

# EUROPEAN NURSE DIRECTORS ASSOCIATION



## THE STATUTES 2018

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**Name of the Association:**

**European Nurse Directors Association (ENDA)**

Nurse leaders in Europe

[www.enda-europe.com](http://www.enda-europe.com)

- The association is registered in the Netherlands
- The fiscal year is the same as the calendar year
- It is a not-for-profit organisation

**The Strategic Aims of the Association are to:**

1. **Foster** evidence-based nursing care through excellence in nursing leadership for the benefit of patients, clients, their family and the community in accordance with ENDA's Code of Ethics.
2. **Influence** nursing developments at national and European level.
3. **Support** the development of the nursing profession, leadership, education and research.
4. **Contribute** to workforce development strategies.
5. **Promote** nursing leadership at all levels and all fields
6. **Value** the professions that contribute to health promotion, education, practice, policies and strategies.

This is achieved by:

- **Communicating and networking** regularly with ENDA's Board and members, **their relevant national, international and European organisations.**
- **Identifying priorities** for action through research, publication, mentorship, support of specific projects, and congress planning.
- **Increasing ENDA's membership** to achieve the strategic aims and annual objectives of the association.

- **Valuing** the contribution of its members and seeking to nurture their specific knowledge and skills in support of nursing leadership
- **Evaluating** ENDA's effectiveness by seeking feedback from its members.
- **Investing** its financial resources and expertise to target key emerging priorities in nursing leadership in Europe and in accordance with the aims of the organisation.

### **Organisational structure of ENDA**

The organisational structure of ENDA consists of a **Board** which includes the President, two Vice Presidents, Company Secretary and elected representatives from European national nursing bodies and specialist nursing fields. They hold an **annual general meeting (AGM)**.

The voice of **all** members of ENDA is sought within an **Assembly**.

### **The Association is designed as follow:**

To be included

All ENDA members are invited to attend The Assembly which meets every **two years** at the biennial ENDA congress. The Assembly consists of the above Board **together with ALL paid-up members** of the organisation. All have voting rights.

### **Responsibilities and accountabilities**

**The ENDA Board:** the board is responsible for the management of the Association and meeting its fiscal (not-for-profit) and strategic aims and

objectives. All board members are expected to have adequate English language skills.

The individual accountabilities of the Board members are:

**The President:**

- ensures that the statutory obligations are met and leads activities that support ENDA's strategy
- is the formal spokesperson on communicating information to and from external partners, media, government and the public on behalf of ENDA within Europe
- represents ENDA in relevant, related and/or affiliated European Associations
- is responsible for ENDA's Annual General Meeting (AGM). This is planned in collaboration with the Board and Company Secretary. He/she must ensure that reports are transparent and available to the Board and all members
- ensures that a robust communication infrastructure is established in support of membership recruitment, retention and management
- delegates responsibilities to key members of the Board by agreement.

**Vice Presidents:**

- support the President and are delegates for the President as needed
- substitute for the President in case of vacancy and are vice spokesperson for communicating to and from external partners, media, government and the public on behalf of ENDA
- develop, support and maintain links with all Board members
- support the organisation with the planning of ENDA's biennial congress.

The two Vice-President positions must aim to complement each other by representing different specialisms, nationalities and areas of expertise.

**Treasurer:**

**The Treasurer** is responsible for the financial supervision of ENDA and to provide good governance for its financial business

- is accountable for timely annual returns to fiscal bodies (tax and banks) and the Board
- advises the Board of budgetary impact of organisational developments
- liaises closely with Company Secretary and maintains an accurate database of the membership.

**Company Secretary:**

- is accountable to the Board
- ensures that agendas are prepared and sent in a timely fashion and that recording of meetings and resolutions follow an agreed protocol
- is the primary administration officer of the Board and provides the link between the Board, the membership and external bodies
- maintains an up-to-date website and appropriate social media presence of ENDA

**Honorary President:**

The Honorary President has a representative function at conferences, congresses and meetings. He/she is a nurse and a recognised expert in nursing leadership with a proven track record and may have an advisory function.

**Honorary Members:**

Honorary Members may be past presidents of ENDA or retired long-serving members who have contributed significantly to the organisation.

The Hon. President and Hon. Members are ex officio members of ENDA and have no voting rights.

**Fiscal obligations of the Board**

The Board is responsible for:

- the management of funds and budgets according to not-for-profit codes and regulations
- operates in a selfless manner and does not pursue economic purposes other than meeting its statutory obligations.

Any transaction of €5,000.00 or above requires the approval of the Board.

Any authorization of payments requires two signatories from the Board, one of whom must be the Treasurer and normally the President or in his/her absence, one of the Vice Presidents. All receipts must be original receipts.

ENDA may donate part of its funds to another charitable, not-for-profit organisation. This requires the approval of the Board and membership at Assembly.

### **Reimbursement of expenses:**

For attendance at the AGM, Extraordinary Board Meetings and Assembly, the Hon. President and President are entitled to reimbursement of economy travel and hotel expenses.

If Board members are invited to represent ENDA at conferences, advisory boards or other functions, the ENDA member must seek payment from the organisers.

If this is not possible but is in the interest of ENDA to be represented, then the member must seek permission from two Board members (one of whom must be the Treasurer or the President or in his/her absence, one of the Vice Presidents).

All expenses must be supported by relevant documentation (tickets and receipts) and submitted to the Treasurer.

Reimbursements are limited to travel within Europe and Economy fares.

### **Membership recruitment**

ENDA membership is open to persons who have relevant professional qualifications and leadership experience and, preferably, are in a senior nursing position.

- Applications are welcome from nurse leaders in clinical, educational, social, research and entrepreneurial field with relevant professional qualification and responsibilities
- Associations representing nurses from the above backgrounds may wish to become affiliated to ENDA as a group or may seek to identify a member of their organisation to become a representative member of ENDA
- Membership recruitment follows best practice and with due regards to gender, faith, ethnicity and age. ENDA welcomes diversity and promotes inclusiveness of our multicultural society

- Applications are to be made online in English by completing the format provided on ENDA's website [www.enda-europe.com](http://www.enda-europe.com). Payments should be made online on ENDA's website or through contact with the Treasurer
- Applications are reviewed by the Board and the final decision lies with the President or in his/her absence, a Vice-President with the delegated authority. The applicant will be informed of the decision within two calendar months
- The application becomes live after the receipt of the annual membership fee. The new member will then be welcomed and issued with the ENDA badge
- Members should note that the official language of ENDA is English.

#### **Membership ending/suspension/withdrawing**

- Membership is terminated in case of death, deletion from membership due to conflict of interests, malpractice or fraudulent activity
- A member or an affiliated association can be suspended during an investigation which may lead to termination of the membership or re-admission depending on outcome. The member of the association will have the opportunity to give a verbal and/or written statement to the Board. The outcome of the Board's investigation is communicated by the President. The member may appeal to the Board within one month after receipt of the decision. After the review of the appeal by the Board, the President will communicate the final decision to the appellant within one month of the date of receiving the appeal.
- A decision to suspend a member must be agreed by the ENDA Board.
- A decision to withdraw the membership from a member must be agreed by the ENDA Board.
- A member can withdraw his/her membership by notifying the Secretary or another member of the ENDA Board in writing and it becomes effective at the end of the fiscal (calendar) year.

#### **Membership fees**

- The purpose of the fees is to support the organisation in attaining its strategic aims and meeting its objectives



- It is an annual membership fee which is agreed at the Annual General Meeting (AGM) and which becomes effective on the following 30<sup>th</sup> June of the new fiscal year. This date also becomes the annual payment date for each ENDA member
- Special circumstances can be agreed by the Board
- New projects may require additional funding for which a business case must be submitted by the Board to the membership for approval at the AGM or at an extraordinary AGM.
- The Hon. President and Hon. Members are exempt from paying a membership fee.

### **Election and terms of office of Board members**

- The ENDA Board members are elected at the AGM and the decision is ratified at the next General Assembly
- Details of the election process are announced and communicated prior to the AGM and General Assembly
- The length of one term of office is four years and begins at the date of election. Maximum period in office is three terms.
- Candidates must be members of ENDA to be eligible for election and to remain in office. The office term of the ENDA Board member ends with termination of the membership in the Association
- In case of a Board member leaving the Association prior to the end of his/her term of office, the Board may appoint an interim successor for the remainder of the term. This appointment must be ratified at the following AGM and General Assembly whichever is the sooner if the person wishes to retain this position.

### **The Annual General Meeting and General Assembly**

**Frequency of meetings:** The Annual General Meeting is normally held at the same time as the biennial ENDA congress and in the intervening year at place decided by the Board.

The General Assembly is held every two years and corresponds with the biennial ENDA congress and the Annual General Meeting. It corresponds with the date of election of officers. Each ENDA member has the right to vote at the General Assembly. A substitute may be nominated and authorized in writing.

One member may represent up to two different voters. The authorization must be issued separately for each General Assembly.

**The function of the Annual General Meeting (AGM) is:**

- Receive the President's annual report
- Scrutinize and Approve the up-to-date and projected end-of-year budgetary report from the Treasurer
- Receive update of membership numbers, movements and trends from Company Secretary or Vice-presidents
- Approve the prospective annual budget, including cost of anticipated developments
- On receipt of the above information, determine the membership fees and eventual extraordinary charges (if applicable) to be proposed to the General Assembly
- Review annual reports from Board members and agree targets for following year.

**The function of the General Assembly:**

In addition to the above, members of the General Assembly are asked to receive annual reports and contribute to decision-making processes and Board issues

- Take part in the Election of Board members and/or ratification of interim appointments made by the Board
- Vote on the Appointment of Honorary President and Honorary Members
- Pass resolutions on changes to standing orders
- Review and act according to legal frameworks should a case for ENDA's dissolution be presented.

**Calling of the Annual General Meeting (AGM)**

- The AGM is called in writing (electronic message) three weeks prior to the meeting date which is effective the day following dispatch of the invitation. The agenda is set by the ENDA Board and is attached to the notification of the AGM's date and venue. The dispatch is

deemed effective and is based on the most recent contact addresses provided by members to ENDA's Company Secretary.

- Individual members may request an addition to the agenda. This must be submitted by electronic mail a minimum of five working days prior to the AGM. The Chair of the meeting (normally the President) announces the addition at the start of the AGM.
- It is possible for a member to add another item to be brought to the attention of the members at the end of the meeting under the agenda heading "Any Other Business (AOB). This is formally recorded in the minutes
- The President may wish to agree to invite a non-member of ENDA to attend the AGM. Such a request must be put in writing (electronically) to the President a minimum of 10 working days prior to the meeting.

### **Calling an Extraordinary General Meeting**

- The Board must call an extraordinary general meeting when it is in the interest of the association or when one tenth of the Board members requests it in writing. The request must state its reason and purpose.

### **Quorum, Resolutions and voting processes at the AGM, Extraordinary meeting or General Assembly**

- The Chair of the meeting is the President or in his/her absence a Vice president or other nominated ENDA Board member
- The Chair ensures that the minutes, resolutions and voting outcomes are recorded and signed off by the Company Secretary or another nominated person.

### **Quorum rules:**

- The **AGM and Extraordinary General Meetings** are quorate when the majority of Board members (50% of the Board +1) are present, by Skype or proxy voting
- The **General Assembly** (biennial meeting at Congress) is **quorate** when 50%+1 of the Board members are present, by Skype or proxy voting and ENDA members are present.

### **Passing Resolutions:**

- Can be passed if the AGM, Extraordinary AGM or General Assembly are quorate. A single majority vote is required for resolutions put to the AGM, Extraordinary Meeting, or General Assembly.
- **Exception:** Resolutions for changing standing orders require a majority of three quarters of the submitted valid votes.
- Abstentions are considered as invalid votes.

### **Voting:**

- In case of elections, an election committee may be delegated by the President to conduct the preceding discussion(s) and the selection process. The Company Secretary or nominated person by the General Assembly must record the outcomes.
- The process for voting is determined by the Chair. Voting takes place either by ballot or by show of hands. In all cases, the outcomes must be recorded and any written records related to the voting process must be retained by the Chair. A ballot (written) vote must take place if it is requested by one third of attending voting members.
- Provision for proxy voting may be agreed by the President in which case the membership will be notified of details six weeks in advance of election(s). There is only one proxy vote per ENDA member.
- The person who received more than half of the submitted votes is considered elected. In case that nobody received more than half of the submitted votes (a majority), a final ballot is conducted between the two candidates who received most of the votes. The person with a majority vote is elected. In case of equal votes, the Chair of the voting process decides by a draw.

### **Dissolution of the European Nurse Directors Association**

A resolution for the dissolution of the Association can only be considered and taken at a General Assembly with a majority of nine tenths of the submitted valid votes.

The President and Vice President(s) are the jointly acting liquidators unless decided differently at the General Assembly.

In case of the dissolution of the Association or cessation of not-for-profit purposes, the assets of the society are turned over to a public legal entity or

another not-for-profit (charitable) organisation in support of Nurse Leaders and/or nursing Leadership in Europe. This can be based in any healthcare setting, education facility, in Management, science or research.

Resolutions concerning the future use of assets may only become valid after discussion and agreement with the relevant tax office.

The Statutes are to be reviewed every four years.

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Prof. Jacqueline FILKINS, Hon. President ENDA

Prof. Alessandro STIEVANO, Board member of ENDA

*8<sup>th</sup> revised internal draft of 2007 statutes*

*Berlin, 21<sup>st</sup> April 2018*