



INTERNAL RULES

**As approved by the General Assembly
On June 14th 2016, in Brussels**

TITLE I – INTERNAL RULES

Article 1 – Purpose of the Internal Rules

1.1 These Internal Rules are supplementary and subordinate to the statutes of the international non-profit association 'Eurocarers' (hereafter "the Association"). In case of a contradiction between the Internal Rules and the statutes of the Association, the latter shall prevail.

Amendments to the Internal Rules shall be made in accordance with the statutes.

TITLE II – MEMBERS

Article 2 – Rights and obligations of full members

Rights:

2.1 Full members have complete membership of the Association. Full members set the policies, guidelines and the priorities of the Association and make an ongoing contribution to its activities. A tiered full membership was introduced by the General Assembly in 2015 in order to encourage active member participation in the expanding work of the Association while allowing members to choose between different levels of engagement (see Annex 1).

2.2 Without prejudice to any additional right that may be laid down in the statutes, full members enjoy the following rights:

- Each full member shall have one vote at the General Assembly in accordance with the statutes.
- Each full member shall be informed and consulted on an ongoing basis about the activities of the Association.
- The Association, and all its organisational structures and the Secretariat, shall ensure that the interests and positions of each full member shall be taken into account in all the activities of the Association.

- A full member may become an associate member at the end of the year for which it has paid its membership fees, provided it has given three months prior notice to the Board by any means of communication set forth in the Internal Rules. During the notice period, the member retains its full membership rights. The membership fees are due and payable to the end of the year.

Obligations:

2.3 Without prejudice to any additional obligation that may be laid down in the statutes, full members incur the following obligations:

- Each full member shall appoint a representative (who must be a physical person) to be its organisation's contact with the other members of the Association and with the Secretariat of the Association. Each representative provides the link between the Secretariat of the Association and the member of the organisation that he/she represents; he/she informs and consults the member that he/she represents on a regular basis on the activities of the Association and on the decisions taken by the organisational structures of the Association.
- Each full member shall forthwith inform the Association, by any means of communication set forth in the Internal Rules, of the identity of the representative it appoints in accordance with the aforementioned paragraph and, as the case may be, of the change in identity of its representative. Each representative shall have the power towards the Association to bind the member he/she represents.
- Full members can take part in the Association's working groups of their choice. They undertake to make an active contribution to the activities of the working group(s), in particular by attending all appropriate meetings and producing written contributions if required.
- Full members contribute an annual membership fee, the amount of which is determined by the General Assembly in accordance with the Statutes and the Internal Rules. If a full member does not pay its membership fees in time, i.e. within 4 months after the start of the Association's financial year, its voting right at the General Assembly and Board of Directors as well as the package of services provided by the Eurocarers network and secretariat shall be suspended until the payment of all amounts due.

Article 4 – Rights and obligations of Associate Members

4.1 Interested organisations who do not meet the criteria to become full members can become associate members.

Rights

4.2 Associate members are kept informed about the activities of the Association, and may be invited to take part in them on an occasional basis if they are interested. They have more restricted rights and obligations than full members:

- Associate members may be invited to attend meetings of the General Assembly as observers at their own expense, but they shall not be entitled to vote.
- Associate members, at the invitation of the Board and in consultation with the relevant working groups, may take part in one or more working groups of the Association. If they decide to do so, they undertake to make an active contribution to the activities of these working group(s), in particular by attending all meetings and producing written contributions if required.
- Associate members may - at their own expense - attend seminars and conferences organised by the Association.
- Associate members receive news of the Association as well as relevant information about the activities and the relations of the Association with non-members.
- An associate member may request to become a full member by lodging an application in this respect with the Board. This application shall be dealt with in accordance with the procedure set out in the statutes and Article 6 of these Internal Rules.

Obligations:

4.3 Without prejudice to any additional obligation that may be laid down in the statutes, associate members incur the following obligations:

- Each associate member shall appoint a representative (who must be a physical person) to be its organisation's contact with the other members of the Association and with the Secretariat of the Association. Each representative provides the link between the Secretariat of the Association and the member of the organisation that he/she represents; he/she informs and consults the member that he/she represents on a regular basis on the activities of the Association and on the decisions taken by the organisational structures of the Association.
- Each associate member shall forthwith inform the Association, by any means of communication set forth in the Internal Rules, of the identity of the representative it appoints in accordance with the aforementioned paragraph and, as the case may be, of the change in identity of its representative. Each representative shall have the power towards the Association to bind the member he/she represents.
- Associate members contribute an annual membership fee, the amount of which is determined by the General Assembly in accordance with the Statutes and the Internal Rules. If an associate member does not pay its membership fees in time, i.e. within 4 months after the start of the Association's financial year, the package of services

provided by the Eurocarers network and secretariat shall be suspended until the payment of all amounts due.

Article 5 - Rights and obligations of Observer members

5.1 Interested natural persons can join the Eurocarers network as Observer members.

Rights

5.2 Observer members are kept informed about the activities of the Association, and may be invited to take part in them on an occasional basis if they are interested. They have more restricted rights and obligations than full and associate members:

- Observer members may be invited to attend meetings of the General Assembly as observers, but they shall not be entitled to vote.
- Observer members, at the invitation of the Board and in consultation with the relevant working groups, may take part in one or more working groups of the Association. If they decide to do so, they undertake to make an active contribution to the activities of these working group(s), in particular by attending all meetings and producing written contributions if required.
- Observer members may be invited to attend seminars and conferences organised by the Association.
- Observer members receive news of the Association as well as relevant information about the activities and the relations of the Association with non-members.

Obligations:

5.3 Without prejudice to any additional obligation that may be laid down in the statutes, observer members incur the following obligations:

- Observer members contribute an annual membership fee, the amount of which is determined by the General Assembly in accordance with the Statutes and the Internal Rules. If an Observer member does not pay its membership fees in time, i.e. within 4 months after the start of the Association's financial year, the package of services provided by the Eurocarers network and secretariat shall be suspended until the payment of all amounts due.

Article 6 – Membership application procedure

6.1 The application for admission as a member shall be addressed to the Board by any means of communication set forth in the Internal Rules. The applicant must specify in its application whether it wants to become a full, associate, or observer member and it must demonstrate its compliance with all the relevant membership criteria. Applications should

be made using the official application form with all supporting documentation specified in that form.

6.2 The Board is entitled to require any additional information it deems necessary in order to evaluate an application for membership. If the Board asks for any such additional information, the application procedure shall be suspended until this additional information is communicated by the applicant. When taking a decision regarding membership, the Board may rely on any information, including information obtained from third parties. The Board will inform the General Assembly of the inclusion of new members in the network at its subsequent annual meeting.

6.3 If the Board approves an application for membership, the applicant is obliged to pay, for the remaining part of the year of its admission, that part of the annual membership fee that is proportionate to the remaining part of the year. The applicant, whose application for membership has been approved by the Board, shall confirm its acceptance of the Statutes, the Internal Rules and the Mission Statement by returning a Statement of Admission to the Association, completed and duly signed by its representative appointed according to Article 3 of the Internal Rules or by a person otherwise authorised to represent this member according to its statutes/articles of association/act of registration as amended from time to time. The Statement of Admission is attached to the Internal Rules as Annex 1.

6.4 Where exceptional circumstances render a member (of any category) unable to pay the appropriate membership fee in a given year, the member will be given the opportunity to send a formal request to the Board requesting a reduced membership fee, or fee cancellation. The Board of Directors will make decision based on the evaluation of reasons supporting the request and the past history of the member. The reduced membership fee rate, or cancellation is limited to a period of one year, and can only be requested once in any five year period.

Article 7 – Membership resignation or expulsion

7.1 The term “year” referred to in the statutes has to be interpreted as “calendar year”.

7.2 If the Board is of the opinion that a member should be excluded from the Association in accordance with the statutes, it shall advise the General Assembly to this effect, setting out the reasons for the proposed expulsion. This written recommendation must be adopted by a majority of the Board laid down in the statutes.

7.3 A copy of this written recommendation shall be attached to the invitation to the General Assembly that shall decide on the expulsion after having heard the member concerned. The invitation to the General Assembly shall take place according to the statutes. The General Assembly shall take its decision in accordance with the statutes. The minutes of the General Assembly shall set out the reasons for the expulsion. The expelled member shall receive, by any means of communication set forth in the Internal Rules, a copy of these minutes or, at the option of the Association, a written statement of the reasons of the decision. As of the day that the General Assembly approves the expulsion, the expelled member shall lose all the rights it had as a member of the Association. If the expelled member was a full member, the annual membership fee relating to the year that the expulsion takes place, remains due for its entire amount. The expelled member shall remain liable for any amount that it owes the Association at the time of the expulsion.

7.4 An expelled member can only submit a new application for membership after the expiration of two years following the decision of the General Assembly to expel the member.

TITLE III – ORGANISATIONAL STRUCTURES

A. GENERAL

Article 8 – Organisational structures and Secretariat

8.1 As stated in the statutes, the organisational structures of the Association are:

- The General Assembly;
- The Board;

They are assisted in their workings by the Secretariat.

B. GENERAL ASSEMBLY

Article 9 – Extraordinary General Assembly

9.1 The Board is obliged to convoke an Extraordinary General Assembly upon the request of one third of the full members. This invitation must be sent to the members, by any means of communication set forth in the Internal Rules, within 14 calendar days following the receipt of the aforementioned request.

Article 10 – Agenda and Invitation

10.1 Any item submitted to the Board by at least one full member shall be **reviewed and, provided that the Board considers the item relevant**, added to the agenda of the General Assembly. Such a request to insert an additional item in the agenda in accordance with the statutes, must reach the Board at least six weeks before the General Assembly. The Secretariat shall inform all the members of **any** additional item **approved by the Board** at least three weeks before the General Assembly by any means of communication set forth in the Internal Rules.

10.2 The invitations to the General Assembly referred to in the statutes shall be sent to the members via the Secretariat at least 30 days in advance.

10.3 The dates of the Annual General Assembly shall be determined by the Board at least six months in advance, after a wide consultation of the full membership.

Article 11 – Proceedings at meetings and decisions

11.1 The Chairperson, and in his/her absence the Vice-Chairperson present at the General Assembly, shall preside the General Assembly. If neither the Chairperson nor the Vice-Chairperson is present, the meeting shall be presided by a delegate of a full member, designated by the General Assembly.

11.2 The person presiding the General Assembly shall declare the opening and closing of each meeting, read the agenda, direct the discussions, ensure observance of the rules, accord the right to speak and announce the decisions taken.

In order to calculate the majority obtained in accordance with the statutes and the Internal Rules, the abstentions from voting shall not be taken into account.

11.3 A full member whose voting rights are suspended according to Article 2 of the Internal Rules, shall be deemed to be not present nor represented for the calculation of the quorum and the majority obtained.

11.4 The decisions regarding the membership fees shall be taken by the General Assembly on proposal of the Board.

11.5 The decisions regarding the election of the Board shall be taken in accordance with the following procedure:

- The full members shall be invited, by any means of communication set forth in the Internal Rules, to nominate candidates in accordance with a timetable which shall be determined by the Board and which shall allow the nominations to be circulated, by any

means of communication set forth in the Internal Rules, to all the full members at least two weeks prior to the General Assembly which shall proceed to the election. The **Chairperson and other** members of the Board must be elected from amongst the candidates nominated by the full members in accordance with the above mentioned procedure. **The Board shall appoint the Vice-Chairperson(s), Treasurer and the other members and inform the General Assembly of its decision.**

- At the meeting of the General Assembly, the elections will take place by secret ballot, **provided that there are more nominations than vacancies (see article 15.2 below).** Each full member shall be entitled to cast one vote.
- The minutes of the General Assembly shall be kept by the Secretariat. They shall be at the disposal of the members at the registered office of the Association.

C. BOARD OF DIRECTORS - "THE BOARD"

Article 12 – Composition

12.1 The Board shall consist of the Chairperson, the Vice-Chairperson(s), the Treasurer and other directors elected by the General Assembly.

12.2 If a member of the Board is absent from three consecutive meetings of the Board without good cause, he or she shall be deemed to have resigned.

12.3 A member of the Board, who is appointed to replace a Director whose term of office, as indicated in the statutes, was not completed, shall be deemed to be appointed to terminate this term of office, unless the General Assembly decides otherwise.

12.4 A person who has served six consecutive years on the board cannot be nominated, whatever the successive capacities are in which he/she sits on the Board. One person cannot hold two mandates within the Board at the same time. A person who stopped being a member of the Board cannot be nominated as a candidate for a new mandate within the Board during a period of three years following the termination of his/her last mandate within the Board.

Article 13 – Invitation

13.1 The Board shall be convoked by the Chairperson, via the Secretariat, whenever the interests of the Association so require or upon the request, by any means of communication set forth in the Internal Rules, of one third of the members of the Board.

Article 14 – Procedures

14.1 The Chairperson, and in his/her absence a Vice-Chairperson present shall preside the meeting of the Board. If neither the Chairperson nor a Vice-Chairperson is present at the meeting of the Board, those directors who are in attendance may elect one of themselves to chair the meeting.

14.2 The person presiding the meeting of the Board shall declare the opening and closing of each meeting, appoint a secretary for the meeting, read the agenda, direct the discussions, ensure observance of the rules, accord the right to speak and announce the decisions taken.

14.3 The Board shall be validly constituted if a majority of its members are present.

14.4 A meeting of the Board shall be validly constituted even if all or some of the members are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allows members to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case the member shall be deemed present.

14.5 With regard to the calculation of the majority obtained, the abstentions from voting shall not be taken into account. In the event of a tie, the Chairperson will have a second and casting vote.

14.6 The minutes of the meetings of the Board shall be kept by the Secretariat. They shall be at the disposal of the members of the Association at the registered office of the Association.

14.7 In exceptional cases, and when the urgency of the matter so requires, the Board may make decisions by a written procedure. To that effect, the Chairperson, with the assistance of the Secretariat, shall send, by any means of communication set forth in the Internal Rules, the proposed decisions to all members of the Board. The proposed decisions shall be deemed adopted if within 5 calendar days after having been sent, the number of duly completed communications returned to the Secretariat by members of the Board is sufficient to meet the quorum and voting requirements set forth in the statutes and the Internal Rules.

Article 15 – Board of Directors representation

Board representation shall be organised as follows:

15.1 Each member organisation is entitled to nominate one person to serve on the Board. Membership of the board will be organised into three panels – directors nominated by tier 1 members; directors nominated by tier 2 members and a third ‘management and technical’ panel.

15.2 Tier 1 members –The number of vacancies on the ‘tier 1’ panel will be equivalent to one third of the number of organisations who have paid the appropriate tier 1 membership fee by the required date rounded up to the nearest number. If there are more nominations than vacancies then an election will take place for this panel in which the votes of all full members will both be counted equally. If there are fewer nominations than vacancies then all nominees will be deemed elected and the Board will be entitled to fill any remaining vacancies by co-option. Such co-options do not have to be members of a tier 1 organisation;

15.3 Tier 2 members – The number of vacancies on the ‘tier 2’ panel shall be equivalent to one tenth of the number of organisations who have paid the appropriate tier 2 membership fee by the required date rounded up to the nearest whole number. If there are more nominations than vacancies then an election will take in place for this panel in which the votes of full members Tier 1 and Tier 2 will both be counted. If there are fewer nominations than vacancies then all nominees will be deemed elected and the Board of Directors will be entitled to fill any vacancies by co-option. Such co-options do not have to be members of a tier 2 organisation;

15.4 Management and technical panel – the Board will be entitled to co-opt up to four additional individuals as directors, who in its opinion will complement its management and technical skills. This figure may be increased by any casual vacancies which arise on either of the other two panels.

D. CHAIRPERSON, VICE-CHAIRPERSON(S) and TREASURER

Article 16 – The Chairperson

16.1 The Chairperson shall be responsible to the membership of the Association. Without prejudice to any other powers or tasks that may be laid down in the statutes or these Internal Rules, the Chairperson shall have the following powers and tasks:

- ✓ he/she shall chair the meetings of the General Assembly and the Board;
- ✓ he/she shall organise, on behalf of the Board, the representation of the Association at external meetings and events, in liaison with the Secretariat.
- ✓ he/she shall supervise, on behalf of the Board, the activities of the Secretariat.

16.2 If the Chairperson uses his/her power to take appropriate action when the urgency of the matter so requires, as set forth in the statutes, he or she shall report such action to the following meeting of the Board. The Chairperson shall always act in the interest of the Association and in accordance with its policies.

Article 17 – The Vice-Chairperson(s)

17.1 The Association shall have one or two Vice-Chairperson(s).

Without prejudice to any other powers or tasks that may be laid down in the statutes or these Internal Rules, the Vice-Chairperson(s) shall have the following powers and tasks:

- ✓ the Vice-Chairperson(s) shall perform the duties of the Chairperson if the Chairperson is absent or unable to act;
- ✓ the Vice-Chairperson(s) shall assist the Chairperson in the performance of his or her duties.

Article 18 – The Treasurer

18.1 Without prejudice to any other powers or tasks that may be laid down in the statutes or in these Internal Rules, the Treasurer shall have the following tasks and powers:

- ✓ he/she supervises the work of the Secretariat regarding financial matters;
- ✓ he/she presents the necessary financial reports to the Board and the General Assembly;
- ✓ he/she checks and supervises the financial statements to be submitted to eventual sponsors.

E. SECRETARIAT

Article 19 – Secretariat

19.1 The role of the Secretariat as outlined in the statutes (article 21) is to:

- Manage the resources of the business to achieve the Association's strategic and annual business goals
- Manage the day-to-day operations of the Association.

19.2 It is the Executive Director's role to provide leadership and oversight to the Secretariat to ensure this happens. The Executive Director has sole responsibility for the day-to-day management of the Secretariat's staff, who are accountable and report to him/her. The Executive Director is accountable to the Board and will report to it through the President. The Director shall have the right to participate in the meetings of all bodies of the Association.

19.3 Without prejudice to the other tasks or powers which may be laid down in the statutes or in these Internal Rules, the Secretariat shall have the following tasks and powers:

- ✓ the Secretariat shall perform the day-to-day tasks/administration;
- ✓ the Secretariat shall coordinate and implement the annual work plan of the Association;
- ✓ the Secretariat shall coordinate and implement the decisions of the Board;
- ✓ the Secretariat shall assist the Board, in particular the Chairperson;
- ✓ the Secretariat shall organise the meetings of the Association;
- ✓ the Secretariat shall have a representation function and act on behalf of the organisation for the tasks with which it is mandated;
- ✓ the Secretariat shall be responsible to the Board;
- ✓ the Secretariat shall be responsible for fundraising.

19.4 Without prejudice to the other tasks or powers which may be laid down in the statutes or in these Internal Rules, the Secretariat's Executive Director shall have the full operational and administrative responsibility and shall manage the staff. He or she shall assist the meetings of the Board and the General Assembly.

TITLE IV – FINANCIAL REGULATIONS

Article 20 – Budget, accounts and auditing

20.1 The Association's income includes the membership fees, donations, grants, subsidies and legacies awarded to support either the general aims, or a specific goal, which does not run counter to the Association's aims and tasks.

20.2 The accounts of the Association shall be subject to an external audit.

TITLE V – MISCELLANEOUS

Article 21 – Advisers

21.1 The Board can, for a fixed period and renewable, appoint one or more advisers. This decision will be accompanied by a clear definition of his / her specific task or area of expertise and will be communicated immediately with the membership.

Article 22 - Notices

22.1 Whenever the statutes or the Internal Rules refer to "any means of communication as set forth in the Internal Rules", this shall mean any of the following means of written

communication:

- Letter;
- Fax;
- Email.

22.2 Any of these means of written communication can also be used if the statutes or the Internal Rules do not specify by which means the notice, invitation, letter, other document or announcement to which the statutes or Internal Rules refer, should be communicated/sent.

Annex 1 - Eurocarers Membership strategy (as approved by the AGM on 3 September 2015)

	Turnover (Direct expenditure on carers' issues)	Fee	Board place (nomination) ¹	AGM Vote	AGM delegate funding	Access to funded work	Access to funded Capacity Building	Staff networks (Research/Policy/Practice)	Newsletter/resource materials
Full Member (Tier I)	>1.5m	3,500	01:03	X1	1	Priority	Peer review/staff trainer costs	Two (of three) funded	+
	750k-1.5m	2,750	01:03	X1	1	Priority	Peer review/staff trainer costs	Two (of three) funded	+
	<750k	2,000	01:03	X1	1	Priority	Peer review/staff trainer costs	Two (of three) funded	+
Full Member (Tier II)	>700k	1,250	01:10	X1	1	Limited	Funded training Seminars	One (of three) funded	+
	250k-700k	750	01:10	X1	1	Limited	Funded training Seminars	One (of three) funded	+
	<250k	500	01:10	X1	1	Limited	Funded training Seminars	One (of three) funded	+
Associate → to be fine-tuned by AGM 2016 as specific status for developing organisations		250			By invitation	By invitation	Mentoring programme	By invitation	+
Associate²		100							Newsletter only
Observer³		50							Newsletter only
+ Co-opted Board members									

¹ A majority of the Board will be made of carer-led organisations, in accordance with our statutes.

² Only organisations (i.e. not individuals) can join as Associates

³ Only individuals can join as Observers