

CHAPTER 1 : IDENTIFICATION OF THE ASSOCIATION

Article 1 : Name

This association is an international non-profit association and was recognized by Royal Decree of 14 July 1998. The name of the association is : "International Maritime Health Association", abbreviated "IMHA" (here-in after : 'the Association').

Article 2 : Applicable legislation

The terms of the Code of Companies and Associations, as published in the State Newspaper of 4 April 2019 and in full force and effect since 1st May 2019 (here-in after 'CCA'), and all subsequent amendments, apply to the Association.

Article 3 : Address

The registered address of the Association is in the Flemish Region, at 2000 Antwerp, Italiëlei 51.

The General Assembly can establish an administrative head office in any country it elects.

Article 4 : Language

The working language of the Association is English.

Article 5 : the Logo

The logo of the Association is a circle, with in its center a (sea) anchor, crossed through the center by a staff entangled by a snake :



This logo may only be used by the Members as provided in the Household Rules.

CHAPTER 2 : THE SOCIAL PURPOSE AND ACTIVITIES OF THE ASSOCIATION

Article 6 : the Social Purpose

The social purpose of the Association is to promote the quality of medical services for maritime healthcare and to support high standards of healthcare and safety at sea, to provide a forum for people, ideas, initiatives, research and any question in relation to maritime healthcare.

The Association acts as an information source for other organizations, governments, shipping companies and other professional entities.

The Association can generate profits and develop economic activities. Profit sharing, either directly or indirectly, is prohibited. This prohibition does not apply to achieve its non-profit objective.

Article 7 : Activities

To achieve its social purpose the Association strives to achieve :

- the improvement of health care and the follow up of all employees in the maritime industry ;
- the encouragement of scientific research in maritime healthcare ;
- the promotion of the exchange of scientific data and results of research projects ;
- to provide special and specific know how to prepare reports and directives in relation to maritime healthcare ;
- the promotion of the development of high quality international medical health care and systems ;
- to provide assistance in the international coordination of initiatives in relation to maritime health care ;
- the promotion and facilitation of education and training in maritime health care,

- cooperation with international organizations (such as the World Health Organization, The International Maritime Organization, the International Labour Office, the ITF, ...), governments, shipping companies and professional bodies.

CHAPTER 3 : MEMBERSHIP

Article 8 : Conditions for and kinds of IMHA-membership

The Association has ordinary and supporting members

Ordinary members

To become and remain an ordinary member of the Association the candidate members must subscribe the objectives of the Association, and must declare that they respect and adhere to the Bylaws of the Association and Household Rules, and each year pay the membership fee.

Supporting members

Supportive membership is open to each individual person, international organizations, administrative authorities, shipping organizations, professional entities and private associations which have an interest in maritime health care.

The Board of Directors sovereignly decides over each membership application.

The Board of Directors provides an indicative list of membership criteria in the Household Rules, and the application procedure.

Article 9 : voting right of IMHA-members

Only ordinary members can vote during General Assemblies. To be able to participate to and vote during General Assemblies ordinary members must have obtained membership at least one month prior to such General Assembly and have paid the yearly membership fee.

Article 10 : retirement, suspension and exclusion of IMHA-members

Each member can retire, without reasons. They inform the Association thereof with a message to the head office.

Any member violating the terms of membership or who no longer subscribes these terms, or who through his/her behavior can no longer justify membership can be excluded by the General Assembly upon request of the Board of Directors or 20% of the ordinary members.

The Household Rules provides for the exclusion procedure to be followed.

Any member who does not pay the yearly membership fee is considered to have left the Association, this at the end of the second month following the summons to pay.

Members who retire or who are excluded have no right to a refund of the membership fees paid.

Article 11 : Membership fee and other paying services

The amount and currency of the yearly membership fee and the price for eventual other additional services for ordinary and supporting members is decided by the Board of Directors.

CHAPTER 4: THE GENERAL ASSEMBLY

The General Assembly is formed by the ordinary members of the Association.

Article 12 : the powers of the General Assembly :

The General Assembly is competent for :

- the approval of the financial statements and of the budget ;
- amending the Bylaws of the Association ;
- dissolution and liquidation of the Association, whereby it decides the manner in which the Association will be dissolved and liquidated ;
- the exclusion of members ;
- the logo of the Association, except for the powers of the Board of Directors in that respect ;
- the appointment, dismissal and discharge of directors ;
- the approval of the Household Rules ;
- all powers which the law confers to the General Assembly.

Article 13 : Convening of the General Assembly

Each year a General Assembly will be convened before 30 June, in a location to be decided by the Board of Directors.

The General Assembly is presided by the President of the Association.

The Board of Directors convenes each General Assembly, at least one month before the General Assembly.

The notification includes the agenda.

If at least one tenth of the ordinary members (1/10) request it points can be added to the agenda.

Such request must be made to the Board of Directors no later than 20 days before the General Assembly.

The final agenda of the General Assembly is notified to the members no later than ten (10) days before the General Assembly and is published on the web site of the Association, together with the documents for the General Assembly.

Article 14 : Special General Assembly

When it finds it necessary, or at the request of at least 1/5 of the members, the Board of Directors convenes a Special General Assembly, in accordance with the rules as provided in article 13.

Article 15 : Decision making in the General Assembly

Unless the law or these Bylaws provide otherwise, the General Assembly decides by simple majority of the votes of the ordinary members present.

Only when the agenda provides points for a quorum of attendance can ordinary members provide a proxy to another ordinary member, who is present at such General Assembly.

An ordinary member can receive no more than one proxy.

To be valid proxies must be submitted to the Board of Directors at least ten (10) days before the General Assembly.

Blank proxies are not permitted.

Amendments to the Bylaws of the Association are valid only upon approval by 2/3 of the ordinary members present or represented, and an attendance of at least 1/3 of the ordinary members.

The decision to dissolve and liquidate the Association is valid only upon approval by 2/3 of the ordinary members present or represented, and an attendance of at least 2/3 of the ordinary members.

The objectives of the Association can be changed only upon approval by 4/5 of the ordinary members present or represented, and an attendance of at least 2/3 of the ordinary members.

A decision to exclude a member requires the approval of 2/3 of the ordinary members present.

If a quorum required for a decision of the General Assembly is not reached, the Board of Directors can convene a second General Assembly, at least 30 days but not longer than 60 days later, in accordance with the procedure provided in article 13.

For this second General Assembly no quorum is required and all points can be decided irrespective of the number of ordinary members present.

The General Assembly can only decide over points on the agenda except for the dismissal of directors.

The directors answer the questions of the members, prior to or during the General Assembly, orally or in writing and which concern points on the agenda.

The directors can, in the interest of the Association, refuse to answer when the disclosure of certain information and facts can damage the Association.

Article 16 : the records of the General Assembly

The minutes of the General Assembly are prepared by the Secretary and notified to the members within the month following each General Assembly , and are available for review by the members at the registered address and head office.

The original minutes of the General Assembly are kept in a Registry, and are signed by the President and the Secretary.

The Registry is kept by the Secretary at the registered address and head office of the Association, for later references.

Decisions of the General Assembly which are not recorded, are considered not to exist and cannot be invoked against the members or third parties.

CHAPTER 5 : THE GOVERNANCE OF THE ASSOCIATION

Article 17: the Board of Directors

The Association is governed by the Board of Directors.

The Board of Directors consists of seven (7) directors.

The Board of Directors has a President, a Vice-President, a Secretary, a Treasurer and 3 ordinary directors.

The members of the Board must all have a different nationality.

The Board of Directors decides the policy of the Association in accordance with the Bylaws of the Association and to achieve the objectives of the Association.

The Board of Directors has the broadest competences, except for the competences the law and these Bylaws attribute to the General Assembly.

The Board of Directors can delegate the daily management of the Association to the President, a director, or a person appointed thereto.

The daily management consist of all dealings and decisions which reach no further than the daily life of the Association, and of all dealings and decisions which, either for their lesser importance, or because of urgency, do not justify actions of the Board of Directors.

The Board of Directors can also delegate specified authorities to one or more persons or to a committee or team, the Board remaining ultimately responsible.

Every year the Board of Directors prepares the budget for the next accounting year.

Within one month after the approval by the General Assembly of the yearly accounts the Board of Directors deposits the so approved accounts at the office of the court in which jurisdiction the Association is established.

Article 18 : convening the Board of Directors

The Board of Directors is convened by the President, or each time two (2) directors request it.

A Director can be represented in the Board by another Director.

Each Director can dispose of one proxy only.

The Board of Directors can validly meet if at least five (5) Directors are present or represented during the whole meeting.

Article 19 : Decision making

Unless provided otherwise in the Bylaws, the Board of Directors decides by simple majority.

If an even number of Directors attend the Board Meeting or are represented the vote of the President is decisive in case of an ex aequo vote.

The decision to suspend a Director can only be taken by 5/7th of the Directors, irrespective whether 7 Directors are present or represented.

Article 20 : Notification of the decisions of the Board of Directors

All decisions of the Board of Directors are put on the record, signed by the President and at least one other Director, and kept by the Secretary at the registered office and the head office.

Each member can obtain a copy of the decisions taken, upon simple request made to the Secretary.

Decisions of the Board of Directors which were not put on the record are considered to be non-existent and cannot be invoked against the members and third parties.

Article 21 : Election of the Board of Directors

The Board of Directors is elected every two (2) years by the General Assembly.

The General Assembly appoints an election-committee who conducts the elections.

The Household Rules provide for the election rules.

The vote is secret.

The Directors can be re-elected without limitation.

The seven (7) candidates of different nationality with the most votes are elected as Directors.

After the election of the Board of Directors the ordinary members at the General Assembly elect the President of the Association, who is one of the seven elected Directors.

The candidate President having received the simple majority (50% + 1 vote) is elected.

If no simple majority is achieved a second round is organized between the two (2) best placed candidates for President : the candidate with most of the votes is then elected.

If during the second round there is an ex aequo, the youngest candidate is elected as President.

The President of the Association is also the President of the Board of Directors.

During the first meeting of the complete Board of Directors after his/her election the President appoints the Secretary, and the Vice-President and Treasurer are appointed by the Board of Directors by simple majority.

Article 22 : Suspending and termination of the appointment as a Director

If the Board of Directors finds it appropriate it can suspend a Director with a majority of 5/7 until the General Assembly decides an eventual dismissal of this Director.

A suspended Director can no longer participate in the governance of the Association.

The suspension exists until the next General Assembly.

Any Director can be dismissed at any time and without prior notification by the General Assembly, also when it was not a point of the agenda.

Each Director can resign at any time and without prior notification.

The Board of directors can appoint another Director to replace a Director resigning.

The so coopted Director is in function until the next General Assembly.

Article 23 : Individual authorities of the Directors

The President represents the Association vis-à-vis third parties, save for special proxies.

The President presides the Board of Directors and the General Assembly.

The President approves the agenda of the General Assembly.

The President reports to the Board of Directors with regard to each initiative or activity he or she undertakes for the Association.

The resigning President remains member of the Board of Directors during the year after his/her resignation with advisory vote.

All documents binding the Association are signed by the President.

In the absence of the President, he/she is replaced by the Vice-President and in his/her absence by the oldest Director present, and they assume the tasks of the President.

The Secretary controls (conducts) the general correspondence and prepares the meetings of the Board and of the General Assembly.

The Treasurer checks all financial dealings and payments of the Association.

The Treasurer submits the yearly accounts and the budget for the next accounting year to the Board of Directors.

The remaining Directors perform the tasks entrusted to them by the Board.

CHAPTER 6 : GENERAL PROVISIONS

Article 24 : the accounting year

The accounting year of the Association runs from 1st January until 31 December.

The yearly accounts are confirmed by a certified accountant.

Article 25 : Household Rules

The Board of Directors can issue Household Rules which organize the functioning of the Association.

The General Assembly approves the Household Rules.

In case of conflict between the Bylaws of the Association and the Household Rules the Bylaws take precedence.

Article 26 : dissolving the Association

If the General Assembly decides the dissolution of the Association, the estate of the Association will be attributed to another non-profit Association with as principal object the wellbeing and health of seafarers.