



**European Heart Network**  
Fighting heart disease and stroke

# **EUROPEAN HEART NETWORK STATUTES**



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**EUROPEAN HEART NETWORK**

(“EHN”, for short)

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*International non-profit association*

Registered office: Rue Montoyer 31, 1000 Brussels

Company registration and VAT number BE 0449.406.146 RPM Brussels (French-speaking division)

**“ARTICLES OF ASSOCIATION”**

**1. NAME, REGISTERED OFFICE AND OBJECTS**

Article 1

The association, which is not for profit, is known as the “European Heart Network”, or “EHN” for short. It is subject to the provisions of the Belgian Code of Companies and Associations of 23 March 2019.

Article 2

EHN’s registered office is established in the Brussels-Capital Region.

It may be transferred to any other location within the Brussels-Capital Region by a simple decision of the Board of Directors.

The relocation of the registered office to any other region in Belgium falls within the competence of the General Assembly, acting as it would in the case of an amendment to the Articles of Association. Any relocation of the registered office must be published in the appendices to the Belgian Official Gazette.

Article 3

EHN is formed for an indefinite period.

Article 4

EHN’s objects, which are philanthropic, scientific and educational in nature, are as follows:

- to establish a social environment in Europe to promote cardiovascular health and prevent cardiovascular disease (CVD), including heart disease and stroke;
- to strengthen the position of EHN and its members;
- to represent EHN on the international stage.

EHN encourages the development and implementation of policies that take into account the promotion of cardiovascular health and the prevention of cardiovascular disease through:

- supranational organisations, in particular the European Union;
- international organisations, for example, those active in the fields of healthcare, agri-food and consumer protection;
- national organisations.
- EHN regularly shares the latest information on the subject with its members, publishes articles based on scientific evidence and holds annual conferences open to its members.

The above list is non-exhaustive. EHN's activities are further detailed in its business plans, which are reviewed annually by the General Assembly.

#### Article 5

EHN may engage in any activities directly or indirectly related to its objects.

## **II. MEMBERS – ADMISSION – EXCLUSION**

#### Article 6

EHN shall be composed solely of legal persons established in Europe and operating at the national level, lawfully incorporated under the laws and customs of their country of origin, such as heart foundations, non-governmental organisations with the same aims and patient associations:

- which are non-profit;
- which are not government-run and are independent of political parties and economic interests;
- which, as a significant part of their activities, develop, influence and/or implement policies to promote the fight against cardiovascular disease and the prevention of cardiovascular disease, including heart disease and stroke.

#### Article 7

1. New members shall be admitted on the basis of a membership application accompanied by a declaration from the applicant that it fulfils the conditions stipulated in Article 6.

The application must be accompanied by the applicant's latest annual report and accounts. The application shall be sent to the Board and entered on the agenda of its next meeting.

2. Membership applications shall be approved by the Board by a two-thirds majority, before being presented to the General Assembly for final approval.

The Board need not give reasons for any decision to refuse applications and its decision is not open to appeal.



#### Article 8

1. Members shall pay a subscription fee set annually by the General Assembly on the recommendation of the Board. Subscription fees for the current year must be paid no later than 31 January. A reminder will be sent to that effect in September before the due payment date.

In the event of non-payment by 31 January, a final reminder will be sent in February advising that the final due payment date is 31 March.

2. All EHN members are free to cancel their membership at the end of the year for which they have paid their subscription fee, upon three months' notice to the Board of Directors.

Any member that has not paid its subscription fee by 31 March will be deemed to have relinquished its membership of EHN. The member will be informed of this sanction in writing within three (3) months of the due payment date. The obligation to pay arrears is not affected.

3. Any member acting in contravention of these Articles of Association or ceasing to fulfil the conditions stipulated in Article 6 shall be excluded from EHN by the General Assembly, acting by a two-thirds majority of the members present in person or by proxy, on the recommendation of the Board of Directors after hearing the defence of the interested party.
4. Any member excluded or expelled from EHN shall forfeit its rights to all the advantages conferred by EHN and may not request a refund of the subscription fees paid.

### **III. GENERAL ASSEMBLY**

#### Article 9

The General Assembly is composed of all members of EHN.

Each member has one (1) vote.

Only members who have paid their subscription fee are entitled to vote.

#### Article 10

The General Assembly is authorised to:

- set general policy guidelines;
- elect the Board and appoint its President;
- approve the admission of new members;
- draw up budgets and approve the accounts and auditor's reports;
- decide on the exclusion of members or correspondents on the proposal of the Board;
- amend the Articles of Association;
- voluntarily dissolve the EHN.



#### Article 11

All General Assemblies – whether Ordinary General Assemblies, which meet annually, or Extraordinary General Assemblies – are chaired by the President of the Board.

The General Assembly shall meet at the place and time and on the date stipulated by the Board of Directors. All members shall be informed of the place, date and time three (3) months before the General Assembly. In the event that a company is unable to host the General Assembly, it will be held in Brussels.

Notices of meeting shall be sent by email, letter or fax at least thirty days before the General Assembly. Notices of meeting shall be sent to all members by the same means of communication. They shall indicate the agenda, which must include, without limitation, the following items:

1. the annual report,
2. the accounts for the previous financial year and the budget for the following financial year,
3. the business plan for the following financial year(s),
4. the election of new Board member(s),
5. the election of an auditor,
6. the approval of new members, if membership applications have been received.

The President of the Board of Directors may convene Extraordinary General Assemblies. The President must convene the Extraordinary General Assembly upon the written request of one third of EHN's members. An Extraordinary General Assembly may not be convened within three (3) months following the Annual General Assembly.

The Board may convene an Extraordinary General Assembly within ten (10) days if circumstances dictate.

#### Article 12

Members may be represented at the General Assembly by a proxy holder who is also a member of that General Assembly. Members may hold an unlimited number of proxies.

For any General Assembly that must be recorded in a notarial deed, a member may be represented by another member or a third party.

Decisions of the General Assembly shall only be valid if at least half the members are present in person or by proxy.

#### Article 13

Except in the cases provided for in these Articles of Association, resolutions shall be passed by a simple majority of the members present in person or by proxy.

The members may view the resolutions in the minutes sent to them.



#### Article 14

The General Assembly may be held virtually or in person. Legally, therefore, General Assemblies may take place by teleconference, videoconference or web conference.

Members may participate in the General Assembly remotely via an electronic means of communication provided by the association. For quorum and majority purposes, members who participate in the General

Meeting in such a manner shall be deemed to be present at the location where the General Assembly takes place.

Each member has the right to a postal or electronic vote prior to the General Assembly.

#### Article 15

Except for (i) amendments to the Articles of Association and (ii) the dissolution and liquidation of the association, the General Assembly may take decisions by written procedure.

### **IV. AMENDMENT TO THE ARTICLES OF ASSOCIATION – DISSOLUTION**

#### Article 16

Without prejudice to Article 2:5 of the Belgian Code on Companies and Associations, any motion for an amendment to the Articles of Association or the dissolution of EHN may be tabled by the Board of Directors or by at least half of EHN's members.

The Board of Directors must inform EHN's members at least three (3) months in advance of the date of the General Assembly due to vote on that motion.

The General Assembly may only pass resolutions if two thirds of members are present in person or by proxy.

A resolution shall only be valid if voted on by a two-thirds majority of the members present in person or by proxy.

If two thirds of EHN's members are not present in person or by proxy at the General Assembly, another General Assembly shall be convened under the same conditions as those set forth above. That General Assembly must make a final valid decision on the motion, regardless of the number of members present in person or by proxy.

Amendments to the Articles of Association shall be published in the appendices to the Belgian Official Gazette.

Any change in the description of the benevolent aims pursued by the association and the activities that constitute its objects must be approved by the King.

If the association is dissolved, the General Assembly shall appoint the liquidator(s), determine their powers and indicate how the net assets of the association are to be allocated.

EHN's assets must be allocated to an association pursuing the same objectives as EHN.



## **V. BOARD OF DIRECTORS**

### Article 17

EHN shall be managed by a Board of Directors composed of at least three (3) and no more than eight (8) natural persons.

Board members shall be appointed by the General Assembly for a term of three (3) years and are eligible for re-election for an unlimited period of time. They may be removed by the General Assembly at any time.

Board members must be directors, or equivalent, of the EHN member organisations they represent.

A Board member may delegate his or her duties at Board meetings to a person working for the organisation he or she represents. The director shall inform the Board of the delegatee's name at the start of his or her term of office. The delegation shall be exceptional in nature.

Board nominations must be sent to the Board of Directors no later than (thirty) 30 days before the General Assembly. The Board must inform all EHN members of the nominations at least one week before the General Assembly.

Nominees to the Board must have attended at least one General Assembly of the association.

Only two (2) new Board members may be elected in each financial year. In addition to new Board members, the members in office may be re-elected. Notwithstanding the foregoing, if the number of Board members should fall below three (3), then more than two (2) but no more than three (3) new Board members may be elected.

Board members are free to resign at any time and must do so as soon as they cease to be a director of the organisation they represent.

Should a seat become vacant on the Board during a financial year, the Board may co-opt a member to fill it. The Board will seek to co-opt a member of the same organisation as the outgoing Board member. The co-opted member shall serve on the Board until the next General Assembly.

The President shall represent the Board, without having to prove to third parties the powers conferred on him under this article.

### Article 18

The Board shall have the widest possible powers regarding the association's policy, administration and management.

It shall propose EHN's budget and set its priorities.

All revenue and expenditure accounts shall be sent to EHN members once a year and at least thirty (30) days before the General Assembly.

The Board shall appoint an Executive Director who is not a Board member.



The Board may delegate the day-to-day management of the association, with the necessary signing authority, to the Executive Director.

The Board shall decide on the delegated powers and remuneration.

The Council shall appoint expert groups to assist EHN in its publications based on scientific evidence, as well as permanent working groups. At least one permanent working group will be responsible for preparing the annual conference programme.

The Board may at its discretion appoint a Treasurer, who must be a Board member.

#### Article 19

The President of the Board shall be appointed for a term of two (2) years and may be re-elected once, with a maximum total term of four (4) years. The President of the Board must have served on the Board for at least one (1) year prior to his or her election.

Any President who has been in office for four (4) years may not be re-elected as President again for another two (2) years.

In the event of the President's absence from a Board meeting, the members present in person or by proxy shall appoint the member who has served on the Board for the longest uninterrupted period to chair that meeting.

#### Article 20

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

The President or Executive Director may convene special Board meetings. Notices of meeting may be sent by email, letter or fax. They shall be sent to all members by the same means of communication. The draft agenda shall be sent to all members at least three (3) weeks before the meeting. A final agenda shall be sent one (1) week before the meeting.

The Executive Director shall prepare the minutes, which shall be sent to Board members within three (3) weeks. Once approved, the minutes shall be sent to all EHN members.

If necessary, the Board may also hold meetings remotely and make decisions using any appropriate means of telecommunication, including telephone and email. Meetings held by telephone, email or online may be convened by the President or the Executive Director by email. The Executive Director shall prepare minutes which he or she shall circulate as soon as possible and in any event no later than two (2) weeks after the meeting. In the event of a remote meeting, no decision may be implemented before the minutes of the decisions have been approved by at least half of the Board members present in person or by proxy. Article 21 of these Articles of Association shall also apply.





#### Article 21

Board resolutions shall be passed by a simple majority of the Board members present in person or by proxy. A resolution shall only be valid if half of the Board members are present in person or by proxy.

The President shall have a second casting vote on any item put to the vote by the Board which was not decided on during the first vote.

#### Article 22

Except in the case of a special proxy, all acts adopted by EHN shall be signed by the Executive Director who, by virtue of the authority vested in him or her for that purpose, need not prove his or her powers to third parties.

#### Article 23

Legal actions in which EHN is an applicant or a defendant shall be monitored by the Board of Directors, represented by the President or the Executive Director or a director appointed for that purpose by the President.

#### Article 24

The Board of Directors may decide to appoint a group of advisors to assist EHN in the performance of its duties.

### **VI. BUDGETS AND ACCOUNTS**

#### Article 25

The financial year shall end on 31 December.

The General Assembly shall appoint an external auditor to audit the accounts.

The Board shall submit the accounts for the previous financial year and the operating budget for the coming financial year to the General Assembly.

### **VII. GENERAL PROVISIONS**

#### Article 26

EHN shall levy an annual subscription fee on its members to raise the funds necessary for its operation, in accordance with the decisions of the General Assembly.

EHN, represented by the Board, may receive grants, donations and loans from European Union institutions, foundations, etc., provided that its independence is not affected.

Article 27

Any provision not envisaged by these Articles of Association and the publications in the appendices to the Belgian Official Gazette shall be in accordance with the provisions of the Belgian Code on Companies and Associations.”