

# CONSTITUTION ESNO

## **The name of the association**

1. The association is called "European Specialist Nurses Organisation", abbreviated "ESNO»

## **the office of the association**

2. The association office is located in Blaricum (Netherlands)

## **the time for which the association was established**

3. The association is established for an indefinite period

## **the purpose of the association**

4. The purpose of the association is:

- Support professional specialists nursing association in Europe, regardless of age, sex, nationality, colour, religion, social status, background and political affiliation of their members;
- Representing nurse specialist, the community of specialist nurses and their professional associations in Europe and the strengthening of their position.

## **The means by which the association aim to achieve its goal**

5. The association tries to achieve its objective by:

- representation of specialized nurses in the participating countries;
- contribute to the quality of professional practice and scientific research in the field of specialized nursing care;
- stimulate cooperation between the European specialist nurses;
- promoting the recognition of specialist nurses by other health care institutions in Europe;
- stimulate and ensure effective cooperation between all health care professionals, organizations, companies and institutions involved in the care delivered to patients and clients by specialized nursing care;
- developing guidelines related to education and training, practical implementation and management in the field of specialized nursing care;
- the alignment of the various training courses for specialized nurses in the participating countries;
- the holding and promotion of conferences and conventions that contribute to the knowledge of the specialist nurses in Europe.

## **the funds of the association**

6. The Association funds consist of:

- the contributions of member organizations;
- income from its assets;

- the gaining's of events organized by the association;
- grants, donations, legacies and bequests;
- any other benefits.

#### **the association year**

7. the association year coincides with the calendar.

#### **the member organizations**

8. Members of the association are: (European) organizations to the law of the country where they are established "legal personality" and endorse the objective of the association and state willingness for cooperation.

#### **on the application for membership**

9.1 Organisations wishing to join the association must state this in a writing document to the board of the association.

9.2 The general assembly decides on the admission of a member organization.

9.3 If the General Assembly does not allow the applicant to become a member of the association, it must inform the rejected applicant within four weeks of the decision in written document stating the reasons.

#### **on the obligations of the member organizations**

10.1. The member organizations must pay the annual fee adopted by the General Assembly.

10.2. The membership fee is due at the start of the financial year; by termination of membership in the association year there will be no refund of the fee.

10.3. If a member joins the association during the year, an organization member must pay proportional to time.

#### **how to terminate the membership**

11. Membership ends:

- 1st termination by the member organization;
- 2nd termination by the Board on behalf of the association;
- 3rd by eviction by the General Assembly.

#### **on termination of membership by the member organization**

12. When a member organization wants to terminate its membership, it must do so in writing at least four weeks before the end of the financial year.

#### **on termination of membership by the association**

13.1. The association may terminate the membership of a member organization if they do not pay its dues, ceases to exist, comply to any other obligations to fulfil towards the association or if for any reason the association cannot comply on reasonable grounds otherwise than withdraw membership.

13.2. The termination of membership on behalf of the association is done by the board; the board must do so in writing and the member organization thereby communicate the reason for the termination.

13.3. The member organization who objects the decision of the board on termination of its membership can make an appeal at the general meeting.

#### **on expulsion**

14.1. The General Meeting may decide to dismiss a member organization from membership; such a decision can only be taken if the member organization violates the Statutes, regulations or decisions of the association or the member organization harms the association beyond any reason.

14.2. Immediately after such a decision of the general meeting, the Board shall inform the member organization by a written document and shall communicate its choice with the reason for the disqualification.

#### **on the suspension of a member organization**

15.1. The Board may suspend a member organization for a period of three months; the board must notify its decision in writing to the member organization and its thereby also specify the reason for the suspension.

15.2. During the suspension, the member organization shall not exercise its membership rights, but must comply the financial obligations.

15.3. The member organization can make an appeal to the decision of suspension in the general.

#### **on the appeal by a member society**

16.1. The suspended member organization or whose membership is terminated, may appeal to the general assembly; the period within which such member may appeal, the period of making an appeal must be done within four weeks.

16.2. The general assembly must respond within four weeks, after the member organization has made an objection to the decision, with a motivated statement in writing to the member organization.

#### **on the board of the association**

17.1. The association has a board consisting of at least four individuals. Even if the number of board members is less than four, the Board retains jurisdiction; at the next general meeting is still necessary to fill the vacancy.

17.2. The general assembly elects the board members from the members of the member organizations nominated by the organisations of the member organizations for a board member of the association

17.3. The general assembly decides who from the board will be chairman, secretary or treasurer; the various administrative functions are not compatible in one person, the general meeting may appoint a vice-chairman, a second secretary or a second treasurer to assist or replace the president, secretary or treasurer.

17.4. President, secretary and treasurer must be of age.

### **on the suspension and dismissal of board members**

18.1. The General Assembly can always suspend or dismiss board members.

18.2. If the suspension of a board member within three months is followed by dismissal, the suspension ends.

### **on duration and end of the board membership**

19.1. The General Meeting appoints the members of the Board for a period of two years; members of the board can be re-elected for one period.

19.2. The resignation of the board members is done according to a set on the board schedule; interim vacancies on the appointed board, take the place of their predecessor on this schedule.

19.3. The board membership ends:

- Dismissal by the general meeting;
- By the end of the membership of the association;
- By resignation by the board itself; if the board member resigns, he must observe a notice of at least twenty-eight days.

19.4. If the board membership ends on the expiry of the period for which the board has been appointed, and if there is no successor is appointed, the board remains in office until the vacancy has been completed or has decided not to continue with the position, or in the case of reasonable grounds the board member can is not able to proceed in the position.

### **about meeting and decision by the board**

20.1. The Board shall meet as often as the chairman or two other board members want, but at least twice a year.

20.2. The notice period for a board meeting is at least seven days.

20.3. The Board can only take decisions when at least three / fourth of the number of board members is present or represented.

20.4. The Board takes decisions by a simple majority.

20.5. If the votes are tied, the Chairman reopens the debate; as the votes then strike again, the chairman decides.

### **on the tasks of (members of) the board**

21.1. The job of the chairman:

- supervising the maintenance of statutes and regulations, and carry out the decisions of the association;
- leading the meetings of directors and member organizations.

21.2. The task of the secretary is:

- managing the archives of the association;
- keeping the minutes of meetings;
- taking care of the correspondence of the association;

- drafting of the annual report of the affairs of the association.

21.3. The task of the treasurer is:

- the daily management of the funds and keeping the financial records of the association;
- the collection of receivables and payment of the debts of the association;
- preparing the financial report each year;
- draft the annual budget.

21.4. The board should ensure that the general assembly is always informed on the financial condition of the association and its rights and obligations.

#### **on representation**

22.1. The association may, except by the full Board, also be represented by two members acting jointly.

22.2. The board one or more board members may give a general or limited authorisation to represent the association; such proxy must be done in a written document. An authorisation on representation must be done by publication in the Trade Register at the Chamber of Commerce in the place where the association is registered.

22.3. A member organization may give an individual authorisation to represent at a general meeting in order to carry on its behalf speak and vote; such proxy must be in a written document.

#### **on the convening of general meetings**

23.1. The Board invites member organizations of a general assembly as often as it sees fit but at least once a year.

23.2. The notice of each meeting shall be at least fourteen days before the meeting to the member organizations or to send their addresses.

23.3. Each member organization has the right to raise issues at the agenda; but that can only happen if the member organization wishes to raise the issues do this at least ten days prior to the meeting in writing to the secretary; the secretary shares the agenda no later than seven days prior to the meeting to the member organizations and communicates this in a written document.

23.4. Chairman and Secretary of the Board acted as chairman and secretary of the general meeting; when the chairman or secretary is absent, the Vice President or second secretary, or - in his absence - one of the other board members act as chairman or secretary; can chairman or secretary be found this way, the General Assembly provides itself herein.

23.5. If one / tenth of the member organizations requires, the Board must convene a general meeting; the member organizations need to do this in writing and specify the reasons for such a meeting; the board must call for such a meeting within twenty-eight days after the request to convene; if the board has not responded in that period to such a request, the applicants themselves are entitled to convene a meeting as mentioned in this article; if necessary, the meeting is self-sufficient in its leadership and in the minutes of that meeting.

23.6. All representatives of the member organizations have access to the meeting, unless the general meeting invited other persons who are not members to join the meeting.

#### **about voting and quorum at general meetings**

24.1. Only member organizations have voting rights.

24.2. The General Assembly shall, when these statutes do not provide otherwise, take decisions by simple majority.

24.3. The meeting can only make decisions if at least the majority of member organizations present or represented

24.4. If the general assembly has not got the required number of member organizations present or represented, it may at least 14 but not more than 28 days thereafter convene a new general meeting, in which meeting - regardless of the number then present or represented member organizations - about the same topics decisions can be made as of the previous meeting by a majority of at least two / thirds of the votes.

24.5. Votes on persons must be in writing, but if none of the member organizations opposed the meeting should take its decision by acclamation.

24.6. Discontinuation of voting on persons other than by election, a second ballot follows; and by a next tied vote, the proposal is rejected.

24.7. Voting on people in elections should be done by an absolute majority; when there is no absolute majority, a second ballot shall take place between the persons who obtained the most votes .....; in this second ballot, the simple majority shall prevail.

24.8. Voting on matters done orally, unless the board or the meeting decides to vote by ballot. :

24.9. In a tie vote, the proposal is rejected.

24.10. Blank and invalid votes will not count for decision making.

24.11. All written ballots must be made by unsigned, closed ballots.

#### **on the rules of procedure**

25. The board set the rules of procedure.

#### **on the annual statements**

26.1. Before thirties May each year the association has its annual meeting.

26.2. During the annual meeting the following will be discussed:

- the annual statements;
- the report of the financial audit committee and the appointment of a new auditing committee;
- providence of vacancies;
- the determination of the annual fee.

26.3. The annual statements contain at least: the annual report of the board, a balance sheet, a statement of revenue and expenditure, and an explanation of those documents.

26.4. The treasurer shall submit all accounts of its financial management; if the General Meeting adopted the financial statements, the treasurer is discharged.

26.5. The Assembly may, before approving the annual accounts, decide on choosing an accountant or other expert who monitors documents.

### **on committees and working groups**

27.1. The general meeting or the board may establish committees or working groups.

27.2. The general meeting appoints an auditing committee each year, consisting of two independent member organizations to examine the accounts of the Board; the audit committee shall report to the general assembly of its findings.

### **on supporters of the association**

28. Donating supporters of the association are natural or legal persons who have agreed to give a financial contribution to the association each year; the general assembly will determine the minimum amount of that contribution each year.

### **on amendment and dissolution of the association**

29.1. The General Meeting may decide to amend this constitution or to dissolve the association; such a decision can only be made at the general meeting at which at least two / thirds of the number of member organizations are present or represented, and by a majority of at least two / thirds of the votes.

29.2. Such a meeting must board at least twenty days prior to the meeting, stating that within that meeting, changes in the statutes or dissolution of the association will be presented.

29.3. The board must provide the members the proposed text and amendment at least fourteen days prior to the meeting to the member organizations or inform of the time the documents are available at a suitable place for the member organizations for inspection, until the end of the day in which the meeting is held .

### **the liquidation of the assets of the association**

30.1. Following the decision to dissolve the association, the board as liquidator must liquidate the assets of the association, unless the general meeting before designating others.

30.2. The settlement must be in compliance with Article 2:23 a to c of the Dutch Civil Code requirements.

30.3. At any surplus at liquidation, the general assembly should give a destination, which is as close as possible to the purpose of the association.

30.4. After the liquidation, the financial statements and other documents of the dissolved association must be kept for at least seven years by the person who has been designated by the general assembly; within eight days after the settlement should be the custodian of his retention task to do in the commercial register of the Chamber of Commerce. (Netherlands)

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- *This is translated to high standard, not by legal translation*
  - *The Constitution is registered in the Netherlands Chamber of commerce, under the Dutch law.*
  - *In case of discrepancy in interpretation the Dutch version is the leading document.*