

EUROPEAN COUNCIL OF ENTEROSTOMAL THERAPY

- ARTICLES OF ASSOCIATION -

ARTICLE 1 – NAME

- 1.1 The non-profit international association bears the name “European Council of Enterostomal Therapy”, abbreviated “ECET”.
- 1.2 The association is registered in Denmark and is governed by the provisions of the Danish law regarding non-profit associations.

ARTICLE 2 – SEAT OF THE ASSOCIATION

- 2.1 The association is domiciled at Nordre Fasanvej 113, 2., 2000 Frederiksberg.
- 2.2 The seat of the association can be relocated to any other place in Denmark upon decision of the board of directors.

ARTICLE 3 - PURPOSE

- 3.1 The association, which is a non-profit organisation, has as its object the development of a professional identity at European level for nurses and other health care professionals who are concerned with or active in the area of stoma therapy, incontinence and/or treatment of wounds.
- 3.2 The main objectives of the association are the following:
 - to establish European recognition of nurses specialised in stoma care, incontinence care and/or treatment of wounds;
 - to bring together health care professionals involved in the care of stoma patients; the association shall ensure the protection and defense of professional interests of its members;
 - to promote research and to ensure that knowledge remains up to date;
 - to encourage contacts and collaboration with the industry, distributors or official health care insurance organizations with the aim of improving the quality of the care and the various devices;
 - to organise conferences, seminars, and short training courses;
 - to break down national barriers and to promote European identity;

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- to promote the exchange of information between various European countries by establishing efficient communication systems;
- to develop teaching standards which are generally acceptable;
- to promote stoma care according to quality and ethical standards.

ARTICLE 4 - MEMBERS

- 4.1 There are two categories of members: full members and associated members.
- a) Full members are qualified nurses, stoma-therapists or doctors.
 - b) Associated members are (i) health care professionals who are not qualified nurses, stoma-therapists or doctors, (ii) manufacturers and suppliers of material related to stoma care, treatment of wounds and incontinence, and (iii) commercial representatives who are interested in, and support, the objectives of the association.
- 4.2 Full members have the right to vote. Associated members do not have the right to vote but may attend general assemblies and ask and comment on any question relating to the activities of the association.
- 4.3 Only full members may be appointed as members of the board of directors.

ARTICLE 5 – MEMBERSHIPS, WITHDRAWAL AND EXCLUSION

- 5.1 Application for membership can be done via the ECET website.
- 5.2 A member is deemed to have withdrawn from the association if he/she/it has not paid his/her/its annual contribution within three months after due date.
- 5.3 The general assembly may exclude a member from the association, upon application of the board of directors, if the member has acted against the interest of the association or if it does not comply with its objectives or decisions made by the board of directors or the general assembly. The general assembly decides on the exclusion, with a majority of two thirds of the members present or represented, after having heard the member concerned. The board of directors may suspend the membership of the member concerned until the decision of the general assembly has been made.
- 5.4 The resigning or excluded member cannot claim the refund of contributions already paid. Nor can the resigning or excluded member exercise any right on the assets of the association.

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ARTICLE 6 - CONTRIBUTIONS

- 6.1 All members pay an annual contribution which is determined by the general assembly upon the proposal of the board of directors.
- 6.2 The annual contribution has to be paid within one month after the date of the invoice.

ARTICLE 7 – GENERAL ASSEMBLY

7.1 Competences

- a) The general assembly has all powers which allow to pursue the purpose of the association.
- b) The general assembly consists of the full members and the associated members.
- c) The following matters are particularly reserved to the general assembly:
 - o approval of the budget and the accounts;
 - o appointment, dismissal and discharge of the board of directors;
 - o amendment of the articles of association;
 - o dissolution of the association;
 - o any decision regarding the good functioning of the association.

7.2 Meetings - Convocation

- a) The general assembly meets at least once a year.
- b) The general assembly is chaired by the president or, in his or her absence by the vice-president of the board of directors.
- c) The general assembly takes place at the seat of the association or any other place which is indicated in the invitation. General assemblies can take place in any European country where a full member of the association is domiciled.
- d) The general assembly is convened by written notice sent by the president or the vice-president to the full members and the associated members at least 30 days prior to the general assembly by letter, fax, email or any other means of communication. The invitation must contain the agenda of the meeting.
- e) Upon the request of at least one third of the full members, the board of directors will convene an extraordinary general assembly.

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- f) The president will send copies of the minutes of the general assembly to all members once the minutes have been drawn up and signed by the president and the vice-president.

7.3 Decision making

- a) The general assembly may validly decide if a minimum of 10 members are present or represented by a power of attorney.
- b) If a minimum of 10 members are not present or represented by a power of attorney at the general assembly, a new general assembly will be convened under the same conditions as set out above which will definitely and validly decide upon the proposal in question by simple majority of the members present or represented, irrespective of the number of members present or represented.
- c) The full members can be represented at the general assembly by another full member, on the basis of a special power of attorney.
- d) The resolutions of the general assembly are recorded in minutes which are kept in a register held by the president (or appointed administration) who keeps the register at the disposal of the members.

ARTICLE 8 – AMENDMENT OF THE ARTICLES OF ASSOCIATION

- 8.1 Any proposal regarding an amendment of the articles of association requires the approval of at least two thirds of the full members present or represented at a general assembly.
- 8.2 The general assembly may validly decide only if at least 10 of the full members who have full voting rights are present or represented.
- 8.3 If a minimum of 10 members are not present or represented by a power of attorney at the general assembly, a new general assembly will be convened under the same conditions as set out above which will definitely and validly decide upon the proposal in question, at the same majority of two thirds of the members present or represented, irrespective of the number of members present or represented.
- 8.4 For all amendments of the articles of association, the full members can be represented at the general assembly by third parties, on the basis of a special power of attorney.

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ARTICLE 9 – BOARD OF DIRECTORS

9.1 Composition

- a) The association is managed by a board of directors which consists of four members:
 - o the president;
 - o the vice-president;
 - o the treasurer;
 - o the board member in charge of public relations.
- b) The general assembly may increase or decrease the number of board members.
- c) The board members are appointed for a term of six years, starting at the date of appointment and ending at the date of the general assembly which takes place in the sixth year following the date of the appointment. The mandates of the board members are renewable.
- d) There will be a separate vote for the appointment of each board member.
- e) In case of vacancy during the term of the mandate, the remaining members of the board will provide for a replacement. The new board member will complete the term of the board member who is replaced.
- f) The general assembly may revoke the appointment of a board member at any time, by a majority of two thirds of the full members present or represented.

9.2 Meeting - Convocation

The board of directors meets upon the invitation of the president or the vice-president. The president or the vice-president sends the invitation by simple letter, fax, email or any other means of communication, at least eight calendar days before the meeting, unless there is a case of urgency which calls for a shorter convocation period.

9.3 Competences

- a) The board of directors has all powers of management, subject to the competences of the general assembly.
- b) The board of directors may delegate the day-to-day management to its president or to another member of the board.
- c) The board of directors may also confer specific powers to one or several persons (board members or not), under its responsibility.

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9.4 Decision making

- a) The board of directors may only make decisions if at least one third of its members is present or represented. A board member may be represented by another board member who may not carry more than one power of attorney.
- b) The decisions of the board of directors are adopted by simple majority of the board members present or represented. In case of a tie, the vote of the president is decisive.

9.5 Written resolutions – telephone and video conference

- a) All decisions of the board of directors can be adopted in the form of written resolutions, provided that all board members agree on such written decision-making procedure as well as all items on the agenda.
- b) The board of directors can deliberate and decide by telephone or video conference.

9.6 Register of the decisions

The decisions of the board of directors are recorded in minutes and kept in a register held by the president or administrative person/organisation appointed by the board.

9.7 Acts binding upon the association – Representation before the courts

- a) Unless specific powers have been granted, all acts which commit the association are signed by the president and the vice-president who do not have to justify the powers conferred upon them vis-à-vis third parties.
- b) Legal actions, be it as plaintiff or as defendant, are pursued by the board of directors, represented by the president or a member of the board designated for this purpose.

ARTICLE 10 – BUDGET AND ACCOUNTS

- a) The financial year begins on the 1st of January and ends on the 31st of December.
- b) The board of directors prepares the accounts as well as the budget and submits them for approval to the general assembly.

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ARTICLE 11 – DISSOLUTION OF THE ASSOCIATION

- 11.1 Any decision regarding the dissolution of the association requires the approval of at least two thirds of the full members present or represented at a general assembly of the association, convened to this end by invitation sent to the members 30 days beforehand.
- 11.2 The association can be dissolved by a decision adopted by a majority of two thirds of the members present or represented at an extraordinary general assembly, convened to this end by invitation sent to the members 30 days beforehand.
- 11.3 The general assembly will determine the way of the dissolution of the association.
- 11.4 After the dissolution of the association, the assets which remain after the settlement of all liabilities will be allocated to other non-profit organizations which have objectives which are like those of the association.