

# CONSTITUTION



**GLOBAL CLINICAL ENGINEERING ALLIANCE**

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# GLOBAL CLINICAL ENGINEERING ALLIANCE CONSTITUTION

## Table of Contents

**Article 1: Mission**

**Article 2: Definitions**

**Article 3: Partners**

**Article 4: Membership**

**Article 5: Governance**

**Article 6: Officers**

**Article 7: GCEA President**

**Article 8: Executive Board**

**Article 9: Permanent and Temporary Article**

**Article 10: Non-for-profit organization**

**Article 11: Offices**

**Article 12: Amendments to Constitution**

**Article 13: Funds and Assets**

# GLOBAL CLINICAL ENGINEERING ALLIANCE

## CONSTITUTION

### Article 1: Mission

- 1.1 Clinical Engineering professionals support and advance patient care by applying scientific, engineering and managerial skills to healthcare technology. GLOBAL CLINICAL ENGINEERING ALLIANCE (abbreviated to GCEA) represents all professionals working in any aspect of clinical engineering including but not restricted to: Health Technology Management; Health Technology Innovation Policy and Regulation and Health Technology Assessment.
- 1.2 GCEA's purpose is to serve the international clinical engineering community by building alliances and collaboration to promote education, knowledge sharing and best practices that contribute to better, more appropriate and accessible health care services.
- 1.3 The GCEA is organized exclusively for charitable, educational, and scientific purposes, under section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future tax code, Internal Revenue Code. With a mission to inform and educate individuals or the general public. It operates for scientific, educational and publication purposes, among other professional activities.

### Article 2: Definitions

- 2.1 The organization is called Global Clinical Engineering Alliance – abbreviated to GCEA.
- 2.2 GLOBAL CLINICAL ENGINEERING ALLIANCE provides a unique international collaborative organization for the promotion of professional cooperation between clinical engineering practitioners across all nations and all backgrounds.
- 2.2 GLOBAL CLINICAL ENGINEERING ALLIANCE provides a unique international collaborative organization for the promotion of engineering and scientific cooperation between clinical engineering practitioners and healthcare stake holders such as providers and decision makers.
- 2.3 GLOBAL CLINICAL ENGINEERING ALLIANCE administers unique international programs to promote public awareness of the benefits derived from clinical engineering contributions around the world.
- 2.4 GLOBAL CLINICAL ENGINEERING ALLIANCE provides unique international networking opportunities for collaboration between manufacturers and suppliers of healthcare technology and clinical engineering professionals.
- 2.5 GLOBAL CLINICAL ENGINEERING ALLIANCE is a non-political organization.
- 2.6. GLOBAL CLINICAL ENGINEERING ALLIANCE is designated as a not-for-profit organization by the USA government.
- 2.7 GLOBAL CLINICAL ENGINEERING ALLIANCE encourages the establishment of academically-based programs to adequately prepare new entrants into the field and for their life long professional development.
- 2.8 GLOBAL CLINICAL ENGINEERING ALLIANCE advocates for demonstration of professional competency through credentialing programs.
- 2.9 GLOBAL CLINICAL ENGINEERING ALLIANCE promotes the optimization of healthcare technology tools, specifically of medical devices, their life cycle management, and their impact with regard to the context of universal health coverage.

### Article 3: Partners

GLOBAL CLINICAL ENGINEERING ALLIANCE may join international organizations whose wider aims, or part of them, implicitly include those of the Alliance, with the approval of the General Assembly.

#### Article 4: Membership

- 4.1 For each country, the scientific or professional organizations of engineers, technologists and technicians working in the healthcare area, shall be eligible for membership of GLOBAL CLINICAL ENGINEERING ALLIANCE. After admission to GLOBAL CLINICAL ENGINEERING ALLIANCE, will be known as Member Organization (MO) and shall have a responsibility for furthering the aims and objectives of GLOBAL CLINICAL ENGINEERING ALLIANCE within its respective country.
- 4.2 GLOBAL CLINICAL ENGINEERING ALLIANCE encourages the creation of clinical engineering associations and until such time individual clinical engineering professionals can apply as Individual Members (IM).
- 4.3 Industry Based Organizations (IBO), International or regional philanthropical, policy think tank foundations (IPF) as well as related professions (PO) working in the healthcare area shall be eligible for membership of GLOBAL CLINICAL ENGINEERING ALLIANCE.
- 4.4 Each application for membership of GLOBAL CLINICAL ENGINEERING ALLIANCE shall be addressed to the GLOBAL CLINICAL ENGINEERING ALLIANCE Secretary that will then send to the Membership Committee.
- 4.5 The Membership Committee having ascertained that the application corresponds to the requirements of Article 6 of Bylaws, will submit the application for membership to the General Assembly which will authorize the admission on a simple majority of votes cast.
- 4.6 Membership includes the obligation to recognize and adhere to this Constitution and Bylaws and to pay the appropriate dues annually.

#### Article 5: Governance

- 5.1 The Governance system of the Global Clinical Engineering Alliance is composed by the following bodies:
  - A. **General Assembly**
  - B. **Executive Board**
- 5.2 **General Assembly** is the official body of the Association and shall comprise all voting members as well as observers.
- 5.3 **Executive Board**: composed by the **Officers** and the **Permanent Committees Chairpersons**.
- 5.4 **Officers** are the President, the President-Elect, the Immediate Past President, the Treasurer and the Secretary
- 5.5 **Chairpersons** that lead the Permanent Committees
  - A. Awards Committee
  - B. Policy Committee
  - C. Publications Committee
  - D. Membership Committee
  - E. Educational Programs
  - F. Election Committee
  - G. HTF Foundation Committee

#### Article 6: Officers

- 6.1 The officers are elected by the General Assembly. Such an election shall require a simple majority of the votes cast.
- 6.2 A candidate for Officer may only be nominated with the indication of the Member Organization of his/ he own country.
- 6.3 The President-elect, the Treasurer and the Secretary shall be elected by the General Assembly. Such elections will require at least half plus one of the number of votes casted.
- 6.4 The elected officers shall take office at the conclusion of the General Assembly at which they are elected or, if a postal ballot be held between sessions of the General Assembly, on the announcement of the result of that ballot by the GLOBAL CLINICAL ENGINEERING ALLIANCE Secretary, as the case may be. They remain in office until the conclusion of the next regular meeting of the General Assembly.

- 6.5 GLOBAL CLINICAL ENGINEERING ALLIANCE Treasurer and Secretary shall be eligible for reelection for up to but not more than three consecutive terms of office.
- 6.6 Should any Officer other than the President or President-Elect, due to resignation, death or other cause, be prevented from fulfilling his/her duties, the Executive Board may appoint someone to serve in his/ her place until the next election.
- 6.7 Such a period of office shall not be considered as a term in office from the point of view of subsequent elections.

**Article 7: GCEA President**

- 7.1 For the purpose of compliance with legal documentation, the president of GCEA shall be considered Chief Executive Officer and shall preside at meetings of the Executive Board and GCEA's General Assembly.
- 7.2 The GCEA President shall legally represent the Alliance.

**Article 8: Executive Board**

- 8.1 The Officers shall approve the GCEA president's recommendation for the Committee Chairs Members of the Executive Board shall serve voluntarily and be unpaid.
- 8.2 The appointed Committee Chairpersons shall attend the meetings of the Executive Board and participate in its deliberations but have no right to vote.
- 8.3 Officers shall take office at the conclusion of the session of the General Assembly at which they are elected or, if a postal/virtual ballot be held between sessions of the General Assembly, on the announcement of the result of that ballot by the GLOBAL CLINICAL ENGINEERING ALLIANCE Secretary as the case may be.
- 8.4 At each Ordinary session of the General Assembly, all the Members of the Executive Board shall retire and not more than half of them shall be eligible for re-election as Ordinary Members to serve until the conclusion of the next regular session of the General Assembly.
- 8.5 The Executive Board shall be responsible for the management of the Alliance to the General Assembly from which it receives its mandate and to which it shall report on the state of the Alliance, not less frequently than at each biannual Congress.
- 8.6 Subject only to the directions of the General Assembly, the Executive Board will formulate the policies of the Alliance, in relation to the world community of clinical engineers, the National Member Organizations, intergovernmental and other non-governmental international professional organizations. It shall develop the long-term plans of the Alliance for approval by the General Assembly and shall instruct the various committees of the GLOBAL CLINICAL ENGINEERING ALLIANCE accordingly.
- 8.7 The Executive Board shall direct and supervise the functioning of the Alliance, including both the technical and the executive activities. It will delegate particular functions to the appropriate committees and will from time to time receive activity reports from those boards and committees.
- 8.8 Should any Officer other than the President or President-Elect, due to resignation, death or other cause, be prevented from fulfilling his/her duties, the Executive Board may appoint someone to serve in his/ her place until the next election.

- 8.9 Such a period of office shall not be considered as a term in office from the point of view of subsequent elections.

#### **Article 9: Permanent and Temporary Committees**

- 9.1 Permanent Committees are the ones part of GCEA Structure.
- 9.2 GCEA's Permanent Committees are the following:
- A. Awards Committee
  - B. Policy Committee
  - C. Publications Committee
  - D. Membership Committee
  - E. Educational Programs
  - F. Election Committee
  - G. HTF Foundation Committee
- 9.3 The inclusion or exclusion of any GCEA's Permanent Committee can only be done by approval of the General Assembly.
- 9.4 The GCEA's President can create and recommend the Leader for Temporary Committees if he/she may find be suitable to develop GLOBAL CLINICAL ENGINEERING ALLIANCE activities, subjected to the approval of the Executive Board.
- 9.5 A Temporary Committees will be terminated as soon as it completes the task that was created for.
- 9.6 The appointed leaders of the Temporary Committees have no right to vote at the Executive Board meetings

#### **Article 10: Non-for-profit organization**

The Alliance is a not-for-profit organization but will:

- 10.1 Subject to such consents as may be required by law, borrow and raise money and secure or discharge any debt or obligation in such manner as may be thought fit and in particular by mortgages of, or charges upon or security over, the undertaking and all or any of the real and personal property or assets (present and future) of the GLOBAL CLINICAL ENGINEERING ALLIANCE or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- 10.2 Raise funds, organize appeals and invite and receive contributions from any person whatsoever by way of subscription (whether or not under deed of covenant), donation and otherwise, and whether or not subject to any special trusts or conditions.
- 10.3 Employ staff appropriate for its needs, subject to its financial and other resources and in accordance with local employment laws.
- 10.4 Purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the GLOBAL CLINICAL ENGINEERING ALLIANCE.
- 10.5 Insure the property and assets of the GLOBAL CLINICAL ENGINEERING ALLIANCE against any foreseeable risk and take out other insurance policies to protect the GLOBAL CLINICAL ENGINEERING ALLIANCE when required.

#### **Article 11: Offices**

- 11.1 The office of the GCEA shall be located at its principal place of business, which shall initially be 8371 SE 57th Street, Mercer Island, Washington 98040, which location may be changed from time to time by the Executive Board.

## **Article 12: Amendments to Constitution**

- 12.1 A proposed amendment to the Constitution must have the support of at least one-third of the Member Organizations of GLOBAL CLINICAL ENGINEERING ALLIANCE or of at least three Officers before it can be brought to a vote in the General Assembly.
- 12.2 Adoption of an amendment to the Constitution shall require a two-thirds majority of the total membership of GLOBAL CLINICAL ENGINEERING ALLIANCE.
- 12.3 The official language of GLOBAL CLINICAL ENGINEERING ALLIANCE shall be United States English. This will be used for written reports and records at any meeting of the General Assembly and of all working bodies (Officers, Executive Board and Committees) of the Alliance.
- 12.4 Additional operational details are defined in the Bylaws.
- 12.5 Periodically, the Executive Board members will review the constitution and make changes as required and present to the GA for approval.

## **Article 13: Funds and Assets**

- 13.1 This Corporation shall use its funds only to accomplish the purposes stated in these Articles. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to, and only to one or more charitable or social welfare organizations.
- 13.2 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporation shall be the carrying on the advocacy, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by corporation exempt from the federal income tax under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 13.3 Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the State of Washington in and for King County exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**This constitution is approved by the following council members:**

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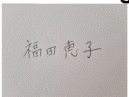
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April 15<sup>th</sup> 2021