
[Eurocarers Statutes \(updated on 4 January 2024\)](#)

Company number: 0563648885

Full name: EUROCARERS-European Association Working with and for Non-Professional Carers

Abbreviation: EUROCARERS

Legal form: International Non-Profit Association

Full address of the headquarters: Rue Père de Deken 14 - 1040 Etterbeek

Purpose of the act: REGISTERED OFFICE, ADDRESS OTHER THAN REGISTERED OFFICE, STATUTES (TRANSLATION, COORDINATION, OTHER AMENDMENTS), RESIGNATIONS, APPOINTMENTS

XXXXX

The following provisions arise from a document prepared by Maître Anne RUTTEN, Notary in Saint-Gilles, on 13 December 2023:

XXXXX

(...)

APPEARED

Mr. Stecy YGHEMONOS, (...) (hereinafter "the representative") acting under the powers granted to him by the General Assembly of the members of the international non-profit association "EUROCARERS-European Association Working with and for Non-Professional Carers", with its headquarters located in Etterbeek (1040 Brussels), Rue Père de Deken 14, registered in the Register of Legal Entities (Brussels) under number 0563.648.885.

(...)

And this, pursuant to a decision taken by the General Assembly of the members of the Association held on 25 May 2023, the minutes of which, containing the list of attendees, shall remain attached hereto (Annex 1). The proxies mentioned in the said list of attendees are all private and shall also remain annexed to this document (Annex 2).

(...)

INTRODUCTION

The representative, named above, under the powers conferred upon him as specified:

- declares that the aforementioned General Assembly of the members was validly convened in accordance with the law and the statutes;
- declares that the present assembly brings together at least two-thirds of the members, present or represented, and is therefore capable of validly deliberating on its agenda;
- declares that, for the proposals on the agenda aimed at amending the statutes to be adopted, a two-thirds majority of the votes of the members present or represented is required;
- declares that, according to the aforementioned minutes, 29 members were present or represented at the said assembly, representing together 74% of the members, and that this quorum allowed the General Assembly to validly deliberate on its agenda, particularly on the modification of the statutes;
- declares that the decisions taken regarding the amendment of the statutes obtained at least the two-thirds majority required by the statutes;
- exempts the undersigned notary from carrying out verifications of the aforementioned statements and releases him from any liability in this regard.

RESOLUTIONS

The representative, named above, declares and requests the undersigned notary to record that the General Assembly of the members of the Association held on 25 May 2023, made the following decisions:

1. Decision to adapt the statutes of the association to the provisions of the Companies and Associations Code

In accordance with Article 39, §1, paragraph 1 and 3 of the Law of 23 March 2019 introducing the Companies and Associations Code and containing various provisions, the General Assembly of the members decided to adapt the statutes of the Association to the provisions of the Companies and Associations Code.

2. Adoption of new statutes

As a consequence of the previous resolution, the General Assembly of the members decided to adopt an adapted version of the statutes, in accordance with the Companies and Associations Code, without modifying the non-profit purpose and activities of the Association. The General Assembly of the members thus decided that the text of the new statutes is drafted as follows:

STATUTES

1. TITLE I – FORM DENOMINATION REGISTERED OFFICE OBJECT DURATION

Article 1: Denomination

The Association is an international non-profit association.

It is named "EUROCARERS-European Association Working with and for Non-Professional Carers".

It is governed by the provisions of the Companies and Associations Code applicable to international non-profit associations.

All acts, invoices, announcements, publications, and other documents issued by the Association must mention:

- the name followed immediately by these words written clearly and in full "International Non-Profit Association" or the abbreviation "AISBL";
- the registered office.

Article 2: Registered Office

The registered office of the Association is located in the Brussels-Capital Region.

It may be transferred anywhere else in Belgium by a simple decision of the Board, provided that such a move does not require a modification of the language of the statutes under the applicable language regulations. This transfer will be published in the Annexes to the Belgian Official Gazette. If the registered office is transferred to another Region, the Board of Directors may amend the statutes.

The Association may establish branches or offices elsewhere by decision of the Board of Directors.

Article 2bis: Duration

The Association is established for an indefinite duration; it may be dissolved at any time.

Article 3: Non-profit Purposes and Activities constituting the object of the association

The Association pursues philanthropic, scientific, educational, awareness-raising objectives as well as the promotion and defence of rights related to the representation and social inclusion of carers. Non-professional carers are individuals assisting another person outside a professional or official setting. The person receiving assistance ("the aided person") may be chronically ill, disabled, or in need of long-term care or assistance.

The Association endeavours to advance the recognition of informal caregiving and to represent and act on behalf of carers and former carers (along with their organisations), regardless of their age and the specific needs of the care recipient.

Among its main objectives are:

- facilitating the exchange, collection, and dissemination of information, expertise, best practices, and innovations,
- contributing to the development of policies at national and European levels based on evidence-based research.

It will achieve its purpose through activities including, but not limited to:

- advocating on behalf of carers and promoting and defending their rights,
- conveying and translating developments in European policies of interest to members operating at national and regional levels,
- facilitating cooperation on specific pan-European projects.

The Association may engage in any activity it deems necessary or useful to promote its objectives and ensure the promotion of the interests of its members and their affiliates.

The Association respects the autonomy of its members and does not aim to replace them in the execution of their actions and positions.

2. TITLE II - MEMBERS - ADMISSIONS - WITHDRAWALS - COMMITMENTS

Article 4: Membership Conditions.

The Association brings together carers' organisations as well as research and development organisations concerned with carers.

Recognising the work of specialised organisations focused on specific diseases (e.g. Alzheimer's disease) and the fact that some national carers' organisations may target specific groups of carers or particular issues, these organisations may join the Association as long as they acknowledge its broader mission.

The Association welcomes any organisation active in the field of care provided by non-professional carers that meets the membership criteria set out in these Articles and the Internal Rules (see Article 25). These organisations may operate at community, international, national, or subnational or regional levels depending on the organisation of national health and social service systems.

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

Art. 4a) Full Members,

The rights and obligations of full members are as specified in these Articles and the Internal Rules.

The number of full members of the Association is unlimited.

All full members must:

- be located in one of the member states of the Board of Europe; demonstrate having promoted better recognition of non-professional care;
- operate at national or European level, or, depending on the structures of health and social security systems, at sub-national or regional level;
- not pursue a profit-making purpose;
- be legally constituted according to the law and practices of the country in which they are established;
- adhere to the Articles of Association.

Full members have full voting rights and are eligible for organisational structures of the Association as per these Articles.

Full members define the policies, guidelines, and priorities of the Association and make a continuous contribution to its activities.

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

Full members pay an annual subscription fee, the amount of which is determined by the General Assembly in accordance with Article 8 of these Articles.

The General Assembly may create different categories of full members and define the associated rights and privileges.

Art. 4b) Associate Members.

Organisations interested but not meeting the criteria for full membership or not wishing to join in that capacity may become associate members.

The rights and obligations of associate members are as specified in these Articles and in the Internal Rules. Associate members have no voting rights in the Association and are not eligible for organisational structures of the Association. Associate members may attend General Assembly meetings but have no voting rights. Associate members receive information from the Association. Associate members pay an annual subscription fee, the amount of which is determined by the General Assembly in accordance with Article 8 of these Articles and the applicable provisions. A more detailed description of the rights and obligations of associate members is provided in the Internal Rules.

Art. 4c) Observer Members.

Interested individuals may become observer members.

The rights and obligations of observer members are as specified in these Articles and in the Internal Rules. Observer members have no voting rights in the Association and are not eligible for organisational structures of the Association. Observer members may attend General Assembly meetings but have no voting rights.

Observer members receive information from the Association. Observer members pay an annual subscription fee, the amount of which is determined by the General Assembly in accordance with Article 8 of these Articles and the applicable provisions. A more detailed description of the rights and obligations of observer members is provided in the Internal Rules.

Article 5: Other Categories of Members.

Upon request of the Board, the General Assembly may establish new categories of members by simple majority. These members may be individuals or legal entities established according to the law and practices of their country of origin.

Article 6: Membership Application Procedure.

Applications for membership in the Association must be submitted to the Board by any means of communication specified in the Internal Rules. The Board shall consider each application and decide on the acceptance or rejection of the candidate's membership by simple majority. The General Assembly shall be informed at its next meeting. Membership becomes effective upon payment of the applicable fee.

Article 7: Resignation, Suspension, and Exclusion of Members.

Any member may resign from the Association with immediate effect, provided they have notified the Board of this intention by any means of communication specified in the Internal Rules. The applicable fee remains due and payable until the end of the Association's financial year.

Any member who breaches or fails to comply with the provisions of these Articles or the Internal Rules, or acts in a manner contrary to the interests of the Association or its members, or refuses to pay the annual fee, may be excluded from the Association by the General Assembly on the recommendation of the Board and after having had the opportunity to be heard by the General Assembly. The procedure for the exclusion of a member is provided in the Internal Rules.

A member who ceases to be a member of the Association, regardless of the circumstances and reasons for such cessation, is not entitled to any compensation from the Association and has no rights to the assets of the Association.

Article 8: Subscription Fees.

All members are required to pay the annual subscription fee for their category.

The amount of the fees shall be determined by the General Assembly upon the proposal of the Board. Members' liability for the obligations of the Association is limited to the amount of the fees payable by member organisations.

3. TITLE III — ORGANISATIONAL STRUCTURES AND SECRETARIAT

A. GENERALITIES

Article 9: Organisational Structures.

The organs of the Association are:

- the General Assembly,
- the Board of Directors, referred to here as the "Board".

They are supported in their work by the Association's Secretariat.

B. GENERAL ASSEMBLY

Article 10: Composition and Powers of the General Assembly.

The General Assembly is the highest authority of the Association. Subject to the powers granted to other bodies and the Secretariat by these Statutes, it has all necessary powers to achieve the Association's objectives.

These powers include:

- developing policies, guidelines, and priorities based on recommendations and information received from the Board,
- adopting the Association's annual work plan,
- adopting the annual report,
- approving the annual budget and accounts of the Association,
- amending these Statutes,
- dissolving the Association,
- adopting and amending the Internal Rules,
- electing and removing the President, Vice-Presidents, Treasurer, Secretary, and other Board members,
- admitting and excluding members,
- determining the amount of annual subscriptions,
- granting discharge to the Board members for the exercise of their mandate,
- in all other cases where required by law.

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

Article 11: Convocation of the General Assembly and Agenda.

The General Assembly meets at least once a year (Annual General Assembly) at the location specified in the convocation. The convocation, including the agenda, is sent at least 30 days before the date of the General Assembly.

Article 12: Extraordinary General Assembly

The Board is required to convene an Extraordinary General Assembly upon the request of one-third of the full members. This request must be made in writing and specify the reason for the convening. The convocation must be sent by any means of communication indicated in the Internal Rules within 14 calendar days from the receipt of such request.

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

The agenda of an Annual or Extraordinary General Assembly is determined by the Board. Upon the request of one or more full members, the Board must add one or more items to the agenda following the procedure specified in the Internal Rules.

The final agenda is decided by the General Assembly at its opening, by a two-thirds majority of the members present or represented.

Convocations for Annual and Extraordinary General Assemblies are sent to members, thirty days in advance, by any means of communication indicated in the Internal Rules. Convocations must specify the agenda, location, date, and time of the General Assembly. The agenda must include all items proposed to the Board by any means of communication and by one or more full members.

Article 13: Procedure at Meetings and Decisions.

The General Assembly is chaired by the President, and in their absence, by a Vice-President, or in their absence, by a member elected for that meeting. For proceedings to be valid, a quorum of at least 33% of the votes must be present or represented. If this quorum is not met, a new Assembly is convened within two months without a quorum requirement.

Decisions are made by a simple majority of the votes present or represented, except in the case of dissolution or amendment of these Statutes, which require a qualified majority of two-thirds.

If a resolution concerns the election of the President, Vice-Presidents, Treasurer, Secretary, or another Board member, the person receiving the highest number of votes is elected.

Minutes of each meeting are drawn up and signed by two Board members. These minutes contain a list of resolutions adopted by the Assembly and are kept in a register maintained by the Secretariat for members to consult.

Article 14: Right to Vote.

Each full member meeting the conditions stated in these Statutes and the Internal Rules has one vote at General Assembly meetings. Other members are allowed to attend General Assembly meetings as observers but do not have voting rights.

Article 15: Representation.

Each full member may, through any means of communication provided for in the Internal Rules, be represented at a General Assembly by a proxy holder, who must also be a full member. A proxy holder may not represent more than 10% of the total number of full members.

Article 16: Written Procedure - Remote Meetings.

In exceptional cases and where urgency requires, the General Assembly may make decisions by written resolutions, provided that each voting member has been informed, at least fifteen days in advance, of the decisions to be made. To do this, the Board, assisted by the Secretariat, sends the draft decision and explanatory note to all members by any means of communication provided for in the Internal Rules.

Decisions take effect on the date indicated on the written resolutions and are deemed to have been made at the headquarters of the Association. General Assembly meetings may also be held via telephone conference, videoconference, web conference, or any other form indicated in the convocation. The Board, under conditions it specifies, may also authorise members to vote remotely (including electronically) prior to a General Assembly meeting.

C. BOARD OF DIRECTORS

Article 17: Composition and Powers

The Board of Directors comprises the President, Vice-President(s), Treasurer, Secretary, and other Board members elected by the General Assembly, who must be individuals.

The term of office for Board members is three years, renewable once for a further three years.

Each Board member holds one vote.

The Board consists of an odd number of members, not exceeding seven.

The Board includes a mix of representatives from carers' associations and organisations engaged in research and development (R&D) in the field of informal care. However, the majority of Board members must represent carers' associations.

Moreover, the President is not necessarily a member of the association and must either be an independent individual with preferably personal experience in informal care or a representative of a carers' association. In the former case, one of the two Vice-Presidents must represent a carers' association and the other an R&D institute, ensuring the association's representation. In the latter case, the association will have only one Vice-President, representing an R&D institute.

Board members do not receive payment for their work. However, they may be reimbursed for expenses incurred in carrying out their duties, within budgetary limits.

The Board has the following powers:

- Preparation of the Association's annual work plan;
- Preparation of the Association's annual budget and accounts;
- Oversight of the Association's Secretariat;
- Day-to-day management of the Association's finances within its budget;
- External relations of the Association, including decisions on representation at external events and meetings;
- Appointment of the Executive Director and Secretariat executives;
- Admission of new members in accordance with Article 6 of the statutes.

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

Article 18: Procedures

The Board meets at least four times a year, including teleconferences/video conferences.

Decisions of the Board are made by a simple majority of members present. Decisions can only be made if more than half of the total number of Board members are present. If consensus cannot be reached, Board decisions can be validly adopted if approved by more than 50% of the votes cast. For other provisions governing the organisation and meetings of the Board, reference should be made to the Internal Rules of Procedure.

Board meetings may also be validly held by telephone conference, video conference, or web conference.

The Board, under conditions it specifies, may authorise directors to vote remotely (including electronically) prior to a Board meeting.

Board decisions may be made by written resolutions, provided that each director has been informed, at least ten days in advance, of the decisions to be made. Decisions take effect on the date specified in the written resolutions and are deemed to have been made at the Association's registered office.

PRESIDENT, VICE-PRESIDENT(S), TREASURER, AND SECRETARY

Article 19: President, Vice-President(s), Treasurer, and Secretary

The powers and duties of the President, Vice-President(s), Treasurer, and Secretary are as specified in the Internal Rules of Procedure. However, in case of urgency, the President may take all necessary measures after consulting the Board members.

DAILY MANAGEMENT

Article 19 bis: Executive Director

The Executive Director is responsible for the day-to-day management of the Association and assumes full administrative and operational responsibility for the Secretariat.

COMMITTEES

Article 20: Committees

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

SECRETARIAT

Article 21: Tasks and Coordination

The Secretariat is the administrative service of the Association.

Its main tasks include:

- Reporting on EU policy developments relevant to the Association and monitoring action plans in response;
- Assisting in the development and implementation of the Association's work programme and adopted action plans;
- Establishing and maintaining the Association's infrastructure (e.g. creating and maintaining the website, preparing and distributing internal newsletters, organising meetings, internal circulation of information);
- Securing funding for the Association's activities.

For more details regarding the tasks and functioning of the Secretariat, reference should be made to the Internal Rules of Procedure.

4. TITLE IV — DISSOLUTION

Article 22: Dissolution

For a decision concerning the dissolution of the Association to be valid, it must be voted by a two-thirds majority of the votes cast. The Board informs Association members at least three months in advance of the

date of the extraordinary or annual General Assembly that will decide on this proposal. In the event of dissolution, assets will be used in the interest of carers in a manner defined by the General Assembly.

5. TITLE V - FUNDS, ACCOUNTS, AND BUDGETS

Article 23: Funds

The funds of the Association include membership fees, subscriptions, donations, scholarships, grants, and bequests intended to support its general objectives.

Article 24: Accounts and Audit

The financial year begins on the first of January and ends on the thirty-first of December each year. The Treasurer is responsible for managing and organising the external audit of financial accounts and presenting accounts to the Board. The Board presents the revised accounts of the previous financial year and the budget for the following year to the General Assembly for approval.

6. TITLE VI — INTERNAL REGULATIONS

Article 25: Internal Regulations.

The Board has the authority to adopt, revoke, and modify internal regulations concerning any aspect of managing the Association's affairs to complement these Statutes and establish the operational rules of the Association, provided they are not incompatible with these Statutes. These internal regulations, along with any repeals or amendments, are presented to the General Assembly for approval and remain in effect until revoked by the Board with the approval of the General Assembly.

7. TITLE VII — REPRESENTATION

Article 26: Representation of the Association.

Despite the Board's general power of representation as a collective body, the Association is validly represented in legal matters and towards third parties, including public officials, either by the President or by two Board members, who are not required to justify their authority to third parties, or by an agent holding specific power of attorney.

For the day-to-day management of the Association, the Association is validly represented by the Executive Director towards third parties and for any act binding the Association under a mandate formulated by the Board. Additionally, the Association may be validly represented, within its mandate, by an authorised representative duly appointed by the Board or the President, or for day-to-day management, by the Executive Director.

8. TITLE VIII — GENERAL PROVISIONS

Article 27: Language

The official language of the association is French; the working language is English.

Article 28: Applicable Law - Jurisdiction

Any dispute related to these Statutes, the Internal Regulations, and/or any decision of the association's bodies will be settled in accordance with Belgian law and subject to the jurisdiction of the (Francophone) courts of Brussels.

Article 29: Companies and Associations Code

Any matters not covered by these Statutes will be governed by the provisions of the Companies and Associations Code applicable to international non-profit associations.

Resignations and Appointments of Directors

The General Assembly of members noted the resignations of the following directors, effective May 25, 2023:

1. Mr. Jose Bruno Alves, (...)
2. Ms. Sara Santini, (...)

The General Assembly of members decided to appoint as directors, effective May 25, 2023, for a term of three years from that date:

1. Ms. Georgia Casanova, (...)
2. Ms. Iveta Ždiřlová, (...)

As of May 25, 2023, the Board of Directors is composed of the following directors:

1. President: Sari Tervonen, (...)
2. Treasurer: Anita Vatland, (...)
3. Member: Iveta Ždiřlová, (...)
4. Member: Georgia Casanova, (...)
5. Member: Elisabeth Hanson, (...)
6. Member: Andreas Hoff, (...)
7. Member: Henk Nies, (...)
8. Member: Sebastian Fischer, (...)

Transfer of Registered Office

The Board of Directors decided to transfer the association's registered office to Woluwe-Saint-Pierre (1150 Brussels), Avenue de Broqueville 12, effective October 1, 2023.

Powers

The General Assembly of members decided to confer all powers:

- to the Executive Director, with the authority to delegate, to carry out any administrative steps subsequent to this assembly;
- to the undersigned Notary for the establishment and deposit of a consolidated version of the statutes and for the deposit of this deed;
- For these purposes, each agent may, on behalf of the association, make all declarations, sign all documents and papers, and, in general, take all necessary actions.

(...)

For a certified analytical extract

Signed: Anne RUTTEN, Notary.