

European Health Telematics Association CONSTITUTION (BY-LAWS)

Not for profit international association in accordance with the Act of 27 June 1921, modified by the Programme Act of 27 December 2004,

TITLE 1: NAME, REGISTERED OFFICE

Article 1

An international, non-profit association is hereby established. The name of the association shall be “European Health Telematics Association”, with the acronym EHTEL [in French, “Association Européenne de Télématique de Santé”, with the acronym EHTEL]. The association shall be covered by the provisions of the Belgian Act of 27 June 1921, modified by the Programme Act of 27 December 2004, with respect to establishing legal entity of international associations with philanthropic, religious, scientific, artistic or educational goals, as amended.

Article 2

The association’s registered office shall be established in 1150 Brussels, avenue de Tervuren, 168, box 2. The registered office may be transferred by decision of the board of directors to any other location within Belgium, with due regard to the laws governing the use of languages.

The board of directors may moreover establish any offices and branches as it deems necessary, both in Belgium and abroad.

TITLE 2: AIM OF THE ASSOCIATION

Article 3

The association shall be an independent and non-political organisation, with no profit aims whatsoever.

It shall endeavour to provide its members with products, services and representation, so as to improve the use of information- and communication technologies within the healthcare sector, with the overall goal of optimising the

capacity of healthcare providers to deliver an efficient and effective service to those who require it.

To this end, it shall establish a representative and non-discriminatory forum for effective consultation and interaction among its members, and agreement on priority areas for information and communication technologies exploitation, gathered around a common focus on the design, development, demonstration and deployment of telematic solutions in the healthcare sector, with reference to the social care sector where appropriate.

This forum is therefore designed to improve the ties and the exchange of contacts between the different stakeholders of the healthcare sector, and to ensure the timely exploitation of appropriate information and communication technologies, directly or through their national and international associations, in particular:

- Authorities and public bodies active in this sector (i.e. The National Health Service, National and Regional Health Authorities/Administrations, Hospital Boards, Research Centres, etc.);
- Healthcare professionals, whether private or institutional actors, if need be through their representative organisations (doctor-managers of hospitals, etc.);
- Recipients of health services through their representative organisations;
- Healthcare sector insurers (both private and public);
- Providers of telematic services or equipment in the healthcare sector (system providers, telecom operators, etc.);
- The industrial users of such services (pharmaceutical, biotechnological companies and other industries, supplying to the healthcare sector, etc.)
- Any physical person or legal entity active in research and development;
- The development of the co-operation with the European institutions

etc.

The association consists of members originating in the Member States of the European Union and of the European Economic Area. Members originating in other States may be accepted by decision of the board of directors.

Within the framework set out above, the association's tasks shall include in particular:

- Collecting, updating and disseminating, to its Members and its partners, any information with respect to European telematic services in the healthcare sector;
- Defining and debating policies in the areas defined by the board of directors, and the promotion of such policies;
- The dissemination of data to the public at large, through the publication of articles in medical journals, scientific journals and general reviews, through the editing and distribution of newsletters, books, leaflets, electronic publications, ...;
- The analysis of the telematic needs and requests of those active in the healthcare sector; provision of authoritative advice on products and services that meet agreed minimum criteria;
- The identification of national and/or local strategies and/or initiatives with respect to healthcare telematics, and, as the case may be, the promotion and the co-ordination of such initiatives and/ or

strategies; provision of advice with respect to the development of national/local strategies for healthcare telematics;

- Co-operation with the relevant bodies to ensure that appropriate and timely standardisation requirements are met and are rapidly verified and deployed;
- The organisation of conferences, symposia, colloquia, workshops and training sessions, and any other type of initiatives;
- Joint action with other associations and/or other healthcare actors (scientific organisations, laboratories, etc.) and the development of co-operation with the European institutions;
- Granting scholarships for research into healthcare telematics;
- The development of any means with a view to enhancing co-operation with the academic community and with healthcare telematics professionals.

In order to realise its goals as described above, the association is entitled to undertake any action that is either directly or indirectly linked to its aims, and/or are of such a nature as to reach these aims.

It shall be competent to assume, in a subsidiary fashion, any commercial activity, insofar as these coincide with the association's aims, and on the express condition that any profit shall be used to reach these aims.

TITLE 3: MEMBERS OF THE ASSOCIATION

Article 4

The association shall comprise at least 10 members which may fit with one of the following four categories. These are the general members of the association.

- Working members (direct membership): these members are "institutions "in particular the Users Associations, Healthcare Professionals, Healthcare Authorities, Health Insurers and Industries;
- Honorary members who have been granted this status by the board for a certain time on the basis of services the member offer to the EHTEL association.
- Individual members who represent only themselves (researchers, independent consultants);
- Associate members: members accepted by virtue of a co-operation agreement with other international and national institutions with a non-profit aim and admitted by the Board for a certain time (usually 1 year) on a special focus.

The association can create awareness about co-operation agreement by other means than the status of associated member. These statuses or function, their duration and the procedure for granting them are defined in the Internal Procedure of the association as mentioned under Title 8.

The membership fees applicable to each category are defined in the Internal Procedure of the association as mentioned under Title 8.

Article 5

Anyone wishing to become a member of the association shall submit his application to the board of directors. Each candidate/association whose application is rejected, may seek an appeal of this decision with the general meeting of the association.

Article 6

Each member of the association can withdraw its membership by written notification to the board of directors. Withdrawal shall take effect from the end of the financial year during which it was notified.

Article 7

Upon proposal of the board of directors, the general meeting may exclude a member. Such decision requires a two thirds majority of the votes of the present and represented members.

A member can only be excluded after the reasons for the exclusion have been notified to it in writing. Such notification shall take place at the latest three months prior the general meeting that is to decide upon the proposal for exclusion. The member concerned shall be given the opportunity to present its case.

Article 8

Neither withdrawing and excluded members, nor their cessionaries (in the event of decease) shall have any right whatsoever to the association's assets.

Article 9

A membership fee shall be payable by working members and individual members. The amount of this fee shall be set by the general meeting, upon proposal of the board of directors.

TITLE 4: THE GENERAL MEETING

Article 10

The general meeting shall have the widest competencies with a view to realising the association's aims.

The general meeting shall be exclusively competent with respect to

- The approval of the budget and the accounts;
- The appointment and dismissal of the members of the board of directors;
- Amendments to the by-laws and internal procedures;

- The dissolution of the association;
- The dismissal of members of the association; and
- Any other decision that surpasses the competencies that are reserved to the board of directors, either by law or by these by-laws.

Article 11

The general meeting shall consist of the general members.

The president of the board of directors shall preside the general meeting.

Article 12

The general meeting (AGM) shall convene every year as a minimum, by written invitation of the board of directors.

The board of directors shall decide upon place and time, and it shall mention these in the conveying letter. The letter of conveyance together with the agenda and the motions to be presented is sent to all members at the latest four weeks before the meeting.

An extraordinary general meeting (EGM) may be held at the request of the president and a majority of the directors, or of least one third of all general members. The same conditions and formal requirements apply as described above.

Article 13

The general meeting can meet validly only if a minimum of 50 % of the members are present or represented. Each member may have itself represented at the meeting by any other member who has been given a special proxy thereto. A member must not collect more than two such proxies.

Working and honorary members have a substantial voting right in the general meeting. Associate members can have a voting right, depending on the co-operation agreement. All other members have an advisory capacity.

Except where specifically provided for in these by-laws, the general meeting shall decide by simple majority of the present and represented members. In the event of equality of votes, the president shall have a casting vote.

No decision can be made with respect to issues that had not been included in the agenda of the general meeting, unless where all present and represented members agree to debate other issues as well.

Article 14

Minutes of the AGM are prepared by the General Secretary and validated by the members of the AGM.

All decisions of the general meeting shall be archived and kept at the disposal of the members.

TITLE 5: BOARD OF DIRECTORS

Article 15

The Board of Directors shall have the widest competencies to manage the association. All matters which have not, either by law or by these by-laws, been reserved for the general meeting, shall form part of the Board's competencies.

The decision to initiate legal proceedings or to otherwise represent the association in justice, has to be taken by the Board of Directors. This decision has to be included in the minutes. The Board of Directors can give a specific proxy to the President of the Board or any other Director to execute this decision.

The Board delegates the day-to-day management to the executive committee envisaged in Title 6 of these by-laws. Moreover, it may delegate any of its competencies to one or more of its directors, or to third parties, but only in a specific delegation that sets out the boundaries of the delegation.

Article 16

The board of Directors can invite to its meetings as observers any expert whose expertise and advice are considered necessary by the board.

Article 17

17.1. The Board will consist of a minimum of 7 directors and a maximum of 15 directors. The number of directors to be elected must be decided by the Board before each AGM.

17.2. Directors shall be appointed by the general meeting. Directors must be physical persons chosen between the working, honorary or individual members. A candidate shall be deemed to be appointed when he/she has the majority of the votes, whether or not these votes amount to a majority in the general meeting.

If the elected Director is no longer a representative of the member whom he/she represented, he/she will be deemed to be resigning from the Board. If a member of a representative of a member is elected as Director and does no longer comply with his/her obligations as member, he will be deemed to be resigning as Director.

Directors are appointed for a renewable term of **two** years. Should a vacancy arise, the Board of Directors appoints an additional director. Such appointment shall however be limited *ratione temporae* until the following general meeting. A vacancy may be left open until the next AGM.

17.3. The Board elects a president, a vice-president and a treasurer among its members for a mandate of **two** years, which may be renewed, in the case of the President, only once, for a maximum of four years.

Article 18

A director may resign at any time, by notification by registered mail to the President of the Board.

A director shall be deemed to be resigning, when he/she is absent for three consecutive times from the meetings of the Board of Directors, or for half of the meetings of one financial year, if the absence does not coincide with representation by procuration, or if it is not forewarned or is without good cause.

The actual resignation of a director shall only become effective the third working day after the notification of the resignation by registered mail.

Article 19

The AGM may dismiss directors with a three fourth majority of the present and represented members subject to a petition of 10% of General members requesting such an action from the general meeting.

Article 20

The Board of Directors shall hold meetings if and when appropriate in the association's interest, with a minimum however of two yearly meetings. All meetings are conveyed by the president. It meets at such times and places as it may establish.

Notification of board members may be by mail, e-mail, phone or in person at least one week prior to each meeting.

Special meetings of the board of directors may be called by at least half of the effective directors. Notice of such meetings shall be given to each director at least five days in advance of the meeting, in accordance with the procedure set out in the previous indent. At such a special meeting of the board, only those matters for which the meeting was called, as stated in the notice of the meeting, may be acted on by the board, unless all directors present, or duly represented, at the meeting, consent to take action on other matters.

Article 21

Meetings of the Board shall only be valid where a minimum of fifty percent of all directors are either present or duly represented.

Each director may have him-/herself represented at the meetings of the Board, by another director. Directors must not collect more than one such procuration.

Except when otherwise provided for in these by-laws, the Board of Directors shall decide by a simple majority of all present or represented members. In the event of equality of votes, the vote of the president shall be decisive.

Article 22

Minutes of the meetings of the Board of Director's shall be archived and may be consulted by the members of the association. The minutes of the Board's meetings shall be sent to the directors prior to the following meeting. The text of these minutes shall be approved by consensus.

TITLE 6: EXECUTIVE COMMITTEE

Article 23

The Board of Directors shall entrust the day-to-day management of the association to the Executive Committee. This consists of the president, a vice-president, a treasurer and the Secretary General, appointed by the Board.

Apart from the day-to-day management, the Executive Committee shall perform any duties with which it is entrusted by the general meeting, or by the Board of Directors.

The association shall be duly represented in all legal acts but those mentioned in Article 15 by at least two members of the executive committee.

Article 24

The members of the Executive Committee are appointed by the Board of Directors. They shall serve a renewable term of **two** years. The Secretary General shall be remunerated by the association. One and the same person cannot combine various functions, inside the Executive Committee.

Article 25

A member of the Executive Committee may resign at all times, by notification by registered mail to the members of the Board of Directors.

The Board of Directors may dismiss a member of the Executive Committee in the interest of the association.

TITLE 7: BUDGET AND ACCOUNTS

Article 26

The financial year of the association starts on 1 January and ends on 31 December.

The Board of Directors shall present the general meeting with the accounts of the past financial year (whether or not with Annexes), as well as with the budget for the following year, with a view to its approval by the ordinary general meeting.

The general meeting may decide to create reserve funds. It determines the means that shall be allocated to such funds, as well as the allocation of members' contributions to them.

TITLE 8: INTERNAL PROCEDURES

Article 27

The Board of Directors may decide to draft internal procedures, which shall *inter alia* determine the specific modalities for applying these by-laws. The general meeting shall adopt these procedures with a simple majority of all members present or duly represented.

TITLE 9: AMENDMENTS TO THE BY-LAWS - DISSOLUTION OF THE ASSOCIATION

Article 28

Notwithstanding the application of Article 5 of the Act of 27 June 1921, modified by the Programme Act of 27 December 2004, each proposal to amend the by-laws or to dissolve the association, shall be tabled by either the Board of Directors, or by two thirds of the members.

The Board of Directors shall notify all members of the date of the general meeting where the aforementioned proposals shall be debated, at the latest three months before the meeting.

The general meeting can only validly debate such proposal, if two thirds of the working members are either present or duly represented. Any decision with respect to such proposal shall only be valid if it has been adopted with a majority of two thirds of the votes of the present members (present or duly represented).

If the general meeting has not reached the quorum of two thirds of all working members, a second general meeting shall be convened, following the same notification procedure as the first. Such meeting shall validly take decisions with respect to the proposals concerned, whatever the amount of members present or represented.

The general meeting shall determine in due course how the association is to be dissolved. Any surplus financial means shall be assigned to a scientific and non-profit seeking initiative that approaches best the association's goals.

TITLE 10: GENERAL PROVISIONS

Article 29

French shall be the official language of the association under Belgian law. English shall be the working language.

Article 30

Those members of the Board of Directors, and of the Executive Committee, who do not officially reside in Belgium, shall receive all registrations and notifications with respect to the association at the address of the seat of the association, exception made for the convocations and notifications that are mentioned in these by-laws.

Article 31

For all matters which have not been specifically dealt with in these by-laws, the association expressly adopts as by-laws, the provisions of the Belgian Act of 27 June 1921, modified by the Programme Act of 27 December 2004.

Article 32

Financial liability of the Association members shall be limited according to the Belgian law to the annual subscription fee.

Members defaulting on due subscription fees shall be removed from membership at the next subsequent meeting.

Brussels, 3 December 2013