



A C E N D I O

THE ASSOCIATION FOR COMMON EUROPEAN NURSING DIAGNOSES, INTERVENTIONS AND OUTCOMES

ACENDIO CONSTITUTION

February 20, 2020

Article.I NAME, REGISTERED OFFICE AND TIME OF THE ASSOCIATION

- 1.1 The Association bears the name: *Vereniging voor Algemene Europese Verpleegkundige Diagnostiek, Interventies en Resultaten*, with abridged name: 'ACENDIO', which is an abbreviation of 'The Association for Common European Nursing Diagnoses, Interventions and Outcomes' is located in the municipality of Groningen. ACENDIO has been established for an indefinite period.

Article.II PURPOSE

- 2.1 The purpose and mission of ACENDIO is to promote a common European network for the development of nursing practice through the use of standardized nursing language and nursing information systems as well as anything related to or conducive to the above in the broadest sense, such as supporting:
- the development and implementation of nursing diagnoses, interventions and outcomes and their integration into nursing practice;
 - the development and implementation of nursing classifications and databases relevant to the promotion of citizens' health and quality of healthcare across Europe;
 - the development and implementation of information systems and other digital health applications in e-Health to support nursing practice;
 - the development of a common European nursing minimum data set;
 - the identification, validation, standardization and translation of nursing terminology to strengthen the use of nursing concepts;
 - research on standardized nursing terminology, information systems, digital applications and other eHealth tools to increase the nursing knowledge domain;
 - the inclusion of the above aspects in all levels of nursing education.
- 2.2 The Association has no profit motive. The objects and activities of the Association are characterized by the principles of equality and reciprocity.
- 2.3 ACENDIO seeks to achieve its purpose and mission, among other things, by:
- organizing conferences;
 - supporting the publication of magazines / newsletters and dissemination of other knowledge documents;
 - servicing as a network and information source for its members;
 - promoting educational support.

Article.III FUNDS OF THE ASSOCIATION

- 3.1 The Association funds consist of:
- the contributions of members;
 - the profit from conferences organized by the Association;
 - any other benefits/donations.

Article.IV THE ASSOCIATION AND FINANCIAL YEAR

- 4.1 The **Association year** refers to the Associations' founding and age. The Association year starts annually after the General Assembly. Bi-annual conferences are numbered according to the Association year. In the year between bi-annual conferences, ACENDIO organizes a workshop.
- 4.2 The **financial year** of the Association is equal to the calendar year. It starts January 1st and ends December 31st.

Article.V MEMBERSHIP

5.1 The Association has the following types of membership:

a. Ordinary members

An ordinary member is a professional nurse - as defined by the International Council of Nurses - who is qualified and who is – or was – a registered nurse in his/her own country. Ordinary members are entitled to vote, hold office, be elected as members of the Board of Directors, serve on Committees, and otherwise actively participate in all other activities of the Association.

b. Associate members

An associate member is a person who does not qualify as an ordinary member and who shares an interest in the objects of the Association. Associate members are not entitled to be elected as a member of the Board of Directors but may serve on Committees and otherwise actively participate in all other activities of the Association.

c. Student members

A student member is a qualified nurse following a full-time, post-basic program at a recognized educational institution. Student members are entitled to the same rights and privileges as ordinary members.

d. Honorary members

Honorary membership is a lifetime award of free individual membership that the Board of Directors may award every two years to a person who has contributed to the development of terminology within nursing in Europe. Any member may nominate such persons. The Board will decide on the award at the Board meeting prior to the General Assembly.

e. Institutional members

There are two categories of Institutional membership: Professional and Corporate.

A Professional Institutional member is an organization (legal entity) whose purpose, structure and by-laws are in accordance with those of the Association as described in this constitution. Each Institutional member has ten votes in the General Assembly, and ten votes for the purpose of electing Officers of the Association and members of the Board of Directors.

e1. Individuals, who are members (of or associated with) professional Institutional members, and who wish to stand for office or to be elected to the Board of Directors, must in addition be Ordinary ACENDIO members in their own right;

A Corporate Institutional member is an organization that has shown an interest in the activities of the Association. Corporate Institutional members have one vote in the General Assembly, and one vote for the purpose of electing Officers of the Association and members of the Board of Directors.

All Institutional members must be ratified by the General Assembly.

5.2 Application for membership

Application for new memberships is always possible. Persons wishing to join ACENDIO must state this by an application via ACENDIO's website. All applicants have to pay the current membership fee as adopted by the General Assembly and will be registered for a biennium. Applicants who join less than one year before the commencement of the next biennium shall pay 50% of the specified biennial fee.

Organizations (legal entities)/natural persons wishing to join the Association must report this in writing to the Board. The General Assembly decides on all new Ordinary members in globo (as a unit rather than separately) and on a list of all Institutional members in globo. If the General Assembly does not allow an Institution to become a member of ACENDIO, the Board has to inform the rejected applicant in writing within four weeks of the decision, stating the reason.

5.3 Obligations of members

The members must pay the membership fee as adopted by the General Assembly and published on ACENDIO's website. Any member who has not renewed her/his membership within a period of three calendar months after the financial year has ended, shall - following the issuance of two reminders by the Secretariat - cease to be recognized as a member.

5.4 Membership transferability

Membership is personal and therefore not transferable.

5.5 Means of ending membership

Membership can end through the following:

- a. by the death of the member;
- b. by cancellation by the member;
- c. by cancellation by the Association;
- d. by removal.

5.6 Termination of membership

5.6.1 Members may only terminate their membership at the end of a financial year provided that they give at least three months' written notice. Nevertheless, immediate termination of membership by notice of termination is possible:

- a. if membership cannot reasonably be required to continue;
- b. within one month after a decision, in which the rights of the members have been restricted or their obligations have increased, has been communicated to a member or they have become aware of the same, unless it concerns a change in the financial rights and obligations;
- c. within one month after a member has been notified of a decision to convert the Association into another legal form or to merge.
- d. if a cancellation has not taken place in time, the membership shall continue until the end of the next Association year.

5.6.2 Termination of membership by the Association: The notice of termination shall be given by the Board, in writing and subject to a notice period of at least four weeks. Termination of the membership by the Association can only take place if the Association cannot reasonably be required to allow the membership to continue.

If a cancellation has not taken place in time, the membership shall continue until the end of the next Association year. Reasons and the process of termination is specified by the following:

- a. Removal of membership can only be pronounced if a member acts contrary to the articles, regulations or decisions of the Association. Examples for removal are: If a member, despite reminders of payment, does not pay the membership fee (or not pay in time), or if the member unreasonably disadvantages the Association. The removal shall be decided by the Board, which shall inform the member concerned of its decision as soon as possible, and by stating the reasons. The member/institutional member concerned shall be entitled to appeal to the Board within one month of receipt of the notification. During the appeal period and pending the appeal, the member is suspended. The General Assembly may only resolve to remove a member by a resolution to that effect, adopted by a majority of at least two-thirds of the votes cast.
- b. If the membership ends in the course of an Association year, the annual fee for the entire membership shall nevertheless remain payable by the member. The Board may suspend a member who acts in violation of the articles, regulations or decisions of the Association or who unreasonably disadvantages the Association, for a period to be determined by the Board of a maximum of six (6) months. The suspension may be appealed to the General Assembly. The provisions of the above paragraph concerning 'appeals' shall apply mutatis mutandis (equally).
- c. The Board may suspend a member for a period of three months; the Board must inform the member of its decision in writing and must also state the reason for the suspension. During the suspension, the member may not exercise their membership rights, but must comply with any financial obligations. The member may appeal against the decision to suspend at the General Assembly.
- d. The suspended member or the member whose membership is terminated may appeal to the General Assembly of members; the appeal must be lodged within four weeks after the member has been notified of the decision to suspend or terminate the membership. The General Assembly of members must respond within four weeks after the member has made an objection to the decision, with a reasoned written statement to the member.

Article.VI BOARD OF DIRECTORS

6.1 The composition and requirements of the Board of Directors are specified in the following paragraphs.

6.1.1 The Board consists of four Officers (President, Vice-President, Secretary, and Treasurer), and four other Directors. All Board members must be of legal (adult) age and members of the Association.

6.1.2 All Board members are elected by the General Assembly. Candidates for election to the Board shall be Ordinary members of the Association that were nominated for Board of Directors' positions.

6.1.3 The President (Chair), Vice-President, Secretary and Treasurer are elected to their positions. The nominee to be elected as President should have served in the Board of Directors for at least two years. The General Assembly may - based on a motion - appoint a Second Secretary and/or Second Treasurer in office to assist the President, Secretary or Treasurer.

6.2 Duties of Officers

6.2.1 President

The President is the Chairperson of the Board of Directors and of the General Assembly and is ex-officio member of all Committees and task forces. The President serves as the Association's representative and performs other duties as assigned by the Board.

6.2.2 Vice-President

The Vice President assumes the duties of the President in case of the President's absence and performs other duties as assigned by the Board.

6.2.3 Secretary

The Secretary is responsible for the minutes of all proceedings of the Association and the Board. The Secretary works with the President to prepare meetings and is responsible for the administration of the Association (e.g. updating the membership database, overseeing the number of members, communicating with the members). The Secretary performs other duties as may be assigned by the Board.

6.2.4 Treasurer

The Treasurer is responsible for the management of the Association's finances and for the maintenance and presentation of accounts. The Treasurer provides an annual budget at the first Board of Directors meeting of the financial year and submits a balance sheet and statement of income and expenditure, together with explanatory notes, at each Board of Directors meeting, to get the Boards approval.

6.2.5 Other Officer duties

The Officers are authorized to transact the business of the Association between meetings of the Board. Existing vacancies between elections will be filled as soon as possible, and as follows: A vacancy in the office of President will be filled by the Vice President. The offices of Vice President, Secretary or Treasurer will be filled by appointment by the Board of Directors until the next General Assembly.

6.2.6 A non-complete Board remains administratively accountable for the duties/business of the Association.

6.3 Duties of the Board of Directors

6.3.1 The Board of Directors is charged with the management of the Association and performs the general business. The Board can delegate tasks and powers to any executive committee, until further notice.

6.3.2 Subject to the provisions of the above paragraph of this article, the Board of Directors is also authorized to decide to enter into agreements to acquire, dispose of or encumber registered property and to enter into agreements whereby the Association commits itself as surety or joint and several debtor, warrants performance by a third party, or provides security for a debt of another party.

6.3.3 The Board of Directors shall require the approval of the General Assembly for resolutions to enter into agreements, as described in paragraph 6.3.2. Without the aforementioned approval, the Association cannot be legally represented with regard to these legal acts.

6.3.4 The Board of Directors represents the Association, individually or severally.

6.3.5 The Board of Directors may grant a power of attorney to one or more Board members as well as to others to represent the Association within the limits of that power of attorney.

6.3.6 The Board of directors shall meet at least two times annually. Special meetings may be called with a ten-day notice to each of the Board members. Special meetings may be called by the President or by written request by four (4) or more Board members.

6.3.7 The Board of Directors shall have authority over the business of the Association between regular Association meetings.

Specifically, the Board performs the following duties and others as delegated to it by the Association:

- a. Establish administrative policies governing the affairs of the Association;
- b. Develop/implement a strategic plan toward the accomplishment of the Association's purposes;
- c. Adopt an annual budget and review/revise it at least annually;
- d. Act as the custodian of the property, securities and records of the Association; select a place for the deposit of funds of the Association; provide for the annual audit of the books of the Association; provide for payment of authorized expenses;
- e. Determine date and place of General Assembly;

- f. Provide an annual report to the General Assembly of the Association;
 - g. Establish and dissolve committees, task forces, working groups or individual appointments to accomplish the purposes of the Association; the directing and maintaining of any of the operations of the Association, provided always that all funds and physical assets of the Association are safeguarded and administered as directed by the Board of Directors;
 - h. The Board of Directors may co-opt or invite attendance of individuals with expertise in specific fields to further its work;
 - i. Perform other duties as assigned elsewhere in the Constitution of the Association;
 - j. The Elected officers and members of the Board will not receive any compensation/payment for their services/work. However, they are entitled to reimbursement of costs incurred in the performance of their duties, and to a fee that is not excessive and has been approved by the officers.
- 6.4 Duration and end of board membership
- 6.4.1 The President and Vice-President are elected for a period of two years and can be re-elected once. President and Vice-President can hold their position for a maximum of four years.
- 6.4.2 The other Officers and members of the Board of Directors of the Association are elected for four years and can be re-elected once. All members can be part of the Board of Directors for a maximum of eight years. The Board members retire according to a rotation plan to be drawn up by the Board. In case of vacancies (e.g. due to missing nominations) a Board member retiring according to the rotation plan may be reappointed by the Board immediately.
- 6.4.3 Board members may at any time be suspended and dismissed by the General Assembly, stating their reasons. The General Assembly shall decide on suspension or dismissal by a two-thirds majority of the votes cast.
- 6.4.4 If, in the event of suspension of a member of the Board, the General Assembly has not resolved to dismiss the member within three months thereafter, the suspension shall end. The suspended Board member shall be given the opportunity to account for their actions at the General Assembly and may be assisted by a legal counsel.

Article.VII COMMITTEES

- 7.1 The Board of Directors may appoint standing committees, ad hoc committees, task forces, working groups or branches as necessary to undertake work in furtherance of the purpose and objectives of the Association. Such groups may be appointed following written proposal of and after consultation with members of the Association.
- 7.2 All members of all committees will be members (Ordinary, Associate or Student) of the Association. The members of the committees are appointed by the Board. The chair of a standing committee is appointed by the Board of Directors. The duration of the participation of a committee is two years.

Article.VIII THE GENERAL ASSEMBLY

- 8.1 The General Assembly is the ruling body of the Association and is composed of the voting members of the Association who are present at the meeting. The Quorum - the minimum members that must be present to make the proceedings of the meeting valid - for meetings of the General Assembly shall be 20 members. For the purpose of the quorum each Institutional member will count as 1 member.
- 8.2 At least one General Assembly (GA) shall be held annually, within six months of the end of the financial year, unless this term is extended by the previous GA. GAs are held together with conferences and workshops. The General Assemblies are held in a municipality that the previous General Assembly has decided on, and which lies within the international working area of the Association.
- 8.3 General Assembly shall be chaired by the President or, in her/his absence, by the Vice-President. If no Board members are present, the meeting itself shall provide for its leadership.
- 8.4 The General Assembly meeting agenda shall be adopted at the beginning of each meeting of the General Assembly.
- 8.5 The Board of Directors shall publish its annual report on the course of affairs within the Association and on the policy pursued. It shall submit the balance sheet and statement of income and expenditure, together with explanatory notes, to the General Assembly for approval. These documents shall be signed by the members of the Board; if the signature of one or more of them is missing, this shall be stated, and reasons shall be given.
- 8.6 If no report from an auditor as referred to in Book 2, Section 393(1) of the Dutch Civil Code is submitted to the General Assembly regarding the truth and fairness of the documents referred to in the previous paragraph, the General Assembly shall appoint, annually, a committee (auditors) of at least two ACENDIO members who may not be members of the Board of Directors.

- 8.7 Each Board member shall send the documents (reports) referred to in paragraph 8.5. and 8.6 to the full Board of Directors at least one month before the day on which the General Assembly at which they are to be discussed, will be held. The Board of Directors shall examine these documents and report its findings to the General Assembly.
- 8.8 The Board of Directors - based on the Treasurers report - is obliged to provide the auditors with all the information requested by it for the purpose of its investigation, to show it the cash funds and the assets if desired, and to allow it to inspect the Association's books and records.
If, in the opinion of the Board, this investigation requires special accounting knowledge, it may be assisted by an expert at the expense of the Association.
- 8.9 All motions on which a vote is to be taken shall be proposed and seconded. Except on matters related to the constitution, a simple majority shall be required for acceptance of a proposal. In the event of a tie the President shall have a casting vote.
- 8.10 The opinion expressed by the President at the General Assembly regarding the result of a vote is decisive. The same applies to the content of a decision taken, provided that the vote was taken on a proposal that was not previously recorded in writing. However, if the accuracy of the opinion of the President is disputed immediately after its pronouncement, a new vote shall be taken if the majority of the meeting or if the original vote was not by roll call or in writing, a member present and entitled to vote so requires. This new vote shall invalidate the legal effects of the original vote.
- 8.11 Minutes shall be kept of the proceedings of the General Assembly by the Secretary or by a person appointed by the President. These minutes shall be adopted at the same or the next General Assembly and shall be signed by the President and Secretary of that meeting as evidence thereof.

Article.IX Duties of the General Assembly

At each meeting the General Assembly will:

- a. appoint two individuals from the attending membership who shall undertake the counting of votes;
- b. approve the agenda
- c. receive and approve the minutes of the previous General Assembly;
- d. receive and approve reports from the Board of Directors of activities since the previous General Assembly;
- e. receive and approve two ACENDIO (non-board) members as auditors;
- f. receive and approve the audited accounts of the Association;
- g. receive and approve the proposals of the Board of Directors for activities during the forthcoming year according to its strategic plan;
- h. receive and approve the proposal for membership fees for the forthcoming year;
- i. receive and approve a proposed budget for the forthcoming year;
- j. elect the President, other Officers of the Association and the Board of Directors, in accordance with Article XI, 6.1 – 6.1.3;
- k. consider other matters of importance to the Association, which have been made in writing to the Secretary and postmarked one month prior to the meeting.

Article.X ELECTIONS

- 10.1 Elections for the Officers of the Association and the Board of Directors shall be held annually during a meeting of the General Assembly. Elections shall be so arranged that the President, Vice-President, either the Secretary or the Treasurer, and two ordinary Board members are elected on as required by a rotation plan assuring Board member continuity.
- 10.2 The nomination and election process are described in the document "ACENDIO Nomination & Election Process" and must be followed. This document is adapted annually according to open positions and has to be approved by the Board of Directors. It contains position descriptions, requirements, duration of elected terms, and the full nomination process.
- 10.3 The Board of Directors shall appoint a Chair of Nominations (an ACENDIO member or Returning Officer) from its membership who shall be responsible for receiving nominations for election to office, or for membership of the Board of Directors, before the General Assembly. S/he shall also be responsible for the proper conduct of elections.
- 10.4 Voting shall be by ballot and voting papers will be distributed at the General Assembly meeting.
- 10.5 The person receiving the most votes in each case shall be declared elected. In the event of a tie between two nominees, both shall be rejected. If, in elections between more than two nominated persons, no one has obtained an ab-

solite majority (more votes than all other nominee's together), then a second ballot shall be held between the two nominated persons who received the largest number of votes.

Article.XI VOTING AT GENERAL ASSEMBLY MEETINGS

- 11.1 All ACENDIO members shall be admitted to the General Assembly as well as those who have been invited to the General Assembly by the Board of Directors and/or the General Assembly. A suspended member shall have access to and be entitled to speak at the meeting at which the decision to suspend is discussed.
- 11.2 The aforementioned members shall be entitled to vote at the General Assembly, and any of them shall have one vote.
- 11.3 The representative person of an Institutional membership organization has 10 votes at the General Assembly.
- 11.4 All resolutions, for which no greater majority is required by law or by this Constitution of the Association, shall be passed by an absolute majority of the votes cast. In the event of a tied vote, the proposal shall be rejected.

Article.XII Special General Assembly meetings

- 12.1 In addition to the General Assembly referred to in Article VIII, General Assemblies shall be convened by the Board of Directors as often as it deems desirable.
- 12.2 At the written request of at least such a number of members as is authorized to cast one-tenth of the votes in a plenary General Assembly, the Board of Directors shall be obliged to convene a General Assembly within a period of no longer than twenty-eight days after submission of the request. If the request is not complied with within fourteen days, the applicants themselves may convene the General Assembly. The petitioners may then entrust parties other than the Board of Directors with the management of the meeting and the drawing up of the minutes.
- 12.3 The General Assembly shall be convened by written notification to the members entitled to vote at a term of at least fourteen days. The notice convening the meeting shall state the subjects to be discussed.
- 12.4 If no written notice of the General Assembly was given, the General Assembly may nevertheless pass valid resolutions, provided that at least such a number of members entitled to vote is present at this General Assembly, and as is entitled to cast half of the number of votes that can be cast at a plenary meeting and none of them, nor the Board of Directors, objects to the passing of resolutions. Article 12.3 shall apply mutatis mutandis. If the General Assembly is convened within a shorter period than the prescribed period, the General Assembly may nevertheless pass valid resolutions, unless such a number of those present as is entitled to cast one-tenth of the votes at that General Assembly objects. The provisions of the first sentence of this paragraph shall apply mutatis mutandis to decision-making by the General Assemblies with respect to items not mentioned on the agenda.

Article.XIII AMENDMENTS TO THE CONSTITUTION

- 13.1 The Constitution of the Association may only be amended by a resolution of the General Assembly convened with the announcement that an amendment of the Constitution will be proposed there.
- 13.2 Those who have called the General Assembly to discuss a proposal to amend the Constitution must make a copy of that proposal, in which the proposed amendment is verbatim included, available for inspection by the members at a suitable place - usually via ACENDIO website - at least five days before the day of the General Assembly, and until after the end of the day on which the General Assembly was held.
- 13.3 The General Assembly may only resolve to amend the Constitution by a majority of at least two-thirds of the votes cast.
- 13.4 The amendment of the Constitution shall not enter into force until a notarial deed has been drawn up to that effect. Each of the Board members is authorized to execute the deed of amendment of the Articles of the Constitution.
- 13.5 The provisions of paragraphs 1 and 2 of this article shall not apply if all members entitled to vote are present or represented at the General Assembly and the resolution to amend the Constitution is passed by voting.
- 13.6 The Board members are obliged to deposit an authentic copy of the deed of amendment of the Constitution and a full and continuous text of the Constitution, as they read after the amendment, at the office of the trade register kept by the Chamber of Commerce.

Article.XIV DISSOLUTION AND LIQUIDATION

- 14.1 The provisions of article 13, paragraphs 1, 2, 3 and 5 shall apply mutatis mutandis to a resolution of the General Assembly to dissolve the Association.
- 14.2 In its resolution referred to in the previous paragraph, the Board of Directors, on behalf of the General Assembly, shall determine the purpose for the surplus balance. The positive balance will have to accrue to a public benefit organization (PBO) with a similar object clause.
- 14.3 The liquidation shall be carried out by the Board of Directors.
- 14.4 After the dissolution, the Association shall continue to exist to the extent necessary to liquidate its assets. The provisions of the Constitution shall remain in force during the liquidation as much as possible. In documents and announcements issued by the Association, the words 'in liquidation' shall be added to its name.
- 14.5 The Association shall cease to exist at the time when no benefits known to it or to the liquidator(s) are present. The liquidator(s) shall declare the termination to the register referred to in paragraph 6 of Article 15 of the Dutch "Vermelde Register".
- 14.6 The books and records of the dissolved Association must be kept for seven years after the end of the liquidation. The depository is the one designated as such by the liquidators.

Article.XV RULES AND REGULATIONS

- 15.1 The General Assembly may adopt and amend one or more regulations / regulating subjects not or not fully provided for in this Constitution.
- 15.2 Rules and regulations may not contain provisions that are contrary to the law or to this Constitution.
- 15.3 Article 13(1), (2) and (5) shall apply mutatis mutandis to decisions to adopt and amend rules and regulations.

Date: 19.03.2021 Lieu: Wil, Switzerland

Signature:



ACENDIO President, Prof. Dr. Maria Müller Staub

The finalization of this constitution was provided by Maria Müller Staub (ACENDIO President), Wolter Paans (Vice-President), and Helen de Graaf-Waar (Board member), on February 20, 2020. It bases on the Dutch the Act of Foundation TL / 2018.007124.01.1 and on the former constitutions as agreed by ACENDIOs inaugural meeting in May 1995; revised following the General Assemblies in March 1999, March 2003, June 2009, March 2011 & March 2017.

The Board of Directors reviewed the constitution in February 2020, which was approved by the General Assembly on March 19, 2021.