



EUROPEAN HEART NETWORK

STATUTES

I. DENOMINATION AND HEADQUARTERS

Article 1

The Association, which is not-for-profit, is called the European Heart Network abbreviated to EHN. It is subject to section III of the Belgian law of 27th June 1921, governing associations that are not-for-profit, international associations that are not-for-profit and foundations.

Article 2

The office of the Association is at Rue Montoyer 31, B-1000 Brussels. It may be transferred to any other site within Greater Brussels, by a simple decision of the Board. This decision must be published in the Annexes of the Belgian Monitor within one (1) month after it is taken.

Article 3

EHN is constituted for an indefinite period.

Article 4

EHN's aims, which are philanthropic, scientific and educational, are:

- to achieve a European societal climate conducive to promotion of cardiovascular health and prevention of cardiovascular diseases, including heart disease and stroke;
- to strengthen EHN and its members; and
- to represent EHN at international level.

EHN encourages development and implementation of policies which take promotion of cardiovascular health and prevention of cardiovascular diseases into account by:

- supranational organisations, particularly the EU;
- international organisations, e.g. concerning health, agricultural/food and consumers; and
- national organisations

EHN provides regular news updates to its members, publishes evidence-based policy papers and holds workshops for members on an annual basis.

The above list of activities is not exhaustive. EHN activities are stated in greater detail in the EHN's action plans. They are reviewed on an annual basis by the General Assembly.

Article 5

EHN may accomplish any acts relating directly, or indirectly, to its aims.

II. MEMBERS - ADMISSION - EXCLUSION

Article 6

The Association is composed of organisations only. The members are any legal entity incorporated under and according to the laws and customs of its country of origin, which is from a European country and which has activities that are nation-wide, such as heart foundations, non-governmental organisations with similar aims and patients' organisations, and:

- which has no profit-making purpose;
- which is a non-governmental organisation independent of political parties and economic interests;
- which, as an important part of its activities, develops, influences and/or implements policies for the promotion of cardiovascular health and prevention or cardiovascular diseases, including heart disease and stroke;

Article 7

1. Admission of new members depends on presentation of an application backed by a declaration stating the applicant's adherence to the conditions in Article 6.

The application must be accompanied by the applicant's latest annual report and annual accounts. The application is addressed to the Board and will be placed on the agenda of the next Board meeting.

2. The Board passes the application by a two-thirds majority for final approval by the General Assembly.

A decision by the Board not to pass an application does not need to be justified and there is no appeal.

Article 8

1. Members pay a membership contribution fixed annually by the General Assembly on the recommendations of the Board. Fees must be paid no later than January 31 for the current year. A letter regarding payment will be sent out in September before payment falls due. In the event of non-payment by the January 31 deadline, a final reminder will be sent out in February, fixing March 31 as the final date for payment.
2. Any member of the EHN is free to withdraw at the end of each year for which it has paid its contribution, provided it gives three months notice to the Board.

Any member failing to pay its membership contribution by March 31 will be deemed to have resigned from the EHN. The member shall be informed in writing of this sanction within three (3) months of the deadline. The obligation to pay the amount in arrears will remain.

3. Any member infringing the provisions of these Statutes or no longer complying with the conditions laid down in Article 6 is excluded from EHN by the General Assembly by a majority of two-thirds of the members present or represented on recommendation of the Board and after having heard the member's defence.
4. A member excluded, or dismissed, from EHN loses his rights to all EHN benefits and cannot seek reimbursement of contributions paid.

III. GENERAL ASSEMBLY

Article 9

The General Assembly comprises all the members of the EHN.

Each member has one (1) vote.

Only paid up members have a right to vote.

Article 10

The General Assembly has competence to:

- set broad policy guidelines;
- elect the Board and appoint its President;
- approve new members;
- agree budgets and approve accounts and auditors' reports;
- decide whether to exclude members upon proposal of the Board;
- modify the Statutes;
- voluntarily dissolve the Association.

Article 11

Any Assembly, be it the General Assembly, that convenes yearly, or an Extraordinary General Assembly, is always under the chairmanship of the President of the Board.

The General Assembly meets in the place, on the day and at the time decided upon by the Board. Place, day and time are communicated to all members three (3) months before the meeting of the General Assembly. In the event that it is impossible for one organisation to host the General Assembly, the General Assembly will take place in Brussels. Meetings are convened by e-mail, letter or fax, addressed at least thirty (30) days before the General Assembly is to meet. All members must be convened in the same way. These letters announce the agenda, which must include the following items, which do not constitute an exhaustive list:

1. Annual report
2. Accounts for the previous year and draft budget for the following year
3. Action plan for the following year(s)

4. Election of Board member(s)
5. Election of auditor
6. Approval of new members, if there are applications.

The President of the Board may call an Extraordinary General Assembly. He/she must convene it on request, in writing, from a third of the members of the EHN. An Extraordinary General Assembly may not be called within three (3) months of an Annual General Assembly.

An Emergency General Assembly may be called by the Board at ten (10) days notice if circumstances dictate.

Article 12

Members may be represented at the General Assembly by a proxy who is also a member. There is no limit to the number of proxies which any member can represent.

The General Assembly's decisions will only be valid if one half of the members are either present or represented.

Article 13

Except in cases foreseen in these Statutes, resolutions are taken by a simple majority of the members present or represented. Decisions are brought to the attention of the members by circulating the Minutes.

IV. AMENDMENT OF STATUTES - DISSOLUTION

Article 14

Without prejudice to Articles 50 paragraph 3, 55 and 56 of the Belgian law of 27th June 1921, any proposal aiming at amending the Statutes, or dissolving the Association, may emanate from the Board, or at least half the members of the EHN.

The Board must bring it to the attention of the members of the EHN at least three (3) months in advance of the date of the General Assembly which will vote on the said proposal.

The General Assembly cannot legitimately take decisions unless two-thirds of the members are present or represented.

No decision shall be valid unless it is voted by a majority of two-thirds of the members present or represented.

However, if the General Assembly does not meet with two-thirds of the members of the EHN, present or represented, another General Assembly will be convened under the same conditions as above, to vote finally and validly on the proposal in question, whatever the number of members present or represented.

Amendments to the Statutes must be submitted to the Ministry of Justice and published in the Annexes to the Belgian Monitor.

If dissolution is voted on, the General Assembly will appoint the liquidator(s), will decide on their powers and will indicate the allocation for the EHN's net assets. The net assets must be allocated to an association that pursues goals similar to those of the EHN.

V. BOARD

Article 15

EHN is administered by a Board comprising a minimum of three (3) members and a maximum of eight (8) members which are individuals.

The Board members are elected by the General Assembly for a period of three (3) years maximum, renewable without limitation. They can be removed from office by the General Assembly at any time.

The Board members must be the Executive Directors, or equivalent, of the EHN member organisations that they represent. Board members can substitute themselves at meetings of the Board by an individual from their organisations. The names of the substitutes must be communicated to the Board by the time the members take office. Substitution should be exceptional.

Nominations of candidates for Board membership should be communicated to the Board no later than thirty (30) days before the General Assembly and the Board must communicate such nominations to all members of the EHN at least one week before the General Assembly.

The candidates for membership of the Board must have attended at least one General Assembly of the EHN.

Only two (2) **new** Board members can be elected per financial year. In addition to new Board members, existing Board members may be re-elected. Notwithstanding the above, should the number of Board members fall below three (3) members, more than two (2) new Board members can be elected, to a maximum of three (3) **new** Board members.

Board members are free to resign at any time and must resign if leaving the EHN member organisation that they represent.

The Board can replace a Board seat that falls vacant in the course of a financial year by co-optation. The Board shall seek to co-opt an individual from the member organisation represented by the outgoing Board member. The co-opted member will serve until the next General Assembly.

The President of the Board represents the Board, without having to justify to third parties the powers which are conferred by virtue of this Article.

Article 16

The Board has the most extended powers of policy, management and administration of the Association.

It proposes the budget and determines the priorities of the EHN.

The accounts of all income and expenditures will be circulated to the members of the EHN once a year, and at least thirty (30) days before the General Assembly.

The Board appoints a Director, who is not a member of the Board.

The Board is authorised to delegate the daily management of the EHN, with powers to sign on behalf of the Association, to the Director.

The Board determines the delegated powers and his or her salary or fees.

The Board must establish expert groups, to assist the EHN in developing evidence-based position papers, and working groups. There must be at least one working groups, whose remit is to plan the programme for the Annual Workshop.

The Board may appoint a Treasurer, at its discretion, who shall be a member of the Board.

Article 17

The President of the Board is elected for a period of two (2) years which may be extended once for a period of two (2) years with a maximum term of four (4) years. The President of the Board shall normally have been a member of the Board for a period of at least one (1) year prior to appointment.

A President who has held office for the past four (4) years may not be re-elected as President for a period of two (2) years.

Should the President be unable to attend a Board meeting, the members of the Board present or represented will elect as President of that meeting the member who has served for the longest uninterrupted time on the Board.

Article 18

The Board meets at least three (3) times a year.

It meets on special convocation of the President, or the Director. Such convocations are sent by e-mail, letter or fax. All Board members must be convened in the same way. The draft agenda is circulated at least three (3) weeks in advance of meetings to all members. A final agenda is

forwarded one (1) week before the meeting.

The Director will prepare the Minutes which will be circulated to the Board members within three (3) weeks. After agreement, the Minutes will be circulated to all members of the EHN.

If necessary, the Board may also hold virtual meetings and reach decisions using telecommunication technologies, e.g. telephone and e-mails. Telephone or email/internet conferences can be called with short notice by the President or the Director by e-mail. The Director will prepare the Minutes which will be circulated as fast as possible and no later than two (2) weeks after the meeting. In case of virtual meetings, no decision can be implemented prior to adoption of the Minutes of the decisions by at least half of all Board members present or represented. Article 19 also applies.

Article 19

Decisions of the Board are taken by a simple majority of the Board members, present or represented. The Board's decisions are only valid if at least half of its members are present or represented.

The President shall have a second and casting vote on any issue put to the vote by the Board and which is not decided on the first vote.

Article 20

All acts undertaken by the EHN are, except by special proxy, signed by the Director, who in consideration of his/her delegated powers, will not have to justify to third parties the powers conferred to this end.

Article 21

Legal actions, whether brought by the EHN or directed against it, are monitored by the Board represented by its President or by the Director or by an administrator appointed by the President.

Article 22

The Board may decide on the creation of advisors to assist in carrying out its functions.

VI. BUDGETS AND ACCOUNTS

Article 23

The accounting year ends on 31 December.

The General Assembly appoints an external auditor to check regularity of the accounts.

The Board is required to submit to the General Assembly the accounts for the past year and the

budget for activities in the coming year.

VII. GENERAL PROVISIONS

Article 24

The EHN raises its core-funds amongst its members according to decisions made by the General Assembly.

The EHN, represented by the Board, may receive grants, donations and loans from the institutions of the European Union, foundations and others, provided that it does not affect its independence.

Article 25

Anything not provided for in these Statutes and the publications to be made in the Annexes of the Belgian Monitor shall be regulated according to the provisions of the law.

Read and approved by the General Assembly, Ixelles, Belgium, 4 June 2012