

## ARTICLES OF ASSOCIATION

**1. The Association is called: European Specialist Nurses Organisation, abbreviated to: ESNO.**

**2. The Association has its office in Arnhem.**

**3. The Association is established for an unlimited period.**

**4 The objectives of the Association**

4.1. The objectives of the Association are:

- Supporting professional associations for specialist nurses in Europe, irrespective of the age, gender, nationality, skin colour, beliefs, social background, and political preference of their members;
- Representing specialist nurses, the collective of specialist nurses and their professional associations in Europe, and strengthening their position;
- Establishing or participating or managing other legal persons working within the Association's working field.

4.2. The Association is a non-profit organisation.

### **The resources with which the Association aims to achieve its objectives**

5. The Association aims to achieve its objectives including by:

- Representing specialist nurses from the specialisms participating in domains of health;
- Contributing to the quality of professional practice and scientific research in the field of specialist nurse care;
- Encouraging partnerships between European specialist nurses;
- Promoting the recognition of specialist nurses in Europe;
- Encouraging and overseeing effective partnerships between all healthcare professionals, organisations, companies, and institutions that are involved in care provided to patients and clients by specialist nurses;
- Developing guidelines concerning schooling and education, practical implementation, and management in the field of specialist nurse care;
- Coordinating the various educational programmes for specialist nurses in Europe;
- Holding and promoting conferences and congresses that contribute to knowledge levels of specialist nurses in Europe.

### **The Association's financial resources**

6. The Association's financial resources consist of:

- Contributions from members and affiliates;
- Income from its assets;
- Proceeds from events organised by the Association;
- Subsidies, donations, endowments and legacies;
- And any other benefits.

## **The Association year**

7. The Association year is equal to the calendar year.

## **About members (member organisations) and affiliates (associés)**

8.1 Members of the Association can be: organisations that:

- Have a legal personality according to the law of the country in which they are located;
- Endorse the Association's objectives;
- Have defined their own objective, whether or not focused on a separate nursing specialisation that is aligned to or largely in accordance with the Association's objectives;
- Have declared to be willing to collaborate.

In these articles of association, members are also called: 'member organisations'.

8.2. Besides the members, the Association also has affiliates.

- Affiliates to the Association can be:

8.2.1. Organisations, institutes and organisational structures that:

- Are related to healthcare;
- Have a legal personality according to the law of the country in which they are located;
- Are involved in activities which include scientific research in the field of nursing or healthcare;
- Have declared to acknowledge and endorse the ESNO definition of specialist nurse; the definition of which is described in the Association's internal regulations.

8.2.2. Natural persons who meet the ESNO definition of a specialist nurse.

- In these articles of association, affiliates are also called: 'associates'.

8.3. Members have the right to vote and to attend the general meeting.

- Affiliates do not have the right to vote but they do have the right to attend the general meeting.
- The right to attend means: the right to be convened to the general meeting, to receive the agenda and appendices, to be present and speak at the general meeting.
- Affiliates can be designated as participants in committees or working groups, but as such cannot be appointed as members of the board.

## **About an application for membership or affiliation**

9.1. Organisations that want to become a member or affiliate of the Association must apply in writing to the board of the Association.

9.2. The general meeting decides whether to admit the member organisation or associates.

9.3. If the general meeting does not admit an organisation or person, or an affiliate of the association to join, this party must be informed of the decision and reason for the rejection in writing within four weeks of the decision.

### **About the obligations of the member organisations and associates**

- 10.1. The member organisations and associates must pay an annual contribution. The general meeting will establish the amount. In that, a distinction will be made between member organisations, associates being organisations, and associates being natural persons.
- 10.2. The contribution is due at the start of the association year. If the membership or affiliation is terminated during the association year, the contribution will not be refunded.
- 10.3. An organisation that becomes a member or affiliate during the association year shall pay a proportionate contribution.

### **How membership or affiliation ends**

11. The membership affiliation ends:
  - When terminated by the member or affiliate;
  - When terminated by the board on behalf of the Association;
  - When terminated by the general assembly.

### **About terminating membership or affiliation**

- 12.1 If a member organisation wants to terminate its membership, then a notice of termination must be submitted in writing at least two months before the end of the association year. The membership then ends at the end of that association year.
- 12.2 If an affiliate wants to terminate its affiliation, then a notice of termination must be submitted in writing at least two months before the end of the association year. The affiliation then ends at the end of that association year.

### **About termination of membership by the Association**

- 13.1. The Association can terminate the membership of a member organisation if the member organisation does not pay its contribution, ceases to exist, or fails to meet any of its obligations towards the Association, or if for any reason the Association cannot be expected to allow the membership to continue.
- 13.2. Termination of the membership on behalf of the Association is carried out by the board; the board must do so in writing and thereby inform the member organisation of the reason for termination.
- 13.3. The member organisation can lodge an appeal against the board's decision to terminate its membership at the general meeting.
- 13.4. The provisions 13.1 to 13.3 apply accordingly to affiliates.

### **About disqualification from membership**

- 14.1. The general meeting can decide to disqualify a member organisation from membership; they can only take such a decision if the member organisation is in violation of the articles of association, regulations, or decisions of the Association, or if the member organisation disadvantages the Association in an unreasonable manner.
- 14.2. Directly after such a decision by the general meeting, the board will inform the member organisation of the decision in writing and include the reason for disqualification.

14.3. The provisions 14.1 to 14.2 apply accordingly to affiliates.

#### **About suspension of a member organisation**

15.1. The board can suspend a member organisation for a maximum period of three months; the board must inform the member organisation of the decision in writing and include the reason for the suspension.

15.2. As long the suspension lasts, the member organisation cannot exercise its membership rights, but it must continue to meet its financial obligations towards the Association.

15.3. The member organisation can lodge an appeal against the suspension at the general meeting.

15.4. The provisions 15.1 to 15.3 apply accordingly to affiliates, whereby membership rights include: the right to attend meetings.

#### **About lodging an appeal by a member organisation**

16.1. The member organisation that is suspended, or whose membership has been terminated, can lodge an appeal at the general meeting. The member has a period of four weeks to lodge the appeal.

16.2. The general meeting must provide a reasoned statement of the decision in writing to the member organisation within four weeks of the member organisation lodging its appeal.

16.3. The provisions 16.1 to 16.2 apply accordingly to affiliates.

#### **About the board of the Association**

17.1. The Association has a board consisting of at least four natural persons. Even if the number of board members is fewer than four, the board remains competent; the vacancy should be filled by the following general meeting.

17.2. The general meeting selects the board members from the members of the member organisations who have been nominated for an executive position in the Association by the boards of the member organisations.

17.3. The general meeting decides which of the board members will be chair, secretary, and treasurer; the various executive positions cannot be filled by a single person. The general meeting may appoint a vice-chair, a second secretary or a second treasurer who can replace or assist the chair, secretary or treasurer.

17.4. The chair, secretary and treasurer must be over 18 years of age.

#### **About suspending or dismissing board members**

18.1. The general meeting can at all times suspend or dismiss board members.

18.2. If a suspension is not followed by dismissal within three months, the suspension ends.

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

19.1. The general meeting appoints the members of the board for a period of two years; the members of the board are immediately re-electable three times. The total term can therefore be a maximum of eight (8) years.

- 19.2. The resignation of board members follows a schedule established by the board. Board members appointed in the interim are included in the schedule in place of their predecessor.
- 19.3. The board membership ends:
- On dismissal by the general meeting;
  - At the end of membership to the Association;
  - On the resignation of the board member; if the board member resigns they must comply with a notice period of at least eight weeks and twenty days.
- 19.4. If the board membership ends before the end of the period for which the board member has been appointed, and no successor has been appointed, the board member remains in their position until the general meeting has filled the vacancy, or decides to no longer fill the vacancy so that the board member cannot reasonably be expected to continue to perform their tasks.

#### **About meetings and decision-making by the board**

- 20.1. The board meets as often as the chair or two other board members wants them to, but at least twice a year.
- 20.2. The convening notice for a board meeting is at least seven days.
- 20.3. The board can only take decisions if at least three-quarters of the total number of board members are present or represented.
- 20.4. The board takes its decisions with a simple majority of votes.
- 20.5. If the votes are tied, the chair reopens the discussion; if the votes are tied again, the chair decides.

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

- 21.1. The tasks of the chair are:
- Supervising the enforcement of the articles of association and regulations, and implementing the decisions of the Association;
  - Leading the board meetings and the general meeting.
- 21.2. The tasks of the secretary are:
- Managing the Association's archives;
  - Drawing up reports of the meetings (minutes);
  - Providing the Association's correspondence;
  - Drawing up the annual report of the state of affairs within the Association.
- 21.3. The tasks of the treasurer are:
- The daily management of the financial resources and maintaining the Association's financial administration.
  - Collecting receivables and paying the Association's debts;
  - Drawing up the annual financial report;
  - Drawing up the annual budget.

- 21.4. The board must ensure that the general meeting can always inspect the financial condition of the Association and its rights and obligations.

#### **About representation**

- 22.1. Besides by a full board, the Association can also be represented by two board members acting jointly.
- 22.2. The board may grant one or more co-board members a full or partial proxy to represent the Association; such a proxy must be issued in writing. A general proxy will be announced to third parties by the board through a publication in the commercial register at the Chamber of Commerce in the location in which the Association is registered. A person with a general proxy receives the title of director.

#### **About convening the general meeting**

- 23.1. The board convenes a general meeting of the member organisations and associates as often as it deems necessary, but at least once a year.
- 23.2. The convening notice for each meeting must be at least fourteen days prior to the meeting and take place by providing the agenda to the member organisations and associates, or by sending it to their addresses.
- 23.3. Each member organisation has the right to raise agenda points for the meeting; but that can only occur if the member organisation has submitted the points in writing to the secretary at least ten days prior to the meeting. The secretary must inform the member organisations of these agenda points in writing and the secretary must inform the member organisations in writing at least seven days prior to the meeting.
- 23.4. The chair and secretary of the board act as chair and secretary of the general meeting. If the chair or secretary is absent, the vice-chair or second secretary, respectively, or - in their absence - one of the other board members acts as chair or secretary. If nevertheless, no chair or secretary can be found, then the general meeting will provide for it itself.
- 23.5. If one-tenth of the member organisations request that the board convene a general meeting then the member organisations must do that in writing, indicating the reason for the meeting. The board must convene such a meeting within twenty-eight days of this request. If the board has not acted on this request within that period, the parties requesting the meeting can proceed to convene it themselves in the manner provided for in this article; and if required they will lead the meeting themselves and take notes of the meeting's proceedings.
- 23.6. Only representatives of the member organisations and all associates are permitted to attend the meeting unless the general meeting decides to invite non-members to the meeting.
- 23.7. The associates do not have the right to vote at the general meeting, but they do have the right to speak.

#### **About voting and quorum during the general meeting**

- 24.1. Only the member organisations have the right to vote. A member organisation can grant another member organisation a proxy to represent it and to speak and vote on behalf of the member organisation at the general meeting. This proxy must be issued in writing and submitted to the board.

- 24.2. The general meeting takes decisions by a simple majority of votes, unless these articles of association determine otherwise.
- 24.3. The member meeting can only take decisions if at least a majority of the member organisations is present or represented.
- 24.4. If the required number of member organisations is not present or represented, then a new general meeting can be convened at least fourteen but no later than twenty-eight days afterwards. In that meeting, decisions can be taken on the same subjects as the previous meeting, irrespective of the number of member organisations present or represented, by a majority of one and with at least two-thirds of the votes.
- 24.5. Votes on people must take place in writing, but if no one in the member organisations objects, the meeting may decide.
- 24.6. With a tied vote on people, other than for elections, a new vote will be held; if the second vote is tied then the proposal will be rejected.
- 24.7. Votes on people at elections must occur with an absolute majority of votes. If no one concerned in the vote gains an absolute majority, then the second vote must take place between the people who attained the most votes, and in a way that the number of people included in the vote is always one more than the number of vacancies to be filled. With this second vote, a simple majority is decisive.
- 24.8. Votes on business affairs take place verbally unless the board or the meeting votes for a written vote.
- 24.9. With tied votes on business affairs, the proposal is rejected.
- 24.10. Blank ballot papers and invalid votes will not count in the decision-making process.
- 24.11. All written votes must be submitted as unsigned, sealed ballots. About the internal regulations

#### **About internal regulations**

25. The board establishes the internal regulations. The internal regulations will at least include how the Association defines a specialist nurse, and the contribution and activities expected from the member organisations and associates.

#### **About the annual reports**

- 26.1. Each year, the Association holds its annual meeting before the thirty-first of May.
- 26.2. In any event, the following points are included in the annual meeting:
  - The annual reports;
  - The reports by the financial committee and the appointment of a new financial committee;
  - The filling of any vacancies;
  - The establishment of the contribution.
- 26.3. In any event, the annual reports include: the annual report by the board, the balance, an overview of all revenue and expenses, and an explanation of the documents.

- 26.4. The treasurer must present the accounts of their financial management; when the general meeting has established the annual reports, the treasurer is discharged of liability.
- 26.5. approving the annual reports, the general meeting can decide to have the accounts audited by an accountant or other expert.

#### **About committees and working groups**

- 27.1. The general meeting and the board may establish committees or working groups.
- 27.2. Each year, the general meeting appoints a financial committee, consisting of two independent member organisations, to audit the accounts presented by the board; this financial committee submits a report of its findings to the general meeting.

#### **About donors to the Association**

28. Donors to the Association are natural persons or legal persons that are prepared to give the Association an annual financial contribution. The general meeting will establish the minimum amount of that contribution each year.

#### **About amendments to the articles of association and dissolution of the Association**

- 29.1. The general meeting can decide to amend these articles of association or to dissolve the Association; such a decision can only be taken in a general meeting convened for that purpose and in which at least two-thirds of the member organisations are present or represented, and with a majority of at least two-thirds of the votes.
- 29.2. Such a meeting must be convened at least twenty-one days prior to the meeting and with the announcement that an amendment to the articles of association or the dissolution of the Association will be proposed at the meeting.
- 29.3. The board must send the text of the proposed amendment of the articles of association to the member organisations at least fourteen days prior to the meeting or, from that time, ensure that the text is presented at a suitable location for inspection by the member organisations, and that until the end of the day on which the meeting is being held.

#### **About liquidation of the Association's capital**

- 30.1. After the decision to dissolve the Association, the board, in its capacity as liquidator, must liquidate the Association's capital, unless the general meeting has appointed another party to do this.
- 30.2. The liquidation must take place in accordance with the requirements provided for this in Article 2:23 a to c of the Dutch Civil Code.
- 30.3. With any credit balance through the liquidation, the general meeting must designate a destination for this that corresponds as far as possible with the objectives of the Association.
- 30.4. After the liquidation, the annual reports and other documents of the dissolved Association must be saved for at least seven years by the person appointed to this task by the general meeting. The custodian will declare this retention obligation to the trade register of the Chamber of Commerce within eight days after concluding the liquidation.

Notary: Claudia Lap, Arnhem, Netherlands  
Date: 05-12-2019