

BELGIAN WORKING GROUP ON CARDIOVASCULAR NURSING

Abbreviation BWGCVN

NON-PROFIT ASSOCIATION

ELYZEESE VELDENSTRAAT 43

1050 BRUSSEL

Constituent instrument

The following persons:

1. **Baillieul Nathalie**, born in Brugge, on 29 January 1971, residing in 8600 Diksmuide, Nachtegaalstraat 22, nationality Belgian;
2. **De Block Yasmina** Kamiel Maria, born in Dendermonde, on 28 September 1983, residing in 9320 Erembodegem, Keppestraat 110/11, Belgian nationality;
3. **De Smet Geert**, born in Dendermonde, on 9 September 1971, residing in 9860 Scheldewindeke, Oude Heirbaan 6, Belgian nationality;
4. **Hody Laurence**, born in Cologne (FRG), on 18 May 1966, residing in 1300 Wavre, Avenue Van Pee 7, Belgian nationality;
5. **Kaidalina-Mambour Irina**, born in Moscow (RUS), on 25 July 1969, residing in 1380 Couture, rue de l' Abbay 13, Canadian nationality;
6. **Martin Sandra** Johanna Fernanda, born in Mol, on 1 March 1974, residing in 3270 Scherpenheuvel, Vroentestraat 24, Belgian nationality;
7. **Moons Philip** Marcel Maria, born in Geel, on 10 June 1968, residing in 3150 Tildonk, Plantsoenbosstraat 12, Belgian nationality;
8. **Siebens Katrien** Jacqueline Miel Jeroen, born in Reet, on 3 October 1975, residing in 2550 Waarloos, Zwarthoutstraat 2, Belgian nationality;
9. **Van Deyk Kristien**, born in Leuven, on 2 August 1977, residing in 3130 Begijnendijk, Puttestraat 162J, Belgian nationality;

As of today 07/07/2009 constitute a non-profit organisation. The name shall be “**BELGIAN WORKING GROUP ON CARDIOVASCULAR NURSING**”. The constitution shall be as follows

Constitution

CHAPTER I: NAME, REGISTERED OFFICE AND SOCIAL PURPOSE

Legal form and name

Article 1:

The association is a non-profit association within the meaning of the Act of 27 June 1921 and as amended by the Act of 2 May 2002.

The name of the association shall be “**Belgian Working Group on Cardiovascular Nursing**”, abbreviated **BWGCVN**, non-profit organisation.

The name “**Belgian Working Group on Cardiovascular Nursing**” or the abbreviation “**BWGCVN**” shall occur in all documents, invoices, announcements, publications, letters, orders and other outgoing papers from the organisation, preceded or followed by the words "non-profit organisation" or by the abbreviation "NPO", and the precise indication of the registered office.

Registered office

Article 2:

The registered office shall be in **1050 Brussel, Elyzeese Veldenstraat 43**.

The NPO depends on the judicial district of Brussels.

The governing board may relocate the registered office to any place in Belgium, while taking the language legislation and the necessary disclosure requirements into consideration. The General Meeting shall confirm the constitution during its next meeting.

Duration

Article 3:

The association is founded for unlimited duration.

If the Belgian Society of Cardiology ceases to exist on any grounds and or if it dissolves, this association shall also dissolve.

Mission

Article 4:

4.1. Mission

The organisation is founded as an association and a working group as set out in the statutes of the Belgian Society of Cardiology. The organisation's concrete mission is as follows:

1. Improvement of the quality of nursing care for cardiovascular patients in Belgium.
2. Engagement and support of activities with respect to improving cardiovascular health.
3. Creating, distributing and following up the application of the standards concerning education, further education and clinical practice.
4. Promoting the scientification of cardiovascular nursing care in Belgium.
5. Further development of a close cooperation with the Belgian Society of Cardiology and its working groups in order to enhance the quality of life of the Belgian population.

The association may make arrangements that are related directly or indirectly with its social mission.

The association may lend assistance and work actively for each activity pertaining this mission.

4.2. In exercising its mission the association follows the mission and ideal of a non-profit purpose of the Belgian Society of Cardiology, specifically aimed at cardiovascular nursing care.

Any initiative to the government by the working group can only be realised after consultation and mutual agreement between the Belgian Society of Cardiology and its working group.

4.3. Activities

The activities of the association shall notably be reflected in:

1. Organising scientific meetings with its own programme or by supporting meetings dedicated to different aspects of cardiovascular health care. The association shall organise a specific congress in any case no less than once a year at national level. A cooperation with specific working groups of the Belgian Society of Cardiology or with professional nursing organisations can be established.
2. A cooperation with national and international nursing health care organisations
3. Stimulating scientific research with regard to cardiovascular nursing care and the international dissemination of the findings.
4. Establishing the levels of expertise or the competences of cardiovascular nurses.

4.4. Language

English is also valid besides the national languages.

CHAPTER II: MEMBERS, ADMISSION, OBLIGATIONS & RESIGNATION

Categories of members - accession conditions - rights and obligations

Article 5:

5.1. Categories - numbers.

The association is composed of *Full Members, Accessing Members and Associate Members*. The minimal number of Full Members must not be less than three. The maximal number of Full Members and Accessing Members is unlimited.

All association members shall also be members of the Belgian Society of Cardiology.

5.2. Rights and obligations

Full Members, Accessing Members and Associate Members enjoy the same rights with the exemption of the general meeting and the exercise of the associated voting right. These rights are exclusively reserved for Full Members.

5.3. Accession conditions

For Full Members as described below:

The founding members of the association and each nurse with an interest in/or experience in the care for patients with cardiovascular conditions are Full Members. A new application should be accepted by the office and the general meeting.

The Secretaries shall keep a register of the Full Members at the registered office of the association and publish on the Internet. This register shall display the names, first names and residencies of the members, and the company name, the registered office and the legal form concerning the legal entities.

All decision with respect to admission, resignation or exclusion of the Full Members are recorded in this register by the Secretaries within eight days after having taken note of the decision of the board.

The register of the Full Members shall be submitted at Registry of the Court of the First Instance, as further described in article 15.

Accessing Members may be:

For the Accessing Members as described below:

A nurse whose interest and/or competence in nursing patients with cardiovascular conditions is well-known and is an important part of his/her main activity can become an Accessing Member.

Associate Members may be:

For the Associate Members as described below:

A non-nurse whose interest and/or competence in nursing patients with cardiovascular conditions is well-known and is an important part of his/her main activity can become an Associate Member.

Article 5.4 Admission of the members

To be admitted as Full, Accessing or Associate Member the following procedure shall be applied:

1. The application must be submitted in writing by the candidate to the Governing Board. The Governing Board shall examine the admissibility of the applications and shall decide on the acceptance of the candidates for membership.
2. A possible inadmissibility of the application shall be communicated in writing to the candidate. The candidate has the right to be heard by the governing board; however, there is no possibility for appeal against the decision of inadmissibility.
3. The list of the new member will be notified at the general meeting of the annual scientific meeting.
4. The non-accepted candidate may submit his/ her application after 1 year, starting with the date of the decision by the governing board.

Contributions

Article 6:

All Full, Accessing and Associate Members shall make their annual contribution to the Belgian Society of Cardiology. The general meeting specifies the amount as well as the date and the method of payment. This contribution shall not be more than 100.00 EUR. The maximum amount of 100.00 EUR shall be indexed with the consumer price index. The basic index is the index of the month preceding the month of the foundation.

By paying their contribution the members show their support for the purpose of the association.

Exclusion & Resignation

Article 7:

All members are free to resign from the association after submitting a resignation in written form at the office.

Is considered to be resigning, each member who fails his/her contribution within the month following the request for payment.

The general meeting may suspend certain members responsible for serious infringements of the statutes or who do not meet the conditions listed in article 5.3.

The resigning or suspended member and the legal successors of a resigning, suspended or deceased member have no entitlement to the assets of the organisation.

CHAPTER III: BOARD

Appointment of the directors

Article 8:

8.1 Appointment - number - term of mandate

The organisation shall be governed by a governing board, also referred to "office". This office consists of no more than 5 members, democratically elected from the members of the working group.

The board members are chosen on the basis of a candidate list, which is presented to all full members. Every full or associate member may submit an application for candidacy at the office of the working group by means of an application letter to the Chairperson, sent 15 days before election date at the latest.

The elections take place every four years before the start of the financial year.

The members of the office are directly elected. All full members and all candidate board members have one vote. Each member will be requested to indicate a maximum of 2 directors on the basis of the candidate list. The 5 candidates with most of the votes shall be elected directors.

If an elected member resigns, his/her succession shall be guaranteed on the basis of the order of the election result.

In case of equality of votes with regard to the final place, exceeding the maximum number of directors, persons with an equal number of votes shall be appointed alternately directors.

The mandate of the directors shall be 4 years. The resigning directors may be re-elected.

The chairperson of the working group is elected and chosen by and from the directors. His/her mandate shall be no more than 2 years and may be renewed not more than once. One shall ensure that, when appointing the new chairperson, the rules regarding the shifting linguistic parity will be respected.

The office appoints a vice-president from its members, a secretary and a treasurer.

The chairperson has his/her seat at the "office" of the "Belgian Society of Cardiology" and exercises his/her mandate as director, without the possibility of delegation.

If the chairperson is temporarily unable to carry out his/her duties, his/her functions will be carried out by the secretary or the vice-president. Each member may choose his/her language for the meetings of the governing board or the general meeting.

The mandate of the directors shall terminate:

- in the event of death;
- in the event of revocation by the general meeting;
- due to legal reasons.

Deliberations and decisions

Article 9:

The governing board shall meet whenever convened by the chairperson and/or the secretary.

Decisions shall be taken by absolute majority of the votes. If votes are evenly divided, the chairperson or his/her deputy has the decisive vote.

A report shall be taken of each meeting by the chairperson and/or the secretary. This report shall be distributed to the directors of the working group.

The statutes and the internal regulation of the working group shall be approved in advance by the governing board of the Belgian Society of Cardiology. In the same way, subsequent amendments of the statutes or the internal regulation shall be approved in advance by the governing board of the Belgian Society of Cardiology.

Authority

Article 10:

The governing board has the broadest authority to perform the administration and the management of the organisation.

He/she may, without this list being exhaustive, draw up or have drawn up documents, conclude contracts, sign rental contracts without limitation of duration, accept legacies, subsidies, donation and transfers, renounce all rights, confer all powers to delegates (whether associated or not) of his/her choice, represent the organisation in the justice department, whether as plaintiff or defendant.

He/she can also withdraw and receive sums or values, claim deposited values or money, open bank and postal accounts, perform all transactions with the provided accounts, including cash withdrawals, transfer or deposit payments or any other payment instruction; conduct all payments for debts of the organisation; telegrams, general cargo, collect registered mail at the

post office, customs and railway; collect money orders, and receive a postal money order or a postal receipt, waive all contractual or real rights, and all real or personal guarantees.

Representation

Article 11:

Legal procedures, whether as plaintiff or defendant, are conducted in the name of the organisation, by the governing board, on the proposal of the Chairperson.

The acts that stipulate the undertakings of the organisation outside the daily management, or for an amount exceeding EUR 5,000, shall be signed by no less than two directors, or by a special delegation of it.

Liability

Article 12:

In the scope of their function the directors shall not have personal liability and shall solely be responsible for exercising their mandate. The latter shall be exercised free of charge.

CHAPTER IV: GENERAL MEETING

Composition

Article 13:

The general meeting includes all Full members.

Authority

Article 14:

The general meeting shall have the following powers:

- the appointment or exclusion of the directors
- the approval of budgets and invoices
- amendments of the statutes
- the voluntary dissolution of the organisation

- all other powers determined by the law or the present statutes.

Convocation notice

Article 15:

15.1. Ordinary General Meeting

The General Meeting shall meet annually for an Ordinary General Meeting held within 6 months after the end of the financial year. It shall take place at the seat of the organisation or a place mentioned in the convocation notice. The General meeting shall be presided over by the Chairperson of the Governing Board, or, in his/her absence, by the oldest director present. Each proposal supported by one twentieth of the full members must also be included in the agenda.

15.2 Special and/or Extraordinary General Meeting

This general meeting is convened by the governing board once it is requested by one fifth of the full member.

A general meeting may also be convened by the Chairperson of the Belgian Society of Cardiology by at least two thirds of the directors of Belgian Society of Cardiology.

15.3. Convocation notices

The members of the organisation shall be convened for the general meeting by the Chairperson of the governing board, or, in his/her absence, by the Secretary and at least one Full member, by means of an ordinary letter, a telefax and/or an email. The convention includes the agenda and the date, time and place where the general meeting will be held. The convention shall be sent at least eight days before the general meeting.

15.4. Representation of the members

Each member may be represented by another member, subject to written proxy. Each member may represent no more than one other member of the organisation.

Deliberations and decisions - publication of the decisions

Article 16:

16.1. Required Quorum and voting

The general meeting shall regularly be convened irrespective of the number of members present or represented.

During the general meeting decisions will be made by a simple majority of the present votes.

In case of a parity, the vote of the Chairperson is decisive.

A majority of two thirds shall be necessary to exclude a Full member.

The general meeting may also amend the statutes if this is included in the agenda and if two thirds of the full members are present or represented. If the quorum is not met, a second general meeting shall be convened which may then amend the statutes validly, irrespective the number of members present.

For each amendment of the statutes a majority of two thirds of the votes present is necessary. If, however, the amendment refers to one of the basic principles (article 4 - mission) of the organisation, a majority of 4/5 of the votes present is necessary.

This also applies to the decision to a voluntary dissolution of the NPO.

16.2. Announcements

The decisions of the general board will be recorded in a registry of official reports, which shall be signed by the Chairperson and one of the directors. The registry shall be kept by the Secretaries where it will be available for inspection for each member, without replacing the registry.

Moreover, the NPO shall submit the following documents at Registry of the Court of the First Instance:

1° The statutes of the organisation;

2° The acts concerning the appointment and the end of the mandate of the directors, of persons who shall be entrusted with the daily management, of persons who are authorised to represent the organisation or of supervisory board members.

3° A copy of the list of the full members;

4° The decisions concerning the nullity or the dissolution of the organisation, or concerning its liquidations and appointment and end of the mandate of the liquidators.

5° The annual invoices of the organisation, listed in accordance with article 18;

6° The amendments to acts, documents and decisions mentioned under 1°, 2°, 4° and 5°.

7. The coordination of the statutes after each amendment.

CHAPTER V. MISCELLANEOUS PROVISIONS

Accounting year

Article 17:

The financial year of the organisations starts on 15 February of each year and ends on 14 February the following year.

Article 18:

The accounting shall be kept in accordance with the legislation. The accounts of the past financial year and the budget of the following financial year shall be submitted annually within six months after the end of the financial year by the governing board submitted for its approval of the ordinary General Meeting.

The annual invoices shall be kept on file at Registry of the Commercial Court in accordance with the legislation. The annual invoices shall also be made accessible to the governing board of the Belgian Society of Cardiology.

If the legal conditions are met, the organisation shall appoint a commissioner as well as submit its annual invoices.

The approval of these invoices by the general meeting shall be seen as discharge for the Treasurer.

Dissolution

Article 19:

The organisation may be dissolved at any time by a decision of the General Meeting. In the light of its commitment to the Belgian Society of Cardiology the organisation shall be dissolved if the Belgian Society of Cardiology proceeds to dissolution.

This shall happen during a specially convened General Meeting during which the dissolution shall be determined.

In case of a dissolution of the organisation, the general meeting shall appoint the liquidators, determine their authorities and determine the appropriation of the net assets of the organisation.

It is mandatory to do this appropriation in favour of a charity.

These decisions as well as the name, occupation, addresses of the liquidators shall be published in the annexes to the Belgian Official Gazette.

Article 20:

Everything that is not explicitly provided in the current statutes shall be operated in accordance with the act of 27 June 1921 as amended by the act of 2 May 2002 concerning the NPOs, from its entry into force.

MISCELLANEOUS AND TRANSITIONAL PROVISIONS

First accounting year

The first financial year shall be valid from the date of the disposition of the present constitution at the Registry of the Commercial Court of the judicial district of the seat of the organisation of 14 February 2010.

Appointment directors

The organisation shall first appoint directors for a renewable term of six years:

- Philip Moons, aforementioned;
- Irina Kaidalina-Mambour, aforementioned;
- Nathalie Ballieul, aforementioned;
- Katrien Siebens, aforementioned.

Their mandate will immediately end after the general meeting in 2015.

Appointment chairperson and secretary

The directors appoint the following persons as

- Chairperson: Philip Moons, aforementioned;
- Vice-Chairperson: Irina Kaidalina-Mambour, aforementioned;
- Secretary: Nathalie Ballieul, aforementioned;
- Treasurer: Katrien Siebens, aforementioned.
- Daily director: Philip Moons, aforementioned;

Proxy

Hereby the founders give a proxy to Philip Moons, residing in Tildonk, Plantsoenbosstraat 12, in order to sign and file the necessary documents in connection with the application for the registry for legal person of the organisation.

This document is drawn up in Brussels on 07/07/2009 in 10 original copies in accordance with Article 2, last paragraph, Act concerning non-profit organisations and foundations, of which each signatory recognizes to have received one copy and of which 2 are provided to be kept at the Registry of the Commercial Court in Brussels.

By the following founders: