

Brussels, 17 March 2017

EHTEL
Internal Procedures V11

1. Introduction

Status of the present document:

This version 11 of the Internal Procedure has been approved by Members during the Annual General Meeting of 15 March 2017.

Procedure 1: Purpose of the document

The purpose of these internal procedures is to add precision to and complete the EHTEL constitution which remains the legal basis for governance of the EHTEL Association.

The procedures will come into application once approved by the annual general meeting (AGM)

Procedure 2: Process of design and amendment of the internal procedures

The internal procedures of the Association are decided upon by the Annual General Meeting (AGM), on the basis of recommendations from the Board of Directors. Any proposal for an amendment to the internal procedures must be sent in writing to the Secretary of the Association. Any motion relating to Internal Procedures must be proposed in writing to the Secretary by any member (working or honorary). The motion is put on to the agenda of the following Board of Directors who vote (simple majority) whether or not to present it to the next AGM.

2. Membership

(See Title 3 of the Constitution)

Procedure 3: Different categories of general members

The definition of some categories is being fine-tuned as follows:

- The "individual member" category is strictly designed for individual researchers and for independent consultants working by themselves and who have a strategic value for the association.
- The "working member" category includes also start-up, small industries, scientific associations, Patients/Citizens and Consumers Associations.

Procedure 4: Associate and honorary members

In order to establish good co-ordination and co-operation with other international and national institutions working in the eHealth and/or in the health domain, the EHTEL Board and the Board of other institutions can decide to negotiate a co-operation agreement that defines:

- The scope and the objectives of the co-operation
- The modalities, including the representation in the respective AGM's and time schedules.

In order to thank individuals who have rendered significant services to the EHTEL association, the Board can grant the status of honorary member.

Procedure 4a: alternative to the status of associate member

Organisations which are not member, but have a strategic value for the association can be granted a Partner status for a certain time (usually 2 years).

This status will not be subject to any fee and will not be assimilated to a membership status, but will provide access to some member benefits. The modalities will be defined by the Board of Directors and the EHTEL Partner status will be granted by a decision of the Board of Director.

Procedure 5: Process of admission and resignation

1. All potential members have to fill an application form in writing (available from the EHTEL web site) and send the completed form to the Secretary together with the commitment to pay the subscription corresponding to their category of membership.
2. Admission of a potential member into the category applied for, must be discussed by the Board at their next meeting. The Board can give the mandate to the Secretary General to admit members in applied categories on its behalf, under a set of conditions agreed in advance.
3. If the application is approved by the Board, then a notice confirming membership approval will be sent by EHTEL within 7 calendar days. Membership will come into effect only when payment of the fees is received. All of the foregoing stages must be completed within 90 days, or the membership application will be considered invalid.
4. Resignation is to be notified to the Secretary and comes into immediate effect, but the annual fee for the year started remains due and no refund on annual fees already paid can be made.

Procedure 6: Fees

Fees and policies on fees are decided by the (e)AGM on the basis of a proposal by the Board of Directors (voting if necessary on a simple majority)

The yearly fees (excluding the Belgian VAT of 21%) are:

- Working Member – Category A..... 4 400 €
 - Publically quoted companies
- Working Member – Category B..... 3 300 €

- Public health authorities, implementation agencies
- Privately held companies with over five years of trading
- Large scientific organisations (more than 50 employees)
- Private hospitals
- Working Member – Category C 1 650 €
 - Public Hospitals, religious or charity hospitals
 - Small organisations (public or private sector employing less than 5 people)
 - Commercial start-ups less than 5 years old
 - Small and medium-sized scientific not for profit organisations (less than 50 employees)
- Working Member – Category D 55 €
 - Patients/Citizens and Consumer Associations
- Individual Member – Category E..... 550 €

No fees are being due for the following categories of member:

- Associate members or in line with approved membership reciprocity agreements (time limited)
- Honorary members

The Board can decide about fee proratisation, when a first admission is requested after the first quarter of the year. The Board can also decide about special fee conditions for first admission requested during the last quarter of the year.

To protect the cash flow of the association and avoid negative impact on the operations of the association, the Board can also decide to charge interest in case of late payment of Membership fee and to establish and publish the rules and regulation for doing so.

3. General Meetings

Procedure 6a: Annual General Meeting - virtual (eAGM) and physical (AGM)

As per the Belgian law, the general assembly of the members of association has to take place yearly and, in principle, before 30 June of the forthcoming year with the view to submit the annual account of the association to member's approval in order to discharge the Board for its responsibilities for the year concerned.

The Board may decide to hold this AGM "virtually", i.e. without asking members to physically join a meeting place. This eAGM will be conducted electronically, using emails and the EHTEL web site as a means to communicate, raise questions and votes.

This eAGM would complement and not replace a physical AGM. Any elections (Board members, auditors ...), as well as the revision of the constitution and internal procedures must be organized during a physical AGM.

The procedure to follow for conducting an eAGM differs from the normal procedure on the following points:

- The quorum is established by means of nomination of a member's representative who commit to participate in the eAGM

- The eAGM last for 5 working days. All nominated participants will receive by email all documents to review and will have 5 working days to review them, raise any comments/questions they may have, obtain an answer from the Board and send they voting form by email
- The voting form to be sent at the start of the eAGM will state whether the quorum has been reached or not. The questions it includes will have to be answered by yes, no, abstention. Should an answer be missing in a voting form, the answer will be considered as abstention.
- At the closure of the eAGM, the Board will consolidate all votes and inform the participants about the results.
- Should the whole voting form be missing or sent after the closure of the eAGM, then the vote will be considered as an abstention. The nominated participant will however be informed in order to check whether the form has not been sent on time or has been lost. In case of lost, the concerned participant will be entitled to re-sent the voting form and the results will be corrected accordingly.
- Questions and comments and their answers will be posted on the EHTEL web site in order to enable all participants to the eAGM to have access to that material. All the material sent by email at the start of the eAGM will also be posted on the web site in order to make them available to members even after the closure of the eAGM.
- A member can complain about the fairness of the results of an eAGM and request an audit to be conducted before the forthcoming eAGM. For this purpose, all the material used for conducting an eAGM will be archived in EHTEL office. The results of this audit will be reported during the forthcoming eAGM.

Procedure 7: Mandates and voting rights of the members in the (e)AGM and EGM

Working members have the same voting rights: 1 member, 1 vote.

Honorary and individual members have no voting right but can receive a proxy. The participation of honorary members is not taken into account when calculating meeting's quorum.

Associate members can have a voting right, depending the nature of the approved agreement with the associate organisation.

Working members present in the (e)AGM will be considered to have the mandate of their institution.

If an institution is represented by several people, only the person having the Membership Card can vote.

A proxy vote is attributed to members having a voting capacity but unable to attend the annual general meeting. This proxy could be given in writing to any general member and is to be presented to the Secretary of the Association before the meeting starts.

4. Board of Directors

Procedure 8: Organisation of the election of Directors

Members from any categories of member (working, honorary, individual), except associated members, can be candidate to become a Director.

- Candidatures for the post of Director must be received by the Secretary, five weeks before the date of the general meeting. The list of candidates will be distributed by the Secretary together with the agenda of the General Meeting four weeks before the meeting.
- It is intended that the Board of Directors will provide a balanced representation of the different categories of actors within the association.
- Prior to the election, the number of Directors to be elected is fixed by the Board, and within the limits defined in the Constitution.
- There is only one electoral college
- Candidates are elected under the conditions stipulated by Article 17 of the constitution.

Procedure 9: Participation of the Secretary General to the Board, (e)AGM and EGM

The **Secretary General** participates in meetings of the Board and in the (e)AGM and EGM without voting rights.

Procedure 9a: Modalities of Votes

See Article 21 of the constitution

Honorary and individual members are eligible to join the Board and, when elected, can participate in Board meetings with full voting rights.

Procedure 9b: Governance for the Board of Directors

By virtue of the mandated given by electors, Directors of the Board recognize that a proportion of their time will have to be allocated during the whole duration of their mandate to discharge their duties.

There is an expectation that Directors will attend either in person or by telephone or video-conference to a minimum of 50% of Board meetings.

In case it is perceived that a Director is failing his/her duty, a representative of the Board will have a conversation with the Director concerned and this may lead to a recommendation of exclusion as provided in article 18 of the constitution.

5. Executive Committee

Procedure 9.c: Responsibilities

The primary task of the Executive Committee is to monitor the financial performance of the association and propose the Board with any appropriate measure to safeguard it.

It is also collectively in charge of the follow-up of the Secretariat responsible for the daily operations of the association.

Unless otherwise agreed upon, the follow-up tasks in the Executive Committee are distributed as follows:

- The President is following-up all governance and contractual issues;
- The Vice-President is following-up all marketing and communication issues;
- The Treasurer is following-up all financial issues.

The Board can further delegate some of the competences defined in article 15 of the constitution.

6. Activities of the Association

Procedure 10: Commissions, working groups and task forces

Commissions are temporary bodies composed of members of the Association; their role is defined by the Board of Directors, and they are primarily involved with improving the internal workings of EHTEL.

Actors Working groups are permanent bodies composed of members belonging to the same stakeholder group; they develop their own agenda, but are intended to ensure that the interests and concerns of the stakeholder group they belong to are understood and taken into account.

Task forces are task-based groups of EHTEL members (and may also include non EHTEL members) that develop and deliver responses on behalf of EHTEL, to key issues or themes that are linked to the achievement of EHTEL's mission. Such working groups could be created in the context of projects or sub projects in which EHTEL participates as a contractor.

All members of the Board have a specific role in regards the liaison with the working groups and task forces or/and recruitment and follow up of activities in which EHTEL is involved.

Procedure 11: Financial conditions for the participation of members in EHTEL bodies

EHTEL bodies are defined as the General Assembly, the Board of Directors, the Commissions, the Executive Committee, the working groups and task forces.

As a general principle, members participating in these bodies are not paid labour costs, neither are their living and travel costs reimbursed unless stipulated otherwise by the Board

The contract of paid people (including the Secretary General) working for the Association and dedicated to its daily activities is defined by the Board.

This does not exclude travel, subsistence and labour costs from being reimbursed to members or Board when involved with externally funded contracts with the Commission or other organisations. Procedures and conditions for these reimbursements are defined below under Procedure 21

Procedure 12: Disclosure of information and confidentiality

General members are committed to an obligation of discretion and confidentiality as far the discussions inside the different bodies is concerned.

This rule does not cover official public statements or negotiations with other parties by the President or any mandated Director.

Procedure 13: Modalities of Votes

Moved to procedure 9a

7. Budget and Accounts

Procedure 13a: Labour costs and time sheets

The contract for paid people (including the Secretary General) working for the Association and dedicated to its daily activities have to include reporting mechanisms such as the provision of time sheets.

These time sheets needs are being issued on a monthly basis and have to be submitted to approval by the Secretary General within two weeks. The time sheets of the Secretary General are submitted for approval by the Treasurer.

Only approved time sheets can be subject to invoicing.

Procedure 13b: Financial procedure: follow-up and reporting

A cash flow report is issued on a bi-monthly basis by the Secretary General to the Treasurer in order to assess the cash flow situation for the forthcoming months. Information will be provided on the incoming and outgoing payment made during the period concerned as well as on those incoming and outgoing payment already registered and still to be made.

The Treasurer has to have the possibility to monitor on-line all movements in the bank account.

The execution of the yearly budget is subject to regular monitoring and is subject to revision at least at mid-term.

Procedure 14: Financial procedures: signature

1) Engagement:

Any engagement of resources (equipment, recruitment, renting...) agreed or as a consequence of a programme agreed by the Board has to be signed off by the Secretary General and another member of the Executive Committee.

When an engagement does not require the formal signature of a contract, fax or emails can be used between the Secretary General and the Treasurer for requesting and agreeing upon an engagement as far as their content describes the nature and the cost of the engagement.

2) Payment:

Any payment order has to be signed off by the Secretary General and the Treasurer. Fax or emails can be used between the Secretary General and the Treasurer for requesting and agreeing upon a payment as far as their content describes the nature and the cost of the engagement.

3) Delegation of Signatures:

Engagements and payments for small expenditures (under 1 000 €) will be controlled “ex post” by the Treasurer, through the monthly financial report of the Secretary General.

The Same procedure applies for the reimbursement of the travel costs (even if the claim is higher than 1 000 €) and also for the signature of administrative documents which commit the Association.

Procedure 15: Administrative procedures inside the Association

Implementation of all administrative procedures within the Association is the responsibility of the Secretary General. With his signature he guarantees that:

- The engagement is in line with the decisions of the Board
- The conditions for the payment are satisfied (provision of equipment or services, checking the invoices and the reimbursement rules)
- And may be made (with relation to cash balance in the bank account)

He represents the “ordonnateur” on behalf of the Board.

This rule suffers one exception: the administrative procedures related to the activities of the Secretary General (including engagement and payment authorisation) are under the responsibility of the Treasurer.

The signature of the Treasurer, “The Payer”, confirms that the conditions of engagement and payment have been double checked.

Procedure 16: Annual budget and reports

The annual budget is prepared by the Secretary General. The financial annual report is prepared by the Treasurer. Other reports (activities...) could be prepared by any Director appointed by the Board. All these reports are discussed, approved and commented on by the Board, who is responsible for their presentation to the AGM.

Reporting budget forecast /actual performance to the Board and the (e)AGM is done by the Treasurer assisted if necessary by the Secretary General. The (e)AGM has a right to expect that significant variations will have been approved by the Board during the time since the previous meeting.

No expenses can be engaged for any financial year, unless the Board has previously approved the annual budget for the corresponding financial year.

Procedure 17: Audit and Publication

The accounts of EHTEL are to be audited annually by two members – non-member of the Board or the management team – elected for two years by the AGM, with the opinion of the auditors published within the annual report. Their report will be presented and distributed to General Meeting.

Their mission is to represent the members of the association and not to act as certified accountant. Their tasks are:

- To audit the annual accounts of the association and propose to the forthcoming (e)AGM to approve them and discharge the Board for its management and supervision activities of the year concerned. During this audit, they will verify the correct application of the financial management procedures review and verify that these accounts are in line with the approved, revised, budget for that year. They may also issue financial management recommendations.
- To check that actions taken by the Board and the Executive Committee are in line with the decisions of the AGM. They will receive the minutes of the meetings of the Board and the Executive Committee and will have access to the accounts of the Association.

Their mission is not to act

Their travel costs for this mission (approximately 1 day in Brussels) will be reimbursed by the EHTEL association

They will report to the (e)AGM and will be covered by the Procedure 12 on Disclosure of Information and Confidentiality outside the AGM.

8. Internal Procedures - Miscellaneous

Procedure 18: Address of the Association

Any letter sent by members of the association and addresses to any member of the Board must be sent to the legal seat of the institution, where they are recorded and where members of the permanent team of the Association can be delegated to process the letter.

Procedure 19: Points integrated in the Constitution

Procedure 19a: Electronic communication

Communication by electronic means have the same value as communication on paper. Hand written signature included on documents exchanged by electronic means are deemed to have the same value as a hand written signature put on a paper document.

Procedure 20: Approval of the minutes of the (e)AGM and of the Board Meetings

The procedure is the same in the two cases. Minutes of these Meetings are prepared by the Secretary General. They are sent on a draft version to all the participants of the meetings for comments.

At the following meeting they are presented for approval (together with the integration of the comments if necessary) and this approval is recorded in the minutes of that meeting. A copy of the approved minutes is distributed to all members of the Board (for the Board meeting) and to the EHTEL members for the AGM.

Procedure 21: Procedures of Reimbursement of Travel and Living Expenditures

1) Policy of EHTEL for the eligible costs

Rules are close to the rules used by the EU Commission with the travel costs being reimbursed on an actual cost basis (with some limitations in the choice of the transport means) and with subsistence costs being reimbursed on a “per diem” basis, taking into account the on-site presence.

The Board is in charge of further defining and updating these conditions. They will be documented in the reimbursement form for travel and subsistence cost.

2) Reimbursement process

Reimbursement can only be claimed for journeys whose reimbursement has been foreseen in advance.

Each claimant will fill in a form in Euro or national currencies (with mention of the exchange rates which are used) and send it to the association.

Original documents proving the expenses are attached to the form. In case of impossibility, a copy of the documents with the signature of the member guarantying that no other reimbursement procedure has been engaged is necessary.

The Form is checked by the Secretary General and then included in the payment procedure.

Requests for Reimbursements of Travel Costs should arrive at the EHTEL office within 90 days following the meeting. Beyond this date no reimbursement by EHTEL will be done.

Procedure 22: Operating Process in EHTEL bodies

1) Decision Making Process in EHTEL bodies

EHTEL bodies are composed of members of the EHTEL Association who wish to address issues of common interest.

The Board expects that decisions are taken by consensus within the group and take into account the diversity of points of view.

2) Policy concerning the sponsorship for EHTEL bodies.

The general policy decided by the Board is as follows:

- The sponsor should become an EHTEL member.
- All the sponsoring money is received on the EHTEL Bank account and it is earmarked to be used for the purpose of the Working group only
- Unless there is a specific mention by the sponsor, the money will be used on the indications of the working group.
- The sponsoring should be known and accepted by the Board who takes the responsibility that there is no conflict of interest.

3) Policy concerning the contracts with the Commission in which EHTEL is involved

If a working group or a task force decide to prepare or participate to a proposal to the European Commission, the Board has to give its agreement, and the contractual part of the project will be managed by the EHTEL management team. As a general principle all the resources will be made available for the WG.

The attention of the WG and TF is drawn on the fact that EHTEL members (not only those of the WG or TF) should get benefits from the participation of EHTEL to the project.