



THE EUROPEAN INSTITUTE FOR HEALTH RECORDS

ARTICLES OF ASSOCIATION

November 2009

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Article 1: Constitution and Name

- 1.1 The organisation is constituted as the ‘**The European Institute for Health Records**’ abbreviated to ‘**The EuroRec Institute**’ and referenced to as ‘**The Institute**’.
- 1.2 The Institute is incorporated in France according to the law of 1st July 1901 and the Decree of 16th August 1901 of the French Republic.
- 1.3 The Institute is constituted as not-for-profit organisation of both International Utility and European Interest.
- 1.4 The constitution of the Institute is EU wide. While its key sphere of operation is the EU, its activities will extend to the rest of Europe and Globally

Article 2: Offices

- 2.1 The Registered Office of the Institute is established in

c/o IDISS – Croix Rouge Française
route de Platon
Chavanne
F 42400 Saint Chamond
France
- 2.2 The Corporate Headquarters and Administrative Secretariat of the Institute may differ from the Registered Office and may be located in any EU country with an established Member.
- 2.3 The Registered Office may be transferred by a simple decision of the Corporate Board. The transfer shall be ratified by the General Assembly.
- 2.4 The Institute may establish Administrative Centres in any Member State of Associated State with the European Union, as per the European Convention of 24 April 1986 on the “recognition of the legal personality of international non-governmental organisations”, more especially in order to employ salaried staff conform to the social measures in force in the State of employment.

Such an Administrative Centre is treated as a local branch of the EuroRec Institute and has no autonomous financial aim. The articles governing the local centre will maintain only the following objectives and aims: 1) to work towards the defined aims of the Institute as outlined in Article 3 2) to employ staff for this in conformance to the social measures locally in force.

Article 3: Objects of the Institute

The main objects for which the Institute is established are:

- 3.1 To Federate Members (ProRec Centres) and to provide support for them and Associates of the Institute;
- 3.2 To promote, advance and participate in the research on development, implementation, use and transfer of health records and related health informatics undertakings in a European context;
- 3.3 To promote, advance and engage in assuring the efficiency, effectiveness and quality of health records and related health informatics undertakings in a European context;

- 3.4 To advance and secure acceptance of the importance of comprehensive patient / citizen focused health records as a central feature of effective health systems in a European context;
- 3.5 To promote and advance investment in the development and promulgation of health records and related health informatics undertakings in a European context;
- 3.6 To promote European and Global cooperation in health informatics undertakings to improve quality and interoperability of health records, more especially through quality labelling and certification.

Article 4: Powers and Activities of the Institute

The powers of the Institute are exercised in furtherance of its objects and include:

4.1 Standard powers which comprise rights to:

- Own, lease and rent property
- Employ and pay staff
- Contract for services
- Accept gifts, donations, grants, annual subscriptions, royalties, licence fees etc
- Develop subsidiary “profitable activities” in order to enable the other activities of the Institute
- Establish committees, taskforces, working groups etc. to consider and advance the objects of the Institute

4.2 Specific powers which comprise rights to:

- Hold conferences, exhibitions, seminars etc.
- Develop and deliver training, education etc. programmes
- Liaise, collaborate, partner and / or contract with other organisations either within or outwith the EU in endeavours which advance the objects of the Institute
- Provide consultancy, support, mentoring, advisory and / or other related services to individuals or organisations either within or outwith the EU in furtherance of the objects of the Institute
- Develop certification standards and schemes designed to assure the efficiency, effectiveness, interoperability and / or quality of health records and related and all other health informatics undertakings or health information professionals associated therewith and implement or become a certifying authority for such standards or schemes, mainly within, but also outwith the EU. Assist and support suppliers, funders and users of Health Records and related and all other health informatics undertakings in designing, specifying requirements for evaluating, selecting and implementing such systems as appropriate
- Bid for and where successful implement projects, research endeavours etc. which advance the objects of the Institute
- Develop and pursue an array of linkages and relationships with suppliers, funders and users of Health Records and related and all other health informatics undertakings designed to further the objects of the Institute
- Develop and advance advocacy pursuits and relationships with political, EU, Public Sector and other pertinent entities in furtherance of the objects of the Institute

- Pursue and engage in any other activity or undertaking which either directly or indirectly furthers the objects of the Institute
- To accept donations, legacies and subsidies
- Exercise and effect all powers outlined herein either directly or with / through Member (ProRec) organisations of the Institute

Article 5: Members

5.1 A Member of the company must be a “ProRec Centre”. To become a ProRec Centre, any organisation must meet the following criteria:

- Must be an incorporated not for profit entity
- Must be located in a designated European National or Regional area
- Must among other things address the same objectives as the Institute
- Must be able to demonstrate capacity to and then actually meet all roles and obligations of membership of the Institute to include:
 - Payment of membership fee
 - Validated contributions to general and assigned elements of strategic / business plans
 - Demonstrable participation in promotion of activities of the Institute
 - Meeting of the targets documented in the activity plan and participating in National / Regional operations or project obligations set for members
 - Activities and relationships of ProRec Centres must include National authorities, Governmental / non-Governmental agencies, Health System Industry and users
 - Must demonstrably comply with general rules of operation and procedures of the Institute and those governing membership specifically

5.2 Members are required to pay an annual membership fee to the Institute. Fee structures and levels to apply are determined by the General Assembly annually.

5.3 ProRec Centres may be admitted by the General Assembly on the recommendation of the Board where they meet the determined criteria.

In circumstances where a National or Regional ProRec Centre ceases to be a Member, but retains a ProRec reference in its title, admission of another organisation from that National or Regional area which meets the required criteria as a Member, notwithstanding its inability to use the ProRec nomenclature, is permissible

5.4 Member performance against criteria specified at 5.1 will be reviewed annually by the Board and reported to the General Assembly. The Board may recommend to the General Assembly, on the basis of this performance review, to remove a ProRec Centre from membership. A minimum two thirds majority vote is required in this respect in which the Centre recommended for loss of membership may not participate.

5.5 Membership can be terminated by declaration of the Member, this resignation taking effect starting from the next meeting of General Assembly. Members in dissolution or liquidation or that ceased to exist anymore will be excluded “de jure”.

5.6 Exclusion of a member will be decided by a two third majority of the other members of a General Assembly in case of:

- Violation of the Articles of Association
- Breaching seriously the Articles and Objectives of the Institute

- Being involved, directly or indirectly, in competing or contrary activities to the Institute

5.7 Members at risk to be excluded will be informed by the President by registered mail send to his last notified address. The letter, completed with justifying documentation, will explain the reasons why the member should be excluded.

The General Assembly, expected to vote the exclusion will not meet before thirty days after notification of these reasons.

The invitation to attend that General Assembly should encompass justifying documentation as well as the arguments of the member.

Article 6: Associates

6.1 The Institute, in pursuit of its objects will wish to actively engage non-member Institutions and individuals in its undertakings and proceedings in a formal manner. It will effect this provision through Association

6.2 Associates may be organisations or individuals

Organisations promoting the development, implementation and use of efficient, interoperable, secure and quality labelled Health Records or Health Informatics in the European context as one of its incorporation or strategic goals may become an Associate of the Institute.

Individuals living outside Europe or in a country in Europe without a ProRec Centre may be accepted as Associates of the Institute in order to enhance co-operation or advancements in the field of Electronic Health Record systems or Health Informatics generally

6.3 Where a Member ProRec Centre exists in the National or Regional area pertinent to an aspirant organisation or individual Associate, the latter must:

- Secure the support of the Member ProRec Centre for admission as an Associate
- If accepted as an Associate, operate through the National / Regional Member ProRec Centre in its undertakings and dealings with the Institute.

The National / Regional Member ProRec Centre should document its refusal to accept an Associate.

6.4 Admission as an Associate of the Institute is by majority decision of the General Assembly, on the recommendation of the Board. The General Assembly will develop, implement and continuously review the application process and decision process and related criteria to apply in this respect.

6.5 Associates are required to pay an annual Association fee to the Institute except in the case of designated Honorary Members. Fee structures are determined by the General Assembly annually.

6.6 Resignation and exclusion of an associate happens in the same way as described for members. Decision will be taken by the General Assembly with a simple majority.

Article 7: Corporate Governance and Executive Structure

7.1 The governance groupings of the Institute are:

- The General Assembly
- The Corporate Board (the Board)

7.2 The key Corporate Executives (Executives) of the Institute are:

- The President
- Vice-Presidents (a minimum of four apply)
- The Secretary General
- The Treasurer

7.3 The Governing General Assembly is the governing authority of the Institute. The following related provisions apply:

7.3.1 Membership of the General Assembly

- Membership of the General Assembly is comprised of Directors nominated by the Members (ProRec Centres) of the Institute and the past Presidents of the Institute
- Each Director holds an entitlement of one vote on the General Assembly
- Where only one National Member (ProRec Centre) exists, it is entitled to two Director positions on the General Assembly
- Where more than one Member (ProRec Centre) pertains Nationally, a combined entitlement of two Director positions on the General Assembly will apply for this country
- Nominations for the positions of Director will be sought from Member ProRec Centres in accordance with a process to be determined by the Board and ratified by the General Assembly. In the case of a country where more than one Member ProRec Centre and no National ProRec Centre pertain, joint nomination of two Directors will apply. In the case of countries where National and Regional Member ProRec Centres pertain, nominations will be effected through and on the decision of the designated National ProRec Centre.
- Directors are appointed for a three year period, renewable
- The President of the Institute is ex-officio Chairman of the General Assembly and must be a Director thereof
- One Vice-President will be appointed as Vice-Chairman of the General Assembly and the Board and will act as Chair in the absence of the Chairman in both forums
- Associates and other invitees may attend General Assembly meetings in general session and contribute to discussion / debate etc., but hold no decision or voting rights

7.3.2 The authority remit of the General Assembly comprises the following:

- To hear and adopt the annual report of the President
- To hear and adopt the budget, review the expenditure and adopt the annual report of the Treasurer
- To hear and approve the reports of any subordinate bodies it may have established
- To hear and adopt the programme of activities and the corresponding business plan as presented by the Board
- To decide on admission and exclusion of members

- To elect the President and Vice-Presidents, the Secretary General and the Treasurer who constitute the Executive of the Institute

The General Assembly may establish sub-groupings (committees, working groups, task forces etc.) for clearly defined purposes, permanent or temporary, to facilitate it in exercising its remit. The General Assembly will determine the composition, the terms of reference and the duration of existence of such groupings.

7.3.3 Ordinary Meetings of the General Assembly

The General Assembly will meet at least once annually and as frequently thereafter as is deemed required by the Chairman at the request of the Board or at least one fifth of the members of the Institute.

One meeting of the General Assembly will be the Annual General Meeting (AGM) of the Institute. The AGM will comprise two sessions as follows:

- A General Session (open to all members, associates, invitees or observers etc.)
- A Members' Session (open to Directors and Executives only)

The Chairman shall decide on the dates and places of the meetings

The announcement, together with the location, date and time details of the meetings of the General Assembly shall be notified to attendees at least two months in advance of each meeting, with a request for suggestions of items to be put on the agenda.

Notification and all other communications requirements in respect of General Assembly Meetings or for other purposes can be effected in all instances by email

The agenda will be issued one month before the meeting. Any items proposed by at least one tenth of the members must be included on the agenda.

7.3.4 Extraordinary meetings of the General Assembly

Extraordinary meetings of the General Assembly may be convened at any time by the Chairman at the request of the Board, or on the demand of at least one fifth of the Members

Extraordinary meetings of the General Assembly will only be attended by the Directors, representing the Members. They are the only possible attendees with voting rights.

Such matters as amendments to the Articles (or Memorandum / Articles of Association), or the dissolution of the Institute, shall make it necessary to convene an extraordinary meeting of the General Assembly which can be held in connection with the ordinary meeting

Amendments to the articles, or the request for the dissolution of the Institute, shall be distributed with the notice of the meeting two months in advance. Neither amendments to the articles, nor the dissolution of the Institute can be addressed, except where such matters have been explicitly mentioned on the agenda of the meeting.

7.3.5 Change of Address

Members and associates are required to immediately advise the Institute in the event of change of address (including email address).

Where meeting notices and / or other communications have been issued to the address most recently made available to the Institute (including email address) they will be deemed to have been received by the pertinent members / associates. Non-attendance of a member at a General Assembly Meeting due to non-receipt of notices and / or other communications pertaining thereto, where those notices / communications have been issued by the Institute in the context indicated will not invalidate the process or the holding of such a meeting.

7.3.6 Ballots and Quorum

In order to be able to conduct business, a quorum of at least half of the Directors of the General Assembly plus one shall apply. Directors may authorise delegates or substitutes to represent them at any meeting of the General Assembly. Authorisation, signed by the Director, must be provided in writing to the Chairman not later than the day of the meeting. Directors who are not physically represented by delegates or substitutes may provide proxies.

In cases where a quorum is not reached, another meeting shall be convened within three months and only after such a time that all members can be notified at least one month in advance. At this new meeting, the General Assembly shall operate without any quorum restriction. In the meantime, the Board shall act in the place of the General Assembly.

Decisions of the General Assembly shall be taken by absolute majority of those Directors present or represented, unless otherwise provided for in these articles.

Ballots shall be conducted in conformity with the Rules of Procedure.

7.3.7 Resolutions

Resolutions taken by the General Assembly shall be posted on a specific page of the website of the Institute.

7.4 The Corporate Board of the Institute

7.4.1 The Corporate Board of the Institute comprises:

- The key Corporate Executives
- Past Presidents of the Institute

Executives will be elected and appointed by the General Assembly for three year periods, renewable. Past-Presidents are indefinitely member of the Corporate Board.

The President is ex-officio Chair of the Board.

7.4.2 Key responsibilities of the Board are:

- To furnish recommendations to the General Assembly as provided for herein
- To oversee development and agree all plans (strategic, long-term, business, project and operational) of the Institute for ratification of the General Assembly
- To oversee implementation of Institute plans and its operations generally

- To determine and oversee budgeting, staffing and other corporate functions plans and activities of the Institute
 - Other responsibilities which may be delegated or assigned by the General Assembly from time to time
- 7.4.3** The Corporate Board will meet at least twice annually and more frequently as required on dates and at locations in Europe determined by the Chairman.
- 7.4.4** The mandates of the Corporate Board are for free. The Presidency and the Secretary General can be granted a specific budget to cover ordinary day-to-day expenses for the tasks related to this function.
- 7.4.5** The Corporate Board is entitled to co-opt for the remaining part of the term a temporary successor for a Corporate Executive in case such an Executive resigns or dies while in office.

7.5 Roles and Responsibilities of the Executives

- **The President**

- To act as Chief Executive of the Institute
- To act as Chairman of the General Assembly and the Corporate Board
- To focus mainly on the external agenda of the Institute, its positioning in the EU and globally and vigorous pursuit of its areas of interest at the highest political and administrative levels
- To represent the Institute in all relationships with third parties
- To thought lead the strategic and business direction and planning of the Institute
- To work and liaise closely with the Secretary General in assuring focus and capacity of the organisation to meet its strategic objectives

- **The Secretary General**

- To act as Chief Operations Officer of the Institute and conduct its day to day operations
- To act as Company Secretary to the General Assembly of the Institute
- To focus mainly on the organisational and internal agenda of the Institute, overseeing and leading development and implementation of its strategic, long-term, business, project and operations plans and assuring their accomplishment, and determining the meeting of all objectives of the organisation
- To work and liaise closely with the President in pursuance of the external agenda of the institute and assure that the organisation is fit-for-purpose on all its pursuits in this respect
- To create and maintain the Secretariat of the Institute, as an administrative unit able to conduct the day-to-day business of the Institute, as well as the financial, economic, human resources and other activities delegated by the President, with reference to the mandates and policy defined by them

- Together and in permanent close relationship with the President, and after taking advice from all other members of the Corporate Board, to prepare the agendas and to draft the minutes of the meeting of the General Assembly, and of the Board
 - To sign, together with the Chairman, the minutes of the Governance Group meetings of the Institute
 - To present the annual business plan for the Institute to the General Assembly
 - To have in custody and keep the books, files and the necessary documents concerning the management and normal functioning of the Institute
 - To produce and disseminate the corresponding reports regarding the various activities of the Institute
 - To participate in the organisation of the annual EuroRec Working Conferences
 - To conduct postal ballots specifically decided by the Corporate Board or by the President
 - Other functions / duties / roles as may be assigned from time to time by the President or the General Assembly
- **The Treasurer**
 - To effect the accounting, financial management and treasury functions of the Institute
 - To prepare and submit budgets and financial reports to the President, Secretary General, Corporate Board and General Assembly, as required and at intervals to be determined by the respective officers / ruling bodies
 - To assure the financial stability and probity of the Institute as required by law and good accounting standard practice

- **Vice-Presidents**

A minimum of four Vice-President positions will apply for the Institute one of which will be designated Vice-Chairman and function as outlined at 7.3 above.

All Vice-Presidents will be appointed to a specific role, with a designated portfolio / task mandate as determined by the General Assembly.

Two Vice-President types will apply for the Institute as follows:

- Standing Vice-Presidents, who will hold responsibility for pursuit of and advancement of significant strategic / business lines of the Institute
- Term Vice-Presidents, who will hold responsibility for pursuit and achievement of particular projects / groups of projects being undertaken by the organisation.

The Vice-Chairman will be a Standing Vice-President.

Vice-Presidents will report to the President / Secretary General with respect to their respective areas of assignment and present periodic reports thereon to the Corporate Board and General Assembly as required.

Vice-Presidents may be removed from office in the case of non-performance in accordance with procedures to be developed and implemented by the General Assembly on the advice of the Board.

7.6 Powers of signature

The General Assembly on the advice of the Board will delegate powers to certify and sign documents on behalf of the Institute in its relations with third parties to specified officers / executives.

This power will be exercised in accordance with related rules of procedures to be developed by the General Assembly on the advice of the Board.

This article applies more especially to the proxies nominated explicitly and solely to administer the administrative centres as defined in 2.4 above.

Article 8: Amendments to the Memorandum / Articles

Any proposals for modification of these articles of the Institute shall be submitted to the Board at least three months in advance of the extraordinary meeting of the General Assembly to be convened.

The approval of proposals for amendments of the articles shall require two-thirds majority of Members.

Article 9: Financial Year & Duration

The financial year shall match with the calendar year, starting on 1st January and ending on 31st December. The Institute is established for an unlimited duration.

Article 10: Dissolution & Liquidation

Proposals for dissolution and liquidation of the Institute will only be processed if submitted to the Board by at least four Members.

The Board shall decide on an Extraordinary Meeting of the General Assembly to be convened, and bring proposals on both dissolution and liquidation to the notice of all members of the Institute with due comments and recommendations, at least two months in advance of the Extraordinary Meeting of the General Assembly at which it is to be discussed. With respect to liquidation, proposals should include recommendations on method of liquidation to apply, disposal of assets and designation of a liquidation commission / liquidator.

An Extraordinary Meeting of the General Assembly meant to deal with the dissolution and liquidation of the Institute requires the effective attendance of at least two thirds of its Members. If this quorum is not reached at the first attempt, another meeting is convened without need for a quorum.

The approval of proposals for dissolution and liquidation shall require a two-thirds majority of attending members and must be taken simultaneously.

Article 11: Liquidation Commission / Liquidator

The General Assembly shall appoint a Liquidation Commission (or Liquidator) to distribute the assets, as well as to take care of any debt or liability. The provision of the Liquidation Commission (or Liquidator) shall be deemed mandatory for all Members of other affected parties.

In the event of dissolution of the Institute, or as contributions to a financial loss in any one financial year, no Members shall be held liable to pay a sum in excess of an amount equivalent to twice his annual membership fees to the Institute.

Article 12: Rules of Procedure

A set of rules of procedure is elaborated by the Board, subject to the approval by the General Assembly.

These rules of procedure aim at fixing the various matters that have not been addressed in detail by the present articles, notably those matters that deal with the internal administration of the society.

Article 13: Submission to law

Any matters addressed by the Articles of the Institute, or by the Rules of Procedure, shall be superseded by the law of 1st July 1901, the Decree of 16th August 1901, and their subsequent amendments.

Any other matters shall be ruled by the law of 1st July 1901, the Decree of 16th August 1901, and their subsequent amendments.

Dublin, 17 November 2009

Georges DE MOOR
President

Gerard HURL
Secretary General