European Operating Room Nurses Association

European Operating Room Nurses Association
AISBL (international non-profit association)
Abbreviated: EORNA
Chaussée de La Hulpe, 166 25, 1170 Watermael-Boitsfort, BELGIUM
Enterprise number: RLE Brussels 0459.260.455

EUROPEAN OPERATING ROOM NURSES ASSOCIATION
STANDING ORDERS MANUAL

Purpose

This document outlines the working details and governance practices to be followed to deliver the 48 articles of the EORNA Constitution, a European non-profit Association registered in Belgium. All members will be obliged to refer to a copy of this manual for their reference at Board meetings and in determining and supporting the operational processes of EORNA.

Terms of Reference for Committees and role descriptions will be the responsibility of the Organizing Committee (Org C). These standing orders will serve for a period of two years from the date of revision unless developments through the strategic action planning process identify the need for a shorter timeframe. The Board must approve any revisions.

Introduction

The Board of Directors drew up *these standing orders (SO)* on 15/08/2023 and will be approved by the General Assembly in May 2024.

The present regulation conforms with the AISBL's statutes as published in the Belgian Bulletin of Acts and Decrees (or Moniteur Belge), the provisions of which always take precedence over those of the Standing Orders.

European Operating Room Nurses Association

NAME – REGISTERED OFFICE – PURPOSE AND ACTIVITIES - TERM

Article 1. Name
Article 2. Registered office
Article 3. Management company
Article 4. Object
Article 5. Objectives

Title II. Language – Logo - Written communications

Article 6. Language
Article 7. Logo
Article 8. Written communication
Article 9. Recording the meetings

TITLE III – MEMBERS - MEMBERSHIP

Article 10. Number of Members
Article 11. Members
Article 12. Legal person
Article 13. Member´s list
Article 14. Membership fees
Article 15. Membership general information
Article 16. Full (effective) members
Article 17. Admission of observers
Article 18. Prospective members
Article 19. Termination of membership

TITLE IV – THE BOARD OF DIRECTORS / EXECUTIVE COMMITTEE - MANAGEMENT

Article 20. The EORNA Board of Directors
Article 21. The Executive Committee represents the association
Article 22. Executive Committee
Article 23. Management of the association
Article 24. Executives' term of mandate
Article 25. Officers’ appointment
Article 26. Executive Committee Duties
Article 27. Standing orders issuing
Article 28. Termination of mandate for officers
Article 29. Resignation of an officer

TITLE V - EORNA BOARD OF DIRECTORS COMPOSITION

Article 30. Composition
Article 31. Board nomination and terms of office
Article 32. Discontinuation of term of office
Article 33. General Board Information

European Operating Room Nurses Association

TITLE VI - EORNA BOARD MEETINGS

Article 34. Conduct of Board meetings
Article 35. Committees
Article 36. Communication
Article 37. Financial conduct of the board
Article 38. Website

TITLE VII - ANNUAL GENERAL MEETINGS (AGM)

Article 39. General information
Article 40. Convening notices
Article 41. Amendment of the constitution
Article 42. Conduct of AGM
Article 43. Extraordinary meetings

TITLE VIII - FINANCES

Article 44. Accounts and budgets
Article 45. References for financial and expense guidelines

TITLE IX - DISSOLUTION AND LIQUIDATION

Article 46. Dissolution and Liquidation
Article 47. General information on dissolution and disputes between members

TITLE X – EORNA CONGRESSES ORGANIZATION

Article 48. Congresses organization

Appendix

1. Code of conduct/ Communication document
2. Terms of reference committees
3. Role profiles
4. Handover guidelines
5. Expenses guidelines
6. Financial guidelines
7. Conflict of interest guidelines
8. Application pack
9. Social media guideline
10. Webmaster
11. Board meeting guidelines
12. Host country guidelines

TITLE I. NAME – REGISTERED OFFICE – PURPOSE AND ACTIVITIES - TERM

Article 1. Name

The Association bears the name European Operating Room Nurses Association, EORNA.

Article 2. Registered office

The Association's registered office is located at Chaussée de La Hulpe, 166 25, 1170 Watermael-Boitsfort, Belgium, and will come under the jurisdiction of the Brussels, Belgium court district.

The registered office may only be moved through a resolution of the Annual General Meetings, provided, moreover, that the Annual General Meetings observes the rule as provided for in the event of an amendment of the constitution and as described in this governance.

Article 3. Management company

The Association currently works with the management company K.I.T. Group GmbH, located at Kurfürstendamm,71, 10709 Berlin, Germany.

Article 4. Object

The object of the European non-profit Association is to create a forum to promote the discussion and exchange of ideas between European Operating Room Nurses with the aim of:

i. Promoting and maintaining a high standard of nursing for patients within the operating area by perioperative nurses,
ii. Defining and defending the ethics of perioperative nursing care,
iii. Promoting research applications for perioperative nursing,
iv. Recognizing the level of education and professional recognition of perioperative nursing throughout Europe,
v. Collaborating with other Nurses organizations.

Article 5. Objectives

The Association achieves its purpose by pursuing a range of activities including, but not limited to:

i. Promoting and maintaining high standards of care for patients within the perioperative area,
ii. Promoting evidence-based nursing care within the perioperative area,
iii. Defining and defending the ethics of perioperative nursing care,
iv. Promoting scientific research conducted by perioperative nurses,
v. Promoting quality and effectiveness of perioperative nursing care education,
vi. Promoting discussion and exchange of ideas and knowledge between perioperative nurses in Europe,
vii. Achieving recognition of the educational level and the professional status of perioperative nurses throughout Europe,
viii. Collaborating with other professional nurses associations with similar objectives throughout Europe,
ix. Organizing international congresses in Europe,
x. Creating international education webinars,
xi. Writing and publishing recommended practices for perioperative care,

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

EORNA
European Operating Room Nurses Association

TITLE II. LANGUAGE – LOGO - WRITTEN COMMUNICATIONS

Article 6. Language

The official language of EORNA is English.

Article 7. Logo

The official EORNA logo may only be used by EORNA member associations, and there is an agreed version to be used, which is obtained from the webmaster or Secretariat.

A cost (to be agreed by the Board) will be charged for the use of the EORNA logo by anyone (a company) other than national member associations and then approved by the EORNA Board.

The abbreviation (EORNA) can be used by members for all official documentation.

Article 8. Written communication

All written communications must be checked and signed off by an appropriately identified person fluent in verbal and written English to support standardized and concise communications to its members. The President and Executive Committee will ensure that all the documents are checked.

Article 9. Recording the meetings

All EORNA meetings will be conducted in English and documented in English. Meetings may be recorded by the Secretary only with full permission and disclosure of the Board and will be deleted within an agreed timeframe. This is to support written communications about EORNA business.

TITLE III. MEMBERS - MEMBERSHIP

Article 10. Number of Members

The number of members is unlimited, but there must be at least two.

Article 11. Members

The following persons may become a member:
- Natural persons who are professionally involved in perioperative nursing as registered nurses.
- Legal persons established per the laws of their country of origin, whose objectives are to group together only perioperative nurses and promote perioperative nursing care.”

Article 12. Legal Person

Legal persons will be accepted as such by the Annual General Meetings and on the proposal of the Board. The request for the admission of a prospective member must be submitted in writing to the Secretary. Effective members have the right to vote at the Annual General Meeting and are those whose names are listed in the membership register.

Article 13. Members' List

The member list needs to be updated and published. The register of members is kept at the Association's registered office and a copy of which 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.

Article 14. Membership fee

Effective members must pay the annual membership fee.

i. The EORNA Board reviews the membership fee annually at the Annual General Meeting (AGM). A clear rationale for fee agreement will be made clear in all communications to members.
ii. The member countries' Associations will be invoiced on the 1st of January, and payment must be made electronically via bank transfer to the EORNA account within 30 days of the date of invoice.
iii. Members must inform the Treasurer / President of any difficulties or issues around payment, so agreement can be held to support this member.
iv. Failure to pay the fee in the allocated time may result in the termination of membership.

Article 15. Membership General Information

EORNA members should promote the Association to European colleagues to support and increase membership.

Article 16. Full (effective) Members

These are representative/s of their national perioperative nurse association and, as such, have one vote. The maximum number of representatives holding any board position, i.e., Executive Officer or Board member, is two, and they hold one vote for the Association represented.

The President holds a neutral position in terms of nationality and should not hold any board positions in any member countries of EORNA or another association during his/her term of office to prevent conflict of interest and maintain neutrality.

All members with voting rights are listed in the membership register and are updated and filed annually to the registered office.

The President is not representative of any National Association and, therefore, has no vote in normal business but has the right to a casting vote in circumstances (e.g., equality of board votes), which must be clearly explained and agreed upon by the Board.

Article 17. Admission of observers

The EORNA Board reserves the right to admit additional persons as members of the following membership categories where it is required or deemed necessary (e.g., provide expert or specific support within a time period) and in accordance with the Constitution. These may include titles such as Honorary, Patron, Advisory, and Professional.

Non-full (effective) members have no voting rights.

The rights and obligations of individuals within these categories will be drawn up and agreed upon by the EORNA Board prior to their appointment and will be specific to the role required, and the terms agreed upon.

Ordinary members will abide by the Code of Conduct and formally agree in writing the acceptance and requirements of the role. Ordinary members' roles will be reviewed and agreed upon annually at the Board meeting and detailed in the AGM proceedings.

The Board may also admit other persons to the Association as observers (e.g., honorary, patron, supportive, or advisory members). Observers may enjoy the activities of the association. They are invited to the Annual General Meeting but do not have the right to vote.

Honorary members are those who have contributed significantly to the Association's activities and have been voted for by a qualified majority (greater than two-thirds) of the general assembly. They do not pay membership fees.

Article 18. Prospective members

Prospective members will be provided with an application pack from the EORNA Secretariat. On completion, the EORNA Board may invite observers from the organization to the EORNA Board Meeting. There will also be the opportunity for the prospective member to present an introduction of their Association to seek the vote of membership from the EORNA Board.

Voting for membership will be undertaken in a closed session and determined by a majority vote unless there is a tie in which the President will make the casting vote. The outcome will be shared with the applicant on the day and formally communicated by the President in written form.

Article 19. Termination of membership

Any member who does not attend two consecutive Board meetings without explanation or apologies received will have their membership discontinued and will be considered a lapsed member following consultation with the Board.

Extenuating circumstances of non-attendance will be considered by the Board. Lapsed members may apply for readmission within three years of last attendance and will be considered for ratification as a return to the full member as agreed by the EORNA Board. Any time exceeding three years may result in a renewed application request.

Non-payment of the annual fee after the requested date or without communication with the Treasurer may result in the termination of membership and will be ratified at the AGM.

Any member wishing to resign from EORNA must give written notification to the President, with the Executive Committee informed. The Association will not refund annual fees or return any profits to the member leaving. Any fees due that are not already paid must be paid in full for the year during which the resignation or exclusion occurs.

The member who hosts the EORNA Congress cannot resign its membership for at least two years after the congress.

TITLE IV. THE BOARD OF DIRECTORS / EXECUTIVE OFFICERS - MANAGEMENT

Article 20. The EORNA Board of Directors

The EORNA Board (all full and effective member countries) will carry out its mandate as a body but may, on its own responsibility, transfer certain powers to one or more authorized persons, such as a PCO (Professional Conference Organizer), an accountancy firm, or auditor.

Article 21. The Executive Committee represents the Association

The Executive Committee represents the Association in all matters, both legal and otherwise. It has authority not given to the Annual General Meetings as long as decisions are within the budget and benefit the Association, as approved by the Annual General Meeting.

Article 22. Executive Committee

The Executive Committee are all effective members (National Associations). The Executive Committee is made up as follows:

1. President
2. Vice-President
3. Secretary
4. Treasurer

In respect of all administrative obligations, the Executive Committee has unlimited and individual power of attorney.

Article 23. Management of the Association

The Association is managed by an Executive Committee of at least three members (officers) who are members of the Association. In the event that an Annual General Meeting has only three members, the Executive Committee shall consist of only two persons. In any case, the number of officers must always be less than the number of Annual General Meetings members.

Article 24. Executive Officers Term of Mandate

The Term of Mandate of the Executive Officers is two years, renewable at most twice. An Executive Officer shall not be eligible for re-election after six years, except in exceptional circumstances as covered in Article 31.

Article 25. Officers' appointment

The officers are appointed by the Annual General Meeting by a simple majority, irrespective of the number of members present and/or represented. 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 Belgic Staatsblad (Belgian Bulletin of Acts and Decrees) within thirty days of having been deposited.

Article 26. Executive Committee Duties

The Executive Committee manages the affairs of the Association and represents the Association in and out of court.

The Board of Directors is authorized in respect of all matters, with the exception of those explicitly reserved by the law for the Annual General Meeting. The EORNA Board of Directors 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 Committee shall appoint and dismiss the staff members and determine their remuneration. The Executive Committee may only decide in a legally valid manner in the event that the majority of the officers are present.

Decisions will be made by a simple majority of votes. In the event of an equality of Votes, the President shall have the casting vote.

The Executive Committee will be convened by the President or by two officers. The meetings of the Executive Committee will be presided over by the President. If the President is prevented from acting or is absent, the Vice-President will preside over the meeting.

The Executive Committee will meet each time such is requested by the President or by two members of the Board, but at least four times a year, in principle at the seat of the Association, at the offices of the management company, or virtually, where the resolutions will also be collected and retained.

Minutes will be kept of every meeting, which will be signed by the President 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 President and the Secretariat. If these officers are prevented from acting, two other officers may sign these documents in a legally valid manner.

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

Article 27. Standing Orders Issuing

The Executive Committee will issue all standing orders it deems necessary and proper. If it deems necessary, the Executive Committee may appoint a delegate Officer or Managing Director, who will be responsible 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.

Officers who act on behalf of the Association must, vis-à-vis third parties, not refer to any resolution or authorization. The authorized persons shall undertake their responsibilities individually whilst ensuring that they comply with the organization's overall aims and that they work with other officers as necessary.

Article 28. Termination of Mandate for officers

The Mandate of the officers shall terminate through their removal at the Annual General Meeting, through their voluntary resignation, through expiry of the mandate, or in the event of death or legal incapacity of the officers. The Board of Directors may agree to change this.

The removal by the Annual General Meeting will be decided upon in a legally valid manner by a simple majority of the number of members present and/or represented. It must, however, be explicitly stated on the agenda of the Annual General Meeting.

The decision thereon by the Board of Directors must, however, be made known to the party involved within thirty calendar days by registered letter.

Article 29. Resignation of an Officer

An Officer who resigns voluntarily must make this known to the Board of Directors 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 Board of Directors must convene the Annual 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 Belgic Staatsblad (Belgian Bulletin of Acts and Decrees), within thirty days of having been deposited.

European Operating Room Nurses Association

TITLE V - EORNA BOARD OF DIRECTORS COMPOSITION

Article 30. Composition

The EORNA Board of Directors will consist of all the national representatives of member Associations termed a full member (effective member) with voting rights.

There are four Executive Committee positions that are elected by the Board of Directors:

i. President
ii. Vice-President
iii. Secretary
iv. Treasurer

They form the Executive Committee and are authorized by the Board of Directors to carry out operational duties supporting the agreed activities' continuance.

Each full member/national association has one vote for the election of officers. Each member country can hold one position on the EORNA Executive Committee. They must not resign simultaneously from the Board.

The President operates a neutral position and does not hold a vote unless required to give a casting vote in the event of a tie.

A dated schedule will be clearly detailed on the election of Officers to ensure a continuity of experience and a cycle of succession for each position. The typical pattern of re-election is that all positions should follow the handover guideline to maintain continuity.

Article 31. Board nomination and terms of office

The Secretariat will be responsible for the voting process, associated paperwork, and timeline publications with the agreement of the Board of Directors.

Notifications for nominations must be circulated by the Secretary to the member Associations one year before the Board meeting, in which the vote will occur with a clear timeline of the voting process for potential nominees and re-election schedule. In extraordinary situations, this timeline may be adapted by the Executive Committee in the best interest of EORNA.

Advanced notification of the election schedule will provide an opportunity for interested members to seek support within their own organization. National Association members must declare their interest in Officer positions for election to the Board within the timeline proposal.

Nominations for office must be supported by the candidate's member organization and seconded by another member country before the publication of interest in a position. All nominations must be received eight weeks before the vote at the Board meeting as detailed on the voting timeline. The nominee submits an election statement to the Secretariat four weeks in advance for circulation to Board members to support the voting process.

Nominees must make a verbal presentation to the Board of Directors before voting takes place at the meeting. Voting will be undertaken by secret ballot at the Board meeting, and the votes will be counted and checked by the Secretariat and another Officer as agreed by the Board of Directors in the interests of candor and transparency.

The term of office for the elected positions on the Executive Committee is two years for all Executive positions. If there are no other nominations, the incumbent may go forward for a second term, which must be included in the voting schedule.

If only one nomination is standing for Office, notification will be made to the members, presented to the Board, and voted as per voting guidelines.

The maximum period of Office for one member is six years. In exceptional circumstances, when there are no eligible nominations for positions but interested Board members who have served in the previous six years, then this nomination can be accepted for vote if agreed by the Board.

Member Associations can only hold one Executive Committee Officer position at any one time.

Article 32. Discontinuation of term of office

If the President is unable or unwilling to complete their term of office, the Vice-President will undertake the role of President until the nomination and voting process can be achieved as outlined in Article 33.

If the Vice-President is unable or unwilling to complete their term of office, this role will remain vacant until the nomination and voting process can be achieved as in Article 33.

In the event that the Secretary or Treasurer is unable to support the Board co-opting into the vacant role, the President or Vice-President will nominate with consensus another individual from the Board of Directors to undertake the role as an interim measure until the following planned Board of Directors meeting takes place.

Article 33. General Board Information

The venue of the Spring meetings moves amongst the member Associations. Member organizations hosting the meeting provide a nominated “link person” to liaise with the Secretariat to arrange the details of the meetings for members.

A “package” with all dates, accommodation, venue, and costs should be sent out six months before the board meeting. This allows Board members to book their journey as early as possible.

Role descriptions are available for all officer roles and will be reviewed on a regular basis and at least once every three years. Any equipment or asset issued to the Officers for use during their term of office will remain the property of EORNA.

The Quorum of Board meetings is at least two Executive Committee members, but their number must not exceed member attendees.

This document forms the integrated and directive governance manual available for all members to reference at Board meetings.

This manual will be maintained by the allocated governance group by the Secretariat and agreed upon by the Board of Directors.

Where possible, EORNA Board business that requires a vote will be detailed in advance on the agenda. Voting can be made by the member in person, by Postal, email, or proxy.

Members of the Board will be offered the opportunity via email for consensus opinion on agreed issues.

TITLE VI. EORNA BOARD MEETINGS

Article 34. Conduct of Board meetings

Board meetings can be held in person, virtually, or in a hybrid manner.

The President will be expected to chair all Board meetings.

Whenever the President is absent, the Vice-President will replace the chair. In the extraordinary situation where both are absent, the Board shall elect one of their members by majority to chair the meeting.

All business will be conducted in verbal and written English.

Meetings are held bi-annually, in Spring and Autumn, and the Annual General Meeting is held at the Spring meeting.

The Executive Committee officers will meet at minimum two times annually by an agreed method, which may include electronic communications.

Minutes will be kept of both the Board and Annual General meetings. The President will sign these minutes as a true record of events once approved by the Board, with any amendments noted. All records and accounts should be retained for a period of at least five years.

In the event of a tie vote in any voting result, the President (or replacement) shall have the casting vote.
The Secretary must receive agenda items at least six weeks before the meeting.

Article 35. Committees

The Vice-President is responsible for organizing committee works.

Board members should provide a CV which helps the vice-president to propose a committee according to their professional experience. The committees within EORNA are to ensure the continuance and prompt action on streams of work. Consideration may be given to other group strategies.

Member organizations are encouraged to support these for the full term within their representation on the EORNA Board. The committees will be chaired by a nominated chairperson as voted within the group and ratified by the Executive Committee. The Chairperson will serve a period of three years and will be subject to yearly discussion and agreement within the Executive Committee.

Committee members work together in person at the Spring meeting and if possible, virtually during the Autumn meeting. They can meet virtually as often as necessary between board meetings.

Committees do not have direct access to the EORNA bank account.

Terms of Reference will be available for each of the committees.

Committees will be responsible for the delivery of allocated work within an allocated timescale. A report will be developed on the progress of the work plan at each of the Board meetings and available three weeks prior to the meeting for inclusion in the Board meeting documents.

Notes of meetings and action plans must be recorded and copies sent to the Secretariat for retention.

Article 36. Communication

The main method of communication for EORNA business is by e-mail. EORNA has an electronic communication tool, «Basecamp®,» to share information and documents among all Board members.

Each individual Board member (a maximum of two) will be required to provide email contact details, and correspondence will only be sent to these email addresses.

On 1 January, each EORNA member Associationwill inform the Secretariat of the identity of the President of the national association and his official email address. A read receipt will be applied to all EORNA Board emails, and the member association must acknowledge the communication. Details for the secondary contact are also requested.

Board meeting documents will be available on the communication tool «Basecamp®» and will include agenda and supporting documents.

An email protocol exists for members and consists of three aspects of response:

i. **Urgent e-mails** must be identified by either using the tag provided in the e-mail package, or if this is not possible, the message should be written in BLOCK CAPITALS and responded to by return immediately.
ii. **E-mail for information**: read confirmation only. No action or response is needed.
iii. **E-mail for response**: read confirmation and response within the given time schedule identified, or if no time schedule is identified, response should be given within two weeks after the e-mail has been sent.

Article 37. Financial conduct of the board

The EORNA Treasurer (or a legally responsible third party) must maintain the bank account. If the Treasurer is unavailable, then the President or nominated Executive representative provides this role.

All funds belonging to EORNA shall, unless invested, be deposited into a bank account (in Euro) in the name of the Association. No sum shall be drawn from this account except by credit card signed by such persons as the Board may direct.

The Executive Committee requires the approval of the EORNA Board of Directors for expenditure over €5.000. The President and Treasurer have individual authority for approved expenditure up to €1.500. Amounts between €1.500 to €5.000 require President and Treasurer's signature.

All expense claims must follow the expense guidelines.

Urgent financial decisions can be made by the Executive Committee as a unanimous decision (recorded in minutes of the meeting, including the rationale for the decision), subsequently ratified by the Annual General Meeting when approving the budget or annual accounts.

Article 38. Website

The Website is hosted at http://www.eorna.eu. This function can be outsourced to a service provider as appropriate. The website publishes all agreed information produced by EORNA and any appropriate information within the field of perioperative nursing.

A management company (currently, K.I.T. Group) is appointed as webmaster by EORNA and works under the Association (Communication Committee) supervision. They publish information in agreement with an identified person within the Association. The webmaster liaises with Association members on material to publish on the EORNA website.

Key duties of the management company as webmaster are:

i. Website maintenance and management, including timely upkeep, design, and access,
ii. Deposit an electronic backup copy of the complete website as an archival record of its contents, including a sitemap and any significant correspondence pertaining to its maintenance,
iii. Ensure the website directory will contain electronic copies of all official association documents (documents, constitution, etc.),
iv. Submit an annual report (and additionally, if requested) to the Board,
v. Keep domain access credentials up to date and secure, informing the Executive Committee of changes,

TITLE VII. ANNUAL GENERAL MEETING (AGM)

Article 39. General information

The Annual General Meeting can be held in person, virtually, or in a hybrid manner and is composed of all effective members. It will be presided over by the EORNA President. Every member Association has only one vote at the general meeting.

The Annual General Meetings shall solely be authorized in respect of the following:

i. The amendment of the constitution,
ii. The appointment and the removal of the officers,
iii. The appointment and the removal of the members of the Executive Committee and the determination of their remuneration in the event that remuneration is applicable,
iv. The granting of discharge to the officers and the members of the Executive Committee,
v. The adoption of the budget and the accounts,
vi. The voluntary dissolution of the association,
vii. The appointment and exclusion of a member of the association,
viii. The conversion of the organizations into a company with a social objective,
ix. All cases required by this constitution.

The Annual General Meetings will be convened in a legally valid manner by the Executive Committee or by the President whenever such is required by the object of the company. The Annual General Meetings must be convened at least once a year for the approval of the preceding year's accounts and the following year's budget, and such within six months of the closing date of the financial year.

The Annual General Meetings will be held at the groups or at any other place to be stated in the notice convening the meeting.

The Annual General Meetings will be held during the Spring meeting. The Executive Board shall furthermore be obliged to convene the Annual General Meetings if one-fifth of the effective members have submitted a request thereto to the Executive Committee and such in a letter in which the agenda items to be discussed are stated. In this case, the Executive Committee shall be obliged to set up the Annual General Meetings within 15 working days, stating the requested items on the agenda.

At the Annual General Meetings, each member may represent a maximum of two members of the association.

Article 40. Convening notices

In order to be valid, the convening notices of the Annual General Meetings must be signed by the President or two officers. All effective members must be convened by letter (or equivalent electronic mean), registered or otherwise, at least six weeks prior to the meeting. All effective members must be informed three weeks prior to the meeting.

The convening notice of the meeting, which states the meeting's place, date, and hour, will contain the agenda, which the Executive Committee will determine. Every item proposed in writing by any of the effective members must also be stated on the agenda.

This item must be signed by every member and submitted to the President of the Board of Directors 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 Annual General Meetings.

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

The members can vote remotely in advance of the Annual General Meetings by using the form established by the Board if such form is sent together with the convening notice. The voting forms must be sent not more than two days in advance of the Annual General Meetings to the Secretary.

Article 41. 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 two-thirds of the effective members are present or represented.

A two-thirds majority of those present must achieve all votes regarding amendments to the constitution, and this (number) must be clearly defined by the Secretary before the vote takes place.

In the event that such a 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 two-thirds of the votes present or represented, which also applies to the second Annual General Meetings.

A resolution to change the objective of the Association may only be passed by a majority of four-fifths of the votes. In limited circumstances, the board may agree to an e-vote.

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).

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.

A majority of two-thirds 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 defense.

Minutes are kept of every meeting, which will be signed by the President and the Secretary, and which will be entered into a specific register. This register may be inspected at the Association's registered office by members and interested third parties. Extracts thereof shall be signed in a legally valid manner by the President and the Secretary or by two officers and, failing which, by two members of the Annual General Meetings.

Article 42. Conduct of AGM

The Annual General Meeting (AGM) of EORNA shall take place during the Springboard meeting. All members are expected to attend the meetings, exercise their voting rights as members, and collaborate in the business of EORNA at the formal and constitutional requirements of the Association.

The Board will receive and approve the audited accounts of the previous financial year. The board will agree and adopt the budget for the following year.

The Board will receive the annual report from the President.

Formal ratification and outcome of any voting procedures for newly Elected Officers to the Executive Committee. There will be formal ratification of all other Elected Officers' continuing term of office. The Board will receive and consider any special matter or resolution that members wish to bring before the Board at this AGM (not covered by the Board meeting) if presented.

The Board will receive notification of termination of office of elected officers. The Board will consider any proposed amendments to the constitution under the approved protocols.

The Board will (if presented) formally approve the dissolution of the Association.

The decisions taken by the Annual General Meeting shall be recorded in minutes which are sent out by email within fifteen (15) calendar days after the meeting to each member. The minutes are also made available on the association’s website.

Summarized Minutes of the meeting are approved and hosted on «Basecamp®,» and can be accessed by the Association's registered office by members and interested third parties.

Article 43. Extraordinary meetings

The Executive Committee of EORNA is obliged to call an extraordinary meeting if one-fifth of the membership applies in writing, stating the items to be discussed. This meeting must be called 15 working days after receipt of the letter (confirmed by email).

TITLE VIII. FINANCES

Article 44. Accounts and budgets

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

Article 45. References for financial and expense guidelines

The Treasurer or persons allocated by the Board are responsible for monitoring and maintaining financial policies and records for accounting purposes and report to the board.

TITLE IX. DISSOLUTION AND LIQUIDATION

Article 46. Dissolution and Liquidation

With the exception of cases of judicial dissolution and dissolution by operation of law, only the Annual General Meetings may pass a resolution in respect of dissolution, provided that two-thirds of the members are present or represented at the Annual General Meetings. Furthermore, a majority of four-fifths agree to the voluntary dissolution of the association.

The proposed voluntary dissolution of the association must be explicitly stated on the agenda of the Annual General Meetings.

If two-thirds of the members are not present or represented at this Annual General Meeting, a second Annual 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 four-fifths agrees to the voluntary dissolution of the association.

In the event of a voluntary dissolution, the Annual General Meeting or, in the absence thereof, the court shall appoint one or more liquidators.

The Annual General Meeting, or the court, as the case may be, shall also determine the authority of the liquidator(s) and the conditions in respect of the liquidation.

After the settlement of the liabilities, the assets will be transferred to an association with an altruistic object in the nursing field.

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 47. General information on dissolution and disputes between members

Dissolution of the Association can only be approved with four-fifths of full/effective member votes. The Association must have a minimum of three members for continuance.

The President will offer mediation in respect of disputes between members that require advance discussion and possible resolution (see code of conduct).

TITLE X. EORNA CONGRESS ORGANIZATION

Article 48. Congress organization

EORNA organizes international congresses in Europe with the help of a PCO (Professional Conference Organizer). The current PCO is based in Berlin (K.I.T. Group). A specific contract between EORNA and K.I.T. Group has been established for this activity.

EORNA holds biennial congresses.

The congress is prepared by a committee composed as follows:

i. A Chair who is the representative of the Association hosting the congress,
ii. The EORNA President,
iii. The chair of the scientific committee,
iv. The chair of the congress in preparation,
v. The chair of the previous congress,
vi. The Treasurer of the association,

The committee is supported by the PCO.

EORNA Board receives regular updates on the organisation of the congress.

The congress guidelines are available.