

CONSTITUTION



**GLOBAL CLINICAL ENGINEERING
ALLIANCE**

Table of Contents

Article 1: Mission

Article 2: Objectives

Article 3: Strategic Alliances

Article 4: Membership

Article 5: Governance

Article 6: Officers

Article 7: GCEA President

Article 8: Executive Board

Article 9: Permanent and Temporary Committees

Article 10: General Assembly

Article 11: Advisory Council

Article 12: The Institute for Clinical Engineering and Health Technology Excellence

Article 13: Administrative and Financial Matters

Article 14: Offices

Article 15: Amendments to the Constitution

Article 16: Funds and Assets

Article 1: Mission and Vision

- 1.1 The GLOBAL CLINICAL ENGINEERING ALLIANCE (hereafter abbreviated as GCEA) represents all professionals working in any aspect of clinical engineering, including but not restricted to health technology-related innovation, policy and regulation, assessment and life-cycle management, and whether practicing in academic, medical device industry or healthcare delivery settings.
- 1.2 GCEA-serves the international clinical engineering community by building alliances and collaboration to promote education, knowledge sharing, competence, ethical compliance, and best practices that contribute to better, more appropriate and accessible health care services.
- 1.3 GCEA's vision is a world where clinical engineering is recognized as an essential healthcare profession advancing the safe, efficient, cost-effective, equitable and sustainable application and utilization of health technology in support of improved patient care and related health outcomes.
- 1.4 GCEA operates for charitable, educational, and scientific purposes, among other professional activities, under section 501(c)(3) of the United States Internal Revenue Code as a not-for-profit, non-political and non-partisan organization.

Article 2: Objectives

- 2.1 GCEA serves as a unique international collaborative organization for the promotion of professional cooperation between clinical engineering/healthcare technology management practitioners and healthcare stakeholders across all nations and all backgrounds;
- 2.2 GCEA administers unique international programs to promote public awareness of the benefits derived from clinical engineering contributions around the world;
- 2.3 GCEA provides unique international networking opportunities for collaboration between manufacturers and suppliers of healthcare technology and clinical engineering professionals;
- 2.4 GCEA encourages the establishment of academically based programs to adequately prepare new entrants into the field and for their lifelong professional development;
- 2.5 GCEA advocates for the demonstration of professional competency through credentialing programs, and
- 2.6 GCEA promotes the optimization of healthcare technologies, including medical devices and digital health technologies, and their access and impact in the context of universal health coverage.

Article 3: Strategic Alliances

The GCEA may enter into formal collaboration with organizations whose aims - or part thereof - align with those of the GCEA, with the approval of the General Assembly.

Article 4: Membership

- 4.1 For each country, the national scientific or professional organization (association or society) of engineers, technologists and technicians working in the healthcare arena shall be eligible for membership in the GCEA. After admission to GCEA, it will be known as a Member Organization (MO) and shall have a responsibility for furthering the aims and objectives of the GCEA within its respective country.
- 4.2 GCEA encourages the creation of clinical engineering professional organizations in countries where such organizations do not yet exist, and until such time, individual clinical engineering professionals can apply as Individual Members (IM).

- 4.3 Industry-Based Organizations (IBO), International or regional philanthropic, policy think tank foundations (IPF) as well as related professional organizations (PO) working in the healthcare area shall be eligible for membership of the GCEA.
- 4.4 Associates are individuals who are invited or who volunteer and are selected by the GCEA Officers to support the mission and objectives of the GCEA by offering their professional expertise and time, in accordance with criteria established by the GCEA Bylaws; they are regarded as 'Temporary Members'.
- 4.5 Each application for membership of the GCEA shall be addressed to the Secretary who will then forward it to the Membership Committee for assessment.
- 4.6 The Membership Committee, having ascertained that the application corresponds to the requirements of Article 6 of the Bylaws, will submit the application for membership to the Executive Board, which will authorize the admission on a simple majority of votes cast.

Article 5: Governance

- 5.1 The Governance system of the GCEA is composed of the following bodies:
 - A. General Assembly
 - B. Executive Board
 - C. Advisory Council
- 5.2 The General Assembly is composed of members of the Executive Board and all categories of GCEA members, either directly or through their duly authorized representatives (as applicable), as well as invited observers.
- 5.3 The Executive Board is composed of the Officers, the Chairpersons of the Permanent Committees and the Executive Director of the Institute for Clinical Engineering and Health Technology Excellence.
- 5.4 The Officers of the GCEA are the President, the President-Elect, the Immediate Past President, the Treasurer and the Secretary.
- 5.5 The Advisory Council is composed of the Officers and up to 6 invited Associates.

Article 6: Officers

- 6.1 A candidate for Officer may only be nominated with the indication of the Member Organization of his/her country of residency.
- 6.2 The President-Elect, the Treasurer and the Secretary shall be elected by the General Assembly for a two-year term. Such elections will require a simple majority of the votes cast.
- 6.3 The GCEA Treasurer and Secretary shall be eligible for re-election for up three consecutive terms of office.
- 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 is held between sessions of the General Assembly, on the announcement of the result of that ballot by the GCEA Secretary, as the case may be. They remain in office until the conclusion of the next regular meeting of the General Assembly.
- 6.5 The Officers shall be responsible for the management of the GCEA to the General Assembly from which they receive their mandate, and shall report to it on the state of the GCEA, no less frequently than at each biannual Congress.
- 6.6 The Officers shall advance, promote, and serve the interests of the GCEA to the best of their ability, and in alignment with its vision and mission, and ethical/conflict-of-interest guidelines as defined in the Bylaws.

- 6.7 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. 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 The President shall be considered Chief Executive Officer of the GCEA and shall preside at meetings of the Executive Board and the General Assembly.
- 7.2 The President shall serve as the principal and legal representative of the GCEA and shall be authorized to act on behalf of the GCEA in accordance with its Constitution and Bylaws, as well as applicable law.

Article 8: Executive Board

- 8.1 The GCEA President shall recommend suitable candidates for Permanent Committee Chairpersons, for approval by the Officers. The appointed Permanent Committee Chairpersons participate in meetings of the Executive Board with voting rights.
- 8.2 Subject only to the directions of the General Assembly, the Executive Board will formulate the policies of the GCEA in relation to the global community of clinical engineers, Member Organizations, intergovernmental and other non-governmental international professional organizations. It shall develop the long-term plans of the GCEA for approval by the General Assembly and shall instruct the various committees of the GCEA accordingly.
- 8.3 The Executive Board shall direct and supervise the functioning of the GCEA, 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.
- 8.4 The Executive Board shall exercise oversight of all subdivisions and/or subsidiaries of the GCEA so as to ensure their continued compliance with GCEA Constitution and Bylaws, and their respective mandates as set out in their Charters and accompanying Bylaws. Such oversight shall not extend to day-to-day administration, program implementation and management, technical or professional determinations, accreditation and certification, and other operational matters.
- 8.5 Members of the Executive Board shall exercise the responsibilities and voting rights assigned to them under this Constitution and the GCEA Bylaws. A member shall abstain or recuse from deliberation and voting on any matter in which the member has a conflict of interest or where such recusal is required under GCEA policy.
- 8.6 Members of the Executive Board shall serve voluntarily and without compensation.

Article 9: Permanent and Temporary Committees

- 9.1 The Permanent Committees are part of the GCEA organizational structure and cover a range of activities central to GCEA's vision and mission; they include the following:
- A. Awards Committee
 - B. Policy Committee
 - C. Publications Committee
 - D. Membership Committee
 - E. Educational Programs Committee
 - F. Election Committee
 - G. HTF Foundation Committee

- 9.1 The addition or dissolution of a GCEA Permanent Committee requires the approval of the General Assembly.
- 9.2 Subject to the approval of the Executive Board, the President can establish Temporary Committees with defined mandates in order to further develop GCEA activities, as well as recommend and appoint related Chairpersons.
- 9.3 A Temporary Committee will be terminated upon task completion, with a final report submitted to the Executive Board for review and formal dissolution.
- 9.4 The appointed leaders of the Temporary Committees may, on invitation, participate in Executive Board meetings but have no voting rights.

Article 10: General Assembly

- 10.1 The General Assembly is the supreme representative body of the GCEA. It provides democratic oversight of the GCEA, elects its leadership, approves proposed strategic plans and related activities, approves annual financial statements and proposed constitutional amendments, and exercises such other powers as specified in the Constitution and Bylaws.
- 10.2 The General Assembly shall have the authority to approve strategic alliances (including partnerships and related affiliation agreements) and the establishment of new organizational structures and programs, consistent with GCEA's evolving objectives.
- 10.3 The General Assembly Participation in the General Assembly is open to all members in good standing, i.e. having fulfilled all applicable obligations to GCEA, including payment of required membership fees or dues, compliance with GCEA's Constitution, Bylaws, policies and ethical/conflict-of-interest guidelines, and any other membership obligations.
- 10.4 Voting rights within the General Assembly event shall be exercised in accordance with the Constitution and Bylaws applicable to each category of membership.

Article 11: Advisory Council

The Advisory Council provides strategic guidance and support for the GCEA, as defined in the GCEA Bylaws. Its role is strictly consultative.

Article 12: GCEA Institute for Clinical Engineering and Health Technology Excellence

- 12.1 The Institute for Clinical Engineering and Health Technology Excellence (hereafter referred to as "The Institute") is a nonprofit subsidiary of the GCEA, operating in accordance with its Charter and subject to GCEA's Constitution and Bylaws, and approved policies and ethical/conflict-of-interest guidelines. The relationship between GCEA and the Institute shall be further defined by an Affiliation Agreement approved by the GCEA Executive Board and the Institute's leadership.
- 12.2 The Institute's mandate includes the creation and operation of programs linked to professional development and certification, clinical engineering service accreditation, advisory services, standards generation and related compliance, and other initiatives consistent with its Charter, including a disaster relief program.
- 12.3 The Institute is a separate nonprofit, tax-exempt entity operating under section 501(c)(6) of the United States Internal Revenue Code, or other lawful nonprofit classification as may be approved by the GCEA Executive Board.
- 12.4 The Institute is led by an Executive Director who is accountable to the GCEA Executive Board and is advised by the Institute Steering Council. The Executive Director chairs the Program Directors' Council and is responsible for overall management and governance of Institute activities.

- 12.5 The GCEA Executive Board will nominate two representatives to serve on the Institute Steering Council.
- 12.6 The Institute shall be responsible for its own administration, operations, records, contracts, program and financial management and regulatory filings, all subject to GCEA Executive Board oversight and applicable United States Treasury Department legal requirements.

Article 13: Administrative and Financial Matters

- 13.1 Subject to such consents as may be required by law, GCEA may 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 GCEA or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- 13.2 GCEA may raise funds, organize appeals and invite and receive contributions from any person whatsoever by way of subscription (whether or not under a deed of covenant), donation and otherwise, and whether or not subject to any special trusts or conditions.
- 13.3 GCEA may employ staff appropriate for its needs, subject to its financial state and other limited resources, and in accordance with local employment laws.
- 13.4 GCEA may 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 work of the GCEA.
- 13.5 GCEA may insure its property and assets against any foreseeable risk and take out other insurance policies to protect the GCEA, as and when required.

Article 14: Offices

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

Article 15: Amendments to the Constitution

- 15.1 A Proposed amendment to the Constitution must have the support of at least one-third of the Member Organizations or of at least three Officers before it can be brought to a vote in the General Assembly.
- 15.2 Adoption of an amendment to the Constitution shall require a two-thirds majority of the total membership of the GCEA.
- 15.3 The official language of the GCEA 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 GCEA.
- 15.4 Additional operational details are defined in the Bylaws.
- 15.5 Periodically, the Executive Board members will review the constitution and make changes as required and present it to the General Assembly for approval.

Article 16: Funds and Assets

- 16.1 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.

- 16.2 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 advocacy or otherwise attempting to influence legislation. 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 conduct any other activities not permitted to be conducted by a 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.
- 16.3 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.

❖ *First approved on 15 Apr 2021*

❖ *Amendments approved on 21 Nov 2024*

❖ *Further Amendments approved on 8 Sept 2026*