

## Consortium of Institutes of Higher Education in Health and Rehabilitation in Europe (COEHRE)

### STATUTES

#### 1. Name, registered office, corporate purpose

Article 1 - The association is an international association with an educational, scientific and pedagogical purpose. The association's name is "COEHRE Consortium of Institutes of Higher Education in Health and Rehabilitation in Europe", international NPO. The association is subject to the articles of the Belgian Company Code.

Article 2 - The registered office of the association is located in the Flemish Region. The registered office may be transferred to any other place in the Flemish Region by decision of the administrative board (Consortium Council).

Article 3 - The association has a disinterested purpose and has as its purpose the development and increase of the quality of higher education in healthcare and rehabilitation by means of international collaboration in the field of education, academic research and development.

§1. The association can own or obtain all movable and immovable property it needs to realise its purpose, can exercise all property rights and other business rights on it, and can use, manage and provide these goods.

§2. The association is allowed to perform certain economic activities, providing the profits are exclusively spent on the disinterested purpose. The association can, more generally, perform all actions which are directly or indirectly related to its objective. It does not seek material benefits for its members, directly nor indirectly.

Article 4 - The association is founded for indefinite duration. It can be dissolved at any moment.

#### 2. Members

Article 5 - The association has at least two members. It is made up of legal persons, insofar as those were founded according to the laws and customs of their country of origin. The various categories of members are: active members (full members) and associate members.

Article 6 - The acceptance of new members is subject to the following conditions:

1. Active members are institutions for higher education in healthcare and rehabilitation that meet the criteria that are determined by the General Assembly and clarified in the Internal Regulations.
2. Higher education institutions that do not meet the criteria can apply for associate membership.

Associate members can also be institutions, institutes, organisations, associations that endorse the objectives of the association and are not an educational institution. The formal application for membership must be supported either by the administrative body (Consortium Council), or by one of the active

members or two associate members. To be accepted as a new member, it is required that a two-thirds majority of the present or represented members decides this. The General Assembly can delegate this authority to the administrative body (Consortium Council).

Only the active members are entitled to vote, the associate members have an advisory role.

All members are invited to the General Assembly and they will regularly receive relevant information concerning every other activity of the association as well as the newsletter. The members can rely on the services and provisions of the association.

The members should contribute to the development of the association, endorse the philosophy, follow the objectives, and represent the association in a dignified way.

A member can at all times resign from the association by simple notification. The exclusion of a member must be stated in the convocation. The member must be heard. The exclusion can only be decided by the General Assembly in compliance with the attendance and majority requirements prescribed for an amendment to the statutes of the association.

A resigning or excluded member is not entitled to the possessions of the association and cannot reclaim the paid contribution.

Article 7 - The members pay a contribution, of which the amount is determined annually (per membership category) by the general assembly, as proposed by the administrative body.

### **3. General Assembly of members**

Article 8 - The administrative body is authorised to carry out all actions required or useful in the realisation of the object of the association, except for those the general meeting is legally authorised for.

It is composed of all active members. Associate members can attend the general assembly and have an advisory vote.

A decision by the general assembly is required for:

1. the amendment to the statutes;
2. the appointment and the deposition of the board members (council) and the determination of their remuneration if a remuneration is granted;
3. the appointment and the deposition of the president and the determination of their remuneration;
4. the discharge to the board members (council) and the president, as well as, where appropriate, any action of the association against the board members (council) and the president;
5. the approval of the annual account and the budget;
6. the dissolution of the association;

7. the exclusion of a member;
8. the conversion of the NPO into an International NPO, a cooperative association recognised as social enterprise or into a recognised cooperative company social enterprise;
9. making or accepting a contribution for no consideration of a universality;
10. all other cases in which this is required by the law or the statutes.

Article 9 - The General Assembly legally meets under the chairpersonship of the chairperson (president) of the administrative body, annually at the registered office or a different location, to be mentioned in the convening notice by the administrative body.

The Administrative Body convenes the General Meeting in those cases stipulated by law or statutes, or when at least one fifth of the members requests this. If applicable, the president can convene the general assembly. They must do so when requested by a fifth of the members of the association.

The administrative body, or where appropriate, the president, convenes the general assembly within twenty one days after the request to convene, and the general assembly is eventually held on day forty after this request, except when determined differently by the statutes.

All members, board members (council) and president must receive the convening notice at least fifteen days prior to the general assembly. The agenda is added to the notice. Every proposal, signed by at least one out of twenty members, is put on the agenda.

To the members, the board members (council), and the president who request this, a copy is sent immediately and free of charge, of the pieces that must be submitted to the general assembly according to this Code.

The members can take all decisions that fall under the authority of the general assembly unanimously and in writing, with the exception of amendments to the articles of association. In that case, the formalities to convene must not be carried out. The members of the administrative body, and where appropriate, the president, are allowed to learn these decisions upon their request.

Article 10 - Every active member may be represented by another active member by means of a special power of attorney. Every active member cannot have more than one of these powers of attorney.

The general assembly can only validly deliberate if half plus one of the active members are present or represented.

Article 11 - Except in the exceptional cases that are provided in the articles, the decisions are taken by regular majority of the present and represented members.

The decisions taken are announced to all members by letter or digitally. Decisions cannot be made on subjects that are not on the agenda, except when a two-thirds majority of the votes of the present or represented members as yet decides to put this subject on the agenda.

The decisions of the General Assembly are noted in a register. These are announced to all member within sixty days after the General Assembly. The formal approval of them is part of the agenda of the next General Assembly.

#### **4. Amendments to the statutes of the association, dissolution**

Article 12 - Without prejudice to the application of the law, every proposal for the amendment of the articles or for the dissolution of the association, must come from the administrative body, or at least three of the active members of the association.

The general assembly can only validly deliberate and decide on the amendment to the statutes if the proposed amendments are described in detail in the convening notice, and if at least two thirds of the members are present or represented at the meeting.

If this last condition was not met, then a second assembly is required and the new assembly will validly deliberate and decide, regardless of the number of present or represented members. The second meeting cannot be held within fifteen days after the first meeting.

An amendment is accepted only if it has obtained two thirds of the cast votes, in which abstentions are counted in the numerator nor in the denominator.

If the amendment to the statutes however concerns the object or the disinterested purpose of the association, then it is only accepted if it obtains four fifth of the cast votes, where abstentions are counted in the numerator nor in the denominator.

Amendments to the statutes will only apply after the publication formalities were met, as required by law, and after approval of the amendments by Royal Decree insofar as this is legally required.

The general assembly determines the method of dissolution and settlement of the association.

In the event of voluntary or judicial dissolution, the liquidator will give a purpose to the assets that agrees as much as possible with the purpose for which the association was founded.

#### **5. Board or administrative body**

Article 13 - The association is governed by an administrative body (Consortium Council), composed by an elected chairperson (president), and at least two and at most eleven other members. At least one board member must have the Belgian nationality.

The board members (council) are elected by the General Assembly, and under the following conditions:

- only representatives of active members can be elected;
- the board members are elected for a mandate of four years;
- re-election is possible for a next term of three years, barring other decisions of the General Assembly.

The procedures for nomination and election are explained in the Bylaws that accompany these articles.

Every member of the administrative body can also resign by written notification to the administrative body or its president. Should however, as a result of the resignation, the number of board members drop under the statutory minimum, then the board member shall remain in office until their replacement.

Article 14 - The General Assembly directly elects the chairperson (president) of the administrative body. The administrative body chooses from its members a secretary and treasurer and divides the other authorities.

Article 15 - The administrative body meets if convened by the president or two board members, every time when required by the interest, and at least once every year. They are timely invited by a regular letter, or by email or any other electronic communication tool. The invitation contains the agenda. Every agenda item, signed by at least one fifth of the board members, is put on the agenda. The meeting decides by a simple majority of votes whether or not to add items which were not put on the agenda. The meetings take place on the day, hour and place stated in the invitation. The meeting is chaired by the president, or in their absence by a board member appointed by the assembly.

In those cases when the convocation to the meeting explicitly states so, the members of the administrative body have the right to participate in the meeting from a distance by means of an electronic communication tool. This electronic communication tool should allow them to follow the deliberations during a meeting directly, simultaneously, and uninterruptedly and to cast their votes with respect to all aspects the meeting must decide upon.

The member who participates in the meeting remotely, is treated as equivalent to a member who is present in person.

A board member may be represented by another board member, who is, however, not allowed to carry more than one such power of attorney.

The administrative board can only decide if the majority of the members are present or represented. If the aforementioned quorum was not reached, then a new administrative board must be convened. Next, the board decides regardless of the number of present or represented members.

If the administrative body has to decide or comment on a transaction that falls under their authority, in which a board member has a direct or indirect pecuniary interest that is contrary to the association's interest, then the involved board member must communicate this to the other board members before the administrative body takes a decision. Their explanation on the nature of this contradictory interest is included in the minutes of the meeting of the administrative body that has to decide. The administrative body is not allowed to delegate this decision.

Article 16 - The administrative body has the general authority, except for those that are assigned to the general assembly by law or by the articles. , - .

The board may, on their authority, assign special and well-defined authorities to one or several other persons or working groups. These working groups are composed and organised as explained in the Bylaws.

Article 17 - Decisions of the Administrative Board are taken by regular majority of the present and represented board members. In case of equal votes, the vote of the chairperson (president) is decisive.

The members that are present will approve the minutes within three weeks.

The decisions are communicated to the Consortium members within sixty days.

Article 18 - All writings that bind the association must, except in case of special powers of attorney, be signed by two members of the administrative body (Consortium Council), being the chairperson (president) and another board member.

Article 19 - The administrative body, represented by its chairperson (president) or by a member of the administrative body that was appointed by the board, represents the association against third parties and as claimant and respondent in law.

## **6. Budgets, accounts**

Article 20 - The fiscal year of the association runs from the first of January until the thirty first of December of every year.

The administrative body is to submit the accounts of the past fiscal year and the budget for the next year to the general assembly for approval.

The general assembly may decide to set up a reserve fund, determine the amount, as well as the manner in which this fund will be financed with amounts due by every member.

## **7. General provisions**

Everything that is not provided in the articles above is subject to the stipulations of the Company Code as well as its implementing legislation.