



ARTICLES OF ASSOCIATION

Article 1: Name and Location

1. Name – Legal form

An international non-profit association called "HEALTH CARE WITHOUT HARM EUROPE" or, in its abbreviated form, "HCWH EUROPE" is hereby incorporated. Hereinafter referred to as the "Organisation".

The Organisation has the legal personality and is governed by the Belgian Code of Companies and Associations dated 23 March 2019 (hereinafter referred to as the "Code") as amended and modified by the subsequent laws.

2. Location

The office of the Organisation is located in Brussels.

Article 2: Purpose, activities and scope

1. Purpose

The Organisation mobilises its ethical, economic and political influence to create an ecologically sustainable, equitable and healthy world. The Organisation's purpose is of international character and aims to transform healthcare worldwide so that it reduces its environmental footprint, becomes a community anchor for sustainability and a leader in the global movement for environmental health and justice.

In working to achieve its purpose, the Organisation carries out its activities through four thematic work programmes, each with a specific programmatic goal:

1. Climate-smart healthcare: The European healthcare sector is transformed into a low-carbon and climate resilient sector that protects public health from climate change and accelerates the transition to a low-carbon economy.

2. Circular healthcare: European health systems drive markets towards toxic-free products that conserve finite resources, minimise waste and contribute to an ethical supply chain and circular economy.

3. Sustainable food: The European healthcare sector contributes to a food system that is environmentally sustainable, socially equitable, and actively promotes and enhances health and wellbeing.

4. Safer pharma: Pharmaceutical pollution and its contribution to the development of antimicrobial resistance (AMR) is minimised.

2. Activities

The Organisation collaborates with its network of members and partners to deliver its goals and may engage in any activities to achieve such goals.

Examples of the activities undertaken by the Organisation in this regard include:

- Sharing knowledge and best practice in sustainable healthcare
- Building a network of sustainable healthcare leaders
- Coordinating pilot projects in specific regions/on specific issues with a view to developing solutions and scaling these up across its European network
- Leveraging the collective economic and purchasing power of the European healthcare sector in the move towards a low-carbon, sustainable economy
- Providing information regarding EU policy developments that may impact the healthcare sector and recommendations for achieving sustainability goals within the framework of European legislation
- Acting as the collective voice of the European healthcare sector in advocating EU policies that protect human and environmental health and mediate specific members' concerns to EU policy-makers
- Acting as the channel between policy-makers, the healthcare sector, and private industry in encouraging multi-stakeholder collaboration and advocacy for policies that better protect human and environmental health

3. Scope

The Organisation's scope of influence is Europe, with a special but not exclusive focus on the European Union. In addition to countries geographically belonging only to Europe, the following countries fall under the remit of the Organisation: Russia, Cyprus, Armenia, Azerbaijan, Turkey, Greece and Georgia.

The work of the Organisation can be related to local, regional, federal, Europe-wide or international issues where the activities at these levels relate to the Organisation's overarching and individual programme goals.

Article 3: Duration

The Organisation is constituted for an unlimited period of time.

Article 4: Organisational structure

The governance structure of the Organisation consists of:

- a) A General Meeting of members (the "GM")
- b) A Management body (the "Board")
- c) HCWH Europe Bureau (the "Bureau")
- d) Organisational/advisory committees as may be set up by the Board

Article 5: The General Meeting (the GM)

1. Composition

The General Meeting is composed of all Executive members of the Organisation. Adherent members, members of the Board and selected members of the Bureau staff will have the right to participate in General Meetings but shall have no voting rights. The GM must count at least two (2) Executive members.

Representatives of other (non-member) organisations may also attend GMs but only if they are invited by the Chairperson (as defined below). They will have an advisory/observer capacity only, and no voting rights.

2. Powers

The GM is the highest authority of the Organisation. Its primary role is to ensure that the Board performs its tasks properly in accordance with the goals of the Organisation. The GM shall have all necessary powers required to implement the goals of the Organisation, which shall include (but are not limited to):

- Amendments to the Articles of Association;
- The appointment and discharge of the members of the Board;
- The approval of the budget and annual accounts;
- The voluntary dissolution of the Organisation; and
- The dismissal of the members.

All powers that are not expressly reserved by the Articles of Association or the Code, to the GM will fall within the powers of the Board.

3. Meetings

The AGM shall be held annually, no later than six (6) months after the closing date of the preceding financial year, at the office of the Organisation or at any other location indicated in the convening notice (the "Annual General Meeting" or the "AGM"). GMs may also be held virtually via tele- or video-conferencing, if required.

Decisions of GMs may also be taken by unanimous consent of the Executive members expressed in writing. The Chairman sends the invitation by e-mail at least one month before the date of the meeting. The notice specifies the date and place of the meeting and the agenda.

Extraordinary General Meetings ("EGMs") may be held at the initiative of the Board.

4. Representation at the AGM

Any Executive member who cannot attend a GM may be represented at the meeting by another person (whether a member or not) holding a proxy. Proxies shall be handed in writing or delivered by sending a simple letter (via email) or registered mail to the Chairperson. No person shall hold more than four proxies, except for GMs to be held in front of a notary.

5. Voting rights

Each Executive member shall have the right to one vote. Abstentions shall not be taken into account when counting the votes.

6. Voting procedure

General Meetings are chaired by the Chairman of the Board ("Chairman") or, in his absence, by the Vice-Chairman or, in his absence, by the most senior member of the Board present. The Chairman may also ask the Board Secretary to participate in GMs to, in particular, draft the minutes and minutes of decisions taken.

Unless otherwise stipulated in these Articles of Association or in the Code, the GM may validly deliberate regardless of the number of Executive members present or represented, and decisions shall be carried by a simple majority of the Executive members present or represented.

7. Minutes

Resolutions of the GM shall be recorded in a special register, signed by the Chairperson. The register will be kept at the office of the Organisation where each member may consult it.

Article 6: Management body (the “Board”)

1. Composition

The Board is appointed by the GM. Only the GM has the authority to appoint or dismiss members of the Board. The Board must be composed of a minimum of four (4) directors. Specific roles within the Board are as follows:

- a) Chairperson
 - Oversees Board meetings
 - Works with the Executive Director and other staff to organise the GMs
 - Works in partnership with the Executive Director to ensure board resolutions are carried out
 - Recommends who will serve on special committees and appoints committee chairs
 - Prepares agendas for Board meetings
 - Conducts new Board member orientations
 - Coordinates the Executive Director’s annual performance evaluation in collaboration with the International Managing Director
 - Acts as an alternate spokesperson for the Organisation
 - Periodically consults with other board members on their roles and helps assess their performance
 - Calls special meetings if necessary
- b) Vice-chairperson
 - Assumes responsibilities of the chair in the absence of the Chairperson
- c) Secretary
 - Attends all Board meetings
 - Ensures the safety and accuracy of all Board records
 - Reviews Board meeting minutes
 - Keeps a register of the address and contact information of all Board members
 - Provides notice of Board meetings and GMs
- d) Treasurer
 - Attends all Board meetings
 - Understands financial accounting for non-profit organisations
 - Is responsible for overseeing the Organisation’s financial affairs
 - Acts as the financial liaison to the Board, translating financial concepts and information for Board members
 - Manages the Board’s review of and action related to the Board’s financial responsibilities
 - Maintains knowledge of the Organisation and personal commitment to its goals and objectives

- Supports the Organisation with fundraising efforts
- Works with the Executive Leadership Team (see Article 7 below) to ensure that appropriate financial reports are made available to the Board on a timely basis
- Draws up the annual budget for consideration by the Board
- Reviews the annual audit and answers Board members' questions about the audit

2. Appointment, dismissal, and term of office

The GM appoints members of the Board for a term of two (2) years according to the following procedure:

- a) The Board, in consultation with the Bureau, shall decide whether any (and, if so, how many) vacancies are to be filled on the Board ;
- b) The Bureau shall indicate which existing members of the Board (if any) wish their names to go forward for re-election and shall invite further nominations ;
- c) A preliminary notice of the GM, with proposed dates and location, shall be sent to the members at least three (3) months in advance of the meeting. This notice should include an invitation for members to nominate prospective Board members ;
- d) A representative of any member organisation or partner organisation may be nominated for election to the Board. Prospective Board members (including non-members) may also be approached directly and nominated by the Chairperson. The individual concerned must also give his or her assent to the nomination ;
- e) All nominations for the Board must be received by the Bureau at least six weeks prior to the GM ;
- f) The calling notice and agenda for the meeting (which must be sent to the members at least one month in advance of the GM) shall indicate the names of the candidates and the organisations they represent and include a short statement from each candidate describing their background and experience and motivation for joining the Board ;
- g) In the event there are insufficient candidates required to fill vacant positions nominated by the due date, the Chairperson may accept further verbal nominations (according to the above criteria) at the meeting. This discretion may not be exercised if sufficient nominations have been received by the due date ;
- h) At the end of their term of office, Board members are immediately eligible for re-election for a further term of two (2) years, up to a maximum of three consecutive terms. Board members are not remunerated.

The term of office of a Board member can be terminated in the following cases:

- Through dismissal by the GM;
- Through the resignation of the Board member himself/herself.

In case of vacancy of a Board member before the end of his/her mandate, the Board shall have the power to co-opt an interim replacement that meets the conditions laid down above and who shall serve until the next GM, when the Board members stand for re-election should they wish to continue to serve a full term.

3. Powers and responsibilities of the Board

The Board exercises all the powers which are not expressly reserved to the GM. The Board reports the Organisation's activities to the GM each year. Specific responsibilities of the Board and its Board members include:

- Serving as a trusted advisor to the Organisation's Executive Leadership Team (see Article 7 below)
- Supporting the Executive Leadership Team to shape and define the Organisation's long-term strategic goals and direction
- Ensuring oversight of the delivery of the Organisation's annual workplan
- Preparing the annual accounts, annual budget, audit reports, and material business decisions, being informed of, and meeting all, legal and fiduciary responsibilities and report these to the AGM for approval
- Assisting the Executive Leadership Team and the Bureau in recruiting other Board members
- Partnering with the Executive Leadership Team and other Board members to ensure Board resolutions are carried out
- Serving on steering groups or other organisational committees (e.g. Fundraising Committee) and taking on special assignments as suits each individual Board member's experience and knowledge
- Acting as the Organisation's ambassador and representing the Organisation at external events and stakeholder forums
- Ensuring the Organisation's commitment to a diverse Board and staff that reflects the constituency the Organisation serves
- Following the Organisation's Articles of Association, policies, and Board resolutions
- Reviewing agenda and supporting materials prior to Board (and committee) meetings, and conscientiously participating in board meetings
- Disclosing any potential conflict of interests before board meetings
- Maintaining confidentiality about all internal matters of the Organisation

4. Meetings of the Board

The Board shall meet at least four (4) times a year. Board meetings must be convened by the Chairperson (or Secretary acting on the Chairperson's behalf) giving at least one month's notice to the other Board members.

The Board may only take decisions if at least two-thirds (2/3) of the Board members are present or represented. Resolutions are taken by a simple majority vote of the Board members present or represented. If the votes are equally divided, the Chairperson will reopen the discussion. If the votes are again equally divided thereafter, the Chairperson will have a casting vote.

Board meetings can be attended in person or by tele- or video-conference. Without prejudice to article 7 below, the Board may delegate the day-to-day management of the Organisation to a member of the Board or another person (member of the Board or not). Moreover, the Board may delegate any special powers to one or more person(s) (proxy holder(s)), specifying the scope and duration of such delegation.

Article 7: The Bureau

The day-to-day work of the Organisation is undertaken by the Bureau, which is directly accountable to the Board. Staff of the Bureau may be based in various countries.

The Bureau executes the duties assigned by the Board and that arise from the mission and goals of the Organisation.

The Bureau is led by an Executive Director or, in the absence of an Executive Director, the Executive Director's nominated deputy or a member of the Executive Leadership Team (consisting of senior employed staff as defined by the Executive Director). The Executive Director is appointed and dismissed by the Board.

The Bureau is responsible for the Organisation's operations on a day-to-day basis, and for developing and executing the organisational strategy and work programme of the Organisation.

The Executive Director attends Board meetings but is not a voting member of the Board.

Article 8: Membership

1. Membership

The Organisation is composed of Executive and Adherent members. The number of Executive members is unlimited and may not be less than two. The number of Adherent members is unlimited.

Executive members enjoy all the rights and obligations accorded to members by law and the present Articles of Association.

Executive members are:

- Legal entities interested in the aims of the Organisation, committed to respecting its Articles of Association and who meet the conditions for admission/approval of the present Articles of Association and who are admitted in this capacity by the Board of Directors, which has discretionary power in this respect.

Any organisation wishing to become an Executive member must apply in writing to the Board of Directors.

Adherent members are:

- Members who are not Executive members

Adherent members enjoy all the rights and obligations accorded to Executive members, with the exception of the right to vote at the Annual General Meeting.

Unless otherwise stated, the terms "member" or "members" in these Articles of Association refer to Executive members as well as to Adherent members.

Members of the Organisation shall be hospitals, health centers and other health care facilities, health systems and public/regional health service providers. Members must join the Organisation at an institutional level (i.e., there is no individual membership), and membership is based on an organisational commitment to the Organisation's mission and programme objectives, and a willingness to contribute fully to their achievement.

Other organisations may be admitted as members and will be assessed by the Board on a case-by-case basis. Where an organisation is not a healthcare provider or does not fall into any of the categories listed above, it must be a public or semi-public body, or a not-for-profit entity. Private sector organisations may not be admitted as members but may establish a partnership with the Organisation in accordance with the terms and conditions defined by the Board. In such cases,

these organisations will not be members, will have no voting rights and will not be invited to the GM.

2. Applications

Prospective members must apply in writing to the Chairperson of the Organisation and will be assessed by the Board via the process described below.

3. Admission/Approval

All membership applications shall be sent to the Board by the Bureau staff for approval on a monthly/bi-monthly basis (depending on the number of applications received, as assessed by the Bureau staff). Acceptance of a member will be deemed approved if no objection is received by the Bureau staff from any member of the Board within seven days of receipt of the membership application. Members shall be welcomed (by the Chairperson) in writing no later than 30 days after their approval by the Board.

4. Rights and obligations

In addition to a written commitment to the Organisation's mission and objectives, members are expected to contribute fully to their achievement.

Examples of member participation include, but are not limited to:

- participation in events/webinars
- participation in pilot projects/initiatives
- participation in pilot projects/initiatives
- participation in programme steering groups
- participation in GM or Board meetings
- contribution to policy projects/recommendations
- transmission of sustainability data via HCWH's online data center
- engaging with initiatives such as the Healthcare Climate Challenge launched by the GGHH (Global Green and Healthy Hospitals) network

All members that have been approved by the Board in accordance with Article 8 of these Articles of Association are entitled to attend the GM. Only Executive members are entitled to vote at the GM. Executive members are also entitled to propose potential Board members for approval at the GM.

In addition, members have the right to participate in organisational/consultative committees and/or steering committees if such committees are formed by the Board within the Organisation.

5. Termination of membership

The Organisation reserves the right to revoke the membership of any member organisation at any time. Membership may be terminated by decision of the General Meeting if half of the Executive members are present or represented at the meeting and by a vote of at least a simple majority of the Executive members present or represented. If the required quorum is not reached, a second meeting must be convened in accordance with the convening formalities set out in article 5.3. Decisions taken at such meetings will be valid regardless of the number of Executive members present or represented.

Termination of membership will be based on the following:

- a lack of participation (as assessed by the Office staff) ;
- participation in or promotion of programmes, initiatives or products that are contrary to the mission and objectives of the Organisation (as assessed by the Board).

Members may also terminate their membership at any time (by writing to the Bureau staff). When a member terminates its membership, the Board will be informed (in writing).

Article 9: Budgets and Accounts

1. Financial Year and Annual Accounts

The Organisation's financial year shall be the calendar year ending on 31 December (the "Financial Year"). Each year, the Board shall prepare the annual accounts and shall submit them to the AGM for approval.

2. Revenue and Budgets

The Organisation's income consists of revenues from the European Commission and other institutional donors, foundations and other private donors, private individuals and sponsorship from corporate partners. An annual budget will be prepared by the Board in advance of each financial year as part of the Organisation's annual Business Plan to support the proposed work programme. Such a budget will be approved by the AGM.

Article 10: Representation of the Organisation

The Organisation is validly represented towards third parties and before the courts as plaintiff or defendant in legal proceedings by the Board itself physically represented by its Chairperson or by a person (Board member or not) specifically

appointed by the Board (proxyholder). Without prejudice to the specific powers and/or the powers granted for the day-to-day management of the Organisation to the Bureau, all documents signed on behalf of the Organisation shall be binding for the Organisation when signed by the Chairperson who will not have to justify to third parties its signatory powers.

Article 11: Modification of the Articles of Association and dissolution

Any proposal to amend the Articles of Association or to dissolve the Organisation must be submitted by the Board or at least 20% of the Organisation's members. The General Meeting may only validly deliberate if at least half of the Executive members are present or represented. If such a quorum is not reached, a second GM is convened, according to the same principles as the first. This second GM is empowered to take valid decisions regardless of the number of Executive members present or represented. Any resolution to amend the Articles of Association must be passed by a two-thirds (2/3) majority of the votes cast. Depending on the case and in accordance with the provisions of the Code, amendments to the Articles of Association must be recorded in a notarial deed or approved by Royal Decree.

The GM determines the method of dissolution and liquidation of the Organisation, which will be approved by a two-thirds (2/3) majority of the votes cast. Any net assets remaining after liquidation will be attributed to a private non-profit legal entity whose object is similar to that of the liquidated Organisation or, failing that, will be used for non-profit purposes.

Article 12: General provisions

Any matter not mentioned in these articles of association, and in particular the publication in the Annexes to the Belgian Gazette, shall be governed by the Code, and in particular Book 10 of the Code. The official language of the Organisation is French. The working language of the Organisation is English. These articles of association will be written in both French and English. In case of dispute, the French version will prevail.