

## **STATUTES – Translation**

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### **Article 1 - Name and registered office**

1. An international non-profit-making association called “EFNA” being the abbreviation of the words “European Federation of Neurological Associations” or “Fédération Européenne des Associations Neurologiques” is created.

This association is governed by the dispositions of Title III of the Belgian Law of June 27, 1921 on the non-profit-making associations, the international non-profit-making associations and the foundations (hereafter called ‘the law of June 27, 1921’).

2. The office of the association is established in 1000 Brussels, rue D’Egmont 11. It may be transferred, by simple decision of the Board, to any other place in Belgium. This decision will be published in the annexes of the Belgian Official Journal and communicated to the “Federal Public Service of Justice” (Service Public Fédéral Justice) in the month in which the decision is taken.

### **Article 2 - Objectives and duration**

1. The aims of the association, a non-profit organisation, are:

- to improve the quality of life of those affected by neurological problems or disorders;
- to promote rapid and accurate diagnosis, appropriate treatment and care for people with a neurological illness;
- to promote better access to information which is accurate and readily understandable;
- to promote awareness and understanding of neurological conditions to the public, the authorities and medical corps;
- to eliminate prejudice and discrimination associated with neurological diseases;
- the representation and defence of moral and material interests of the members of the organisation and this, subsidiary and without prejudice to the principal pedagogical and scientific aims of the association;
- to increase the priority given to neurology by policy and decision makers and by health care providers

The association will closely co-operate with the EFNS (European Federation of Neurological Societies), whilst remaining independent. The association does not, and will not, support any particular party, political tendency or religious movement.

2. In order to realise its objectives of international usefulness, the association may acquire, receive and manage all personal or real estates, apply for subsidies, receive donations and legacies and dispose of all contributions, grants, loans and other income or funds, whether periodically paid or not.
3. The duration of the association shall be unlimited. It can be terminated at any time by a two thirds majority decision of the General Assembly of the voting members.

4. The association may realise its objectives in whichever way it deems to be most appropriate. It can, inter alia, organise all activities which contribute to the advancement of neurology and related areas through:
- the European Commission and the European Parliament;
  - collaboration with health professionals;
  - collaboration with related organisations;
  - organisation of conferences;
  - preparation of guidelines on the optimum management of neurological conditions;
  - collaboration in the organisation and promulgation of international research projects;
  - collaboration in the establishment of registers and other databases of centres of treatment, teaching and research in the neurological conditions;
  - publication of newsletters, a directory of members and other publications including the development of electronic media;
  - campaigning at a European level
  - assisting in the development of patient support organisations;
  - any other activities the General Assembly may deem appropriate.

### **Article 3 - Members**

1. The number of members shall be unlimited, but shall not be less than three. The association is composed of voting members and non-voting members. Each member organisation shall nominate a delegate who shall represent its organisation at the General Assembly and who shall be the person entitled to vote on all decisions.
2. The voting members are the founding members of EFNA and European patient support organisations that uphold aims similar to those of EFNA and that are legally constituted following the laws and customs of their country of origin. Any organisation applying for voting membership shall send to the Board of Directors its constitution or any other document to enable the Board properly to consider the application. The Board shall then propose acceptance or rejection of the application to the next following General Assembly. At the ensuing the General Assembly, it shall vote on the acceptance or rejection of all new applications. For a membership application to be accepted, it shall require to be approved by a majority of two thirds of those entitled to vote, that are present or represented by a proxy who shall be a voting member at the General Assembly.
3. Non voting members are:
  - the non-European neurological patient organisations if no European counterpart exists;
  - neurological patient organisations representing a limited number of patients affected by a rare neurological disorder where there is no European umbrella organisation;
  - honorary members, that is individuals or organisations who have provided outstanding support of the aims and objectives of the association and whose standing as honorary members shall have been agreed by the General Assembly, on the proposal of the Board of Directors, with simple majority of the voting members attending the General Assembly or represented at the General Assembly and voting in favour at the General Assembly.

Any organisation, mentioned in the first two categories of non-voting members, which applies to join the association should submit to the Board of Directors its constitution and such other documentation as may reasonably be required by the Board properly to consider such application. The Board shall then propose acceptance or rejection of the application to the General Assembly. At the ensuing meeting of the General Assembly, delegates shall vote on acceptance or rejection .

For a non-voting membership application to be accepted, it must be approved by a simple majority of the voting members attending the General Assembly or represented by proxy.

Non-voting members may attend meetings and take part in discussions but they may not vote on any issues.

4. Any member is free to resign from the association by submitting its resignation to the Board of Directors in writing. Such resignation shall take effect immediately.
5. The expulsion of a member can be proposed by the Board of Directors, after having heard any defence of the member concerned. The final decision to expel the member shall be taken by the General Assembly, by a two thirds majority of the voting members attending or being represented by proxy. The expulsion may, inter alia, be proposed and decided if a member fails to pay its annual dues or if it no longer fulfils the stated requirements for membership.
6. Any member who dies or who no longer belongs to the association has no rights to any part the funds of EFNA.
7. The level of membership fees shall be determined each year by the General Assembly on the proposal of the Board of Directors. The annual fee for voting members may not be less than 100 Euro.
8. The voting members shall have no personal obligations for the financial obligations of the association.

#### **Article 4 - General Assembly**

1. The General Assembly possesses all powers to permit the realisation of the objectives of the association. It shall be composed of the voting members. The non-voting members may attend the Assembly in a consultative capacity.
2. The following are reserved to the competency of the General Assembly:
  - any amendments to the constitution;
  - the approval of the annual accounts;
  - the voluntary dissolution of EFNA;
  - the expulsion of members and the election of new members;
  - the nomination and revocation of the members of the Board.

All other matters shall be the responsibility of the Board.

3. The General Assembly shall meet at least once a year. Each Assembly shall take place on the day, in the place and at the hour indicated in documents calling the meeting. All the voting-members must be informed of the meeting. The Board shall call the meeting by ordinary letter addressed to each member, ninety days before the meeting and signed by the President and by one other Board member. The letter shall include the agenda. Resolutions, other than those included in the agenda, shall be taken at the meeting if at least one third of the members attending the Assembly or represented by proxy request them.
4. The association may meet in Extraordinary General Assembly if decided by the Board of Directors or at the request of not less than one quarter of the voting members of EFNA.
5. The General Assembly shall be presided over by the President of the Board or in default, by the Vice-President or, in default, by any other member of the Board. The Secretary General shall take detailed minutes of the meeting .

6. The General Assembly shall be quorate if at least 50% of the voting members are present or represented by proxy. The decisions of the General Assembly shall be made by a simple majority vote unless the constitution or the law specifically stipulates otherwise. Each voting member has the right to be represented by a proxy chosen from among the voting members of the association. Each member can not cast a proxy vote on behalf of more than one absent member. A proxy vote shall be valid only if it is given in writing by ordinary mail, fax or email, and presented to the meeting. The Chairperson shall have a casting vote, in the event of an equal vote on any resolution.
7. Decisions of the General Assembly shall be recorded in formal minutes, signed by the person presiding at the meeting and by one other Board member. The original of the minutes shall be retained at the registered office where every member shall be entitled to inspect the same without removing any of the documents. The minutes of a general assembly are approved at the following General Assembly and a copy of the minutes shall be circulated to all members of EFNA by ordinary mail.
8. The accounts for the financial year shall be closed each year on the 31<sup>st</sup> December. They shall be presented to the next following General Assembly for approval, after having been the subject of proper scrutiny by an independent and qualified financial accountant.
9. In case of voluntary dissolution, the General Assembly shall designate one or two liquidators and determine their powers.
10. Without prejudice to articles 50 §3, 55 and 56 of the law of June 27, 1921, each proposition that shall call for an amendment to the constitution or shall call for the dissolution of EFNA must be made by the Board or by a voting member of EFNA. The Board shall submit the proposal to the Secretary-General least three months prior to the General Assembly at which the proposal shall be voted upon. The Secretary General shall send the proposal in writing to the voting members of EFNA with the letter calling the meeting at which the proposal shall be voted upon. The General Assembly may validly decide on any proposal for amendments in the constitution or for dissolution of the association only if two thirds of the voting members are present or represented by proxy at the General Assembly. However, if fewer than two thirds of the voting members are present or represented by proxy, a new General Assembly shall be called on the same basis as previously described. This meeting shall decide definitively and validly upon the proposals by a two thirds majority vote regardless of the number of voting members present or represented by proxy. The amendments of the constitution shall have effect only after approval by the competent authority in conformity with article 50, §3 of the law of June 27, 1921 and after publication in the annexes to the Belgian Official Journal according to article 51, §3 of this law
11. In case of dissolution, at whatever time or for whatever reason, the residual funds of EFNA, after payment of any debts and charges, shall be transferred, following a decision of the voting members by simple majority vote to an organisation of good standing having similar objectives to EFNA or, by default, to a private non-profit-making corporate body with disinterested objectives.

## **Article 5 - Administration**

1. The association is managed by a Board comprising not less than five and not more than ten voting members, elected by the General Assembly by a simple majority vote and chosen from among the candidates of the voting members. Each Board member shall be a member of a voting member organisation of EFNA and shall be the nominated candidate and voting delegate of that member organisation. No organisation shall have more than one member on the Board of directors.

2. Ninety days prior to the General Assembly the Secretary-General of EFNA shall circulate to all voting members a letter inviting them to send the nominations for Board members to the Secretary-General at the latest six weeks prior to the General Assembly. A short biography of the candidate shall be attached to the application. Six weeks prior to the General Assembly the Secretary General shall circulate to all voting members a copy of all valid nominations. The Board shall decide the validity of nominations in strict accordance with the Constitution.
3. The Board members shall be elected for a term of three years and are eligible for re-election once. No person shall be eligible to serve on the Board for more than six consecutive years. After six continuous years of service on the Board, he/she may not again be nominated for re-election until at least one calendar year has elapsed. At the first election after the approval of this constitution, two of the Board members elected shall serve for a first term of one year only and be eligible for re-election for one further term of three years. Two further members elected at that first election shall serve for a first term of two years only and be eligible for re-election for one further term of three years. The Board shall agree at its first meeting, after the first election, which of its members shall fulfil these conditions.

All acts established in conformity with the law and concerning the election, the revocation and the cessation of the functions of the board members or of the persons entitled to represent EFNA, are communicated to the Federal Public Service of Justice in order to be deposited in the file and are published, at the association's costs, in the annexes to the Belgian Official Journal.
4. Any Board member may be removed by the General Assembly by a two-thirds majority vote of the voting members who are present or are represented by proxy.
5. The Board shall choose from among its members a President, Vice-president, Secretary-General and a Treasurer. If the President is absent from any meeting, his/her functions shall be assumed by the Vice-President or, in default, by any other Board member present. In the event of a vacant post occurring during a year, a co-opted Board member may be appointed by the Board of Directors. The co-opted Board member shall fulfil the mandate of an elected Board member to complete the remaining term of office of the member he/she replaces.
6. The Board shall meet as required, but at least twice a year, at the request of at least two members of the Board or the President . The convocations are done by ordinary letter, fax or e-mail.
7. The Board may deliberate and vote validly only if at least half of its members are present or represented. Each Board member may give a proxy in writing (mail, fax or email) to a fellow Board member, to vote on his/her behalf.
8. Decisions of the Board shall be taken by simple majority of those present or represented by proxy. In the case of an equal vote, the president shall have a casting vote.
9. At the next Board meeting the minutes of the previous meeting shall be approved and signed by the President of the meeting and one of the Board members and shall be kept in a register. This register shall be kept at the registered seat of EFNA. The minutes shall be regularly circulated to the voting members and shall be considered as a form of regular notification of the decisions of the Board.
10. The Board shall have all powers and all authority to decide and implement all of the Board's acts in pursuance of the objectives of the present constitution. The Board is competent to deal with any issues on behalf of EFNA, in the broadest sense. All matters not expressly reserved by the law or the constitution to the General Assembly shall fall under the competency of the Board. The Board shall carry out or cause to be carried out, all activities of EFNA and shall ensure that the decisions of the General Assembly are fulfilled.

11. Any documents which formally commit the association legally or financially shall be signed by the President and one other board member, neither of whom requires to justify his/her power to do so.
12. The Board shall, if necessary, establish any bylaws it shall consider necessary for the proper functioning of the association.
13. Any legal action as plaintiff or as defendant shall be pursued by the Board represented by its President or by one Board member appointed by the President for that purpose.
14. All documents shall be written in English. However, the official language of the association is French. In case of a conflict between the English and French version of a document, the French version shall prevail.

### **Article 6 – Budget and accounts**

1. The financial year shall commence on 1<sup>st</sup> January and ends on the 31<sup>st</sup> December.
2. According to article 53 of the Law of June 27, 1921, the annual accounts for the FINANCIAL YEAR just completed and the budget of the next financial year shall be prepared each year by the Board and are submitted for approval to the General Assembly at its following meeting.

The books and records of the treasurer shall be annually the subject of a proper scrutiny by an independent and qualified financial accountant.

The accounts shall be sent to the Federal Public Service of Justice in conformity with article 51 of the law.

### **Article 7 – General dispositions**

1. The dispositions of Title III of the law of June 27, 1921 will provide for any matters not covered by the present constitution, especially the publications in the annexes to the Belgian Official Journal.
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