



Constitution of Horatio

Identification :	European Psychiatric Nurses
Organisational Structure :	Association
Place of Registration :	Arnhem , the Netherlands
Office of Registration :	Chamber of Commerce,(K. V K.) Arnhem, Netherlands.
Registration Number :	09159518
Date of Registration :	31-3-2006
Address	Bolognalaan 101, Utrecht,3524CJ, The Netherlands (since 2009)
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Article 1. Objectives

- A) To represent the profession of Psychiatric Nursing in Europe.
- B) To enhance the development of Psychiatric Nursing.
- C) To enhance the influence of psychiatric nursing on the development of mental Health Policy.
- D) To positively influence the development of undergraduate and continuing education for psychiatric nurses.
- E) To strengthen the position of the Nursing Profession.

Article 2. Aims

- A) To promote the exchange of knowledge and experience between professional organisations.
- B) To co-operate and coalesce with organisations with similar objectives.
- C) To participate in National and International consultative meetings.
- D) To initiate research and the development of high quality international standards.
- E) To organise Conferences and Congresses

Article 3. **Duration**

- a) The Association is established for an unlimited duration.
- b) The Financial year shall be the calendar year.

Article 4. **Membership**

- 4.1. The Association includes normal members, hereinafter known as 'members' and special members, hereinafter known as 'special members.
- 4.2. Members of the Association will be National Organisations for Psychiatric Nurses whose Legitimacy is recognised according to national legislation and who comply with the following criteria :
 - The Organisation is active in the area of Mental Health.
 - At least 60% of the members are Psychiatric Nurses by profession.
 - The objectives of the Organisation are consistent with the requirements of Horatio's Constitution and Internal Regulations.
- 4.3. Special Membership
 - a. Organisations and Institutes whose objectives and activities are mainly focussed on Mental Health, on psychiatric nurses and are formally registered in accordance with national Legislation.
 - b. Persons who satisfy one of the following criteria :
 - Have a Certificate in Nursing Education which includes a special programme in psychiatric nursing.
 - Have a Postgraduate qualification in psychiatric nursing.
 - Possess a Degree or Masters in Nursing Science.
- 4.4. Members as described in Articles 4. 2 and 4.3 are those who satisfy the criteria, who make the appropriate written application to the Secretary and who are accepted into membership by the Board.
- 4.5. In any case where membership is refused the applicant may appeal to the General Assembly. Membership is not transferable.

Article 5. **Ending of Membership.**

- 5.1. Membership is deemed to have ceased following :
 - a) Resignation.
 - b) Termination of membership by the Horatio.
 - c) The expelling of the member by Horatio.
 - d) By bankruptcy or by dissolution of the member or by amalgamation which changes the structure so that it no longer satisfies the criteria set out in Article 4.
 - e) By the death of a 'Special Member'.
 - f) In cases where the member no longer satisfies the criteria set out at 4.2 and 4.3.
- 5.2. Termination of membership will be deemed to be enacted at the end of the calendar Year. This should be notified in writing to the Secretary at least 4 weeks before the

commencement of the new year. Immediate termination is deemed to have occurred when :

- a) In special circumstances where continuation of membership cannot be reasonably be expected.
- b) In circumstances in which the Association would impose requirements which particular members could not reasonably meet.
- c) In circumstances where the Association changes its legal status.

5.3. The Board may withdraw membership from a member within the calendar year :

- a) When a member fails to adhere to their financial obligations.
 - b) When a member no longer complies with the requirements of the constitution.
- Resignation is operational following 4 weeks notice. Where resignation is not completed within 4 weeks of the end of the calendar year membership is deemed to have continued into the following year. Resignation can only be completed by formal written declaration. Immediate termination can be accommodated when continuation of membership can no longer be reasonably continued.

5.4. A member may only be expelled when a member is found to be acting contrary to the Constitution or Internal Regulations or acts in a way which is deemed harmful to other members. Where the Board acts to terminate membership it must provide the reasons for its decision. The expelled member may appeal within a month to the General Assembly. During that period and before the matter is considered by the General Assembly the member is deemed suspended and has no voting rights.

5.5. A member who has not resigned membership 4 weeks before January 1st of any year is deemed to have continued in membership into the new year and will be required to pay membership fees for that year even in circumstances where that member submits a resignation in January.

5.6. Reference to members also includes Special Members.

Article 6. **Donors.**

6.1. Besides Members and Special Members the Association can also have donors. Donors are persons or organisations who are accepted by the Board as such. The Board is also empowered to terminate such relationships.

6.2. Donors are required to contribute a minimum annual amount as determined by the General Assembly.

Article 7. **Financial Resources.**

7.1. The financial resources of the Association are based on the annual membership fees paid by Members and Special Members and contributions of Donors and such other monies as can be raised.

7.2. Members and Special Members are required by rule to pay membership fees as determined from time to time by the General Assembly.

Article 8. **Representatives.**

8.1. Member Organisations may appoint an official, hereinafter known as a Representative, who will be legally entitled to represent the member and speak at the General Assembly.

8.2. The appointment of the Representative or his/her replacement can only be authorised by written notification to the Secretary.

8.3. When a Representative is no longer mandated to act on behalf of an Organisation the responsibility lies with the Member to notify the Secretary, following which the person loses the status of representative and cannot act as such at the General Assembly.

Article 9. **The Board.**

9.1. The Board will have a minimum of 1 and a maximum of 7 members who will appoint a Chairperson, Secretary and Treasurer.

9.2. Board members are appointed by the Representatives attending the General Assembly, which will determine the number of Board members. The General Assembly may elect one member to the Board from outside the members. However the Board will always have a majority of members elected from the Representatives.

9.3. The Board can propose the expulsion or suspension of members including Board Members by setting out the reasons in writing. The final decision on these matters will rest with the General Assembly who can consider the recommendations of the Board and Appeals by members and will make its determination by two thirds majority.

9.4. Where a person is suspended pending consideration by the General Assembly that suspension will end if the General Assembly decides not meet within 3 months. The suspended member has the right to address the General Assembly and to be represented.

9.5. Board members are elected for a period of 3 years. General Assembly is held

annually. Board members may be re-elected.

9.6. A Board member will be deemed to have lost his/her seat on the Board if s/he is no longer a representative of the member organisation.

9.7. If Board membership falls below the minimum the Board continues to function and a General Assembly will be called to fill the vacancy.

9.8. Articles 10 to 15 deal with meetings and decisions of the Board and General Assembly.

Article 10. **The Board.**

10.1. The Board is responsible for managing the Association.

10.2. The Board may, with the approval of the General Assembly, make agreements and provide security on behalf of the Association.

Article 11. **The Board continued**

11.1. The Board represents the Association

11.2. The Chairman is entitled to represent the Association with the Secretary and Treasurer, or the secretary with the treasurer. The Board is entitled to mandate one or more Board members and others to represent the Association within certain limits.

Article 12. **General Assembly.**

12.1. The General Assembly will be held in the city of registration.

Article 13. **General Assembly continued.**

13.1. Those entitled to attend the General Assembly are the members, special members, and those who are invited by the Board or General Assembly.

13.2. Members are entitled to one vote through their Representative. A member may authorise another representative to vote on their behalf. A Representative may cast a maximum of 2 votes.

13.3 The Board may, in advance of the General Assembly and following application, give permission to a Representative to cast their vote in written form.

13.4 The Chairperson will determine how the vote is to be taken.

13.5 Decisions will be reached by majority vote (i.e. simple majority), except in cases where a two thirds majority is required by the Constitution. In any other case where a Representative seeks decision by a two thirds majority this can only be agreed by consensus of those attending the meeting.

Article 14. **General Assembly continued**

14.1 The General Assembly will be chaired by Board Chairman or in his/her absence by the most senior Board member (by age). In the absence of Board members the General will elect a chairperson.

14.2 The Chairman's declaration of the result of any vote and its implications will be final. In the event of the Chairman's decision being challenged and is unacceptable to the majority of delegates then the ballot must be repeated.

14.3 The Secretary will record the Minutes of the General Assembly, which will be adopted at the following years meeting.

Article 15. **Financial Year.**

15.1. The Financial year is the Calendar year.

Article 16. **Calling of General Assembly**

16.1 A General Assembly will be called annually by the Board but further General Assemblies can be called.

The General Assembly must take place in the first half of the Financial Year unless determined otherwise at the previous General Assembly. The Financial Report will be presented for approval at the General Assembly.

16.2 On written request by 10% of the membership the Board will call a General Assembly. If the request is not agreed the members calling for same may call the meeting themselves by Public Notice.

16.3 Notice of the General Assembly must be issued to members with enclosed agenda at least 7 days beforehand.

16.4 In the event of emergency general Assembly may be called with shorter notice.

* This section is a legal requirement but is unlikely to ever be required.

Article 17. Changes/Amendments to the Constitution.

17.1 Decisions to change the Constitution, or to merge with other Organisations, or to change structure can only be made at the General Assembly.

17.2 Any member proposing changes to the Constitution must do so by putting forward a written proposal 5 days before the meeting providing members with details of the proposed change.

17.3 A two thirds majority is required to decide changes in the Constitution or to decide on a merger.

17.4 A decision made to change the Constitution is effective when that change is recorded and signed off by the Notary Public.

17.5 Where there is unanimous agreement at the General Assembly , at which all members attend, to change the Constitution that decision will be acceptable.

17.6 All changes to the Constitution must be notified to the Chamber of Commer

Article 18. Discontinuation of the Association

18.1 Any decision to discontinue the Association must be auctioned in accordance with Article 17, Sections 1,2,3,5.

18.2 Where monies remain in the funds of the Association on discontinuation these monies will be dispersed in accordance with the Goals of Horatio, as determined by the Board.

18.3 Where discontinuation is determined notice of same will be confirmed to all relevant authorities.

18.4 The Constitution remains operable until discontinuation is final.

18.5 Discontinuation is final when all obligations have been completed.

18.6 All documentation must be stored for 10 years in the name of an appropriate person.

Article 19. Internal Regulations

19.1 Matters not regulated by the Internal Regulations will be determined by the General Assembly.

19.2 The internal Regulations can not include any regulation which is in conflict with Dutch Law.

19.3 Changing of the internal regulations will be in accordance with 17.1, 17.2, 17.5.

Article 20 The General Assembly will be held and operated in accordance with the Constitution and Dutch Law.

Notes : Horatio is a Registered in accordance with Dutch Law with the Chamber of Commerce and the Notary Public in Arnhem, Netherlands. This English version is compiled by Ber Oomen, Roland van de Sande and Des Kavanagh who have made every effort to accurately reflect the Dutch version. In the event of dispute it is the Dutch version as registered which is operable.

Notes

- a. The first financial year will be from 1/1/2006
- b. The registered members of the Association on the date of Registration are :
 - Mr. Jan van Schilt, Board member.
 - Mr. Ber Oomen, Chairman, Secretary and Treasurer
- c. Offices : Notaris Kantoormr. Tonio Liem

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