



Constitution of the European Association of Neuroscience Nurses

NAME

The name of the organisation shall be the European Association of Neuroscience Nurses

AIMS

The aims of the Association are to:

1. Contribute to the development of neuroscience nursing across Europe and internationally through collaborative working
2. Provide a forum for European member countries to collaboratively work on matters of mutual importance in relation to developing neuroscience nursing across Europe
3. Support member countries in their delivery of conferences, education and implementation of research of mutual concern
4. Establish effective work streams on matters of mutual concern in relation to neuroscience nursing, involving all member countries and their valued contributions
5. Work collaboratively to develop the knowledge, skills and attributes to enhance the nursing care of people with neurological disorders through education, research, dissemination of best practice and other appropriate means
6. Work internationally with other stakeholders in a collaborative manner to develop neuroscience nursing

POWERS

To further these aims the Board of EANN shall have power to:

7. Obtain, collect and receive money or funds by way of contributions, donations, grants and any other lawful method towards the aims of the Organisation
8. Associate local authorities, voluntary organisations and the people of Europe in a common effort to carry out the aims of the Organisation
9. Do all such lawful things as will further the aims of the Association

MEMBERSHIP

10. The Association recognises three categories of members, which are:
 - a. Member countries – national neuroscience nursing Associations within Europe
 - b. National members (members of national neuroscience nursing Associations within Europe)
 - c. Individual members (non-members of national neuroscience nursing Associations within Europe – self-representing).
11. Members are only recognised as such once memberships are up-to-date; a two-month grace period will exist for membership fees to be settled
12. The secretary of the Association will keep an accurate register of members
13. Membership is personal and therefore non-transferable, nor can it be gained through inheritance, merger or by dividing legal entities
14. Member voting:
 - d. Each member country may have more than one national member representing them on the Board. Only one vote can be cast by one of the national members representing that member country

- e. Individual members will have one vote on Board decisions
 - i. If a national member from the same country is present at the Board, the national member will have the casting vote and the individual member will not have the casting vote (i.e. no vote).
 - f. The Executive Committee members will have one vote each
 - g. The general majority in a vote will determine the decision being voted upon. In the case of a voting tie, the President shall have the casting vote
 - h. Unless a vote has been called for by email, only those present at a meeting where voting is taking place will have a vote; voting by proxy is not permitted
15. The Executive Committee shall have the power to approve or reject applications for membership or to terminate the membership of any member provided that the member shall have the right to be heard by the committee before a final decision is made
 16. The Board has the right to expel or suspend a member/member country for a defined period in situations where they have acted contrary to membership obligations, or because of actions or behaviours that have severely damaged the interest of the Association. During the period of a member's suspension, the rights of the membership cannot be asserted. The expelled/suspended member may appeal the decision in writing within 28 days of the decision. This should be submitted to the Executive Committee through the Secretary, who will consult the Board for a decision, based on the grounds for appeal
 17. Membership can cease through:
 - i. Resignation (in writing to the secretary and acknowledged in writing by the Executive Committee)
 - j. Suspension/expulsion
 - k. Death
 - l. Dissolution of the Association

MANAGEMENT

18. The activities of the Association shall be led by the Board which is made up from:
 - a. National members who have been selected by their national neuroscience nursing Association to represent them
 - b. Individual members
 - c. Executive Committee (President, Vice-President, Secretary and Treasurer who have been elected by the Board into their position)
19. The Board will, as a general rule, hold one regular annual general meeting chaired by the President; in the absence of the President, the Vice-President will deputise as chair. The date and location of the meeting will be determined at each annual Board meeting. When this is not possible, the Executive Committee decide on the date and location
20. The Board has the power:
 - d. to make decisions in the name of the Association on all matters of policy
 - e. to deal with all matters concerning the membership of the Association
 - f. to elect the President, Vice-President, Secretary and Treasurer of the Executive Committee at the annual general meeting
 - g. to vote on decisions relating to official EANN reports, EANN finances and membership fees
 - h. to amend the constitution and/or dissolve the Association
 - i. to establish working groups necessary to meet the aims of the Association; each working group will have terms of reference agreed by the Board
21. Minutes of each Board meeting will be recorded and circulated to Board Members as draft for agreement at the next formal meeting.
22. The Executive Committee may co-opt up to a further two voting members who will resign the temporary position at the next Annual General Meeting. These members will have full voting rights. This process may be used to temporarily fill places on the Board which were not filled at an election, between elections, and/or to bring people with specific skills or experience onto the Board
23. The Executive Committee will meet every 4-8 weeks throughout the year or as otherwise necessary:
 - j. At least three Executive Committee members must be present at an Executive Committee meeting to be able to make decisions

- k. A proper record of all transactions and meetings shall be kept by the Secretary
 - l. The Executive Committee will communicate with the Board on matters requiring a vote in between annual general meetings and/or at annual general meetings
 - m. The Executive Committee will report to the Board at the annual general meeting
24. The Executive Committee are afforded the power to make management decisions in keeping with the aims of the Association by the Board. The Executive Committee will consult the Board on any decisions outlined in 20
25. An Executive Committee member will be elected to their role for a period of four years with a maximum term of 12 years; a maximum of two positions on the Executive Committee can be voted in the same year to maintain stability. They may resign from their position in writing with a period of three months' notice. Their position can be filled by co-opting a temporary Executive Committee member until the next annual general meeting or special general meeting when the voting process enables the Board to vote in a member to the vacant position. The Board can vote to dismiss an Executive Committee member through a two thirds majority vote. There must be a sound rationale put forward to the Board prior to this voting process. The decision can be appealed by that Executive Committee member within 28 days. This should be submitted to the Executive Committee through the Secretary, who will consult the Board for a decision, based on the grounds for appeal. In the instance that the Secretary is the person lodging the appeal, it should be sent to the President
26. The funds of the Association comprise:
- contributions by members
 - supplemental contributions
 - donations
 - grants
 - sponsorship grants
 - testamentary dispositions and legacies
- Testamentary dispositions are only accepted by the Association under the privilege of inventory
27. Each national member will pay the annual dues in accordance with the number of persons whom the member represents. The date for payment will be agreed by the Board at the annual general meeting. Fees are determined in Euros (€)
28. The Association is only liable for debts incurred within the Association's own assets; members (current and former) are not individually liable for debts of the Association with member liabilities limited to paying their annual dues
29. No single member of the Executive Committee is individually responsible for the debts of the Association. The Association exempts any member (current or former) of the Executive Committee from claims against him/her as related to qualified tasks on behalf of the Association. The Executive Committee has the liberty to further expand this exemption to other persons with relation to qualified tasks on behalf of the Association
30. The Association accepts no responsibility whatsoever for personal loss, damage, or accident incurred or experienced by a person during tasks or travels on behalf of the Association
31. The President:
- a. Serves as President and Chair of the Board and the Annual General Meetings
 - b. Offers strategic leadership and vision to the Association and membership
 - c. Maintains points of order at all Association meetings
 - d. Represents the Association in strategic processes in EANN's interests
32. The Vice-President:
- a. Deputises for the President when necessary
 - b. Offers strategic leadership and vision to the Association and membership
 - c. Collaborates with the Executive Committee in supporting the governance and success of the organisation
33. The Secretary:
- a. Is responsible for circulating all communications to the Board and membership
 - b. Is responsible for convening all Association meetings providing an agenda, compiling and circulating minutes
 - c. Keeps membership records and mailing lists, with electronic back up.
 - d. Issues fee reminders and sends relevant information to new members.
 - e. Maintains a backup of any documents and acts as Association librarian.
34. The Treasurer shall:

- Keep up-to-date records as well as an audit trail for all financial transactions.
- Protect the organisation against fraud and theft, ensuring safe custody of money, and prompt banking.
- Ensure the board understands its financial obligations.
- Ensure the organisation complies with financial regulations.
- Manage expenses incurred by the organisation, including approved expenses of board members.
- Review all internal financial processes and reporting methods at least annually.

GENERAL MEETINGS

35. An Annual General Meeting shall be held within 12 months of the date of the adoption of this constitution and each year thereafter
36. Notices of the AGM shall be published at least three weeks beforehand and a report on the Association's financial position for the previous year and a budget for the coming year will be made available at the same time
37. A Special General Meeting may be called at any time at the request of the Executive Committee, or not less than one quarter of the membership. A notice explaining the place, date, time and reason shall be sent to all members three weeks beforehand
38. One third of membership or four members being present, whichever is the greater, shall enable a General Meeting to take place
39. Proposals to change the constitution must be given in writing to the secretary at least 28 days before a general meeting and approved by a two thirds majority of those present and voting

ACCOUNTS

40. The funds of the Association including all donations, contributions and bequests, shall be paid into an account operated by the management committee
41. All outgoing monies drawn on the account must be approved by at least two members of the Executive Committee and executed by the Treasurer
42. EANN will not be responsible for the expenses of member countries and individual members in attending board meetings or undertaking activities on behalf of EANN.
43. EANN will be responsible in meeting the expenses of the Executive Committee members in their activities on behalf of EANN.
44. Members of the board can apply for funding from the board for activities in the interest of EANN through the Executive Committee for presentation and consultation to the board at an annual general meeting. The Board can vote to support the application for funding through a two thirds majority vote.
45. The funds belonging to the Association shall be applied only to further the aims of the Association
46. A current record of all income, funding and expenditure will be kept by the Treasurer
47. Where possible, expenses incurred by Executive Committee members will be paid by the Treasurer in advance. Otherwise, they are to be paid on receipt.
48. The Treasurer shall also:
 - Keep up-to-date records as well as an audit trail for all financial transactions
 - Protect the organisation against fraud and theft, ensuring safe custody of money, and prompt banking
 - Ensure the board understands its financial obligations
 - Ensure the organisation complies with financial regulations
 - Manage expenses incurred by the organisation, including approved expenses of board members
 - Review all internal financial processes and reporting methods at least annually

CONGRESS

49. The Association shall endeavour to host a quadrennial congress, hosted by a member country

on behalf of the Association

- 50. The Board will consider bids to host congress at the annual general meeting held on the year of the quadrennial congress (at congress)
- 51. In bidding to host congress, the successful member country agrees to entering a memorandum of understanding with EANN to:
 - a. Ensure a budget/financial plan is in place to ensure the financial viability of the congress
 - b. Report to the Board annually with the details of progress in planning congress
 - c. Retain 50% of the congress profit and transfer 50% of congress profit to EANN within three months of Congress completing
 - d. Uphold the reputation of the Association in any processes related to planning and executing congress
 - e. Follow the requirements of the Association's Congress rules

DISSOLUTION

- 52. The Association may be dissolved by a resolution passed by a simple two-thirds majority of those present and voting at a Special General Meeting or Annual General Meeting
- 53. If confirmed, the committee shall distribute any assets remaining after the payment of all bills to other charitable group(s) or organisation(s) having aims similar to the Association or some other charitable purpose(s) as the Association may decide

APPROVAL

This Constitution has been approved by the Board on

Confirmed by:

Executive Committee Position	Name	Signature	Date
President	Neal Cook		7 May 2016
Vice-President	Ingrid Poulsen		7 May 2016
Secretary	Catherine Waterhouse		7 May 2016
Treasurer	Andre Houtman		7 May 2016