



**INNOHEALTH**  
ACADEMY

**STATUTES OF THE INTERNATIONAL INNOHEALTH ACADEMY  
ASSOCIATION (IHA)**

**TITLE I**

**NAME, REGISTERED OFFICE AND CORPORATE PURPOSE**

**Article 1.- Name and address.**

Under the name of the INNOHEALTH ACADEMY INTERNATIONAL ASSOCIATION (IHA), the following is

is a non-profit Association of Experts in Health Innovation in its different areas, Biotech, MedTech and Digital Health, with the aim of promoting and contributing to the development of innovation and driving the necessary transformation and change in health organisations and services to improve the health and quality of life of citizens.

The International Innohealth Academy (IHA) has its headquarters in Cabrils, Romaní street. 13. 08348. Spain.

**Article 2.- Purposes.**

1. The IHA aims to create a space for collaboration between health professionals, and other professions that practice or participate in activities related to innovation: managers and executives, technologists, programmers, industry professionals, startups, investors, experts in biotech, medtech and digital health, etc. who can collaborate in co-creating and implementing improvements in health services.
2. The Association has the threefold mission of facilitating contact between experts, accelerating knowledge transfer between organisations and countries and developing or promoting courses on health transformation with innovative methodologies. In turn, associate members will be able to design, implement, accompany, advise and evaluate projects in the field of innovation and the transformation of health and social systems and services.
3. To this end, IHA will collaborate with public and private health organisations and other organisations in the health ecosystems, in particular governments, public and private insurers, health services, technology companies, the pharmaceutical industry, universities, non-governmental organisations, health and social care organisations, and professional and patient associations.
4. One of the priorities of this Association is to create and maintain academic and scientific links with related national and international organisations, as well as to promote their integration and support the formation of territorial nuclei of experts to strengthen the organisation of the Association's activities.
5. Another priority is to collaborate with official national and international health bodies as a Consultant Agency and to contribute, in the areas of its competence, by supporting activities and strategies for the improvement of public and private health services.
6. The Association may hold shares in commercial companies.
7. The duration shall be indefinite.

**TITLE II**

**CAPACITY, ASSETS AND SOCIAL RESOURCES**

**Article 3.**

The Association is empowered to acquire property and incur obligations. It may therefore operate with public and private institutions within the scope of its competence and in order to achieve the purposes of the Association.

#### Article 4.

The International Innohelth Academy Association (IHA) has no initial assets. Future assets will be made up of the resources obtained from ordinary and extraordinary membership fees paid by members; donations, inheritances, legacies and grants, and the proceeds of any other income it may lawfully obtain in accordance with the non-profit nature of the Institution, as well as the proceeds of any operations it may undertake, and of any technical and advisory services it may provide in accordance with its capacity and in order to fulfil its statutory purposes.

### TITLE III

#### ASSOCIATES. CONDITIONS OF ADMISSION.

#### Article 5.- Established categories of members.

*Founders:* All persons, societies or groups participating in the Founding Assembly, whose names will be registered in the corresponding Founding Act; once the Association is legally registered, the founding members will decide whether they want to become Full or Associate Members.

*Full Member:* All those persons who maintain an activity related to innovation and its implementation, research and training and who have activities in any area of health shall have this category and must be accepted unanimously by the members of the Board of Directors, *in* accordance with the regulations that will be approved once the Association has been constituted.

*Associates:* Those members who are willing to undertake courses and/or participate in projects and services needed in other organisations that require them.

*Affiliated organisations:* All those organisations that wish to participate in this Association without participating in the governing bodies. A collaboration agreement will be established with each of them.

*Ambassadors:* those members of the Association who, due to their professional trajectory, prestige and commitment to promote and collaborate with IHA at local and global level, are designated by the Board of Directors for a limited period of time.

Membership in this category is an honourable mention of recognition and therefore does not imply any special rights or obligations.

Ambassador partners shall have the same rights as other partners.

In all cases, regardless of the ownership of the members, their membership must be unanimously approved by the Board of Directors in accordance with the criteria established in the Association's internal regulations .

#### Article 6.- Obligations and rights of associate members, founder members and full members.

Associates, full members and founding members shall have the following obligations:

1. Share the aims of the Association and collaborate to achieve them;
2. To pay the fees, subscriptions and other contributions established in accordance with these statutes;
3. Comply with all other obligations arising from the statutory provisions; and

4. To abide by the resolutions validly adopted by the governing and representative bodies of the Association.

Members shall have the following rights:

1. To participate in the activities of the Association and in its governing bodies;
2. Attend the general assembly and exercise the right to vote;
3. To be informed about the composition of the board of directors, the financial state of the Association and the development of its activity;
4. To be heard before disciplinary measures are taken against him or her;
5. To challenge resolutions of the Association's bodies which it considers to be contrary to the law and/or the statutes; and
6. To make suggestions to the members of the Board of Directors in order to better fulfil the aims of the Association.

**Article 7.- Loss of full or associate membership.** The following

shall be causes for loss of associate membership:

1. Voluntary resignation, communicated in writing to the Board of Directors;
2. Failure to comply with the obligations of members; and
3. Misconduct, by bringing the Association into disrepute by deeds and words that disrupt the smooth running of the Association. This shall include the use of the name of the Association without the permission of the Board of Directors.

#### TITLE IV

#### BOARD OF DIRECTORS.

**Article 8.**

The Association shall be directed and managed by a Board of Directors composed of a maximum of 15 and a minimum of 7 full members, who shall hold the following offices:

- President,
- Vice-president,
- Secretary,
- Coordinator,
- Treasurer,
- Members

The election of the members of the board of directors shall be carried out by means of closed nominations, which shall be submitted to the general assembly for a vote. Nominations submitted to the general assembly must be supported by at least 30% of the members.

Each candidature must be composed of between 7 and 15 members, indicating who will hold the offices of president, vice-president, secretary and treasurer of the Association.

The term of office shall be 4 years (with 25% of members being renewed every 2 years). This will involve an election process by the assembly of the same number of outgoing members three months before the end of the term of office.

**Article 9.**

To be a member of the corporate bodies, it is necessary to be a full or associate member.

**Article 10.**

If the number of members of the Board of Directors is reduced to less than 7 members, the remaining members shall convene the meeting within the next 15 days to be held within the following 30 days. In the event of a complete vacancy in the Board of Directors, without prejudice to the responsibilities of the resigning members of the Board of Directors. In both cases, the convening body shall have all the powers inherent to the holding of the assembly or elections.

**Article 11.**

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1. The Board shall meet at least once a month.
  2. Meetings of the board of directors shall be convened by the secretary at the request of the chairman, or when requested by a number of members representing at least one third of the total number of members. The notice of meeting shall be in writing, and e-mail with proof of receipt shall also be valid. At least 48 hours must elapse between the convening and the holding of the meeting.
  3. Meetings of the Board of Directors shall be validly constituted when half plus one of its members are present or represented.
  4. The adoption of resolutions shall require the favourable vote of half plus one of its members.
  5. The meetings of the Board of Directors may be face-to-face or virtual via videoconferencing. In both cases, votes shall be valid.

**Article 12.- The powers and duties of the Board of Directors are as follows:**

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1. To carry out the resolutions of the Assemblies, to comply with and enforce compliance with these Statutes and the Regulations, interpreting them in case of doubt and reporting to the next Assembly to be held;
  2. To exercise the administration of the Association;
  3. Drawing up, where appropriate, the Rules of Procedure
  4. Convene assemblies;
  5. To decide on the admission of applicants for membership;
  6. Terminate or sanction partners;
  7. Appoint the personnel necessary for the fulfilment of the corporate purpose, define the type and amount of remuneration, if applicable; determine their duties, sanction them and dismiss them;
  8. Present to the ordinary general assembly the Annual Report, Balance Sheet, Inventory, Expense and Income Statement. All these documents must be brought to the attention of the members in the time required by Art. 23 for the convening of an ordinary general assembly.
  9. To issue the necessary internal regulations for the fulfilment of the purposes, which must be approved by the assembly for its knowledge and approval.
  10. Establish agreements with other organisations in the health ecosystems and where appropriate create new organisational structures to provide services by the Association's expert members.
  11. Any other powers that do not fall within the exclusive competence of the General Assembly.

**TITLE V  
PRESIDENT**

**Article 13.- The President or whoever replaces him/her by statute shall be responsible for this:**

1. To represent the Association before all kinds of public/private bodies;
2. To chair and adjourn meetings of the general assembly and the board of directors, and to call meetings of the general assembly and the board of directors.
3. To have the right to vote at meetings of the Board of Directors in the same way as the other members of the Board and, in the event of a tie, shall have a casting vote;
4. Directing the deliberations of the general assembly and the board of directors.
5. To sign with the Secretary the minutes of the meetings and of the Board of Directors, the correspondence and all documents of the Association;
6. To authorise with the Treasurer the expense accounts, ordering payments and other documents of the Treasury in accordance with the resolutions of the Executive Committee. He shall not allow social funds to be invested in objects other than those prescribed by these statutes;
7. To ensure the proper running and administration of the Association, observing and enforcing the statutes, regulations, the resolutions of the assemblies and of the Board of Directors;
8. To adopt any kind of urgent measure necessary for the proper functioning of the Association, without prejudice to subsequently reporting to the Board of Directors.
9. The Vice-Chairperson shall replace the Chairperson in his or her absence, whether due to illness or any other reason, and shall have the same powers as the Chairperson.

#### TITLE VI

##### SECRETARY

**Article 14.- The Secretary or whoever replaces him/her by statute shall be the Secretary:**

1. To attend the assemblies and meetings of the Board of Directors, drawing up the respective minutes, which shall be recorded in the corresponding book and signed by him/her and the President;
2. To sign with the President the correspondence and all documents of the Association;
3. To call meetings of the Executive Committee in accordance with the provisions of Art. 15;
4. To keep the Minute Book and, together with the Treasurer, the Register of Members.
5. It may certify and carry out the necessary administrative formalities as well as the social agreements once they have been approved by the Board or by the Assembly of the Association.

#### TITLE VII

##### TREASURER

**Article 15.- The Treasurer or whoever replaces him/her according to the Articles of Association shall be responsible for the Treasurer:**

1. To attend meetings of the Executive Committee and assemblies;
2. Together with the Secretary, keep the Register of Members and shall be responsible for all matters relating to the collection of membership fees;
3. Keeping the books of account;
4. To submit to the Board of Directors annual balance sheets and prepare the Balance Sheet and the Income and Expenditure Account and Inventory for the past financial year, which, after approval by the Board of Directors, shall be submitted to the ordinary General Assembly.
5. To sign with the President the payment orders and other Treasury documents; To deposit in a banking institution in the name of the Association and to the joint order of the President and the Treasurer, the funds received.
6. To give an account of the financial state of the entity to the Board of Directors, whenever required to do so.

#### TITLE VIII

##### MEMBERS

**Article 16.- It is the duty of the Members:**

1. To attend the assemblies and meetings of the Board of Directors with voice and vote;
2. To carry out the actions and tasks entrusted to them by the Board of Directors.

TITLE IX  
ASSEMBLIES

**Article 17.**

Ordinary Assemblies shall be held at least once a year, within the first three months after the close of the financial year, the closing date of which shall be 31 December of each year.

The powers of the General Assembly include the following:

- appointment of board members and their positions;
- examination and approval of the annual budgets and accounts;
- approval, where appropriate, of the management of the Board of Directors;
- setting of ordinary or extraordinary dues;
- expulsion of members as proposed by the board of directors;
- application for a declaration of public utility;
- disposal and alienation of assets;
- approval of the rules of procedure;
- amendment of the Association's statutes;
- remuneration, if any, of board members; and
- adoption of the dissolution resolution.

The General Assembly shall adopt its resolutions by a simple majority of the members present or represented.

As an exception to the above, a two-thirds vote of those present or represented shall be required to adopt the following resolutions:

1. Amendment of statutes;
2. Dissolution of the Association or change of its purposes;
3. Disposal or alienation of assets having a value exceeding half of the Association's assets; or
4. Remuneration of board members, if any. **Article 18.**

Extraordinary meetings shall be called whenever the Board of Directors deems it necessary, or when requested by 10% of the members with voting rights. This request must be resolved within 10 days and the meeting must be held within 30 days.

**Article 19.**

Meetings shall be convened by means of notices sent by e-mail to the members 15 days in advance. The Annual Report, Balance Sheet, Inventory, Expenses and Resources Account shall be submitted to the members for their consideration with the same notice. All these activities may be carried out virtually.

No business other than that expressly included in the Agenda may be transacted at meetings unless all the members with voting rights are present and a unanimous vote is taken to include the item.

**Article 20.**

Meetings shall be validly held, even in the case of amendments to the articles of association and dissolution of the company, regardless of the number of members present, half an hour after the time specified in the notice of meeting, unless an absolute majority of the members entitled to vote is already present.

They shall be chaired by the Chairman or, failing this, by the person appointed by the assembly by a simple majority of votes cast. The Chairman shall have the casting vote only in the event of a tie.

**Article 21.**

No member may have more than one vote and members of the Board of Directors may not vote on matters relating to their management. Members who are unable to participate for any reason may delegate their vote to a member of the Board of Directors.

**TITLE X**

**DISSOLUTION AND LIQUIDATION**

**Article 22.**

The Association shall be dissolved:

1. By agreement of the general assembly expressed by a two-thirds majority of the members;
2. If it is impossible to fulfil the corporate purposes, which in turn shall be decided by a two-thirds majority of the general assembly; or
3. By court judgement.
4. In the event of dissolution, a liquidation committee shall be appointed to replace the executive board. Unless otherwise determined in the resolution of the general assembly, the executive board shall become the liquidation committee.
5. The functions of the liquidation committee shall be:
6. To ensure the integrity of the Association's assets;
7. Conclude outstanding operations and carry out new ones, which are necessary for the liquidation;
8. Collect the Association's receivables;
9. Liquidate the association's assets and pay creditors;
10. to apply the surplus assets of the Association to such non-profit purposes as may be determined by the general assembly in its dissolution resolution; and
11. Request the cancellation of the entries in the corresponding Register of Associations.

**TITLE XI**

**OTHER PROVISIONS**

**Article 23.**

The Headquarters of the Association shall be in

Barcelona **Article 24.**

The Board of Directors of the Association shall draw up and adopt rules of procedure as a first responsibility which it shall make known to the members of the Association.

For the record, this document is signed (ad referendum),

Joan Cornet i Prat  
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Àngels Salvador Vergés  
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