chairman or vice-chairman shall have the casting vote.

#### ARTICLE 15

The executive board will be convened by the chairman or by two officers.

The meetings of the executive board will be presided over by the chairman. If the chairman is prevented from acting or is absent, the meeting will be presided over by the vice-chairman.

The executive board will meet each time such is requested by the chairman or by two members of the board, but at least four times a year, in principle at the seat of the association, where the resolutions will also be collected and retained.

#### ARTICLE 16

Minutes will be kept of every meeting, which will be signed by the chairman and the secretary and which will be entered into a register designated for that purpose. The extracts which must be submitted and all the other instruments will be signed in a legally valid manner by the chairman and the secretary. If these officers are prevented from acting, two other officers may sign these documents in a legally valid manner.

#### ARTICLE 17

The executive board will issue all standing orders it deems necessary and proper.

The executive board may, if it deems such necessary, appoint a delegate officer or managing director, who will be given responsibility for the day-to-day management. Such person will be responsible for the current affairs and the correspondence and will sign, in a legally valid manner, on behalf of the association vis-à-vis the Bestuur der Postchecks, the public and private banks and all other institutions.

#### ARTICLE 18

Officers who act on behalf of the association must, vis-à-vis third parties, not refer to any resolution or authorisation.

## ARTICLE 19

Persons authorised to represent the association, in accordance with Section 13, 4° paragraph, W.VZW (Not-for-profit Associations Act)

The executive board may, on its own responsibility, transfer its powers in respect of certain acts and tasks to one of the officers or to another person who is a member of the association or otherwise.

The executive board may elect from among its officers a chairman, a vice-chairman, a secretary, a treasurer and any office necessary for the proper functioning of the association.

Their appointment will be effected by the executive board by a simple majority, which will decide thereon in a legally valid manner provided that the majority of the officers is present.

The termination of office of these authorised persons may be effected

a) on a voluntary basis by the authorised person him/herself, by means of submitting a written resignation to the executive board

b) by removal by the executive board by a simple majority, which decides thereon in a legally valid manner provided that the majority of officers is present. The decision thereon by the executive board must, however, be made known to the party involved within seven calendar days, by registered letter.

The instruments relating to the termination of office and the appointment of the persons authorised to represent the association must be deposited at the Office of the Commercial Court and must be entered (as an extract) into the appendices to the Belgisch Staatsblad (Belgian Bulletin of Acts and Decrees), within thirty days of having been deposited.

The authorised persons shall exercise their powers separately.

## ARTICLE 20

Persons responsible for the day-to-day management of the association, in accordance with Section 13b, 1° paragraph, W.VZW (Not-for-profit Associations Act)

The executive board may elect from among its officers a chairman, a secretary, a treasurer and any office necessary for the proper functioning of the association. The persons holding office within the executive board form the managing committee.

Their appointment will be effected by the executive board by a simple majority, which will decide thereon in a legally valid manner provided that the majority of the officers is present.

The termination of office of the managing committee may be effected

a) on a voluntary basis by a member of the managing committee him/herself, by means of submitting a written resignation to the executive board

b) by removal by the executive board by a simple majority, which decides thereon in a legally valid manner provided that the majority of officers is present. The decision thereon by the executive board must, however, be made known to the party involved within seven calendar days, by registered letter.

The instruments relating to the termination of office and the appointment of the persons of the managing committee must be deposited at the Office of the Commercial Court and must be entered (as an extract) into the appendices to the Belgisch Staatsblad (Belgian Bulletin of Acts and Decrees), within thirty days of having been deposited.

The decisions taken by the managing committee, which meets as a body, shall at all times be taken in mutual consultation.

## **TITLE IV: GENERAL MEETING**

## ARTICLE 21

The general meeting is composed of all effective members and will be presided over by the chairman of the executive board or by the vice-chairman.

A member may, however, be represented at the general meeting by another member. However, a member may only represent one other member. Every member has only one vote at the general meeting.

## ARTICLE 22

The general meeting shall solely be authorised in respect of the following:

- the amendment of the constitution,
- the appointment and the removal of the officers,
- the appointment and the removal of the members of the supervisory board and the determination of their remuneration in the event that remuneration is given,
- the granting of discharge to the officers and the members of the supervisory board,
- the adoption of the budget and the accounts,
- the voluntary dissolution of the association,
- the appointment and exclusion of a member of the association,
- the conversion of the association into a company with a social object,
- all cases required by this constitution.

## ARTICLE 23

The maximum contribution is EUR 1000.

The general meeting will be convened in a legally valid manner by the executive board or by the chairman whenever such is required by the object of the company.

The general meeting must be convened at least once a year for the approval of the accounts of the preceding year and the budget of the following year, and such within six months of the closing date of the financial year. This annual general meeting will be held at the company's office or at any other place to be stated in the notice convening the meeting.

The general meeting will be held during the month of April.

The executive board shall furthermore be obliged to convene the general meeting if 1/5 of the effective members has submitted a request thereto to the executive board and such in a registered letter in which the agenda items to be discussed are stated. In this case, the executive board shall be obliged to convene the general meeting within 15 working days, stating the requested items on the agenda.

## ARTICLE 24

The notices convening the general meeting must, in order to be valid, be signed by the chairman or by two officers. All effective members must be convened by letter, registered or otherwise, at least six weeks prior to the meeting.

## ARTICLE 25

The notice convening the meeting, which states the place, date and hour of the meeting, will contain the agenda, which will be determined by the executive board. Every item proposed in writing by any of the effective members must also be stated on the agenda. This item must naturally be signed by every member and be submitted to the chairman of the executive board at least two working days prior to the meeting. Items not on the agenda may only be discussed if there is a consensus in respect thereof in the general meeting.

## ARTICLE 26

In ordinary cases, resolutions are passed by a simple majority of the votes present and represented. In the event of an equality of votes, the chairman or vice-chairman shall have the casting vote.

## ARTICLE 27: amendment of the constitution

A resolution to amend the constitution may only be passed if such amendment is stated in detail on the agenda and 2/3 of the effective members are present or represented. In the event that such number is not obtained, a second meeting may be convened, as provided by this constitution, and at which a valid resolution may be passed by this meeting, irrespective of the number of members present. This second meeting may not be held within 15 calendar days of the first meeting. Furthermore, each amendment of the constitution requires a majority of 2/3 of the votes present or represented, which also applies to the second general meeting. A resolution to change the object of the association may only be passed by a majority of 4/5 of the votes.

In respect of each amendment of the constitution, the amendments and the fully coordinated constitution shall be deposited after such amendment at the Office of the Commercial Court. Within thirty days of having been deposited, the amendment must be entered (as an extract) into the appendices to the Belgisch Staatsblad (Belgian Bulletin of Acts and Decrees).

## ARTICLE 28

In the event of a voluntary dissolution of the association, the same rules as described in the event of a change of the object of the association shall apply.

## ARTICLE 29

A majority of 2/3 of the votes is required for the exclusion of a member. In the event of an exclusion of a member, this item must also be stated on the agenda and the member must be invited to conduct his/her own defence.

## ARTICLE 30

Minutes are kept of every meeting, which will be signed by the chairman and the secretary and which will be entered into a specific register. This register may be inspected at the registered office of the association by members and interested third parties. Extracts thereof shall be signed in a legally valid manner by the chairman and the secretary or by two officers and, failing which, by two members of the general meeting.

## **TITLE V: ACCOUNTS AND BUDGETS**

### ARTICLE 31

The financial year of the association runs from 1 January to 31 December. The executive board closes the accounts of the preceding financial year and prepares the budget for the following financial year. Both are submitted for approval to the general meeting, which will be held within six months of the closing date of the financial year.

## **TITLE VI: DISSOLUTION AND LIQUIDATION**

### ARTICLE 32

With the exception of cases of judicial dissolution and dissolution by operation of law, only the general meeting may pass a resolution in respect of dissolution, provided that 2/3 of the members are present or represented at the general meeting and, furthermore, a majority of 4/5 agrees to the voluntary dissolution of the association. The proposed voluntary dissolution of the association must be explicitly stated on the agenda of the general meeting.

If 2/3 of the members are not present or represented at this general meeting, a second general meeting must be convened, which shall deliberate in a legally valid manner, irrespective of the number of members present or represented, but provided that a majority of 4/5 agrees to the voluntary dissolution of the association.

In the event of a voluntary dissolution, the general meeting or, in the absence thereof, the court,

shall appoint one or more liquidators. The general meeting, or the court, as the case may be, shall also determine the authority of the liquidator(s), as well as the conditions in respect of the liquidation.

The assets, after settlement of the liabilities, will be transferred to an association with an altruistic object.

The resolution for the dissolution, the appointment and the termination of the office of the liquidators will be deposited at the Office of the Commercial Court. Within thirty days of having been deposited, the resolution for the dissolution, the appointment and the termination of the office of the liquidators must be entered as an extract into the appendices to the Belgisch Staatsblad (Belgian Bulletin of Acts and Decrees).

#### ARTICLE 33

The act of 27 June 1921, as amended by the act of 2 May 2002, shall remain applicable in respect of all that which is not provided for or regulated by this constitution.

Mol, 1 December 2005

### **INSTRUMENT RELATING TO THE EXECUTIVE BOARD**

The Executive Board is constituted as follows:

Caroline Higgins  
Merja Fordell  
Yael Edry  
Charmaine Betzema  
Brigitte Van de Walle

The executive board carries out its mandate as a body, but may, on its own responsibility, transfer certain powers to one or more authorised persons.

The executive board represents the association in all instruments, both in and out of court, and also possesses all powers not assigned by the law or by this constitution to the general meeting and subject to the condition that its decisions are taken within the budget, which was approved by the general meeting.

The executive board will itself, from among its members, appoint every office it deems necessary for the proper functioning of the association.

### **INSTRUMENT RELATING TO THE APPOINTMENT OF THE PERSONS AUTHORISED TO REPRESENT THE ASSOCIATION**

The executive board has divided the following offices among its members and appointed the following persons to such office:

Chairperson: Caroline Higgins  
Vice-Chairperson: Merja Fordell  
Secretary: Yael Edry & Ahuva Friedman  
Treasurer: Charmaine Betzema & Brigitte Van de Walle

In respect of all administrative obligations, the chairman and/or the secretary have unlimited and individual power of attorney.

In respect of all financial obligations, the chairman and/or the treasurer have unlimited and individual power of attorney up to an amount of EUR 1000. In respect of any sum exceeding this amount, the joint signatures of two officers are required.

Source:  
<http://www.eorna.eu>

Copyright EORNA