

CONSTITUTION

European Interprofessional Practice and Education Network a not-for-profit organization

Part I. Founders:

- AQARTO bvba, Wielewaalstraat 1, BE -9820 Merelbeke, Belgium, with company number 0563344524, represented by Andre Vyt, of Belgian nationality, born in Hamme on 6 June 1961, residing at Wielewaalstraat 1, Belgium, with national number 610606-43133, manager of the aforementioned company
- University of Ljubljana, Faculty of Health Sciences, Zdravstvena pot 5, SI -1000 Ljubljana, Slovenia, with company number 1627155, represented by Marija Zaletel, of Slovenian nationality, born in Trbovlje on 17 October 1951, residing at address Trg Franca Fakina 2, Trbovlje, Slovenia, with national number 1710951505278, dean of the aforementioned faculty
- Oulu University of Applied Sciences, Kiviharjunlenkki 1B, FI-90220 Oulu, with company number 250947-8, legally represented by Jouko Ensio Paaso, of Finnish nationality, born in Ii on 4 June 1956, residing at address Lenkipolku 3, 90830 Haukipudas, Finland, with identity card number PF0002947, president/CEO of the aforementioned institution

The association/society is called European Interprofessional Practice and Education Network, also known by the abbreviation EIPEN. The association/society is a not-for-profit organization. The registered office is located at Wielewaalstraat 1, BE-9820 Merelbeke. The association/society starts to work immediately following upon the depositary of the statutes at the court.

Part II. STATUTES

Article 1 - Name, founders and headquarters

1.1 The association/society is founded as a legal entity, as a not-for-profit organization according to the Belgian law of 27 June 1921.

1.2 The association/society is called European Interprofessional Practice and Education Network, also known by the abbreviation EIPEN.

1.3 The association/society is established for an unlimited duration and may be dissolved at any time. The association/society starts to work immediately following upon the depositary of the statutes at the court.

1.4 The registered office is located at Wielewaalstraat 1, BE-9820 Merelbeke and falls under the judicial district of Ghent. The location of the seat may be changed within this judicial district by simple decision of the Steering Board.

Article 2 - Aim

2.1 The association/society aims to encourage, support and enhance interprofessional cooperation in the sector of health and wellbeing, as well as interdisciplinary teaching and research in these sectors. It focuses on expertise development and quality improvement.

2.2 The association/society may undertake all activities to achieve its corporate purpose, including additional trade actions, of which all proceeds arising will be used exclusively to further the aims of

the association/society. This includes buying or selling properties, renting, hiring staff, make agreements, gather funds, and all other activities justified by the aim.

2.3 The association/society can, if necessary, use her own properties as a guarantee for her contractual engagements.

Article 3 - Members and memberships

3.1 The number of members is unlimited with a minimum of three.

3.2 To be accepted as a member, the membership fee has to be paid annually (or for a period otherwise determined by the Steering Board). Members must be located in a European country and are required to accept the rules of the association/society as well as its constitution.

3.3 The fee depends on the size of the institution (calculated on the basis of number of full time equivalents employees) and is determined by the Steering Board. The minimum length of membership is 3 years. Rate adjustments and special or modified conditions are determined by the Steering Board. The annual fee for the starting period is set at € 200 for up to 100FTE, € 500 for up to 250FTE, and € 1,000 for up to 500FTE. Individuals pay € 60 per year.

3.4 Any member failing to pay the membership fee within a fixed period is considered to have resigned from the association/society.

3.5 Membership applications are to be approved by the Steering Board. The grounds and procedures for rejection of membership applications and exclusion of existing members shall be as set out in the constitution or otherwise prescribed by law.

3.6 Any member may resign by a letter or message to the Chair. The resignation is effective from the date of acknowledgement by the Chair of receipt. Resigning or excluded members are not eligible to claim any portion of the share or assets owned by the association/society.

3.7 All decisions regarding membership applications, memberships, resignation or exclusion of members shall be registered by the Board in the Register of Members held at the headquarters of the association/society.

3.8 There is a difference between the actual members of the association/Society, reserved for institutions, association/societies and enterprises/companies (institutional membership), and supporting members, reserved for private persons (individual supportive membership). A department of an institution can be joining as effective member, and an employee of an institution can join as a supporting member when the institution itself is not (yet) a member.

Article 4 - General Assembly

4.1 The General Assembly consists of all actual/effective members. Only actual/effective members have voting rights. Individual supporting members may attend the meeting and express their opinion on matters on the agenda.

4.2 Each actual/effective member shall have one to three votes, depending on the size of the institution in fulltime equivalents of staff members: (1 vote for up to 100 FTE, 2 votes for up to 250FTE and 3 votes for above 250 FTE). Votes may be cast by the permanent representative or the designated contact persons of the institution.

4.3 An actual/effective member may be represented by another actual/effective member of the General Assembly by prior written notification to the Chair .

4.4 The General Assembly is authorized to amend the Articles of Association/Society, the appointment and dismissal of board members, the appointment and dismissal of auditors/commissionaries (and the determination of their remuneration in cases where compensation is awarded), the approval of the accounts and the budget, the legal discharge of the directors and auditors, the transformation of the association/society into a company with a social purpose, the establishment of internal regulations, the exclusion of a member, the dissolution of the association/society, the merger with another legal entity or the integration of another legal entity in the association/society.

4.5 The Annual General Meeting is held annually on the first Monday from the month May in order to approve the accounts for the past financial year and the budget for the current year.

4.6 An Extraordinary General Meeting may be convened whenever the interests of the association/society require. The Steering Board is obliged to convene an Extraordinary General Meeting whenever at least one fifth of the actual/effective members request so in writing.

4.7 Notices to participate in the General Meeting must be given digitally at least 8 days prior to the meeting. The notice shall include the agenda of the meeting.

4.8 The agenda shall be determined by the Steering Board. Any proposal supported by at least one fifth of the actual/effective members must be placed on the agenda.

4.9 A meeting of the General Assembly shall be declared valid if at least half (50%) of the current actual/effective members are represented in person or by another member, except where a higher proportion of members is required by law. The meeting, incl. voting, can be organized digitally. When a digital meeting or voting occurs, all actual/effective members must be invited to participate.

4.10 If there are insufficient members present or represented, a new General Assembly shall be convened, with the same agenda. Procedures of the reconvened assembly shall be considered valid, regardless of the number of attendees or participants.

4.11 Except where the law of June 27, 1921 or these Articles expressly mention otherwise, the General Assembly may decide by a simple majority of valid votes. In a tie vote, the proposal is rejected. In calculating the voting results, blanc or invalid votes are not counted/included, except when the law would require.

4.12 A draft report of each meeting shall be drawn up and made accessible to members. Comments on the draft report must to be sent to the Chairperson within 5 days and are handled and processed by the Steering Board, which approves the report as final. The records are kept digitally accessible for members. Excerpts from the report sent to third parties shall be signed by the Chairperson or by two Board members.

Article 5 – Steering Board

5.1 The association/society is governed by a Steering Board of at least three members and a maximum of eight members appointed by the General Assembly on the basis of candidatures or nominations on which the current active/effective members can vote. Where possible the Steering Board shall be composed of representatives of members from three different countries or regions within Europe.

5.2 The members of the Steering Board shall be elected for a term of four years and may thereafter be re-elected twice, except when no other candidates are found for replacement.

5.3 The members of the Steering Board are not remunerated. They may obtain a reimbursement of expenses incurred as provided in the bylaws or after prior approval by the Steering Board.

5.4 The appointment, dismissal or removal of a Board member shall be submitted within one month of effect for publication in the Belgian Official State Gazette.

5.5 The Steering Board shall decide on the functions that Steering Board members hold, including the position of chair and at least one vice-chair. If the Board numbers more than three members, then an Executive Office shall be set up composed of three persons, including the Chair and Vice-chair(s). The Board may grant delegated powers to the Executive Office. If the Board is limited to three members, the board itself shall serve as the Executive Office.

5.6 Timing and organization of meetings of the Steering Board and/or the Executive Office shall be determined by the Chairperson or the Vice-chair or by at least two Board members.

5.7 Notices of the Steering Board shall be sent out digitally at least five days before the meeting. The notice will include the agenda for the meeting. The agenda shall be prepared by the Chair, but each member of the Steering Board has the right to add agenda items .

5.8 The Steering Board is presided over by the Chair, in his absence by the Vice-chair, or when both are absent, the oldest Board member present. An absent member may be represented by another member of the Steering Board. Meetings may be held via telecommunication technologies (teleconference and/or digital voting). When a digital meeting or voting occurs, all board members must be invited to participate.

5.9 Steering Board meetings shall be considered valid if a minimum of half of the Board members are present or represented at the meeting, or (for digital meetings) have participated in the digital voting or decision making. Decisions shall be taken by simple majority of the participating Board members. In a tie vote, the proposal shall be rejected.

5.10 If a board member or member of the executive office would have personal interests that would be in conflict with a decision or an act of the Steering Board, he/she must notify the others before a decision is taken. He/she does not participate in this part of the meeting and/or an eventual voting. This procedure does not count for activities which have known conditions on the market.

5.11 A draft report of each meeting shall be drawn up that will be made accessible digitally for members. Comments on the draft minutes must be sent to the Chair within 5 days and are shall be managed by the Steering Board, which approves the minutes as final. The records shall be kept digitally accessible for members. Extracts from the report sent to third parties shall be signed by the Chair or by two Board members.

Article 6 - Powers

6.1 The Steering Board manages the association/society and represents it in all judicial and extrajudicial actions. The Steering Board acts as plaintiff or defendant in any legal proceedings and decides whether or not to use remedies. The Steering Board shall be responsible for all acts of administration and disposal, without exception, including sale of movable or immovable property, mortgage, including circumstances of immediate liquidation, and borrowing and lending, for any time, for any commercial and banking transactions.

6.2 All powers not assigned to the General Assembly, by law or by the Articles of the association/society shall be exercised by the Steering Board.

6.3 The Steering Board may fully or partially transfer its powers to the Executive Office or to one or more of its actual/effective members or to an authorized third party. Decisions of the Executive Office shall be recorded and disclosed to the Board.

6.4 The signature of one member of the Steering Board can be valid to represent the association/society in a particular occasion towards third parties, if so decided by the Board. For contractual engagements or agreements the joint signature of two Executive Office members, including the Chair, is required.

6.5 The bank account of the association/Society is managed by three Executive Office members, including the Chair and at least one Vice-chair. For financial transactions to € 5,000.00 the signature of one of the Executive Office members is sufficient; above this sum the signature of at least two of them is required.

6.5 The documents of the Executive Office and the postal stools shall be duly signed by the Chair or by a duly designated Board member, or by an authorized third party.

6.6 Procedures for meetings and decision-making by the Board shall be laid down in an internal regulation.

Article 7 - Accounts

7.1 The financial year of the association/society runs from January 1 to December 31.

7.2 The income of the association/society shall consist of membership fees, donations, profits achieved by the establishment of activities as defined in Article 2 of the Statutes, and profits realized by activities aimed to deliver operational resources for the achievement of its corporate purpose.

7.3 The accounts of income and expenditure shall be conducted according to the principles of double-entry bookkeeping.

7.4 At the Annual General Meeting the Steering Board shall submit the balance sheet and income statement of the expiration year of operation and the budget for the current operating year for approval.

7.5 The approval of the accounts and the budget implies the relief from any personal financial and juridical responsibility for the members of the Steering Board.

Article 8 - Dissolution

8.1 The association/Society shall never be held to more than the sum of its net assets.

8.2 In the case of voluntary dissolution, the General Assembly shall appoint one or more liquidators and determines their powers.

8.3 The disposal of assets, after settlement of debts, shall be determined by the General Assembly, but will be used for a non-profit social purpose.

Part III. Specific arrangements

The first year of bookkeeping ends on December 31, 2015.

The first Annual Meeting of the General Assembly will be held on May 2nd, 2016.

As Steering Board members are nominated for a period of four years: AQARTO bvba, represented by André Vyt, and University of Ljubljana, Faculty of Health Sciences, represented by Majda Pahor. Additional Board members can be nominated immediately after the constitution of the association/society and as additional actual/effective members have joined. The function of Steering Board member as such is not remunerated.

Previous actings done in the name of the association/society after January 1st 2014 can be assumed by the association/society, once it is legally established.

The founders give the mandate to André Vyt to handle the necessary administrative formalities in accordance with and as a result of this founding act.

The founders:

André Vyt

AQARTO bvba

Marija Zaletel

University of Ljubljana

Jouko Ensio Paaso

Oulu University of Applied Sciences