

Articles of Statutes of the Organisation Resilience of Health Care Systems

With reference to OECD recommendations and humanitarian rights principles that are stipulated in Geneva Conventions and international human rights documents binding on the Latvian State, medicinal product supply challenges encountered day-to-day and during the COVID pandemic, geopolitical instability, supply chain gaps in international markets, and direct security threats to the Baltic States, as well as the critical deficit in medicinal products during Russia's full-scale war in Ukraine, with the desire to strengthen inter-sectoral cooperation in this matter in Latvia and the Baltic States, the Organisation undertakes to engage industry experts in a discussion of national and public importance about health as security and to foster knowledge transfer.

The Organisation's task is to strengthen the resilience and crisis response ability of the overall health care and pharmaceutical sector, which are part of the national security system and the country's critical infrastructure, ensuring knowledge transfer, innovations and cooperation in the Baltic Sea region.

The Organisation fosters inter-sectoral cooperation nationally, regionally and internationally, develops cooperation with other non-governmental organisations, universities and research institutions, regularly informing the public about the organisation's work.

Joining forces in the Organisation are health, security and defence, human rights experts and economists: including researchers, practitioners, private sector and representatives of civil society. The Organisation instigates research work and the participation of civil society.

1. The Organisation's Name

1.1. The Organisation's name is "Resilience of Health Care Systems" (hereinafter referred to as – "the Organisation").



2. The Organisation's Strategic Goals

2.1. To research and represent health as a security narrative in the Baltic Sea region, organising conferences, and publishing studies on health security.

2.2. To collate the competence and representation of health sector opinion leaders.

2.3. To support the health sector for various types of crises: in cooperation with responsible institutions and partners cooperating in resilience, operational continuity and crises management processes.

2.4. To foster regular communication and cooperation with the Ministry of Health, Ministry of Defence, Ministry of Foreign Affairs, Ministry of the Interior, and their subordinate institutions, as well as the State Chancellery.

2.5. Together with partners, to build a Baltic Sea regional cooperation platform in the field of health systems security.

2.6. To cultivate a credible and respectable image of the Organisation.

2.7. To maintain regular, open and professional communication with internal and external audiences.

3. Values

3.1. The Organisation stands for democratic values and representing the interests of civil society, emphasising the following fundamental principles:

3.1.1. Loyalty to the Latvian State, and the value framework of the European Union and NATO.

3.1.2. Independence, responsibility and transparency.

3.1.3. Knowledge- and research-based opinions.

3.1.4. Knowledge transfer and innovations.

3.1.5. Public education.

3.2. The Organisation is a public organisation and its representatives must be faithful to the Organisation's fundamental values.



4. The Organisation's Operating Term

The Organisation has been founded for an indefinite period.

5. Admission and Exclusion of Members, Associated Members and Honourable Members, and their Right and Duties.

5.1. The Organisation has members, associate members and honourable members.

5.2. Any natural person who has reached the age of 18, who supports the Organisation's goals and work may become a member of the Organisation.

5.3. Legal persons that support the Organisation's goals and work, may become an associate member.

5.4. To be admitted to the Organisation, natural persons shall submit an application to the Board and a recommendation from a member of the Organisation, whereas legal persons shall submit a transcript of the relevant decision from the institution they are authorised to represent, a power of attorney from a representative of the legal person within the Organisation, a recommendation from one member of the Organisation. Based on the application and discussions, the Board shall make a decision within one month regarding the admission of or refusal to admit the member or associate member, and notify the applicant of its decision. For their special contribution to the fulfilment of the Organisation's goals and support of its work, honourable members are appointed by a decision of the Organisation's Board following a written proposal from no fewer than five members with the consent of the appointee.

5.5. Members and associate members of the Organisation will be deemed to have been admitted after the Board has made the relevant decision and paid the admission fee.

5.6. The Organisation's members are entitled:

5.6.1. To vote and be elected to the Organisation's management institutions;

5.6.2. To participation and vote in the Organisation's General Assembly;

5.6.3. To submit proposals regarding the Organisation's work;



5.6.4. Members are entitled to make donations for the attainment of the Organisation's goals annually as they deem appropriate.

5.6.5. The Organisation's members and associate members are obliged:

5.6.5.1. To comply with and fulfil the rules and requirements stipulated in the Organisation's Articles of Association and General Assembly decisions;

5.6.5.2. To participate in the fulfilment of the goals and tasks specified in these Articles of Association;

5.6.5.3. Members are obliged to pay their annual membership fee in a timely manner, the amount of which is determined at the General Assembly.

5.7. The Organisation's honourable members are obliged:

5.7.1. To comply with and fulfil the rules and requirements stipulated in the Organisation's Articles of Association and General Assembly decisions;

5.7.2. To participate in the fulfilment of the goals and tasks specified in these Articles of Association.

5.8. Members, associate members and honourable members may be excluded from the Organisation in accordance with a decision by the Board, in the event that they:

5.8.1. violate the Articles of Association;

5.8.2. for various reasons express the wish to withdraw in writing;

5.8.3. discredit the Organisation;

5.8.4. have verbally or through their actions acted in contravention of the Organisation's goals.

6. The Organisation's Structure

6.1. The Organisation's highest executive institution is the General Assembly of members (hereinafter referred to as - "the General Assembly"), which as convened as necessary, but at least once a year.

6.2. An Extraordinary General Assembly of the Organisation may be convened at the request of the Board, its Chair or no less than one tenth of the Organisation's members. An Extraordinary General Assembly may be convened by the Board as necessary, but no later than 7 business days after receiving the relevant request to do so.



6.3. The time, place and agenda of a General Assembly are decided by the Board, notifying the Organisation's members, associate members and honourable members accordingly in writing at least 30 days beforehand. The announcement must specify the time, place and agenda of a General Assembly, as well as the time and place where the General Assembly draft decision can be studied.

6.4. Every member, associate member and honourable member of the Organisation is entitled to participate and address the General Assembly in accordance with its agenda.

6.5. Proposals regarding the items to be included on the General Assembly agenda must be submitted to the Board at least 14 days before the General Assembly, whereas proposals regarding the items to be included on the agenda of an Extraordinary General Assembly agenda shall be submitted to the Board at least 5 business days before the General Assembly.

6.6. A General Assembly is valid if the convening of the General Assembly has been announced in accordance with the procedure specified in Clause 6.3 and it is attended by over half of the Organisation's members. A General Assembly shall make decisions by means of an open vote with the majority of votes of the member in attendance, except in instances where $2/3$ of votes are required for a decision to be made. Each voting member of the Organisation has one vote.

6.7. At a General Assembly, decisions are made with over $2/3$ of the number of votes of members in attendance in the following instances:

6.7.1. augmentation or amendment of the Organisation's Articles of Association;

6.7.2. dismissal of the Organisation's Chair, Deputy Chair and other Board Members;

6.8. A General Assembly:

6.8.1. adopts, amends and augments the Organisation's Articles of Association;

6.8.2. approves the Organisation's budget;



- 6.8.3. approves the Audit Committee's report;
- 6.8.4. elects the Organisation's Board for one year;
- 6.8.5. elects the Organisation's Audit Commission for one year;
- 6.8.6. may dismiss the Organisation's Chair, Deputy Chair and other Board Members, as well as Audit Committee members;
- 6.8.7. approves the previous year's operating report;
- 6.8.8. approves the core operating directions for the current year;
- 6.8.9. determines the amount of membership fees and admission fees;
- 6.8.10. decides on the Organisation's participation in the activities of other organisations, whose goals and assignments do not contradict the principles stipulated in these Articles of Association;
- 6.8.11. decides on matters concerning the Organisation's reorganization and liquidation.

7. Executive Institution

7.1. The Organisation's executive institution is the Board.

7.2. The Organisation's Board made up of three members is appointed by the Organisation's General Assembly. The Board appoints the Organisation's Chair and Deputy Chair from among the Board Members.

7.3. The Board runs the Organisation's activities between General Assemblies and reports to the General Assembly regarding its work. The Board decides on the creation of the Organisation's structural units or the termination of the operations. The Board is entitled to decide on the acquisition and expropriation of mobile and immobile property. The Board approves the Organisation's project cost estimates, as well as decides on the hiring and dismissal of full-time employees. The Board decides on the admission of members and associate members to the Organisation, as well as on the appointment of honourable members. The Board shall decide on the exclusion of members, associate members and honourable members from the Organisation.

7.4. The Organisation's Board Meetings are convened by the Organisation's Chair of the Board as necessary, but at least four



times a year. Board Members shall be notified of the meeting time, place and agenda at least 14 days beforehand.

7.5. Board Meetings are valid if Board Members have been notified about them in accordance with the provisions of Clause 7.4, and over half of the Board Members participate in them, including the Chair or Deputy Chair.

7.6. If a Board Meeting is not valid due to the lack of a quorum, the Chair shall convene a repeated Board Meeting within 14 days, notifying Board Members of the meeting time, place and agenda in writing at least 7 days beforehand.

7.7. The Board makes decisions with a simple majority of votes of the number of Board Members in attendance.

7.8. No later than 7 days after a Board Meeting, the Chair of the Board shall send its minutes to all Board Members.

7.9. All Board Members have representation rights. The Chair of the Board is entitled to represent the Organisation individually. A Board Member is entitled to represent the Organisation together with another Board Member.

7.10. The Chair of the Board chairs the General Assembly and Board Meetings, organises the work of the Organisation's Board, and signs documents on behalf of the Organisation. In the absence of the Chair, documents are signed by her deputy.

7.11. The Deputy Chair of the Board deputises for the Chair of the Board and fulfils the duties of the Chair of the Board in her absence.

7.12. The Chair of the Board fulfils the following duties:

7.12.1. manages the Organisation's administrative work, including handling correspondence and record keeping, and maintaining a register of members;

7.12.2. manages the Organisation's accounting, receiving and disbursing money;

7.12.3. runs the Organisation's day-to-day work;

7.12.4. organises General Assembly together with the Board;



7.12.5.regularly reports on her work and reports to the Organisation/Board.

8. Auditor

8.1. Once a year, the Organisation's activities will be examined and its accounts will be audited by an audit firm or sworn auditor invited by the Board.

8.2. The Organisation's auditor cannot be any of the Organisation's Board Members.

8.3. The Board is obliged to provide the auditor with free access to all of the Organisation's work documents.

8.4. The Chair of the Board will notify the next scheduled General Assembly about the results of the audit.

8.5. The General Assembly will only ratify the Organisation's annual report after receiving the auditor's opinion.

9. The Organisation's Structural Units

The Organisation may form its own structural units. The decision to create a structural unit or terminate its operation will be made by the Board. The structural unit's work will be managed by a manager appointed by the Board. In their operations, structural units operate under the auspices of the Articles of Association and adhere to the Board's decisions, as well as the laws and regulations in force in the Republic of Latvia. Structural units shall submit a written report regarding their work to the Board at least once a year.

10. The Organisation's Finances, Property and Employees

10.1.The Organisation operates in accordance with the annual budget, which is approved at a General Assembly. The Board shall notify the General Assembly about the fulfilment of the budget.

10.2.The Organisation's revenue is comprised of admission fees, membership fees, donations, and other revenue that is not prohibited by laws or other regulations. Budgetary funds are used to accomplish the Organisation's goals and tasks.

10.3.In accordance with the procedure stipulated in these Articles of Association, the Organisation's Chair of the Board or - in her absence



- the Deputy Chair of the Board shall manage the Organisation's funds.

10.4. The Organisation possesses its own property, uses an electronic signature, has a bank account and may have its own full-time employees.

11. Liquidation and Reorganisation Procedure

11.1. The Organisation shall terminate its operations if the General Assembly makes a decision to liquidate the Organisation.

11.2. In the event of the Organisation's liquidation or reorganisation, the procedure for the disbursement and division of property and funds shall be determined by a General Assembly with a separate decision, in accordance with the laws of the Republic of Latvia and these Articles of Association.

11.3. Membership fees or other financial or material investments will not be reimbursed to members of the Organisation, who have left or been excluded.

11.4. The Organisation shall cease operating at such time as it is excluded from the Register of Enterprises of the Republic of Latvia.

These Articles of Association have been approved at the Organisation's founding meeting in Riga,

_____ 2024

Founders:

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