

CONSTITUTION

EUROPEAN NURSING RESEARCH FOUNDATION

Article 1.

- 1.1. Under the name of "European Nursing Research Foundation" or under its abbreviated form, i.e. "ENRF", a non-profit foundation is constituted, with its own legal status, and with a European vocation and territorial scope as well as subject to the Belgian Law of 2 May 2002 and to its internal regulations.
- 1.2. The domicile and the registered office of the Foundation shall be located in the Judicial District of Brussels, in 1050 Brussels (Belgium), Clos du Parnasse 11B. This domicile can be transferred elsewhere upon agreement of its Board of Directors.

Article 2. Mission of the Foundation:

The Foundation shall have the following mission:

- a. To pursue and enhance nursing research as an element of professional excellence to benefit the health of the population in the EU & Europe.
- b. To use nursing research to influence EU policies.
- c. To promote evidence-based decision-making.

Article 3. Aims of the Foundation:

The Foundation shall have the following aims:

- a) To promote quality nursing research.
- b) To promote education and training programmes that can be developed in member countries as a consequence of research projects.
- c) To obtain grants and financial aid for research projects, human resources and infrastructures.
- d) To reach collaboration agreements with universities, public or private institutions and companies.
- e) To disseminate science, transfer the results and project research to society.
- f) To collaborate with national and international nursing research centres providing education and training opportunities to young researchers.
- g) To ensure the principle of legality, as well as the ethical and professional conduct principles in the development of research and knowledge management.
- h) Any other similar aims identified by the Board of Directors.

Article 4. Values of the Foundation:

In order to fulfil its aims, the Foundation considers it is essential to recognize and apply the values that embrace present and future aspirations, i.e. the ethical framework and the point of reference of nursing professional development:

- a) Innovation.
- b) Quality.
- c) Transparency.
- d) Humanism.
- e) Knowledge.
- f) Orientation towards Healthcare users and professionals.

Article 5. Fulfilment of the Foundation's aims:

The aims of the Foundation can be fulfilled, inter alia, as follows:

- a) Directly by the Foundation.
- b) By participating and collaborating in the development of activities carried out by other entities that can somehow be useful to the aims pursued or be complementary or coincident with the aims of the Foundation itself.

Article 6. Beneficiaries of the Foundation:

The actions and programmes of the Foundation shall have the following beneficiaries: individuals and institutions that are involved in the activities or obtain deliverables from the research programmes carried out or participate in any other activity performed in compliance with the Foundation's aims.

Beneficiaries shall always be chosen following impartiality and non-discrimination criteria.

Article 7. About the Directors of the Foundation:

The Directors of the Foundation shall be: Founding Director (EFN), EFN Directors, Other Directors and Honorary Directors.

- 7.1 EFN shall be the only Founding Director in any case as the legal person that drives, promotes and institutes the constitution of the Foundation.
- 7.3 EFN Directors are the Directors appointed by EFN.
- 7.3 By Other Directors we mean:

Natural or legal persons committed to make the financial contributions established by the Board of Directors, with the agreement of acceptance of such Board. This agreement shall be based on admission criteria regulated in the internal regulations of the Foundation.

- 7.4. The Board of Directors of the Foundation can recognise as Honorary Directors individuals or entities with recognized scientific or professional prestige known for their work in favour of Nursing.

The President and the Secretary of the Board of Directors shall be designated by the Board. The majority to elect the President is specified in article 10b). The term of office of the positions within the Board of Directors shall be established in the Internal Regulations of the Foundation.

The functions of the President are the following:

- a) To represent the Foundation in court and outside of court unless the Board of Directors has not assigned this function to another Director.
- b) To agree to convene the meetings of the Board of Directors and to establish the agenda.
- c) To chair the meetings as well as to lead and moderate discussions and organise the voting of agreements and proclaim the results of the voting's.
- d) To monitor the correct implementation of the agreements adopted by the Board of Directors.
- e) To monitor the compliance with the Law, Statutes and the internal regulations.
- f) To endorse the minutes and certifications of the agreements reached by the Board of Directors.
- g) Any other faculty legally or statutorily attributed to him/her.

The functions of the Secretary are the following:

- a) To convene the Board of Directors, at the request of the President, summoning them appropriately.
- b) To draft the relevant minutes of the Board of Directors' meetings.
- c) To issue any necessary certification.
- d) To take to the level of public deed any agreement required and any deed delegated.
- e) Any other function relative to his/her position of Secretary or specifically foreseen in other regulations of the Foundation.

The remaining functions and the regulation of the Directors of the Foundation shall be established in the relevant internal regulations of the Foundation. In any case, EFN shall always be a Founding Director.

Article 8. Governance of the Foundation. Appointment of Directors.

- 8.1. The governance of the Foundation shall lie on the Board of Directors, which shall define the policies and priorities of the Foundation in accordance with its mission, vision and constitutional aims.

- 8.2. It shall initially be composed of 8 Directors.
EFN, as Founding Director, shall be always Director of the Board.
EFN shall appoint three other Directors to the Board.

The four remaining Directors shall be appointed by the Board of Directors.

- 8.3. In case the number of Directors in the Board of Directors is increased, EFN shall also increase the number of EFN Directors in order to always maintain the same proportion of Directors in the Board.

Article 9. Causes for the dismissal of Directors.

- 9.1 Resignation: every Director is free to resign from the Foundation at any time by sending a registered letter to the Board of Directors. Should the Director verbally announce his/her resignation, the Board of Directors shall send a registered letter to the individual in question accepting such resignation; the resignation shall be considered as effective after a one-month period after the acceptance letter of the Board of Directors.
- 9.2 Removal: the removal of a Director is only authorised:
- EFN Directors: only by the Founding Director;
 - Other Directors in the Board of Directors: in accordance to the majority established in article 10b);
 - In case of evident negligence by decision of the Court of First Instance pursuant to Article 43 of the Belgian Law of 2 May 2002.

Article 10. Functioning of the Foundation:

The Foundation shall function according to its internal regulations and under the following principles:

- a) The Board of Directors of the Foundation shall perform management and decision-making functions.
- b) Agreements shall be adopted by majority of the Directors in the Board of Directors. Despite this, especially relevant issues for the Foundation shall always have the votes in favour of the Founding Director. To this end, the following are considered specially relevant issues:
- Inclusion of new Founding Directors in the Board of Directors.
 - Removal of Other Directors from office.
 - Appointment of the President of the Foundation.
 - Amendment of the Statutes of the Foundation.
 - Merger of the Foundation with other entities.
 - Termination of the Foundation.
 - Election of the President.

In case of a voting tie, the President shall have a casting vote.

- c) Advisory functions shall be carried out by an Advisory Committee made of relevant individuals and institutions in the fields of scientific knowledge, new technologies, society, management, communication or any other field of similar nature. The specific composition and functioning of such Committee shall be regulated in the internal regulations.
- d) The highest responsibility for the full ordinary management of the Foundation shall lie on its Secretary General. The Secretary General of EFN shall hold this position.
- e) His/her job description shall be established in the internal regulations
- f) As soon as the financial autonomy and the economic availability of the Foundation allows it, the Board of Directors shall appoint a Project Executive Director whose position shall be regulated by the Board of Directors in the internal regulations. The Project Executive Director

shall report to the Board of Directors either directly or through the Secretary General of the Foundation.

- g) Until the Board of Directors appoints a Project Executive Director, the Secretary General of the Foundation shall carry out his/her functions.
- h) The internal regulations shall also regulate the relationships between the Foundation and EFN fully respecting at all times the applicable Belgian Law.

Article 11. Activities and funding of the Foundation.

11.1. The Foundation can, inter alia, buy, have, alienate, tax and exchange all types of assets as well as celebrate all types of events and enter into any type of contract, and acquire obligations, reject and transfer assets and rights as well as to promote, oppose, continue and stop any relevant procedure and exercise freely all types of rights, actions and exceptions before ordinary and special Courts and Tribunals as well as before bodies and facilities of the national and European Public Administration.

11.2. The Foundation can have the following economic resources:

- Contributions made by the Directors.
- Contributions made by EFN.
- Donations.
- Public and private subsidies.
- Research funds.
- Other income derived from the assets or activities of the Foundation, such as non-profit contracts stipulated with organizations, associations, businesses or public authorities to render services, totally or partially, in order to achieve the aims of the Foundation.

Article 12. Conflicts of interest

12.1. If a Director has any kind of direct or indirect patrimonial interest which is contrary to a decision or operation falling under the competence of the Board of Directors, the Director in question must communicate his/her opposite interest to the others before the deliberation is made.

The statement of the Director shall be included in the minutes of the meeting of the Board of Directors where the decision is taken. The Director in question shall not participate in the deliberation

12.2. The Board of Directors shall adopt its decision through an agreement to be included in the minutes as well as the scope and the patrimonial consequences the decision shall have for the Foundation.

12.3. The Board of Directors shall approve the internal regulations including ethical rules by which the Directors of the Foundation shall abide.

Article 13. Amendment of the statutes.

13.1. Upon agreement by the Board of Directors, these statutes can be amended whenever it is convenient to fulfil the aims of the Foundation. Such amendments must be carried out when the circumstances at the time when

the Foundation was constituted have changed and thus prevent the Foundation from acting satisfactorily pursuant to its regulations in force.

- 13.2. For the adoption of agreements to amend the Statutes, as well as in case of a merger or a termination, a favourable voting quorum of at least three-fourths of the Directors of the Board of Directors shall be necessary, including in any case EFN Directors in accordance with Article 10b).

Should a sufficient number of Directors not be present, a new meeting shall be convened within fifteen days' time.

Article 14. Termination of the Foundation.

14.1. The Foundation shall be terminated:

- a) Upon agreement of the Board of Directors, when the aim of the Foundation has been completely fulfilled or when it is impossible to fulfil it, or as a consequence of a merger.
- b) If EFN leaves and abandons the Foundation.
- c) If the name or the legal status of the Foundation change in such a way it does not respond anymore to the aims it was constituted for.
- d) In addition, the Foundation shall be terminated due to any other cause established by Law following a motivated legal resolution.

14.2. Pursuant to Article 39 of the Belgian Law of 2 May 2002, the termination of the Foundation shall only be pronounced by the Court of First Instance under the conditions laid down therein.

14.3. Should the Foundation be liquidated, any remaining assets of the Foundation shall be given to a charity or non-profit project related to nursing and chosen by the Board of Directors.

Temporary provision

1. For the first election of Other Directors in order to comply with articles 7.3 and 8.2 of these Statutes, EFN shall establish the requirements regarding the financial contribution and time commitment for such contribution to be made by candidates willing to become Directors.
2. In addition, EFN shall designate the four Other Directors who shall be included for the first time in the Board of Directors amongst the candidates who fulfil the requirements established in accordance with the previous paragraph.