

European Association of Health Law Constitution

unofficial translation
ASSOCIATION

This seventh in the month of April in the year two thousand and eight, there appeared before me, mr. Leonard Galman—notary in Amsterdam, the Netherlands,

1. Mrs prof. dr. H.D.C. Roscam Abbing, ---
2. Prof. dr. J.K.M. Gevers, ----

The persons appearing before me declared the wish to incorporate by means of this deed an association which shall be governed by the following

Articles of Association

Article 1: Name

The name of the Association shall be “European Association of Health Law” (referred to here after as “ the Association). Its abbreviated name shall be: EAHL.

Article 2: Definitions:

In interpreting this Constitution, the following definitions shall be used:

Board: Board of Directors.

Europe: Council of Europe member states.

Health lawyer: any European resident with an academic schooling as a lawyer, who is involved with health law and health/related issues in Europe.

Article 3: Corporate Seat

The Association shall have its corporate seat in Amsterdam (the Netherlands).

Article 4: Office of the Association, bank account

1. The office of the Association shall be based in the AHRC Law Centre, school of law, university of Edinburgh, Scotland until the General Assembly decides otherwise.
2. The funds of the Association shall be deposited in the name of the Association in such bank or other depositories as the Board may select.

Article 5: purpose, objectives and instruments

1. The Association is an impartial not for profit organisation which is guided by the general principle of achieving academic excellence and improving health law practice in Europe and which has the general purpose to bring together health lawyers from around Europe to discuss and collaborate on issues of importance in the development of health law and policies.
2. The major objectives of the Association are:
 - To actively promote health law research, teaching and practice throughout Europe;
 - To encourage and facilitate co-operation in these areas among health lawyers throughout Europe;
 - To encourage and support the development of health law in European and international relations;
 - To pro-actively engage in discussion on topical issues of health law and to assess and respond to new and emerging challenges for health law;
 - To promote a greater awareness and understanding of health law nationally and in the European context;
 - To serve as an indispensable source of advice and guidance for the future of health law and policies in Europe.
3. The Association shall endeavour to reach its objectives by:
 - Providing opportunities and fora for discussions, academic and practical exchanges, expert communications and public engagement on contemporary issues in health law;
 - Encouraging EAHL-sponsored research networks in specific fields of health law;
 - Organising a biannual Conference of the Association;

European Association of Health Law Constitution

- Organising and supporting European oriented workshops, symposia and training courses;
- Facilitating events and networks to encourage young scholars in their work;
- Issuing opinions and giving advice on matters of common European interest;
- Promoting quality publications for a wide range of audiences with an interest in health law and health law-related issues;
- Advancing teaching and training in these areas;
- Providing a Health Law Coordination Function;
- All other lawful means which might benefit the goals of the Association.

Article 6: Finances

The Association shall have financial resources consisting of:

- a. annual contributions made by regular, associate and institutional members, determined in compliance with article 10;
- b. the net balances of conferences;
- c. grants and subsidies;
- d. other revenues obtained by the Association.

Article 7: Membership

1. Membership of the Organisation shall be open to health lawyers.
2. Membership is personal.
3. The Association has regular members, associate members, institutional members and honorary members:
 - A regular member is any natural person who meets the criteria of a health lawyer, has been admitted by the Board and has paid membership fee.
 - An associate member is any natural person who does not meet the above criteria but can contribute substantially to the objectives of the Association, has been admitted by the Board and has paid membership.
 - An institutional member is a University Health Law Institution in Europe whose members meet the criteria of a health lawyer, has been admitted by the Board and has paid membership fee. Institutional members are not members within the meaning of the law and do not have the privileges of voting or being elected, but do have all other privileges of membership including receipt of the Association's publications.
 - A honorary member is any natural person who shall have rendered distinguished service to the objectives of the Association, who has been elected as such by the Board and has accepted this membership.
4. Where this Constitution mentions member or members, all regular, associate, honorary and institutional members are meant unless stated otherwise.
5. The office of the EAHL shall maintain a register in which the names and addresses of all members shall be listed.

Article 8: Admission

The Board shall decide on admitting members. A refusal to admit an applicant may be reviewed by the General Assembly on the request of the applicant in question if submitted within four months after the Board's decision. A positive result of the review shall result in granting the membership to the applicant.

Article 9: Terminating membership

1. Membership terminates as a result of:
 - a. the death (or dissolution) of the member;
 - b. resignation of membership;
 - c. a membership having been terminated by the Association in case:
 - the member in question ceases meeting the demands to be complied with for membership as laid down in the articles of this Constitution;
 - the Association in all reasonableness no longer can be required to allow the membership in question to continue;
 - d. disqualification of a member who has acted in conflict with the articles of the

European Association of Health Law Constitution

Constitution, with the rules and regulations which apply or the resolutions adopted by the Association, or should the Association have been unreasonably disadvantaged by the member in question.

2. Termination of, and disqualification from membership by the Association shall be carried out in writing by the Board.
3. Terminating membership on the part of a member shall be carried out by giving notice in writing to the Board.
4. Termination can only take effect after one full calendar month. Membership may however be terminated with immediate effect should the Association or the member in question no longer, in all reasonableness, be required to allow the membership to continue.
5. A member may also give notice to terminate membership and even do this with immediate effect within one month:
 - a. after having been informed that a decision is taken by which decision his rights have been decreased or his obligations have been increased. This decision will not be applicable regarding this member. However, a member cannot terminate his membership with immediate effect in case of a change in financial rights and financial obligations.
 - b. after having been informed that a resolution has been adopted to change the legal entity or form of the Association, merge, or subdivide.
6. Disqualification from membership must be decided by the Board.
7. Should a resolution be adopted to terminate membership on the part of the Association as mentioned in paragraph 1. c. of this article or should a decision be made to disqualify a member from the membership of the Association as mentioned in paragraph 1. d. of this article, the member concerned has the right to appeal to the General Assembly, provided any such appeal is instituted within one month after receipt of the notice to terminate.

The member in question shall be notified as soon as possible, in writing, as to the decision, together with reasons for making the decision. For the period during which any appeal is underway and pending the appeal, the member in question shall be suspended.
8. When membership terminates in the course of the Associations' year, any annual contributions shall remain due in full.

Article 10: Annual contributions

1. Regular, associate and institutional members shall be bound to pay an annual contribution on a scale to be determined by the General Assembly on proposal by the Board.
2. The Board may set the annual dues at a different rate for each category of members.

Article 11: General Assembly

1. All authority which is not imposed by the law or the articles of this Constitution on other bodies shall be retained in respect of the Association by the General Assembly.
2. The General Assembly shall have the following tasks and authority, inter alia:
 - a. determining general policy to be pursued;
 - b. determining the budget;
 - c. electing, appointing, suspending and dismissing members of the Board;
 - d. taking decisions to amend the articles of this Constitution and to dissolve the Association;
 - e. Approving resolutions of the Board as referred to in article 20, paragraphs 4 and 5.

Article 12: Meetings of the General Assembly

1. The General Assembly shall hold a general meeting not later than sixth month after the close of the Association's year.
2. The agenda of the general meeting shall include inter alia:

European Association of Health Law Constitution

- a. the annual accounts and explanatory notes as referred to in article 22, together with the report to be drawn up by the committee mentioned therein;
 - b. Election of members to fill any vacancies;
 - c. Election of the committee as mentioned in article 22 for the following year;
 - d. discharge of the Board;
 - e. Issues proposed by members or the Board, as set out in the notice convening the meeting;
 - f. Future activities of the Association.
 - g. Approval of resolutions of the Board as referred to in article 20. paragraphs 4 and 5.
3. Extraordinary meetings of the General Assembly shall be convened by the Board at the written request made to this end, by a number of members, at least representing one/tenth of the members who have voting rights.
Should no response have been given to the aforementioned request within fourteen days, the persons submitting the request may themselves convene a meeting in accordance with article 16.

Article 13: Access to and voting rights at the General Assembly

1. All members shall be entitled to attend the general meeting. A suspended member or Board member is not entitled to attend the general meeting with the exception of the meeting at which the decision to suspend that member is to be dealt with. In that case the member in question shall be entitled to speak in connection with the proposed suspension.
2. Admission of others than those persons referred to in paragraph 1 shall be decided on by the General Assembly.
3. Every regular member of the Association who is not suspended has the right to cast one single vote.
4. A regular member may cast a vote by granting a written proxy to a fellow regular member. A regular member may act as proxy on behalf of a maximum of three other regular members.

Article 14: Chair of the Meeting –minutes of the meeting.

1. The general meetings shall be chaired by the President of the Board. Should the President be absent, the general meeting shall be chaired by the Vice-President.
2. The Secretary of the Board, his deputy or another person appointed to this end by the Chair, shall make minutes of the meeting, which minutes shall be signed by the Chair and the Secretary after they have been ratified by the General Assembly.

Article 15: Decision-making

1. The Chair of the meeting shall have the decisive vote in connection with the results of any round of voting.
2. All decisions reached by the General Assembly shall be adopted by a simple majority of the votes, unless otherwise determined by the articles of this Constitution or the law.
3. Where the articles of this Constitution or the law do not determine otherwise, valid decisions can be reached by the General Assembly only when not less than twenty regular members are present or represented at the meeting.
If the requisite amount of members is not present or represented a new meeting shall be convened, to be held within six months after the first meeting, at which second meeting a resolution may be adopted on the subject matter concerned, irrespective of the amount of members then present or represented, by a simple majority of the votes.
4. Blank and invalid votes shall be deemed not to have been cast.
5. All voting on persons shall be carried out by means of written ballots. All other voting shall be done orally unless the Chair is of the opinion that a written ballot is desirable or unless one or more voting members requires a written ballot prior to votes being cast. Written votes shall be unsigned, and cast on blank ballot forms.

European Association of Health Law Constitution

Decision-making by means of acclamation may be implemented unless one or more voting members requires voting to be done orally or written.

6. An unanimous decision reached by all regular members, even if they are not present at a meeting, shall have the same force as a resolution adopted by the General Assembly providing that it is reached with the prior knowledge of the Board.

Article 16 : Convening a General Meeting.

1. The general meetings shall be convened by the Board, without prejudice to article 12, paragraph 3. Convening a meeting shall be done in writing or by electronic means by forwarding a document to the addresses of members as listed in the register of members referred to in article 7, paragraph 5. Not less than thirty days notice of the meeting shall be given.
2. When convening a meeting the subjects to be dealt with at that meeting shall be listed, without prejudice to articles 24 and 25.

Article 17: the Board of Directors.

1. The Board of Directors of the Association shall consist of no less than six (6) and no more than fifteen (15) natural persons, to be determined by the General Assembly, unless the General Assembly decides otherwise. The Board shall have no more than one member from anyone European country.
2. The General Assembly shall elect and appoint all members of the Board on recommendation by the Board. Only regular members are eligible for election.
3. Board members are elected for a period of four years.

Article 18: Termination of membership of the Board

1. Each and every member of the Board may, even when appointed for a pre-determined time period, be dismissed or suspended at any time by the General Assembly. A suspension of a Board member shall be lifted at the end of the first meeting of the General Assembly if not followed up by a decision to dismiss the Board member in question during that meeting.
2. Each and every member of the Board shall complete his term of office no later than four years after his appointment to the Board and those periods of office shall run in accordance with a scheme drawn up by the Board for this purpose. A resigning Board member is only eligible for one other consecutive term of office; a person who was appointed to fill a vacancy which had arisen shall occupy the position for the remainder of the term of office of his predecessor.
3. Membership of the Board shall also terminate:
 - a. should membership of the Association terminate in accordance with article 9, paragraph 1;
 - b. upon a Board member tendering his resignation with a three month period of notice unless the Board decides to shorten this period.

Article 19: Functioning of the Board.

1. The Board shall appoint a President, one or more vice-Presidents, a Secretary and a Treasurer from its midst. They form the Executive Committee of the Association. The Board may appoint a deputy for each of them from among the members of the Board.
2. The Secretary or another person appointed to this end by the Chair shall draw up minutes of each Board meeting, which minutes shall be approved and adopted and signed in token thereof by the Chair and the Secretary. The Chair of the meeting shall have the decisive vote in connection with the results of any round of voting.
3. By – laws may further regulate matters pertaining to meetings and matters pertaining to decision making on the part of the Board.

Article 20: Board tasks and responsibilities

1. Except as otherwise provided for in these Statutes, the Board shall be charged with the management of the Association.
2. In case of one or more vacancies, the Board shall remain competent, provided they will be at least two in number. The vacancy or vacancies must be filled at the next

European Association of Health Law Constitution

General Assembly or Board meeting. For the period until the next General assembly or Board meeting, an interim Board member may be appointed by the Board. The number of interim Board members must be less than half of the total number of Board members.

3. The Board shall remain authorised to have some of its tasks carried out under responsibility of the Board by committees to be appointed by the Board.
4. Providing approval has been granted by the General Assembly, the Board shall be authorised to reach decisions as to entering into agreements by means of which the Association binds itself to provide a guarantee, surety or become singly and severally liable for a debt, or a co-debtor, or act for and on behalf of a third party and furnish collateral for a debt incurred by another. The absence of such approval may be invoked by third parties.
5. The Board requires the approval of the General Assembly in connection with decisions to apply for bankruptcy and for suspension of payments in connection with the Association. The absence of such approval may not be invoked by third parties.
6. Without prejudice to the last sentence of paragraph 4 of this article, the Association shall be represented by two members of the Board acting jointly.

Article 21: Executive Director.

1. The Board may appoint an Executive Director. The Executive Director is not a member of the Board.
2. In keeping with the directions of the Board and under responsibility of the Board, the Executive Director shall inter alia:
 - manage the day-to-day affairs of the Association;
 - prepare the meetings of the Board and General Assembly, and
 - implement Board resolutions;
 - other duties as may be delegated by the Board.

Article 22 Activity- report, accounts and explanatory notes

1. The Association's year shall run from the first day of January through to the thirty-first day of December.
2. The Board shall be bound to retain the records of the assets of the Association and of the activities conducted by the Association in accordance with the demands which arise out of those activities, in order to be able to track the rights and obligations of the Association at any and all times.
3. The Board shall issue an annual report on the activities and policy of the Association at the general meeting as referred to in article 12, paragraph 1, unless the General Assembly decides to prolong this period. The Board shall draw up a balance sheet of the revenues and expenses together with explanatory notes and submit that balance sheet and those notes to the General Assembly. Those documents shall be signed by all members of the Board; should the signature of any board member be missing, reasons for this shall be given. Upon the expiry of the time period within which the accounts and report should be submitted any member may require the Board to meet the obligations under this paragraph.
4. The General Assembly shall appoint a Committee consisting of three members, which Committee members shall be members of the Association, who are not members of the Board. The Committee shall review the documents as referred to in the second full sentence of paragraph 3 of this article and shall report on its findings to the General Assembly. Each Association's year will be reviewed by a different Committee.
5. Should the review of the accounts and the reports require extraordinary bookkeeping knowledge the Committee appointed to conduct that review may be assisted by an expert, at the expense of the Association.
The Board shall be bound to furnish the Committee with all the information the Committee requests for its review and permit it to inspect the petty cash and the

European Association of Health Law Constitution

assets, and review the books and documents and other data carriers of the Association.

6. The approval of the accounts by the General Assembly shall not discharge the Board for the activities it shall have conducted during the year under review.
7. The Board shall be bound to retain the documents as referred to in paragraphs 2 and 3 of this article for a period of seven years.

Article 23: language

1. The official language of the Association shall be English. If the host of an Association's event chooses to use a language other than one of the official languages, the host shall provide interpretation into English.
2. The Association is an association according to Dutch law and the Dutch text of these articles of Constitution therefore will prevail.

Article 24: amending the articles of the Constitution.

1. No amendments may be made to the articles of this Constitution other than by means of a resolution adopted by a General Assembly convened under cover of a notice that at said general meeting an amendment to the articles of this Constitution will be tabled, and after the Board shall have submitted its advice, in writing, to the General Assembly.
2. Those persons who submitted a proposal to amend the articles of this Constitution listed in the document convening a general meeting shall be required to lodge a copy of that proposal which contains the literal text of that proposal at a suitable place for the members to peruse it at least four weeks prior to that meeting where it shall remain until the close of the day on which that shall be held. Moreover, a copy of that aforementioned proposal shall also be forwarded to all members.
3. A resolution to amend the articles of this Constitution shall be adopted by no less than a two-thirds majority of the votes cast, without prejudice to article 15, paragraph 4.
4. An amendment to the articles of this Constitution shall not become effective until a notarised deed thereof shall have been executed. Every Board member will be competent to have the deed passed.

Article 25: Dissolution.

1. The Association may be dissolved by a decision reached by the General Assembly. Paragraphs 1 and 3 of article 24 shall be applicable mutatis mutandis in connection with a decision to dissolve the Association.
2. The General Assembly shall decide on the disbursement of any positive balance that remains after the Association has been dissolved and all its liabilities discharged which disbursement shall be exclusively to a not-for-profit organisation or institution that agrees with the goals of the Association.
3. The members of the Executive Committee shall act as liquidators of the assets of the dissolved Association.
4. The liquidators shall be subject to and governed by the stipulations of the articles of this Constitution in respect of the appointment, suspension and dismissal of members of the Board. A liquidator shall retain the same authority, obligations and liabilities as those held by a member of the board, where these can be reconciled with his tasks and responsibilities as a liquidator.
The stipulations of articles 23 through 24 of Book 2 of the Civil Code of the Netherlands shall remain accordingly applicable.

Article 26: Disputes

Any and all disputes as to the interpretation to be given to the text of either these articles of this Constitution or matters which are not provided for herein or not sufficiently provided for herein shall be decided by the General Assembly.

Article 27: By-laws

1. The Board may determine by-laws after prior approval of these by-laws by the General Assembly.

European Association of Health Law Constitution

2. By-laws may not conflict with the law even when no mandatory stipulations of law are involved neither may by-laws conflict with the articles of this Constitution.

Article 28: Final clauses

1. For the first time, the Board is composed of 6 as follows:

Prof. dr. G.T. Laurie --, Edinburgh, Scotland, United Kingdom as President

Mrs A-M Duguet-Conte, ---, Toulouse, France, as secretary

Mrs K. Hunter---

Mrs. S.K. Lotjonen---

Prof. Dr. H.F.L. Nijs, --- Leuven, Belgium, as treasurer

Mrs. Prof. Dr H.D.C. Roscam Abbing, ----Amsterdam, Netherlands, as vice-president

These Board members are appointed until the end of the first general meeting and can be reappointed twice.

2. For the first time, the following person is appointed as executive director:

Mr. J. P. Anzani, ---Edinburgh, Scotland, United Kingdom.

23. The first financial year of the Association terminates on the thirty first December 2009.

The persons who appeared before me, notary, are known to me etc.