

## **federation: European federation of Critical Care Nursing associations**

deed of adoption of a constitution

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Today, Monday, the twenty-fourth of October two thousand five, appeared before me, **Nick van Buitenen**, civil-law notary in Utrecht, the Netherlands:

- **Wouter de Graaf**; he was born in Amsterdam on the thirtieth of May nineteen hundred sixty four; he is a registered partner; he resides in 1261 CT Blaricum, Professor van Reeslaan 8; his identity document is a driving licence with the number 3324638586.

He stated the following:

«I am a member of the Board of Officers of the federation «European federation of Critical Care Nursing associations», abbreviated as «EfccNa», which was formed on the third of October nineteen hundred ninety nine in Berlin (Germany); this federation is still an unincorporated federation. On the twenty-third of April two thousand five the Council of Representatives of its members has decided to adopt the constitution and to include the constitution in a notarial deed; in this assembly I was granted authorization to sign the notarial deed; this authorization appears in the minutes of this meeting that are attached to this deed.»

As from today the constitution of the federation will read as follows:

### **CONSTITUTION**

#### **the name of the federation**

1. The name of the federation is «European federation of Critical Care Nursing associations», abbreviated as «EfccNa».

#### **the registered office of the federation**

2. The federation has its registered office in Blaricum, the Netherlands.

#### **the time for which the federation has been formed**

3. The federation has been formed for an unlimited period of time.

#### **the objectives of the federation**

4. The objectives of the federation are:
  - to support professional associations of critical care nurses, regardless of age, gender, nationality, colour, religious beliefs, social background and political views of their members;
  - to represent critical care nurses, critical care nursing and their professional associations in Europe and to strengthen their position.

#### **the means with which the federation wants to achieve its objectives**

5. The federation tries to achieve its objectives among other things by means of:
  - representing critical care nurses in the participating countries;
  - contributing to the quality of professional practice and scientific research in the field of critical care nursing;
  - promoting cooperation between European critical care nurses;
  - improving the recognition of critical care nursing by other European health care institutions;

- stimulating and maintaining effective cooperation between all health care professionals, associations, agencies and institutions which are involved in the care of critically ill patients;
- establishing guidelines with regard to training and education, practice and management in the field of critical care nursing;
- harmonising educational programmes in critical care nursing in the participating countries;
- convening and promoting conferences and congresses that contribute to the state of knowledge of the European critical care nurses.

#### **the funding of the federation**

6. The funding of the federation consists of:
- membership subscriptions;
  - income from capital;
  - proceeds from events organised by the federation;
  - grants, donations, testamentary dispositions and legacies;
  - any other revenues.

#### **the federation's year**

7. The federation's year is concurrent with the calendar year.

#### **on the member associations**

8. Eligible for membership of the federation are: (European) associations that possess legal personality according to the law of the country in which they are established, and that subscribe to the federation's objectives and declare to be willing to cooperate.

#### **on the application for membership**

- 9.1. Associations applying for membership of the federation shall apply in writing to the federation's Board of Officers.
- 9.2. The Council of Representatives decides on admission to membership.
- 9.3. If the Council of Representatives does not accept an association into membership of the federation, the Council shall give written notice to the rejected candidate within four weeks after the decision stating the reasons of the rejection.

#### **on the obligations of the member associations**

- 10.1. Every year the member associations shall pay a membership subscription determined by the Council of Representatives.
- 10.2. The membership subscription is due at the beginning of the federation's year; on termination of the membership during the federation's year there will be no refund of the membership subscription.
- 10.3. An association becoming a member during the federation's year shall pay a membership subscription according to time period.

#### **how the membership shall end**

11. The membership shall end:
- 1° on notice of termination by the member association;
  - 2° on notice of termination by the Board of Officers on behalf of the federation;
  - 3° on expulsion from the membership by the Council of Representatives.

### **on the notice of termination by the member association**

12. A member association may withdraw its membership by giving written notice at least four weeks prior to the end of the federation's year.

### **on the notice of termination by the federation**

- 13.1. The federation may end the membership of a member association if the member association does not pay its subscription, ceases to exist, fails to fulfil any other obligations, or if, for any reason whatsoever, it cannot reasonably be required from the federation to continue membership.
- 13.2. The notice of termination of membership on behalf of the federation is given by the Board of Officers; the Board of Officers shall give this notice in writing and thereby inform the member association of the reason for termination.
- 13.3. The member association may lodge an appeal to the Council of Representatives against the decision of the Board of Officers, whereby its membership was terminated.

### **on expulsion from the membership**

- 14.1. The Council of Representatives may decide to disqualify a member association from the membership; the Council may only take such a decision if the member association acts contrary to the constitution, regulations or decisions of the federation, or if the member association harms the federation in a unreasonable manner.
- 14.2. Immediately after such a decision has been taken by the Council of Representatives, the Board of Officers shall notify the member association of the decision in writing and thereby state the reason for expulsion.

### **on the suspension of a member association**

- 15.1. The Board of Officers may suspend a member association from the membership for a period of not more than three months; the Board of Officers shall notify the member association of its decision in writing and thereby also state the reason for suspension.
- 15.2. For the duration of the suspension the member association may not exercise its membership rights, but shall fulfil its financial obligations to the federation.
- 15.3. The member association may lodge an appeal to the Council of Representatives against the suspension decision of the Board of Officers.

### **on lodging an appeal by a member association**

- 16.1. The member association that is suspended or whose membership is terminated may lodge an appeal to the Council of Representatives; the period within which such a member may lodge an appeal is four weeks.
- 16.2. Within four weeks after the member association has lodged an appeal the Council of Representatives shall give a reasoned decision and shall notify the member association of this decision in writing.

### **on the Board of Officers of the federation**

- 17.1. The federation has a Board of Officers consisting of at least *five* and *seven* natural persons at the most. When the number of Officers is less than five, the Board of

Officers shall remain competent; at the next Council of Representatives, however, the vacancy shall be filled.

- 17.2. The Council of Representatives shall elect the Officers from among the members of the member associations of the federation.
- 17.3. The Council of Representatives shall determine which Officer will be President, Secretary or Treasurer; the various functions may not be fulfilled by one person; the Council of Representatives may appoint a Vice-president, second Secretary or second Treasurer who may replace or assist the President, Secretary or Treasurer.
- 17.4. The President, Secretary and Treasurer shall be of age.

#### **on the suspension and removal of Officers**

- 18.1. The Council of Representatives may suspend or remove Officers at all times.
- 18.2. If suspension of an Officer is not followed by removal within three months, this suspension shall end.

#### **on the duration and end of the membership of the Board of Officers**

- 19.1. The Council of Representatives appoints the Officers for a period of three years; the Officers may be re-elected immediately for a maximum one term.
- 19.2. The Officers shall retire by rotation; this rotation schedule may not determine that the President and the Vice-president shall retire at the same time; Officers appointed in interim vacancies shall take up the position of their predecessor according to this rotation schedule.
- 19.3. Membership of the Board of Officers shall end:
  - on removal by the Council of Representatives;
  - on the end of the membership of the federation;
  - on retirement by the Officer himself; if the Officer retires, he shall observe a notice period of at least twenty-eight days.
- 19.4. If the membership of the Board of Officers ends on expiry of the period for which the Officer has been appointed, and if there has not yet been appointed a successor, the Officer shall remain in office until the Council of Representatives has filled the vacancy or has decided not to fill the vacancy, unless this Officer cannot reasonably be required to continue his duties.

#### **on meetings and decisions by the Board of Officers**

- 20.1. The Board of Officers shall meet as often as the President or two other Officers want to, but at least twice a year.
- 20.2. The notice convening a meeting of the Board of Officers shall be with due observance of a period of at least seven days.
- 20.3. The Board of Officers shall only take decisions if at least two-thirds part of the number of Officers is present or represented.
- 20.4. The Board of Officers shall take its decisions by a simple majority of votes.
- 20.5. If the votes are equally divided, the President shall reopen the discussion; if the votes are then again equally divided, the President shall decide.

#### **on the duties of (the members of) the Board of Officers**

- 21.1. The duties of the President shall be:
  - supervision of the enforcement of the constitution and the regulations and rules, and effecting the decisions of the federation;
  - presiding the meetings of the Board of Officers and member associations.
- 21.2. The duties of the Secretary shall be:

- management of the records of the federation;
  - keeping minutes of meetings;
  - conducting the correspondence of the federation;
  - preparing the annual report on the course of events within the federation.
- 21.3. The duties of the Treasurer shall be:
- daily management of the funds and keeping the accounts of the federation;
  - collecting claims and paying off the debts of the federation;
  - preparing the annual financial accounts;
  - preparing the annual budget.
- 21.4. The Board of Officers shall see to it that the Council of Representatives can always inform itself of the financial position of the federation and of its rights and obligations.

#### **on representation**

- 22.1. Except for the complete Board of Officers the federation can also be represented by two jointly acting Officers.
- 22.2. The Board of Officers may grant general or limited power of attorney to one or more Officers to represent the federation; such a power of attorney shall be granted in writing. The Board of Officers shall make known a general power of attorney to third parties by means of publication in the Commercial Register of the Chamber of Commerce and Industry for the district in which the federation is listed.
- 22.3. A member association may grant power of attorney to natural persons to represent the member association in the Council of Representatives and to speak and vote on behalf of the member association; such a power of attorney shall be granted in writing.

#### **on convening meetings of the Council of Representatives**

- 23.1. The Board of Officers shall convene the member associations to meetings of the Council of Representatives as often as it is deemed necessary, but at least once a year.
- 23.2. The notice convening each meeting shall be made with due observance of at least fourteen days prior to the meeting by submitting the agenda to the member associations or by sending the agenda to their addresses.
- 23.3. Each member association will have the right to put forward items on the agenda of a meeting; but this can only take place if the member association has submitted these items in writing to the Secretary of the Board of Officers at least ten days prior to the meeting; the Secretary shall inform the member associations of such items on the agenda at least seven days prior to the meeting.
- 23.4. The President and Secretary of the Board of Officers shall act as President and Secretary of the Council of Representatives; if the President or Secretary are absent, the Vice-president or the second Secretary respectively, or – in their absence – one of the other Officers will act as President or Secretary; if no President or Secretary can be found in this way, the Council of Representatives shall appoint a President or Secretary.
- 23.5. At the request of one-tenth part of the number of member associations the Board of Officers shall convene a meeting of the Council of Representatives; these member associations shall make this request in writing stating the reason for such a meeting; the Board of Officers shall convene such a meeting within twenty-eight days after this request; if the Board of Officers has not acceded to the request within this period, the applicants may proceed to this convocation in the manner

provided in this article; if necessary the meeting shall provide for its chairmanship and for keeping the minutes of the course of this meeting.

- 23.6. Only representatives of the member associations have access to the meeting, unless the Council of Representatives decides to invite to the meeting other persons, who are not a member.

#### **on voting and quorum for the meetings of the Council of Representatives**

- 24.1. Only member associations have the right to vote.  
24.2. The Council of Representatives shall take its decisions by a simple majority of votes, unless this constitution provides otherwise.  
24.3. The Council of Representatives can only take decisions if at least the majority of the number of member associations is present or represented.  
24.4. In the event that the required number of member associations is not present or represented at the meeting, a new meeting of the Council of Representatives can be convened at least fourteen days but twenty-eight days at the most after the first meeting, during which meeting – irrespective of the number of member associations present or represented – decisions can be taken on the same subjects as those of the previous meeting by a majority of at least two-thirds part of the number of votes.  
24.5. Matters concerning persons shall be voted on by ballot, but if the member associations do not object to this, the meeting may adopt its decision by acclamation.  
24.6. If the votes concerning persons other than in an election are equally divided, there shall be a second ballot; if the votes are equally divided again, the proposal is rejected.  
24.7. Votes concerning persons in an election shall be by an absolute majority of the votes cast; does none of the eligible persons acquire absolute majority, there shall be a second ballot between the persons who received the highest number of votes in a way that the number of persons on ballot is always one more than the number of vacancies to be filled; at this second ballot a simple majority of votes shall be decisive.  
24.8. Business matters will be decided verbally, unless the Board of Officers or the Council of Representatives decides on a vote by ballot.  
24.9. If the votes concerning business matters are equally divided, the proposal is rejected.  
24.10. Abstentions and invalid votes do not count for the decision-making.  
24.11. Written votes shall be cast by means of sealed and unsigned ballot.

#### **on the rules and regulations**

25. The Board of Officers shall draw up the rules and regulations.

#### **on the annual report**

- 26.1. Before the thirty-first of May of each year the federation will convene its *annual meeting*.  
26.2. During the annual meeting the following subjects shall be on the agenda:  
- the annual report  
- the report of the financial audit committee and the appointment of a new financial audit committee;  
- the provision in any vacancies;  
- the determination of the subscription fees.

- 26.3. The annual report shall include in any event: the annual report of the Board of Officers, a balance sheet, a statement of income and expenditure, and explanatory notes to these documents.
- 26.4. In this meeting the Treasurer shall render an account to his financial management; if the Council of Representatives has adopted the annual report, the Treasurer is granted a discharge.
- 26.5. Prior to approving the annual report the Council of Representatives may decide that a financial auditor or other expert carries out an audit of the documents concerned.

#### **on committees and working groups**

- 27.1. The Council of Representatives or the Board of Officers may set up committees or working groups.
- 27.2. Every year the Council of Representatives shall appoint a financial audit committee consisting of two independent member associations to audit the accounts of the Board of Officers; this financial audit committee shall report its findings to the Council of Representatives.

#### **on the contributors of the federation**

28. Contributors of the federation are natural persons or legal persons who have expressed their willingness to make an annual financial contribution to the federation; every year the Council of Representatives shall determine the minimum amount of this contribution.

#### **on amendments to the constitution and dissolution of the federation**

- 29.1. The Council of Representatives may decide to amend the constitution or to dissolve the federation; it can only take such a decision in a meeting of the Council of Representatives convened for that purpose, in which at least two-thirds part of the number of member associations is present or represented and by a majority of at least two-thirds part of the number of votes.
- 29.2. The Board of Officers shall convene such a meeting with due observance of at least twenty days prior to the meeting, stating that in the meeting concerned amendments to the constitution or dissolution of the federation will be proposed.
- 29.3. The Board of Officers shall send the text of the amendments to the constitution to the member associations with due observance of at least fourteen days prior to the meeting or shall make them available for inspection by the member associations at a suitable location as from that date, all this until the end of the day at which the meeting will be held.

#### **on the liquidation of the assets of the federation**

- 30.1. After the decision on dissolution of the federation the Board of Officers as a liquidator shall liquidate the assets of the federation, unless the Council of Representatives has appointed other persons as such.
- 30.2. The liquidation shall take place with due observance of the requirements set out in Section 2:23 a to c inclusive of the Netherlands Civil Code.
- 30.3. The Council of Representatives shall designate a purpose to the credit balance after liquidation, which shall be as much as possible in accordance with the objectives of the federation.
- 30.4. After the liquidation, the annual report and other records of the federation must be kept for a period of at least seven years by the person who has been appointed as such by the Council of Representatives; within eight days after the liquidation the

custodian shall report his obligation to retain records to the office of the Commercial Register of the Chamber of Commerce and Industry.

#### **the current Board of Offices of the federation**

- the current President of the federation is W. de Graaf referred to above;
- the current Vice-president of the federation is **Jóhanna Rósa Thorsteinsdóttir**; she was born in Iceland (Iceland) on twenty-seven January nineteen hundred fifty-five; she is unmarried and no registered partner; she resides in 600 Akureyi (Iceland), Spítalavegur 11;
- the current Secretary of the Federation is **Heike Strunk**; she was born in Hamburg (Germany) on twelve November nineteen hundred fifty-three; she is married; she resides in 48161 Münster F.R. (Germany), Havixbecker Str. 59;
- the current Treasurer of the federation is **Maria Oesamparados Bernat Adell**; she was born in Castellon (Spain) on twenty-three August nineteen hundred sixty-two; she is unmarried and no registered partner; she resides in 12003 Castellon (Spain), Avda. Hermanos Bou 31, 1-B;
- the current other Officer is **John Walter Albarran**; he was born in Dublin (Ireland) on fourteen September nineteen hundred fifty-eight; he is unmarried and no registered partner; he resides in Bristol BS6 7SX (Great Britain), 191 Coldharbour Road, Westbury Park Park.

Their willingness to become a member of the Board of Officers is shown in four statements attached to this deed.

#### **the address of the federation**

The address of the federation is «Professor van Reeslaan 8, 1261 CT Blaricum, the Netherlands».

#### **the final clause of this deed**

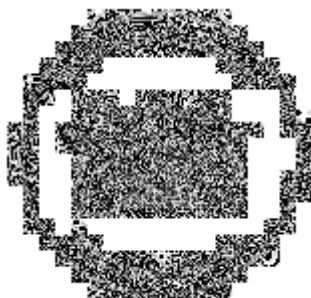
The identity of the person appearing has been established by virtue of his identity document, so that he is known to me.

I have communicated the substance of the deed to the person appearing and given an explanation to its contents as well as of the legal consequences. The person appearing stated that he had taken cognizance of the contents of this deed and agreed to its contents.

Immediately following its limited reading, the deed was signed by the person appearing and by me. The original of this deed will remain at my office. The deed was executed in Utrecht, the Netherlands, on the date stated at the beginning of this deed.

**AFTER SIGNATURE  
ISSUED AS A TRUE COPY**

Utrecht, 25 October 2005  
Nick van Buitenen, civil-law notary



Nick van Buitenen  
Civil-law notary in Utrecht