

# CONSTITUTION

## FOUNDATION OF NURSE SPECIALISTS EUROPE- FoNSE

Date of Establishment 24-03-2020

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### Articles

#### Name and Registered Office

##### Article 1

- 1.1. The name of the foundation shall be: **Stichting Foundation of Nurse Specialists Europe**, abbreviated to: **FONSE**.
- 1.2. The Foundation shall have its registered office in the municipality of Arnhem.

#### Object

##### Article 2

- 2.1. The object of the Foundation is to support specialised nursing in Europe, by financially or otherwise supporting the work of institutions engaged in specialised nursing. Currently these are:
  - a. the association: European Specialist Nurses Organisation, with its registered office in Arnhem and listed in the Commercial Register of the Chamber of Commerce under file number 32141241, hereinafter referred to as ESNO;
  - b. institutions to be specified pursuing objectives similar to those of the foundation (if any).
- 2.2. The Foundation tries to achieve its object by, among other things, acquiring financial resources and designing and organising activities that support the object, such as, for example:
  - taking care of publications;
  - organising conferences, round tables and workshops;
  - supporting and conducting or commissioning research and studies;
  - organising promotional and other campaigns;
  - organising network meetings, and digital and social networks;
  - giving advice and organising various types of services to institutions involved in specialised nursing like ESNO.
- 2.3. The Foundation does not aim to make a profit, is there for a non profit organisation.

#### Funding

##### Article 3

- 3.1. The funding of the Foundation may consist of:
  - contributions from those who sympathise with the object of the Foundation;
  - contributions from those in whose interests the Foundation operates;
  - grants;
  - testamentary dispositions and gifts;
  - proceeds from the Foundation's activities;
  - all other income.
- 3.2. The Foundation accepts testamentary dispositions only under the benefit of inventory.

## **Management Board (Composition, Appointment and Suspension)**

### **Article 4**

- 4.1. The Management Board of the Foundation will consist of at least three members. The number of members shall be determined - with due observance of the provisions of the previous sentence - by the Supervisory Board.
- 4.2. The members of the Management Board will be appointed, suspended and dismissed by the Supervisory Board. Before appointing members of the Management Board, the Supervisory Board shall give the Management Board the opportunity to make a non-binding nomination for a period of at least three months. The Supervisory Board shall be free to appoint a member of the Management Board if a nomination has not been drawn up and communicated to the Supervisory Board within three months of the occurrence of a vacancy.
- 4.3. A member of the Management Board may be suspended, whether or not on the recommendation of the Management Board, by a resolution of the Supervisory Board. If suspension is not followed by dismissal within ten days, the suspension shall end upon the expiry of that term. The board member concerned shall be given the opportunity to be heard on the intended resolution before the resolution to dismiss is adopted.
- 4.4. The Management Board shall elect a chairperson, a secretary and a treasurer from among its members. The positions of secretary and treasurer may also be held by one person.
- 4.5. Management Board members shall be appointed for a maximum period of three years. The Board shall draw up a rotation schedule. Board members may be reappointed once for a subsequent period.
- 4.6. A vacancy shall be filled as soon as possible in accordance with the provisions of this Article.
- 4.7. Should one or more Management Board members be absent for any reason whatsoever, the remaining board members, or the only remaining board member, shall nevertheless form a valid board, without prejudice to the provisions of Article 13.
- 4.8. The Management Board members as such shall not receive any remuneration for their work. They shall, however, be entitled to reimbursement of expenses incurred by them in the performance of their duties and fees approved by the Supervisory Board, provided that such expenses are not excessive and provided that they are also included in the budget adopted for that year and approved by the Supervisory Board.

## **Board Meetings and Resolutions**

### **Article 5**

- 5.1. The Management Board meetings will be held in the municipality where the Foundation has its registered office. A meeting may be held elsewhere, provided all board members have agreed to the location of the meeting.
- 5.2. The Management Board will meet at least once year.
- 5.3. With regard to the meetings to be held, the following shall apply:
  - 5.3.1. Furthermore, the Management Board will meet whenever the Chair deems it necessary or when one of the other board members or a member of the Supervisory Board requests the Chair in writing to call a meeting, specifying the matters to be dealt with.
  - 5.3.2. If the Chair does not grant such a request, the member who made the request shall be entitled to convene a meeting him or herself in accordance with the required formalities.
  - 5.3.3. A request as referred to under 2 shall be deemed not to have been complied with when the meeting is not held within three weeks of the request.
- 5.4. Subject to the provisions of Article 2, paragraph 3, the Management Board members shall be called to the meeting by or on behalf of the Chair by means of notices sent in writing at least seven days in advance, excluding the date on which the meeting is convened and that on which the meeting is held.
- 5.5. The convocation notices will state the date and venue of the meeting and the matters to be

- dealt with. If the meeting is held at the request of the Supervisory Board, all members of the Supervisory Board shall also be called and have access to the meeting.
- 5.6. The meetings will be presided over by the Chair. If the Chair is absent, the meeting will designate a Chair.
  - 5.7. Minutes of the proceedings of the meeting shall be drawn up by the Secretary or by one of the other persons present at the meeting designated to do so by the Chair of the meeting. The minutes shall be adopted by the Board at the next meeting and signed in evidence thereof by the Chair and Secretary.
  - 5.8. With regard to decision-making, the following shall apply:
    - 5.8.1. The Management Board may only adopt resolutions at a meeting if the majority of the members in office are present or represented at the meeting. Decisions can only be taken with regard to items on the agenda.
    - 5.8.2. If all board members in office are present at a meeting, resolutions may be passed on all items on the agenda, provided they are passed unanimously, even if the rules for convening and holding meetings laid down in the Foundation's Articles have not been complied with.
    - 5.8.3. A board member may be represented at a meeting by a fellow board member authorised in writing.  
A board member may only act as proxy for one fellow board member.
    - 5.8.4. If the required number of board members is not present or represented at a meeting as referred to under 1, a second meeting shall be convened, to be held not less than two weeks and not more than four weeks after the first meeting; this second meeting may pass resolutions on matters that were on the agenda of the first meeting, irrespective of the number of board members present or represented at the meeting.
  - 5.9. The Management Board may also adopt resolutions outside meetings, provided that all board members have cast their votes on the proposal in writing. Such a proposal must be made in writing. The Secretary must make a record of any such resolution thus adopted outside a meeting, to be co-signed by the Chair and attached to the minutes, together with the responses received.
  - 5.10. Each board member shall have the right to cast one vote. Insofar as the present Articles do not prescribe a larger majority, all resolutions of the Management Board shall be passed by absolute majority of the valid votes cast.  
A member shall not have the right to vote on matters concerning that member personally and shall not be counted for the purposes of determining whether the requirement of Article 5 paragraph 8 (1) (quorum) has been met in respect of a proposal concerning such matters.
  - 5.11. All voting in a meeting is decided orally unless the Chair deems a vote by ballot desirable or one or more board members expresses the wish for a vote by ballot. Voting by ballot shall be by sealed and unsigned ballots.
  - 5.12. Blank and invalid votes will be considered as not having been cast. Board members whose votes are blank or invalid will still be counted for purposes of determining whether a quorum exists. If the votes are tied and not all board members are present or represented, the proposal will be put on the agenda of the next meeting. If the votes are again tied, the proposal is rejected.
  - 5.13. The Chair's decision pronounced at a meeting on the outcome of a vote will be decisive. If the correctness of this decision is disputed immediately after it has been pronounced, a new vote shall be taken if the majority of the meeting or, if the original vote was not taken by roll call or in writing, one person present with voting rights so requires. As a result of this new vote, the legal consequences of the original vote shall become void.

## **Management Authority**

### **Article 6**

- 6.1. The Management Board is charged with the management of the Foundation.
- 6.2. The Management Board is not authorized to enter into agreements for the acquisition, alienation, or encumbrance of property subject to registration nor may the Management Board enter into agreements under which the Foundation binds itself as surety or as joint and several debtor, under which it warrants the performance of a third party or under which it binds itself to furnish security for the debt of a third party, unless with the prior written approval of the Supervisory Board.
- 6.3. The Supervisory Board is authorised to subject Management Board resolutions to its prior approval in a decision to that effect in which those Management Board resolutions have been clearly described.

## **Representation**

### **Article 7**

- 7.1. The Foundation is represented by the Management Board or by two board members acting jointly.
- 7.2. The Management Board may grant the Treasurer limited or general power of attorney insofar as required for the exercise of his or her duties.
- 7.3. The limitation of the management authority in paragraph 2 of the previous Article also applies to the power of representation.
- 7.4. The limitation mentioned in the previous paragraph can only be invoked by the Foundation.

## **Termination of Management Board Membership**

### **Article 8**

- 8.1. Board membership shall end:
  - by the death of the board member;
  - when a fixed term of appointment has come to an end;
  - by retirement in accordance with a rotation schedule;
  - upon a member's loss of the right to freely dispose of his/her property as a result of a court decision;
  - by written notice of resignation with due observance of a reasonable notice period;
  - by accepting the appointment as a member of the Supervisory Board;
  - by dismissal by the Supervisory Board; and
  - by dismissal by the court on the basis of Article 2:298 of the Dutch Civil Code.

## **Supervisory Board**

### **Article 9**

- 9.1. Supervision of the Management Board's policy and of the general affairs of the Foundation is entrusted to a Supervisory Board consisting of an odd number of at least three and no more than five natural persons, all of whom are members of ESNO's Management Board. The number of members is determined by the Supervisory Board with due observance of the provisions of the previous sentence.
- 9.2. The Supervisory Board shall elect a chairperson and a secretary from among its members.
- 9.3. The members of the Supervisory Board shall be appointed, suspended and dismissed by the Supervisory Board.
- 9.4. The members of the Supervisory Board may not be members of the Foundation's Management Board.
- 9.5. The provisions of Article 8 shall apply mutatis mutandis to the Supervisory Board, on the understanding that membership of the Supervisory Board may terminate by resignation

granted by the other members of the Supervisory Board jointly or by accepting an appointment as a member of the Management Board.

- 9.6. As far as possible, the provisions of Article 5 shall apply mutatis mutandis to the Supervisory Board, on the understanding that board members shall only have access to the meetings of the Supervisory Board if they have been invited to attend.
- 9.7. The Management Board shall in a timely manner provide the Supervisory Board with the information required for the performance of its duties and powers, and shall also provide each member of the Supervisory Board with all information concerning the Foundation's affairs that he or she may require. The Supervisory Board shall be authorised to inspect all books, records and correspondence of the Foundation and to have them inspected. Each member of the Supervisory Board shall at all times have access to all rooms and grounds used by the Foundation.
- 9.8. The Supervisory Board may, at the Foundation's expense, be assisted in the performance of its duties by one or more experts.

### **Joint Meetings of the Management Board and Supervisory Board**

#### **Article 10**

- 10.1. At least once a year, the Management Board and the Supervisory Board will hold a joint meeting to discuss the general lines of the policy pursued and to be pursued in the future.
- 10.2. The Management Board and the Supervisory Board shall have separate powers to convene a joint meeting.
- 10.3. Article 5 shall apply mutatis mutandis to the joint meetings. They shall be presided over by the Chair of the Supervisory Board.

### **Financial Year, Annual Report and Accounts, Budget**

#### **Article 11**

- 11.1. The financial year of the Foundation coincides with the calendar year.
- 11.2. The Management Board is obliged to keep records of the financial position of the legal entity and of everything concerning the legal entity's activities, in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers in such a way that the legal entity's rights and obligations can be known from them at any time.
- 11.3. The Management Board is obliged to draw up the Foundation's balance sheet and the statement of income and expenditure within three months of the end of the financial year and issue these on paper. Together these documents are also referred to as 'the annual report and accounts'. The annual accounts must be published electronically on the internet within six months after the end of the financial year.
- 11.4. The annual report and accounts referred to in the previous paragraph shall be adopted by the Management Board and signed in evidence thereof by all board members. If any signature is missing the reason for this shall be stated on the relevant document. The Management Board is authorised to commission an auditor's report on the annual accounts. The auditor is appointed by the Management Board. The adopted balance sheet and statement of income and expenditure, as well as the budget of the income and expenditure for the current financial year, shall require the Supervisory Board's approval.
- 11.5. The adoption by the Management Board and the approval by the Supervisory Board discharge the Management Board from liability in respect of its management activities during the past financial year, except for what is not apparent from the books.
- 11.6. The Management Board is required to retain the books, documents and other data carriers referred to in paragraphs 2 and 3 for a seven-year period. Except for the balance sheet and statement of income and expenditure issued on paper, the data stored on data carriers can be transferred to and stored on other data carriers, provided the transfer of the data is accurate and complete and the information is available for as long as it is stored and can be

accessed for viewing.

- 11.7. If it is a condition for receiving a subsidy, the annual report and accounts shall be provided to the subsidy provider or organisation for its perusal.
- 11.8. Every year, if possible before the end of the current financial year but no later than one month after the start of the new financial year, the Management Board shall adopt the budget for the new financial year. The adoption of the budget shall be subject to the prior written approval of the Supervisory Board.

## **Regulations**

### **Article 12**

- 12.1. The Management Board is entitled to adopt regulations providing for matters which are not included in these Articles. The Supervisory Board is authorised to adopt regulations concerning the Board itself.
- 12.2. The regulations may not be in conflict with the law or with these Articles.
- 12.3. The body which has adopted a regulation shall at all times be authorised to amend or revoke the regulation adopted.
- 12.4. Resolutions for adopting, amending or revoking the regulations require a two-thirds majority of the votes cast.
- 12.5. Resolutions for adopting, amending or revoking the regulations require the Supervisory Board's prior approval in writing.

## **Amendments to the Articles, Merger, Division and Conversion**

### **Article 13**

- 13.1. The Management Board is authorised to amend these Articles. The resolution to this end must be adopted with a three-quarters majority of the votes cast in a meeting at which all of the board members are either present or represented without there being a single absentee from the board. The resolution to amend these Articles and the resolutions on mergers, divisions and conversions require the Supervisory Board's prior approval, without prejudice to the other provisions of the law on the procedure for mergers, divisions and conversions. The provisions of the second sentence shall apply mutatis mutandis to the Supervisory Board's approval decision.
- 13.2. If the required number of board members is not present at the meeting referred to in the previous paragraph, a second meeting may be held not less than two weeks and not more than four weeks after the first meeting, in which a resolution can be passed concerning the topic in question by a three-quarters vote, provided at least half the board members referred to in paragraph 1 are either present or represented at the meeting.
- 13.3. Amendments to the Articles, mergers, divisions and conversions must be effected by notarial deed under penalty of nullity. Each Management Board member is authorised to sign this deed.
- 13.4. The Management Board members are obliged to deposit an officially certified copy of the deed of amendment of the Articles, or of a merger, division or conversion and, if necessary, the continuous text of the amended Articles, at the office of the Commercial Register.

## **Dissolution and Liquidation**

### **Article 14**

- 14.1. The Management Board is authorised to dissolve the Foundation. The provisions in Article 13, paragraphs 1 and 2, apply to any resolution to that effect.
- 14.2. The Foundation shall continue to exist after its dissolution insofar as is necessary for the liquidation of its assets.
- 14.3. The liquidation shall be carried out by the Management Board, unless the Supervisory Board decides otherwise. If the liquidation is carried out by the Management Board, the Management Board shall be authorised to appoint one or more liquidators.

- 14.4. The liquidators shall register the dissolution of the Foundation in the Commercial Register.
- 14.5. During the liquidation, the provisions of these Articles and any internal regulations shall remain in force as far as possible.
- 14.6. Any credit balance after liquidation of the dissolved Foundation shall be used in accordance with the objects of the Foundation and for the benefit of a public service organisation with a similar objective or a foreign institution that exclusively or almost exclusively serves the public benefit and which has a similar objective. The Management Board requires the Supervisory Board's prior written approval for the allocation decision.
- 14.7. After the liquidation, the books and records of the dissolved Foundation must be kept in the custody of the youngest liquidator for a period of seven years.

#### Article 15

The Management Board shall decide on all matters for which the law, these Articles or internal regulations make no provision.