

European Implementation Collaborative – Bylaws

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PREAMBLE

In 2014, the EIC was founded as a volunteer association (“frivillig forening”) under Danish law. With these revised bylaws, EIC will be established as an association (“Verein”) under Swiss law.

ARTICLE I: NAME and RESIDENCE

The name of this association is the *European Implementation Collaborative*, hereafter referred to as EIC. The EIC is an association in the sense of article 60 ff of the Swiss Civil Code (Schweizerisches Zivilgesetzbuch, ZGB) with its seat in Zurich. The EIC has its postal address at the Institute for Implementation Science in Health Care at the University of Zurich. The EIC is an independent and politically, ethnically and denominationally neutral association.

ARTICLE II: PURPOSES AND ORGANISATIONAL STRUCTURE

Section 1: Purposes

The overarching purpose of the EIC is to exchange learnings about implementation science and practice within Europe and internationally. Specifically, the EIC aims to:

- Be the “go to” network for knowledge and resources on European implementation science and practice
- Connect individuals, groups, networks, and organisations, reducing the implementation science – practice gap
- Actively promote equity in implementation science and practice
- Collaborate with organisations, networks, and groups outside the EIC to push forward implementation science

Section 2: Diversity

In line with its aim to promote equity in implementation science and practice, the EIC is inclusive and welcomes diversity across the Board of Directors, all EIC committees, work groups, task forces, other advisory entities, and individuals. Aspects of diversity, include, but are not limited to: gender balance, sexual orientation, and gender identity; race/ethnicity; country of origin/residence; researcher/practitioner/policy maker/funder role; discipline of study; areas of application; and years of experience.

Section 3: Non-Profit Character

The EIC is a not-for-profit association. Members of the Board of Directors, the Chair, and Treasurer work on a voluntary basis and are only entitled to reimbursement of their actual expenses. Expenditures must be pre-approved by the EIC Chair and Treasurer.

Section 4: Grants and Gifts

The EIC, through the Board of Directors, may accept gifts and grants of a general nature or for specific purposes; however, such acceptance shall be free of any restriction that would either limit the EIC in carrying out its functions and objectives or cause the EIC to lose its tax-exempt status.

Section 5: Organisational Structure

The entities of the EIC are:

1. The General Assembly
2. The EIC Board of Directors
3. Independent Auditor
4. The EIC Scientific Secretariat
5. EIC Topical Working Groups

ARTICLE III: MEMBERSHIP

Section 1: Eligibility

Any individuals interested in the purposes of the EIC shall be eligible for membership. Members are defined as those, who have completed an application form, received acknowledgment of membership from the EIC, and are up-to-date with the payment of currently stipulated membership fees.

Section 2: Application for Membership

An individual desiring to join the EIC may apply for membership in writing, using the online membership form.

Section 3: Resignation

Any member may resign by submitting a written resignation to the duly authorized EIC Scientific Secretary. Such resignation shall be effective upon receipt.

Section 4: Rights

All EIC members shall have the right to participate in the General Assembly. Attendees of the General Assembly have the right to vote, to hold office if duly elected, and to be sent all notifications pertaining to the official business of the EIC and membership publications.

Section 5: Exclusion

An exclusion of EIC members can be decided by the Board of Directors and can be considered if an EIC member violates the interests of the EIC.

ARTICLE IV: GENERAL ASSEMBLY

Section 1: The role of the General Assembly

The General Assembly is the highest organ of the EIC. In particular, it has the following powers:

1. Approval of the record of the last General Assembly
2. Discharge of the Board of Directors
3. Election and dismissal of the EIC Board of Directors.
4. Election of an independent auditor.
5. Taking note of the EIC strategy and budget.
6. Approval of the EIC annual report and its annual accounts.
7. Receipt of the audit report.
8. Adoption of rules that regulate the work of the Board of Directors, if necessary, e.g., organizational regulations, expense regulations.
9. Determination of the membership fee.
10. Revision of EIC bylaws.
11. Dissolution of the association.
12. Decision on all matters that are not assigned to other organs of the association.

Section 2: Composition

1. The General Assembly consists of the EIC members.
2. Guests can be admitted by the Chair of the Board of Directors but will not have voting rights.

Section 3: Meeting schedule

At least one General Assembly shall be held every year.

The EIC Board of Directors or fifteen percent (15%) of the EIC members can call an extraordinary General Assembly at any time. The reason for calling an extraordinary General Assembly must be specified.

Section 4: Notice of Meetings, Agenda, and Implementation Formats

1. The invitation to a General Assembly (ordinary or extraordinary) and the agenda and associated materials must be e-mailed to all EIC members at least 20 days in advance and be published on the EIC website.
2. The agenda shall include but not be limited to the topics listed under Article IV, Section 1.

3. Any EIC member can request the integration of an item in the agenda for the next ordinary General Assembly. Such a request has to be submitted at least four (4) weeks before the General Assembly to the Board of Directors in writing.
4. General Assemblies can be held in person, virtually or in hybrid formats.

Section 5: Quorum

Those EIC members present – in-person or online – at the General Assembly shall constitute the quorum. Participation by correspondence is not permitted unless explicitly permitted in the Bylaws in specific situations.

Section 6: Voting

The members pass resolutions by simple majority unless regulated otherwise in these bylaws in specific situations. In the event of a tie, the Chair of the Board of Directors shall cast the deciding vote. Resolutions and elections are passed in an open vote, unless at least one third of the eligible voters present demand a secret vote.

Each member present shall have one vote in the General Assembly.

Only advisory votes shall be permitted on any business raised at the meeting. Should any motion be made, that would be binding in any way on the EIC, an advisory vote shall be taken, and the results forwarded to the Board of Directors for further action.

Section 7: Records

At least a record of the resolutions adopted in the General Assemblies shall be drawn up.

ARTICLE V: EIC BOARD OF DIRECTORS

Section 1: Composition

The business of the EIC shall be governed by a Board of Directors with a minimum of five (5) and a maximum of seven (7) members, all of whom must be members in good standing. These shall constitute the voting members of the Board, each having one vote.

Section 2: Vacancies

Vacancies in the Board of Directors caused by any reason shall be handled on an individual basis, considering the following mechanisms:

- a) If the resignation of a Board Member, caused by any reason, does not result in the current Board having fewer than five (5) members, the current Board may decide to keep the vacancy open until the next General Assembly. If the departure of a Board Member results in the Board having fewer than five (5) members, the incumbent Board of Directors must immediately fill the vacancy.
- b) If the Board of Directors decides to fill the vacancy immediately, or is obliged to do so, a new Board Member shall be co-opted by the Board of Directors. The Board of Directors shall decide which person is to be co-opted. This person should resemble the profile of the departing Board Member. The co-opted Board Member shall be a member of the Board until the next ordinary General Assembly, at which time the co-opted Board Member must be officially elected to the Board.

Section 3: Governing Powers and Duties

The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the policies of the EIC and may perform all such acts and things as are not directed to be exercised and done by the General Assembly by law, or by these bylaws.

The duties of the Board of Directors shall include:

1. Approving a budget for each year and authorizing expenditures falling outside of the pre-approved budget and in excess of the discretionary level of spending as stated in EIC policies.
2. Approval of audit report.
3. Set up of annual accounts and annual report.
4. Admission and exclusion of members.
5. Establishing and overseeing the policies that guide the EIC, including regular EIC strategy development.
6. Establishing ongoing monitoring and evaluation that helps the Board of Directors shape policy and fulfil its responsibility for
 - i. monitoring the EIC's performance,
 - ii. monitoring the effectiveness and reasonable progress toward the EIC's goals,
 - iii. ensuring the effectiveness of its governance, including internal management processes and reporting, and
 - iv. responsibly using and administering its own financial resources.

Progress and responsibilities of the EIC will be evaluated through financial and membership statistics, through monitoring the action plan as developed for each Board term, and internal review processes of the EIC Board of Directors.

7. Issuance of rules and regulations relevant to the organization, tasks, and work of the EIC scientific secretariat, and made available to the EIC members within a reasonable timeframe.
8. Vote on the EIC Scientific Secretary and supervise this individual.
9. Engaging with EIC members in establishing, refining, and evaluating the policies that guide the EIC.
10. Convening the EIC General Assembly, including the preparation of business items to be discussed, passed, and/or approved.
11. Authorizing any matters to be submitted to a vote of the General Assembly, including election of Board Members.
12. Authorizing the formation or affiliation of any subsidiary organisations not in conflict with the bylaws, and considered to be appropriate to the policies, operation, and purpose of the EIC. The development of policies that guide the collaboration with and/or the formation and operation of such groups, including, e.g., Topical working groups or Local Affiliates, shall be the responsibility of the Board of Directors.
 - a) **Topical working groups** are comprised of EIC members only and are not open to non-members. Topical working groups and their procedures are defined under Article IX.

- b) **Local Affiliates** are separate entities from EIC. Local Affiliates elect separate officers, operate under their own bylaws, maintain their own financial records, and, if tax exempt, have separate non-profit status. The EIC exercises no control over decisions made by Local Affiliates and takes no responsibility for their actions. Groups must apply to, and have their application approved by, the EIC Board of Directors to be designated as an EIC Local Affiliate. Examples of Local Affiliates include national implementation networks and any organisation or centre working in implementation science, practice, and policy located within and outside of Europe.

13. Representing EIC interests and agendas in associated and other relevant organizational entities. Maintaining relationships with other organizations in Europe and beyond that pursue purposes identical or similar to, or support, those of the EIC.

Section 4: Election, Appointment and Terms of Office

Members of the Board of Directors are elected by the General Assembly for three-year terms. Each elected member of the Board of Directors will have the opportunity to serve two three-year terms (for a total of six years). Board members who decide to serve a second term must be re-elected by the General Assembly. Terms of office shall begin with the General Assembly and end after a maximum of two terms with the General Assembly. Elections shall take place at the ordinary General Assembly and shall be arranged 1) when Board Member terms expire (every three years) to either fill a vacancy or re-elect Board Members for a second term, and 2) when a vacancy occurs due to the resignation of a Board Member (as described in Article V, Section 2). The detailed procedure for election and appointment of Board members is described in the following:

1. Before every election, the Board of Directors solicits candidate nominations. The slate of candidates and information regarding the voting procedure shall be submitted to the members for consideration at least 20 days prior to the General Assembly.
2. Members present at the General Assembly shall be eligible to vote for the Board Member candidates. Members shall submit their ballots via an electronic poll system. The Board of Directors shall in turn be responsible for verifying the ballots, protecting the security of the ballots, obtaining the independent corroboration of the ballot counts and reporting the results to the members.
3. The candidates receiving the largest number of votes shall be considered elected as new Board members.
4. The Board constitutes itself, including a Chair of the Board and a Treasurer.
5. The term of office for the elected Chair of the Board and the Treasurer shall be three years with the opportunity to stay in office for two terms.

Section 5: Dismissal of Board Members

A motion to dismiss any Board member for cause must be circulated to all Board members in writing thirty days prior to a vote on dismissal. During this thirty-day period, the Board member in question has the right to respond in writing to the dismissal motion. A confidential ballot vote of eligible voting Board members shall then be taken. The Board Member in question does not vote on his or her own dismissal. The majority of votes of eligible voting Board members are necessary to remove the member in question. Upon dismissal of a Board member, the position will be filled in accordance with vacancy provisions as stated in Article V, Section 5.

Section 6: Regular Meeting

The Board of Directors shall meet at least four times each year. At least one of these meetings will be held as face-to-face meeting unless serious circumstances (e.g., a pandemic) prevent an in-person meeting. Other meetings may be held by phone and/or Internet.

Section 7: Special Meetings

Special meetings of the Board of Directors may be called by the Chair of the Board or by another Board member, with at least two weeks' notice, if practical, to each Board member stating the time, place, and purpose of the meeting.

Section 8: Quorum

At all meetings of the Board of Directors, a simple majority of the voting members (that is, 4 out of a 7-member board, 4 out of a 6-member board, 3 out of a 5-member board) shall constitute a quorum for the transaction of business. Electronic / virtual participation in meetings is seen as full participation.

Section 9: Voting

Except in instances where these bylaws or preceding law dictate otherwise, resolutions and elections at the Board of Directors are passed with a simple majority. In the event of a tie, the Chair of the Board of Directors shall cast the deciding vote. Unless a Board Member requests oral deliberation, the adoption of resolutions by circular letter (including e-mail) shall be valid.

Section 10: Written EIC Policies

Goals, Executive Limitations, Delegation, and Governance Policies shall be maintained, and made publicly available and cover all matters not covered in these bylaws. Changes to the policies shall be approved by a vote of the Board of Directors.

Section 11: Principal Officers

Principal Officers of the EIC shall be the Chair of the Board and the Treasurer. All Principal Officers must be members of the EIC and are members of the Board of Directors.

Section 12: Chair of the Board

The Chair of the Board shall be present at all business meetings and have general responsibility for the conduct of the affairs of the EIC.

The Chair of the Board shall have all the general powers and duties including the power to appoint Board committees, task forces, and other advisory groups and individuals from time to time, as they may deem appropriate to assist in the conduct of the affairs of the EIC to the extent that such groups and individuals may be accounted for within the existing annual budget.

Section 13: Treasurer

The Treasurer monitors adherence to the financial policies of the EIC made available to the EIC members and alerts the Board of Directors to deviations from policies. Working with the Chair of the Board, the Treasurer shall provide direct oversight to the Board of Directors and provide administrative support to the Board of Directors, Board committees, task forces, advisory groups and individuals of the EIC.

ARTICLE VI: FISCAL MANAGEMENT

Section 1: Finances and assets

The EIC has the following sources of financial means:

1. Membership fees
2. Revenue from projects and events
3. Sponsorship and donations
4. Grants and tenders

Section 2: Fiscal Year

Unless otherwise specified, the fiscal year of the EIC shall begin on January 1.

Section 3: Books and Accounts

Books and accounts of the EIC shall be kept under the direction of the Treasurer with copies held by the Chair of the Board of the EIC.

Section 4: Authorization

Within the parameters of Board-established policies, all notes and contracts shall be executed on behalf of the EIC by either the Chair of the Board, or the Treasurer.

Section 5: Financial Signatories

The EIC, represented by the Chair of the Board and the Treasurer, manages the bank account. All transactions through the EIC bank account require the signatures of the Chair of the Board or the Treasurer. Incoming bills shall be signed off by either the Chair of the Board or the Treasurer of the EIC.

ARTICLE VII: INDEPENDENT AUDITOR

An independent auditor is elected by the General Assembly and examines the EIC's accounts. The auditor submits an annual report to the Board of Directors. The independent auditor is elected for two years. Re-election is possible.

ARTICLE VIII: EIC SCIENTIFIC SECRETARIAT

The duties of the EIC Scientific Secretary shall include but are not limited to:

1. Member administration and communication.
2. Handle membership applications according to the rules provided by the Board.
3. Support organisation of events.
4. Support the EIC topical working groups (see article IX section 1).
5. Take minutes at the General Assemblies and Board Meetings.
6. Communication, e.g. web page, social media, newsletter distribution.

7. Keep the EIC archives updated.
8. Sets up the annual budget together with the Chair of the Board and the Treasurer.
9. Work closely with the Chair of the Board to ensure smooth functioning of the EIC and Board.
10. Comply with delegated tasks from the Board of Directors.

ARTICLE IX: EIC MEMBER INVOLVEMENT AND TOPICAL WORKING GROUPS

Section 1: Member involvement on key EIC issues

Through its policies, the Board of Directors will identify and describe the mechanisms through which members will provide input and guidance on key issues of the EIC. The mechanisms may include, but not be limited to, task forces, other advisory groups, focus groups, workshops, and individual contributions. In particular, the policies shall include explicit attention to having volunteer member engagement in different areas of importance to the EIC.

Section 2: EIC topical working groups, formation

Groups of members with similar interests may petition the Board of Directors to form a topical working group. This can be done via the online form provided on the EIC website.

Section 3: Leadership, elections, and organisation

Topical working groups are self-organised as part of the EIC. A contact person, or a chair, who is an EIC Member will do the main organisation of the topical working group. Topical working group chairs will be elected by the topical working group members every two years. The same person can stay in the position of chair if re-elected by the members. If preferred, Topical working groups can elect co-chairs to share the work and responsibility of running the Topical working group.

Basic administrative support – for example, to establish mailing lists, website representation, or organise meetings including virtual meeting technology – will be provided by the EIC scientific secretary. If additional support is needed, the Topical working group representative and the EIC Board will discuss potential solutions. Each Topical working group will also have a contact person from the Board of Directors. This Board Member liaison will be involved in the Topical working group to ensure regular communication and alignment of Working Group activities with EIC goals. How a Topical working group wants to organise itself in terms of information exchange, member meeting schedule etc. is up to the Topical working group chair and its members and might change over time. Any costs related to the work of the Topical working groups will be covered by the Topical working group itself, e.g., through funding secured by the Topical working group. EIC will not cover any potential costs beyond the minimum basic administrative support described above.

ARTICLE X: AMENDMENTS

These bylaws may be amended upon affirmation of two-thirds of the EIC members voting on the proposed change during the General Assembly.

Amendments may be proposed by the Board of Directors or by petition to the Board of Directors by members of the EIC numbering fifteen percent (15%) of the members included in the most recent official membership count taken prior to the General Assembly of each year and they shall be submitted to all members for vote no later than the next General Assembly.

Such amendments, following affirmation, shall become effective immediately after the General Assembly.

ARTICLE XI: LIABILITY

Only the EIC's assets are liable for the EIC's debts. A personal liability of the EIC members, Board of Directors, and/or officers is excluded.

ARTICLE XII: DISSOLUTION

The dissolution of the EIC can be decided by the General Assembly. Members not present are invited to send their votes in writing. This decision requires a majority of two thirds of the participating members.

With the resolution to dissolve the EIC, the General Assembly also determines how to use any net assets remaining after the liquidation of the association by the incumbent Board of Directors. In the event of a dissolution, profit and capital will be allocated to another legal entity with its registered office in Switzerland or an EU country, which is tax-exempt for charitable or public purposes and whose purpose is to strengthen activities in implementation science and practice. A distribution of profit and capital among EIC members will not be allowed.

The EIC can only merge with another legal entity based in Switzerland or an EU country if this entity is exempt from tax liability for charitable or public purposes.

FINAL PROVISIONS

Section 1: Entry in the Swiss commercial registry

The Board of Directors is authorized to enter the EIC in the commercial register of Switzerland.

Section 2: Effectuation

The present bylaws come into force with their acceptance at the General Assembly on March 16, 2022.

	
Cecilie Varsi (Chair)	Katie Burke (Treasurer)
	
Anne Etzelmüller (Board Member)	Barbara van der Linden (Board Member)
	
Thekla Brunkert (Board Member)	Heather Rogers (Board Member)
	
Alexandra Ziemann (Board Member)	