

**"Anne RUTTEN, Notaire"**

Professional partnership in the form of a private  
limited company  
at Saint-Gilles-Bruxelles, chaussée de Charleroi,  
74/76  
R.L.P. Brussels 0810.444.403

Prov-ev-2014.  
(EUROCARERS CONST)

« **EUROCARERS – Association européenne travaillant avec et pour les aidants non-professionnels (European association working with and for informal carers)** », international non-profit association located in 1000 Brussels, rue du Commerce, 22. »

**Incorporation.**

XXXXX

In the year TWO THOUSAND FIFTEEN.

On

Before Us, **Anne RUTTEN**, notary public at Brussels.

**HAVE APPEARED:**

*Mr. Stecy Yghemonos, domiciled in*

*Such appearing party, holder of the annexed proxies, acting as agent of the members of the international non-profit making association "Eurocarers – European Association Working for Carers", with registered office in 1040 Brussels, rue Abbé Cuyper, 3, with business registration number 0563.648.885, incorporated by a notarised document drawn up by the undersigned Anne Rutten, on the 27<sup>th</sup> August 2014, extracts of which were published in the Annexes of the Belgian Official Journal (Moniteur belge) on the 15<sup>th</sup> October 2015 under number 14188574, ratifies by this Act, the decisions taken by the General Assembly of the assigned members, held on the 3<sup>rd</sup> September 2015 in Gothenburg (Sweden), which deliberated, with the required quorum, and by unanimous vote on the amendments to the statutes of the Association.*

*Consequently, the appearing party ratifies the decisions taken by the General Assembly of the members of the Association, held on the 3<sup>rd</sup> September 2015 namely*

*1) The amendments to the statutes of the Association, as follows:*

**TITLE I.**

**FORM - NAME – REGISTERED OFFICE - OBJECT - DURATION.**

**Article 1: Company Name**

The association is an international non-profit association governed by the law of twenty-seven June of the year one thousand nine hundred and twenty-one, modified by the law of two May of the year two thousand and two.

The company name is « **EUROCARERS - Association européenne travaillant avec et pour les aidants non-professionnels (European association working with and for informal carers)** ».

All deeds, invoices, advertisements, publications and other documents issued by the association must mention:

- The company name immediately preceded or followed by the words, legibly written and in full "Association internationale sans but lucratif" ("international non-profit-making Association") or in short "AISBL" ("INPA");
- The registered office.

**Article 2: Registered Office**

The registered office of the association is established at 1040 Brussels, rue Abbé Cuypers, 3.

Its legal district is Brussels.

The association may establish branches or subsidiaries at any other location by decision of the board of directors.

The association is incorporated for an unlimited period of time; it may be dissolved at any time.

**Article 3: Object**

The Association pursues charitable, scientific, educational and advocacy purposes and is aimed at promoting and defending the rights relating to the representation and social inclusion of carers.

Informal carers are persons assisting another person without a professional or formal context. The person receiving the care ("recipient") may suffer from a chronic disease or handicap or may need long-term care or assistance.

The Association endeavours to enhance the recognition of informal care and to represent and act on behalf of the carers and ex-carers (as well as their organisations), whatever may be their age and the specific needs of the person receiving care.

Its main objectives include:

- the exchange, collection and diffusion of information, expertise, good practices and innovations,
- To contribute to the development of policies at the national and European level on the basis of evidence-based research.

It will realise its goal more in particular by means of the following activities, this list being an illustrative and non-exhaustive list:

- by acting as the spokesperson for carers and by promoting and defending their rights,
- by transmitting and translating to the members operating on a national and regional level the evolution of European policies that may be of interest to them,
- By serving as a springboard for cooperation with respect to specific pan-European projects.

The Association may undertake any activity that it seems necessary or useful for the promotion of its objectives and ensures the promotion of the interests of its members and the members thereof.

The Association shall respect the autonomy of its members and does not intend to substitute

for them in relation to their actions and positions.

## **TITLE II.**

### **MEMBERS - ADMISSIONS - DISCHARGES - COMMITMENTS.**

#### **Article 4 — Conditions for membership.**

The Association comprises carer organisations as well as research and development bodies with an interest in carers.

Being aware of the works of certain organisations specialising in a specific disease (e.g. Alzheimer's disease) and of the fact that certain national carer organisations may be interested in a specific group of carers or a specific problem, these organisations may become a member of the Association insofar as they recognise its broader mission.

The Association is open to every organisation operating in the field of care given by non-professional carers that (i) is in conformity with the membership criteria as indicated in these Articles of Association and the Internal Regulations (see Article 25). These organisations may operate on a community, international, national level or depending on the way the national health and social security systems are organised, on a subnational or regional level.

The Association has three categories of membership: (i) full members, (ii) associate members and (iii) observer members.

#### **Article 4a) Full members**

The rights and obligations of the full members are those indicated in these Articles of Association and the Internal Regulations.

The number of full members of the Association is unlimited.

All full members must:

- Be located in **one of the member states of the Council of Europe;**
- Demonstrate that it has propagated a better awareness of non-professional care;
- Operate on a national or European level or, depending on the structures of the health and social security systems, on a subnational or regional level;
- Not pursue a profit-making purpose;
- Be legally incorporated according to the laws and customs of the country where they are established;
- Comply with these Articles of Association.

Full members are entitled to vote and are eligible to nominate individuals for election to the organisational structures of the Association in accordance with these Articles.

The full members determine the policies, the directives and the priorities of the Association and deliver a permanent contribution to its activities.

Full members must be informed and consulted on the activities of the Association.

Full members shall pay an annual membership fee the amount of which is determined by the General Assembly in accordance with article 8 of these articles. A more detailed description of the rights and obligations of the full members can be found in the Internal Regulations.

**Article 4b) Associate members.**

Interested organisations that do not comply with the criteria for full membership may become associate members.

The rights and obligations of associate members are set out in these Articles and in the Internal Regulations.

Associate members do not hold any voting right within the Association and are not eligible to nominate individuals to serve on the organisational structures of the Association.

Associate members may attend the meetings of the General Assembly, but do not hold any voting right.

Associate members shall receive information from the Association.

Associate members shall pay an annual membership fee the amount of which is determined by the General Assembly in accordance with article 8 of these articles as well as the applicable provisions.

A more detailed description of the rights and obligations of the associated members can be found in the Internal Regulations.

**Article 4c) Observer members**

Interested natural persons may become observer members.

The rights and obligations of the observer members are those as indicated in these Articles and in the Internal Regulations.

Observer members do not hold any voting right within the Association and are not eligible to nominate individuals to serve on the organisational structures of the Association.

Observer members may attend the meetings of the General Assembly, but do not hold any voting right.

The observer members receive information from the Association.

Observer members shall pay an annual membership fee the amount of which is determined by the General Assembly in accordance with article 8 of these articles of association as well as the applicable provisions.

A more detailed description of the rights and obligations of the observer members can be found in the Internal Regulations.

**Article 5 — Other categories of members.**

Upon request of the Board, the General Assembly may create new categories of members by simple majority. These members may be natural persons or legal persons incorporated in accordance with the laws and customs of their home country.

**Article 6 — Membership application procedure.**

Applications for membership of the Association must be addressed to the Board by any of the means of communication as indicated in the Internal Regulations.

The Board shall examine each application and decide whether or not to accept the application for membership by simple majority of the present or represented votes. The General Assembly will be informed of these decisions at its following meeting. Membership is effective following payment of the applicable membership fee.

**Article 7 — Resignation, suspension and exclusion of members.**

Any member may withdraw from the Association with immediate effect, insofar as that member has informed the Board of this intention by any of the means of communication as indicated in the Internal Regulations. The applicable membership fee shall remain due and payable until the end of the financial year of the Association.

Any member violating or ceasing to comply with the provisions of these Articles or the Internal Regulations, or acting in a way that is contrary to the interests of the Association or of its members, or refusing to pay the annual membership fee, may be excluded from the Association by the General Assembly upon recommendation from the Board and after having had the chance to be heard by the General Assembly. The procedure to be followed for the exclusion of a member is set out in the Internal Regulations.

A member who ceases to be a member of the Association, whatever may be the circumstances and reasons for this cessation, cannot be entitled to any damages from the part of the Association and does not hold any right on the assets of the Association.

**Article 8 — Membership fees.**

All members are obliged to pay the annual membership fee for their respective category.

The amount of the membership fees shall be fixed by the General Assembly upon proposal of the Board.

The members' liability with respect to the Association's obligations is limited to the amount of the membership fees to be paid by the member organisations.

**TITLE III — ORGANISATIONAL STRUCTURES AND SECRETARIAT**

**A. GENERAL**

**Article 9 — Organisational structures.**

The bodies of the Association are:

- The General Assembly
- The Board of Directors, hereinafter referred to as the « Board »,  
They are assisted in their activities by the Secretariat of the Association.

**B. GENERAL ASSEMBLY**

**Article 10 - Composition and powers of the General Assembly**

The General Assembly is the highest instance of the Association. Without prejudice to the powers conferred upon the other bodies and to the Secretariat by the present Articles of Association, it holds all the powers that are necessary for the realisation of the Association's objectives.

These powers comprise:

- Elaboration of the policies, directives and priorities in the light of the recommendations and information received from the Board,
- Adoption of the annual work plan of the Association,
- Adoption of the annual report,
- Adoption of the annual budget and approval of the financial statements of the Association
- Modification of the present articles of association
- Dissolution of the Association
- Adoption and amendment of the Internal Regulations
- **Election of the Chairperson**
- **Election of the members of the Board**
- Revocation of the Chairperson, Vice-Chairpersons, Treasurer, Secretary and other members of the Board
- Determination of the amount of the annual membership fees, and
- Discharge to the members of the Board for the exercise of their mandates.

The General Assembly is composed of all members of the Association, only the full members having the right to vote. Each full member has one vote.

#### **Article 11 — Convocation of the General Assembly**

The General Assembly must be held at least once a year (Annual General Assembly) at the place as indicated in the convocation. The convocation letter, containing the agenda, is sent at least 30 days prior to the date of the General Assembly.

#### **Article 12 — Extraordinary General Assembly**

The Board is obliged to convene an extraordinary General Assembly upon request of one third of the full members. This request must be made in writing and must indicate the reason of the convocation.

The convocation letter must be sent by any of the means of communication as indicated in the Internal Regulations within 14 calendar days of receipt of said request.

The Board may also decide to convene an Extraordinary General Assembly at its own initiative.

The agenda of an Annual or Extraordinary General Assembly is elaborated by the Board. Upon request of one or several full members, the Board must add one or several items to the agenda following the procedure as indicated in the Internal Regulations.

The final agenda is fixed by the General Assembly as soon as the session is opened, by a two thirds majority of the members that are present or represented.

The convocation letters for the Annual or Extraordinary General Assemblies shall be sent to the members, 30 days in advance by any of the means of communication as indicated in the Internal Regulations. The convocation letters must specify the agenda, place, date and time of the General Assembly. The agenda must include all items proposed to the Board by any of the means of communication and by one or several full members.

**Article 13 — Procedure at the meetings and decisions**

The General Assembly is chaired by the Chairperson, and in the latter's absence by the Vice-Chairpersons or one of the Vice-Chairpersons. The deliberations are valid only if a quorum of at least 33% of the votes is present or represented. If this quorum is not present, a new Assembly will be convoked within two months, without any quorum being required.

The decisions are adopted by simple majority of the votes that are present or represented, except in the case of dissolution or an amendment of the present Articles of Association, which require a qualified two-thirds majority.

If a resolution is adopted regarding the election of the Chairperson, Vice-Chairpersons, Treasurer, Secretary or any other member of the Board, it is the person obtaining the highest number of votes that is elected.

Minutes of each meeting are drawn up and signed by two members of the Board. These minutes contain the list of resolutions adopted by the Assembly and are filed in a register that is held by the Secretariat at the disposal of the members who wish to consult them.

**Article 14 — Voting rights**

Each full member who meets the requirements set out in these articles and the Internal Regulations may exercise one vote at any meeting of the General Assembly. The other members are authorised to attend the meetings of the General Assembly as observers.

**Article 15 — Representation by Proxy**

Each full member may, by any of the means of communication as indicated in the Internal Regulations, have himself represented at a General Assembly by a proxy holder, who has to be a full member as well. No individual proxy holder may represent more than 10% of the total number of full members.

**Article 16 — Written procedure**

In exceptional cases and in the event of an emergency situation, the General Assembly shall be authorized to adopt decisions following a written procedure. To this effect the Board, assisted by the Secretariat, shall transmit the draft decision to all members with an explanatory note by any of the means of communication as indicated in the Internal Regulations. The draft decisions are considered to be adopted if within 10 working days of being transmitted, not more than 15% of the full members have addressed their objections to the Board, for the attention of the Secretariat.

**C. BOARD****Article 17— Composition and powers**

The Board is composed of the Chairperson, the Vice-Chairperson or Vice-Chairpersons, the Treasurer and other members of the Board, who must be natural persons. The mandate of the members of the Board is for three years, once renewable for another three years. Each of the members of the Board shall hold one vote. **The mandate of the Board's chairperson will last for 3 years but should be confirmed by the General Assembly every year.**

The Board is composed of a mix of representatives of carer associations and research and development (R&D) organisations operating in the field of informal care. However, the majority of the members of the Board must represent carer associations.

Furthermore, the Chairperson must not necessarily be a member of the organisation, and must be either an independent person, preferably having a personal experience in informal care, or a representative of

a carer association. One of the two Vice-Chairpersons must represent a carer association, the other one a research and development (R&D) institute, in order to safeguard the representative character of the Association.

The members of the Board are not remunerated for the work they do. However, they can be reimbursed for the costs incurred within the framework of their mandates, within budget limits.

The Board has the following powers:

- Preparation of the draft annual work plan of the Association
- Preparation of the draft annual budget and financial statements of the Association
- Supervision of the Association's Secretariat
- Daily management of the Association's finances in accordance with the latter's budget
- External relations of the Association
- Decisions regarding the representation of the Association at external events and meetings
- Appointment of the Executive Director and the Secretariat staff,
- Admission of new members in accordance with article 6 of the Articles of Association.

The Board must always act in the collective interest of the Association and its members.

#### **Article 18 — Procedures**

The Board must hold at least four meetings a year, teleconferences included.

Board decisions are adopted by simple majority of the members that are present. Decisions may only be adopted if more than half of the total number of members of the Board is present. If no consensus is possible, the decisions of the Board may be validly adopted if they are approved by more than 50% of the votes issued. Further provisions that are applicable to the organisation and the meetings of the Board are to be found in the Internal Regulations.

#### **CHAIRPERSON, VICE-CHAIRPERSON/VICE-CHAIRPERSONS, TREASURER AND SECRETARY**

##### **Article 19 — Chairperson, Vice-Chairperson/Vice-Chairpersons, Treasurer and Secretary**

The powers and tasks of the Chairperson, Vice-Chairperson or Vice-Chairpersons, Treasurer and Secretary are those as indicated in the Internal Regulations.

However, in case of emergency, the Chairperson may make any decisions that may be necessary after having consulted the members of the Board.

#### **DAILY MANAGEMENT**

##### **Article 19a) Tasks, Executive Director**

The Executive Director takes care of the day-to-day management of the Association and assumes all administrative and operational responsibility for the Secretariat.

#### **COMMITTEES**

##### **Article 20 — Committees**

Permanent or ad hoc committees may be created by the Board, including for internal audits.

#### **SECRETARIAT**

##### **Article 21 — Tasks and coordination**

The Secretariat is the administrative department of the Association.



Its main tasks are:

- Follow-up and reporting of the evolution of the community policies that may be of interest to the Association and draft action plans in response to the above,
- Assistance in the development and implementation of the work programme of the Association and of the adopted action plans
- Installation and maintenance of the Association's infrastructure (e.g. creation and maintenance of the website, preparation and diffusion of the internal newsletter, organisation of meetings, internal circulation of information)
- Gathering of funds for the Association's activities.

Further details regarding the tasks and operation of the Secretariat are described in the Internal Regulations.

#### **TITLE IV — AMENDMENTS AND DISSOLUTION**

##### **Article 22 — Dissolution**

A decision regarding the dissolution of the Association shall only be valid if approved by a two-thirds majority of the votes at the meeting.

The Board shall inform the members of the Association at least three months in advance of the date of the Extraordinary or Annual General Assembly that will decide on this proposal.

#### **TITLE V - FUNDS, FINANCIAL STATEMENTS AND BUDGETS**

##### **Article 23— Funds**

The funds of the Association comprise the membership fees, subscriptions, gifts, grants, subsidies and bequests intended to support the Association in its general objectives.

##### **Article 24 — Financial statements and audit**

The financial year terminates on the thirty-first of December of each year and for the first time on the thirty-first of December of two thousand fifteen.

The Treasurer is responsible for the management and organisation of the external audit of the financial statements and for the presentation of the financial statements to the Board.

The Board shall present the revised financial statements of the previous financial year and the budget for the following year to the General Assembly for approval.

#### **TITLE VI — INTERNAL REGULATIONS**

##### **Article 25 — Internal regulations**

The Board may adopt, repeal and amend internal regulations in relation to all aspects of the business management of the Association so as to supplement the present Articles of Association and to define the operating rules of the Association, insofar as they are not incompatible with the present Articles of Association. These Internal Regulations and the repeals or amendments thereof shall be presented to the General Assembly for approval, and shall enter into effect until they are cancelled by the Board, upon approval from the General Assembly.

#### **TITLE VII — REPRESENTATION**

##### **Article 26 - Representation of the Association**

Legal actions (in the capacity of plaintiff or defendant) shall be undertaken by the Board, represented by the Chairperson or two of its members. Within the scope of the day-to-day

management, the Association shall be validly represented by the Executive Director towards third parties and with respect to any act binding the Association within the scope of a mandate as formulated by the Board. Furthermore, the Association may be validly represented, within the scope of a mandate, by an authorized representative duly commissioned by the Board or the Chairperson, or within the scope of the day-to-day management, by the Executive Director.

Resignation-Appointment of Directors.

- Resignation of Ms. Licia BOCCALETTI, (number: 794906-082.91)
- Appointment of Ms. Jane WILSON, (number: 624624-050.78), domiciled at 2 South Grove, Tunbridge Wells , Kent TN1 1UR, UK.

REGISTRATION FEE (Code of various fees and taxes).

The fee amounts to ninety-five Euros (€ 95).

IN WITNESS WHEREOF THE ABOVE CONSTITUTES LEGAL PUBLICATION.

Drawn up and executed in Brussels.

After having had the present document read aloud to us, the parties have signed together with us, notary public.