

EUROPEAN NURSING RESEARCH FOUNDATION

Internal Regulations

Article 1 – Nature of the Internal Regulations

- 1.1. These Internal Regulations are aimed at regulating and developing those aspects included in the Statutes of the “European Nursing Research Foundation”, which should be further regulated complying with the Belgian Law of 2 May 2002 and said Statutes.
- 1.2. Once drafted, the Internal Regulations shall be submitted to the Board of Directors of the Foundation for approval.

Article 2 – Promotion of quality nursing research.

- 2.1. The Board of Directors shall adopt any agreement necessary to boost and promote quality nursing research as one of the key aims of the Foundation.
- 2.2. To this end, signing memorandums of understanding could be authorised as well as other support measures such as providing grants and subsidies or any other measures the Board of Directors deems appropriate.

Article 3 - Acceptance criteria for Directors

The following shall be the requirements to become a Director:

- a) To have carried out healthcare and/or research actions, programmes or projects linked to the field of the nursing profession in the European and in the international arena for as many years as established by the Board of Directors.
- b) To take on the commitment through a notarial deed to make contributions whose form, amount and duration shall be decided by the Board of Directors, except when such Board exceptionally makes exemptions, as well as to monitor the compliance with the aims of the Foundation.
- c) In the case of the Directors designated by EFN, a supporting certification of the designation agreement adopted by EFN's competent body must be provided. In this case EFN shall pay the contributions to be made by the EFN designated Directors and this commitment shall be enshrined in such certification.
- d) To make the relevant request.

Article 4 – Representation of legal persons in the bodies of the Foundation

Legal persons who become Directors of any type shall be involved in the Foundation and shall carry out their tasks through their representatives who shall be appointed and removed on the basis of the Internal Regulations applicable to them.

Article 5 – The Board of Directors and its functions

5.1. As governing and decision-making body of the Foundation, the Board has:

- a. To carry out overall inspection, surveillance and guidance roles regarding the work of the Foundation and to approve the management plans and programmes as well as the relevant action periods.
- b. To interpret and develop, through the relevant complementary regulations, as well as to adopt agreements on the approval and the amendment of the Internal Regulations of the Foundation.
- c. To establish the general guidelines on the distribution and use of the funds available for the Foundation.
- d. To endorse the Annual Accounts of the Foundation including the Balance Sheet, the Profit and Loss Account and the Inventory.
- e. To endorse the Activity Report.
- f. To endorse the Action Plan of the Foundation including the objectives and activities to be achieved during the following year.
- g. To promote the change of the registered office of the Foundation and to agree on the opening and closure of its delegations.
- h. To agree on the liquidation of the Foundation and to appoint the relevant Liquidating Commission.
- i. To agree on the acquisition, alienation and taxation of assets and rights of any type of property of the Foundation.
- j. To accept, should it be the case, donations as well as to accept or reject inheritances or legacies. The acceptance of inheritances shall always be understood to the benefit of inventory.
- k. To approve all types of deeds and contracts, be they civil, mercantile, work-related, administrative and of any other type necessary to better pursue the aims of the Foundation.
- l. To perform all functions regarding the availability, administration, protection and defence of the assets of the Foundation, both judicially and extrajudicially.
- m. To agree to make in its assets any change or modification considered necessary and appropriate on the basis of the economic situation of the moment.
- n. To delegate those competencies that can be delegated as well as to provide general and/or special powers of attorney.
- o. To elect and appoint the President and the Secretary of the Board of Directors. The election of the President shall be made in accordance with the qualified majority established in the Statutes of the Foundation.
- p. To appoint the Secretary General and the Project Executive Director of the Foundation according to the provisions enshrined in the Statutes of the Foundation.
- q. To promote and agree, through the relevant amendment of the Statutes, any variation in the list of especially relevant issues for which the qualified majority is applied according to Article 10.b of the Foundation's Statutes.
- r. In general, to carry out as many functions as necessary for the representation, administration and governance of the Foundation pursuant to the legal code in force.

5.2 The Board of Directors can agree to an internal distribution of the functions of its Directors. However, this allocation of internal functions shall not be enforceable

against third parties, even if published in accordance with Article 34.3 of the Belgian Law of 2 May 2002.

Article 6 – Functions of the Directors

6.1. The Directors of the Foundation shall carry out their functions after having accepted expressly and fully their position.

6.2 The Directors of the Board of Directors shall carry out their position diligently as loyal representatives. However, Directors cannot be considered personally responsible for the debts or any type of obligation of the Foundation though they are insured by the Foundation for any liability towards the Foundation by subscribing an appropriate insurance policy.

6.3 In any case, Directors shall be liable towards the Foundation for negligence or bad faith when fulfilling their duties.

6.4. The duration of the term of office of the EFN designated Directors shall be established by EFN in accordance with its internal regulations. However, these Directors shall be removed from office once they stop being members of EFN.

6.5. Directors designated by EFN shall respect and comply with the action guidelines provided by EFN at all times. In case of incompliance they could be removed and dismissed – following an agreement by EFN’s competent body – as Directors as well as from any other office they might hold within the Foundation even if their term of office has not expired yet.

6.6. The duration of the term of office of the other Directors - i.e. not EFN nor EFN designated Directors – shall be established by the Board of Directors.

Article 7 – Positions within the Board of Directors

7.1. The Board of Directors shall at least have a President, a Vice-President, a Secretary and a Treasurer, which shall be appointed upon agreement of such Board. **The duration of the term of office for these positions shall be 2 years and they can be re-elected for a second and a third term of equal duration.** Only EFN or EFN’s designated Directors can run for the Presidency.

7.2. Apart from the representative and institutional functions included in the Statutes of the Foundation, the President shall provide before a Notary the relevant powers of attorney to Law professionals to take any legal action required to defend the interests of the Foundation.

7.3. Apart from the functions included in the Statutes of the Foundation the Secretary of the Board of Directors shall keep and protect the minutes books of the meetings of the Board of Directors. For this, he/she may use the technical and IT means provided by modern information technology but adopting in any case the relevant measures to ensure the integrity and authenticity of the documents and minutes kept.

7.4. The Vice-President shall carry out the functions of the President when the President is absent, sick or for any other justified cause. He/she shall also act representing the Foundation in any circumstance determined by the Board of Directors.

7.5. The Treasurer shall be in charge of collecting and protecting the funds belonging to the Foundation fulfilling the payment orders issued by the President, as well as managing the accounts and registering the income and the expenditure of the Foundation. He/she shall also formalize the Budget of Income and Expenses, the Status and Balance of Accounts for each fiscal year to be submitted to the Board of Directors.

Article 8 – Functioning of the Board of Directors

8.1 The Board of Directors shall meet any time it is required on the basis of the interests of the Foundation, or at least once a year, or six months at the most after the closure of the accounting year, at the Registered Office of the Foundation or at the location indicated in the notice of the meeting. Meetings can also be celebrated by videoconference or any other means allowed by information technology, adopting previously any measure necessary to ensure the authenticity and integrity of the interventions and votes.

8.2. The President, and the Secretary, shall convene the meetings by ordinary letter, fax, email or any other way of written communication that allows recipients to acknowledge receipt. The convening notice shall contain the agenda of the meeting.

8.3 Any Director who is absent or unable to attend the meeting may, in writing, appoint another Director as his/her proxy to represent him/her at the relevant meeting. The Board of Directors will be quorate when at least three Directors are present.

8.4 No previous notice shall be needed when all Directors are present and unanimously agree to hold the meeting. The meeting of the Board of Directors can have one or several sessions if agreed upon following a proposal made by its President.

8.5 The Secretary shall draft minutes of all sessions held by the Board of Directors indicating the participants, present or represented, the agenda of the meeting, the circumstances of the place and time of the celebration, the key points of the deliberations should the Directors request so, as well as the content of the agreements adopted. All sheets of the minutes shall be signed by the Secretary of the Board of Directors with the approval of the President.

The minutes can contain, if requested by each Director, votes contrary or in favour to the agreement adopted or abstentions, as well as a justification of the vote casted. In addition, Directors have the right to request a full transcript of their intervention or proposal if they provide, instantly or within the time established by the Presidency, the text corresponding faithfully to their intervention, which shall be included or attached to the minutes. They shall also be able to cast a particular vote in writing within 48 hours, which shall be included in the text approved.

8.6 Minutes shall be approved in the same session or in the following session. However, the Secretary can issue a certification of the specific agreements adopted without prejudice to the subsequent approval of the minutes. The certifications of the agreements adopted issued before the approval of the minutes shall specify such circumstance.

Article 9 – The Secretary General of the Foundation

9.1 The full ordinary management of the Foundation, pursuant to the agreements adopted by its Board of Directors, shall be carried out by a Secretary General. This position shall be held by the Secretary General of EFN.

9.2 The Secretary General of the Foundation shall be the link between the Foundation and EFN and shall report to the Board of Directors and he/she shall have the following functions:

- a. To implement all the agreements of the Board of Directors.
- b. To propose to the Board of Directors, for approval, the Internal Regulations and action rules of the Foundation.
- c. To establish and to propose to the Board of Directors, for approval, investment plans or capital and patrimony plans.
- d. To submit the Annual Accounts, the report and the annual balance sheet prepared by the Treasurer, as well as to propose the application of the results it deems appropriate for accounts discharges, amortizations, pending obligations and reserves for the preservation, renewal and enlarging of facilities and services.
- e. To draft the action plan for the favourable report of the Board of Directors.
- f. To lead and regulate the Foundation, its businesses and activities as well as to perform any administrative, protection, preservation and defence functions relative to the assets of the Foundation deemed necessary or convenient.
- g. To manage directly the technical, administrative and economic units of the Foundation.
- h. To propose to the Board of Directors for approval the structure of working positions and their modification, the appointment and separation of staff, their compensation, and in general anything referring to the management of the human resources of the Foundation.
- i. To perform as many functions assigned by the Board of Directors without prejudice to the competencies legally reserved to said Board of Directors and to fulfil any mission relative to the functioning and good governance of the Foundation even if they are not included in the previous points.

Article 10 - The Project Executive Director

10.1 According to the provisions included in the Statutes of the Foundation, if the economic situation allows it, there shall be a Project Executive Director position.

10.2. The Project Executive Director shall propose the activity programmes of the Foundation for approval to the Board of Directors as well as submit to said Board projects he/she considers useful to the Foundation and its aims. He/she shall also follow up each of them as well as their degree of compliance.

10.3. The Board of Directors shall agree the academic, research and/or management profile candidates to the position of Project Executive Director must have, which shall be clearly different than that of the Secretary General. The Board of Directors shall make their final appointment between the candidates that fulfil the profile established.

10.4. The Project Executive Director shall report to the Board of Directors either directly or through the Secretary General of the Foundation.

Article 11 - Advisory Committee

11.1 An Advisory Committee shall be constituted as an advisory, consultation and support body to the Board of Directors as regards the planning and implementation of education and training activities, research, publications, technical consultancy, institutional relationships and any other activities performed by the Foundation to fulfil its aims.

11.2 This Committee shall be composed of at least five members, chaired by the President of the Foundation and coordinated by the Secretary General of the Foundation. It shall meet whenever it is convened by the President and at least once a year.

11.3 Relevant individuals and institutions in the fields of scientific knowledge, new technologies, society, management, communication or any other field of similar nature can be part of such Committee if previously accepted by the Board of Directors.

11.4 The Committee can celebrate meetings face to face or through videoconference or any other means allowed by information technology but adopting previously measures to ensure the authenticity and integrity of the interventions and deliberations. Meetings shall be convened by its President and succinct minutes shall be drafted.

11.5. The duly justified expenses of the members of the Advisory Committee to perform their functions shall be reimbursed.

Article 12 – Financial regime

12.1 The financial year shall coincide with the calendar year.

12.2 The Foundation shall keep the mandatory Books established in the regulations in force and any other convenient Books to appropriately perform and develop its activities, as well as to adequately control its accounts.

12.3 As regards the economic and financial management, the Foundation shall abide by the general principles and criteria established in the regulations in force.

12.4. Should the need arise, the Board of Directors may appoint an auditor so as to control the Foundation's accounts and to submit an Annual Report. The auditor shall be appointed for a two-year period.

12.5. An annual Activity Report shall be drafted and endorsed by the Board of Directors, which will be duly publicized on the webpage of the Foundation.

Article 13 – Liquidation and allocation of assets

13.1 The termination of the Foundation, except in case of a merger, shall trigger a liquidation process which shall be carried out by a Liquidating Commission appointed for such purpose by the Board of Directors.

13.2 In case of dissolution, and as stated in Article 28 of the Belgian Law of 2 May 2002, the remaining assets of the Foundation shall be given to a charitable or non profit project related to nursing to be chosen by the Board of Directors.

13.3 However, if the objectives of the Foundation have been achieved, the Members of the Liquidating Commission or their successors shall be authorised to recover a sum equal to the value of the assets pursuant to Article 28, paragraph 6 of the Belgian Law of 2 May 2002.

Article 14 - Relationship between the Foundation and EFN

14.1 The relationship between the Foundation and EFN shall be subject in any case to the applicable regulations included in the Belgian Law as well as to the Statutes of both entities.

14.2. In order to carry out joint activities an agreement by the respective governing bodies shall be required. Such agreement can be enshrined in mutual collaboration agreements.