

European Nutrition for Health Alliance

Governance: Rules of Procedure

These Rules of Procedure specify ENHA Charity governance processes in the framework of the Memorandum and Articles of Association¹ of the Charity.

Procedure

Draft proposals were discussed by the trustees at the Trustees meetings, December 7, 2017 and June 7, 2018. The proposed text was reviewed and approved by ENHA corporate lawyers from Bates Wells Braithwaite, London, UK. This final version is presented to the trustees on 29 June 2018 for written approval.

1. Appointment co-chairs

- Based on the Memorandum and Articles of Association of the ENHA Charity, ENHA co-chairs are appointed by the European Society for Clinical Nutrition and Metabolism (ESPEN), and the European Geriatric Medicine Society (EuGMS) Boards.
- The ESPEN and EuGMS Boards can appoint and mandate a representative of their society to serve as co-chair.
- Appointments are confirmed every 4 years by the ESPEN and EuGMS Boards, staggered every two years, starting in 2018, 2020 and so forth.
- Appointments will be confirmed at the June meeting of the trustees so there will be ample time to appoint a new co-chair, per 1 January of the next year.

2. Appointment trustees

- Appointments of trustees take place by a resolution of the trustees.
- Trustees are elected for 4 years, staggered every two years, to start in 2018, 2020 and so forth.
- Appointments will be confirmed at the June meeting of the trustees. The new trustee will be appointed per 1 January of the next year.
- Trustees can be re-elected for 1 term for a maximum of 8 years.

¹ The Memorandum and Articles of Association of the Charity are the equivalent of statutes.

3. Appointment executive director

- The trustees decide to change the title of the secretary general into executive director.
- The charity will sign a contract with the executive director for a term up to 5 years. Based on a yearly performance review, renewal can be considered.

4. Signing mandate

- The executive director: up to a single transaction of 10k per account or 25k yearly in total for the same account.
- The secretariat: Up to 10k per transaction confirmed by written consent of the executive director.
- All transactions over 25k require written consent by the executive director and one of the co-chairs.
- The remuneration of the executive director requires written consent by the co-chairs and/or trustees (two people).
- Signing of the financial year accounts requires a signature by one of the co-chairs.

5. Liability insurance

- The trustees decide that a liability insurance is not deemed necessary, at this time.

June 29, 2018
London, UK