

EQALM Articles of Association

ESTABLISHMENT OF EQALM AS AN INTERNATIONAL NON-PROFIT ASSOCIATION (INPA)

which is subject to Articles 52 and following of the Swiss Civil Code

Powers of Attorney

The Association is represented by the Chairman, the Secretary and the Treasurer. The signatories can give powers of attorney to other members of the board.

All EQALM board and EQALM members have received a copy of this document in English. The General Assembly including the membership of the predecessor EQALM organisation approves the new statutes of the Association (EQALM) and declares to set up the Association for an indefinite period of time.

Name and registered office

Article 1

The Association is named:

European Organisation for External Quality Assurance Providers in Laboratory Medicine (EQALM).

The registered office is in Geneva, c/o Centre Suisse de Contrôle de Qualité des Analyses de Biologie Médicale, 2 chemin du Petit-Bel-Air, 1225, Chêne-Bourg, Switzerland.

The Association is registered with the Register of Commerce in Geneva.

Goals and Activities

Article 2

EQALM has as its goals:

- a. To provide a forum for co-operation and exchange of knowledge on quality-related matters especially with regard to external quality assessment/assurance (EQA) programmes in Europe.
- b. To promote the quality of laboratory medicine and the safety of patient care in general and in particular within Europe.
- c. To represent the external quality assessment in Laboratory Medicine providers at European level vis-à-vis political, professional, scientific and other bodies, including patients' organizations.

To this end EQALM promotes activities that may contribute to the exchange of knowledge on quality-related matters especially with regard to EQA programmes. Examples of activities, but not limited to, are:

- a. Organising meetings with scientific or practical themes for members and other interested parties.
- b. Issuing scientific publications, including books.
- c. Developing EQA projects.
- d. Maintaining the EQALM website.
- e. Representing Laboratory Medicine EQA activities within other organisations and networks.

Members

Article 3

The Association consists of five types of membership: full members, non-European members, individual members, associate members and honorary members.

- a. Full member: Impartial and non-profit Europe based providers of external quality assurance/assessment which organises national, regional or international EQA programmes in laboratory medicine in European countries (as defined by WHO).
- b. Non-European member: Impartial and non-profit providers of external quality assurance/assessment based outside Europe.
- c. Individual member: Individuals with an interest in external quality assessment/assurance in laboratory medicine.
- d. Associate member: Commercial providers of external quality assessment/assurance in laboratory medicine or other commercial companies with an interest in this field.
- e. Honorary member: Individuals, invited by the Board, in recognition of their contribution to the field of EQA or service to EQALM.

Only full members have the rights given to members by the law and the present Articles of Association.

Revenues of the Association

Article 4

All members, apart from honorary members, pay an annual membership fee. The annual membership fee must be paid prior to the annual General Assembly. The fee for the following year is approved at the annual General Assembly.

The Association may receive any private and official subsidies and grants, legacies and bequests compatible with its ethics, goals and policy.

Termination of membership

Article 5

Termination of membership can only be done in written form, either by letter or e-mail, to the EQALM Office. Termination shall take effect at reception of the request at the EQALM office. Paid membership fee is not refundable.

The board has authority to cancel membership if the member fails to fulfil the requirements for membership. Termination of membership will be confirmed in writing by the board. The member has the right to appeal this decision, either by letter or e-mail to the EQALM Office, within a month after the written notification. The final decision is taken at the General Assembly by a simple majority of votes.

General Assembly

Article 6

- a. The General Assembly is the decisional entity of the Association. The General Assembly is composed of all full members of the Association present or represented at a meeting. It is chaired by the Chairman of the Executive Board or, in his/her absence, by the longest serving member of the Executive Board. The General Assembly determines the general policy of the Association. It has the powers expressly foreseen by the law or the present Articles of Association. In particular, the General Assembly shall have sole competence to:
 - amend the Articles of Association;
 - appoint and dismiss the members of the Executive Board;

- where necessary, appoint and dismiss the auditors and set their remuneration, if any;
 - authorise the members of the Executive Board to undertake activities on its behalf;
 - approve the Executive Board activity report, the budget and accounts;
 - voluntarily dissolve the Association.
- b. The General Assembly deliberates on all questions on the agenda. The General Assembly holds a meeting at least once a year, no later than 30 November, preferably during a symposium. The Executive Board has the power to convene an extraordinary General Assembly at any time. An extraordinary General Assembly can be convened at the request of at least one fifth of the full members. Each meeting will be held on the date and at the time and place indicated in the notice. All full members have to be invited to it.
- c. The Executive Board prepares the agenda and sends members notices by ordinary post or by e-mail addressed to each member at least 20 days in advance. The agenda is included in the notices and the General Assembly may only deliberate on the matters on the agenda. Any topic signed by one fifth of full members has to be on the agenda. If a proposal of amendment to the Articles of the Association or the Internal Rules or a proposal of dissolution of the Association is on the agenda, notices have to be sent by registered letter and/or email or fax (in the last two cases, with acknowledgment of receipt).
- d. Each member is entitled to take part in the General Assembly but only full members have voting right. A full member can be represented by a representative, who has to be a full member and may be holder of no more than two proxies. Proxies have to be given in writing.
- e. All full members have an equal right to vote at the General Assembly meeting. Each of them has one vote.
- f. Resolutions are passed by simple majority from among the votes of the members present or represented, unless otherwise stipulated by law or these Articles of Association.

Abstentions and blank or spoiled votes are not taken into account in the calculation of majorities.

In case of an equality of votes, the Chairman shall have the casting vote.

The Internal Rules may, within the limits and according to the conditions therein, include particular voting procedures for specific matters or matters relating to some members only.

The General Assembly may use electronic voting except for decisions relating to modification of Articles of Association, the endorsement of the appointment of the Executive Board and the dissolution of the Association.

The qualified majority of two-thirds is required in the following situations:

- Modifications of the statutes. They must be approved by the General Assembly by at least two-thirds of the full members present or represented at the General Assembly where at least three quarters of the members of the Executive Board are present or represented and in the absence of any vacancies in the Executive Board.
- Dissolution of the Association. It must be approved by the General Assembly by at least two-thirds of the full members present or represented at the General Assembly where at least three quarters of the members of the Executive Board are present or represented and in the absence of any vacancies in the Executive Board.
- Dismissal of an Executive Board member. It must be approved by the General Assembly by at least two-thirds of the full members present or represented at the General Assembly

- g. The decisions of the General Assembly may be taken by written consent of the members, according to the provisions of the Internal Rules. The decisions of the General Assembly shall be recorded in minutes, signed by the Chairman and the Secretary and forwarded to all members by e-mail. These minutes are also kept in the registered office where all members may read them. Members as well as third parties whose interest has been acknowledged by the Executive Board at its sole discretion may obtain extracts from these minutes, signed by the Chairman of the Executive Board.

Executive Board

Article 7

The association shall be managed by an Executive Board of minimum five and a maximum of nine Board members. The Chairman, the Secretary and the Treasurer are granted a collective (dual) power of signature. The signatories can give powers of signature to other members of the board for precise cases.

Article 8

The remits of the Executive Board are:

- a. To improve EQA issues amongst its members.
- b. To define strategy and implement associated activities.
- c. To maintain a register of existing members and to approve new members.
- d. To set up Committees and Working Groups (see Article 16) to achieve its goals.
- e. To encourage professional activities amongst the members by supporting Working Groups and initiating projects.
- f. To approve / agree to Working Groups proposals and appointment of Working Groups Chairs.
- g. To ensure that the working groups are functioning according to Articles of Association.
- h. To organise EQALM meetings and the scientific programmes.
- i. To organise the annual General Assembly meeting.
- j. To inform the membership of its activities and provide an annual report at the General Assembly.
- k. To maintain the EQALM budget and provide financial transparency to the members.

Authority of the executive board

Article 9

- a. The only exclusions from the competence of the Executive Board are those acts reserved for the competence of the General Assembly, by law or the present Articles of Association.
- b. The Executive Board manages the daily workload of the Association (payment, contract, ...) including litigations in court or extra-legal litigations.
- c. The Executive Board has the authority to sign contracts in the name and on behalf of the Association in the scope of the goals and activities of the Association.
- d. The Executive Board may delegate some tasks either to one of the member or to an external officer under precise and well defined conditions.
- e. The Executive Board may make and receive any payment and require or grant discharge of them.
- f. The Executive Board appoints all agents, clerks and staff of the Association directly via a representative and dismisses them. It determines their jobs and salaries. In

particular, Executive Board will agree contracts for services provided by the EQALM office.

- g. The Executive Board shall not have the authority to enter into agreements where the Association binds itself as guarantor, supports a third party or binds itself as security for another party's debts.

Appointment of members of the Executive Board

Article 10

- a. Members of the Executive Board shall be selected by electronic vote from the nomination lists submitted by full members and validated by the Executive Board. The appointment is decided by the General Assembly.
- b. The Executive Board proposes the officers (Chairman, Secretary and Treasurer). A vote at the General Assembly endorses these appointments.
- c. Each member of the Executive Board must be from a different EQA organisation member of EQALM and reflect the overall membership of EQALM.
- d. Should the Chairman be unable to fulfil his/her duties, he/she shall be replaced by the secretary, else by the longest serving of the members of the Executive Board present.

End of appointment of the Executive Board

Article 11

The appointment of a member of the Executive Board shall end:

- a. at expiration of a term of three years for which a member of the executive board is appointed without re-appointment;
After one term of office, a member of the Executive Board can be re-elected for one more term by the General Assembly. After serving for two consecutive terms there must be a break of at least two years before reappointment to the Executive Board.
- b. when a member of the executive board is deceased;
- c. at the loss of the right of full membership;
- d. by resignation in writing or dismissal by the General Assembly;
An Executive Board member resigns by sending a letter to the Executive Board, who then sends an acknowledgement of receipt to the author of the resignation letter and carries out the formalities of disclosure required by law within the month. If the number of active Executive Board members is less than four, an ordinary or extraordinary General Assembly must be held in order to appoint a new member. Otherwise the board appoints a new board member to an interim vacancy to the end of the term of his or her predecessor with the same appointment. The new board member can be re-elected for a new term as defined in Article 11.a.
- e. the member of the Executive Board or his beneficiaries shall return all assets belonging to the Association they would be in possession of within fifteen days from the date of termination;

Executive Board meetings

Article 12

- a. The Executive Board meets at least two times a year on notification by the Chairman or on request by a simple majority of the members of the Executive Board.
- b. The Executive Board can take decisions only if a majority of its members is present (the quorum). Its decisions are passed by an absolute majority of the voters present. In case of a tie, the Chairman or his/her substitute has a casting vote.

- c. Where the quorum is not met, a new Executive Board meeting with the same agenda shall be convened within fifteen days. In this case, the Executive Board shall pass decisions by the simple majority of the voters present.
- d. The notice convening the meeting of the Board is sent by normal post and/or by e-mail (in the latter case with an acknowledgement of receipt) at the latest one week before the date of the meeting.
- e. It contains the agenda.
- f. The decisions shall be written down and kept in a register of the minutes approved by the board and kept at the EQALM Office.
- g. The meetings of the Executive Board can also be held by telephone or videoconference.

Executive Board representation

Article 13

- a. The Chairman, the Secretary and the Treasurer whose powers of representation are mentioned in the commercial register represent the Association under the signature of at least two of them.
- b. The Chairman, the Secretary and the Treasurer can also authorise one or more board members as well as third parties to represent the Association, within the limits of said authorisation.
- c. The Executive Board is accountable to the General Assembly for its activity.
- d. The Executive Board interacts with other European / International scientific bodies.

Committees and working groups

Article 14

- a. To support the above mentioned activities, the Executive Board may establish committees and working groups to address quality related scientific matters.
- b. The regulation and function of the committees and working group is described in the following articles and by Figure 1 (see annex 2)

Scientific Committee

Article 15

- a. The scientific activities of the Association are managed through a Scientific Committee.
- b. The Committee is appointed by the Executive Board and chaired by an Executive Board representative and comprises the Chairs of Working Groups; additional representation can be co-opted from the membership.
- c. The function of the Scientific Committee is to Advise the Executive Board on scientific matters. This will include scheduling work plans and setting priorities for the working Groups. These plans will be referred to the Executive Board for approval on an annual basis.
- d. The Scientific Committee is responsible for reviewing the outputs of Working Groups and planning the presentations of the Contributions from the Working Groups at the Annual Symposium.
- e. The Scientific Committee is responsible for reporting the progress of the activities of the Working Groups and disseminating the information to the members of the Association and the scientific community at large.
- f. The Scientific Committee is encouraged to pursue scientific publications of the outputs from the working groups on behalf of the EQALM organisation.

- g. The Scientific Committee will meet in person at least once a year at the annual symposium. At least one additional meeting will be convened each year to be held either in person or by electronic means.

Working Groups

Article 16

- a. A Working Group is a set of EQALM members or third parties with an interest in a common project addressing scientific or educational EQA issues. The Working Group may focus on a particular speciality or on a specific topic. The working group must clearly define the area of interest, their aims and objectives. The working group proposal should include specific objectives with associated timelines and must be approved by the Scientific Committee.
- b. The Working Group chair will maintain a list of the active members of each project and a general distribution list of members of the working group. The list will be stored at the EQALM secretariat.
- c. The Executive Board will appoint Chairs of Working Groups for a period of 3 years and this appointment is renewable once for a period of 3 years. Chair of Working Group may be issued from EQALM membership or third parties.
- d. When the Chair's term of office has ended, if the Executive Board considers EQALM continues to need a work group focusing on the subject area the Working Group members will be asked to put forward a name or names of suitable candidates to take on the role of Chair.
- e. The Chair is responsible for the output of the Working Group and must report back to the Scientific Committee. The recommended output must be in the form of a scientific publication or report to the members.
- f. Membership is voluntary and not appointed.
- g. The Working Group Chair is expected to give a 6-monthly brief written (interim) or oral feedback to the Scientific Committee and annually to the EQALM General Assembly.
- h. Working Groups are established and closed by the Executive Board. Proposals for the formation of new working groups can be submitted to the Executive Board.
- i. Financial aspects: EQALM does not finance working group chairs or members. For specific and approved projects, the Executive Board can allocate financial support.

Annual accounts

Article 17

- a. The financial year of the Association shall be identical to the calendar year.
- b. At the end of each financial year the books of the Association shall be balanced. From these books the treasurer shall make a balance sheet and a list of assets and liabilities, concerning the balanced financial year and these documents, if necessary accompanied by a report by an accountant or a chartered accountant, shall be presented to the Executive Board within eleven months after the end of the financial year.
- c. The annual accounts shall be approved by the General Assembly.

Annual accounts' auditors

Article 18

- a. The Association is not subject to ordinary audit and waives limited audit.

- b. The Association proceeds to an internal audit by two auditors designed by the General Assembly.
- c. The internal auditors are appointed for one calendar year.
- d. The Association provides the internal auditors all necessary information to audit the accounts of the Association and make a report to the General Assembly.

Amendments to the articles of Association

Article 19

- a. The Executive Board shall be entitled to propose amendments to the articles of association to be submitted to approval by the General Assembly. The board must inform its members about the new or revised articles along with the invitation for the General Assembly.
- b. The Chairman, the Secretary and the Treasurer are obliged to file a signed version of the amended articles of association in the offices of the Register of Commerce in whose area the Association shall be registered.
- c. A signed version of the amended articles of association is to be kept in the offices of EQALM.

Dissolution and liquidation

Article 20

- a. The Association shall continue to exist after dissolution to liquidate its capital.
- b. The liquidation shall be done by the Executive Board.
- c. The liquidators shall ensure that the dissolution of the Association is entered in the Register of Commerce.
- d. After the liquidation the books and documents of the dissolved Association will be deposited with the EQALM Office for a period fixed by the liquidator.
- e. The capital of the Association will be transferred to a non-profit organisation with similar goals and activities or donated to a charity organisation.

Final stipulations

Article 21

In all cases where neither the law nor these articles of association provides, the Executive Board shall decide.

These statutes have been accepted at the EQALM General Assembly in Barcelona on October 14, 2016.

(Signed:)

Anne Stavelin
EQALM Chairman

Finlay MacKenzie
EQALM Secretary

Annex 1

External Quality Assurance (EQA) or Proficiency testing (PT)* is an activity conducted by an impartial and non-profit provider.

A typical feature of EQA programmes is to provide education to participants and promote quality improvement.

The EQA provider should not be involved in the preparation, distribution or sale of reagents or analytical systems.

Regional EQA provider with more than 100 participants may become a Full Member of EQALM.

** Note that the terms 'Proficiency Testing' and 'External Quality Assessment' are often used synonymously especially in the laboratory medicine.*

Glossary

External quality assessment or Proficiency testing

Evaluation of participant performance against pre-established criteria by means of interlaboratory comparisons (ISO 17043, 3.7; 2010).

EQA provider

Organisation which takes responsibility for all tasks in development and operation of an EQA scheme (ISO 17043, 3.9; 2010).

Inter-laboratory comparison

Organisation, performance and evaluation of measurements or tests on the same or similar items by two or more laboratories in accordance with predetermined conditions (ISO 17043, 3.4; 2010).

Educational laboratory performance study

Problem-related external quality assessment assisting participants to gain information on the origin of aberrant results and determine appropriate remedial procedures.

Examples of external quality improvement activities

- Influence laboratories by demonstrating poor results due to other sources of error than measurement uncertainty, e.g. inappropriate measurement units, inappropriate reference interval, and inappropriate statistics.
- Influence laboratories through the provision of advice, training courses, development and production of selected calibrators etc.
- Support for internal quality control.

**Annex 2
EQALM MANAGEMENT ORGANISATION**

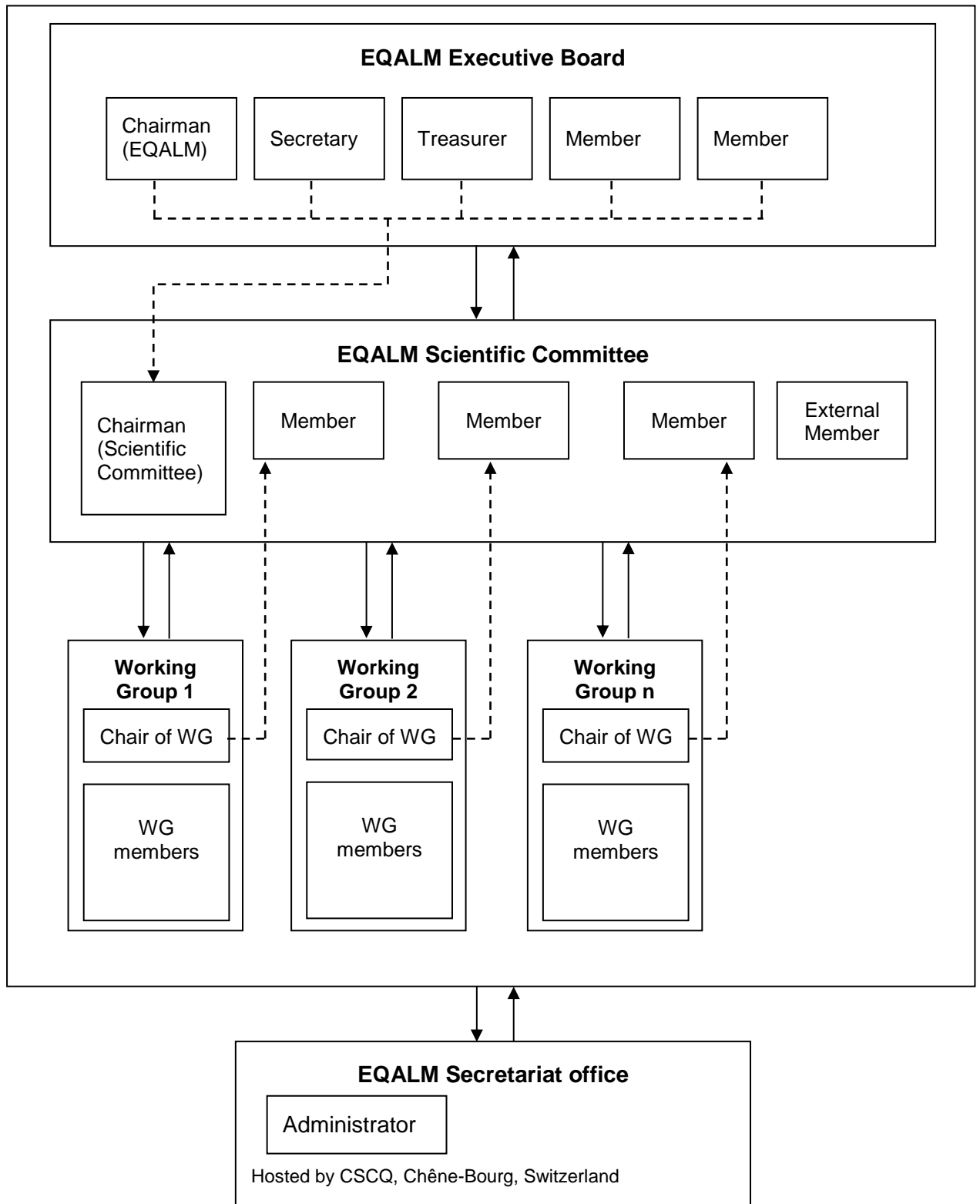


Figure 1