Eurocarers Extraordinary General Meeting

9 December 2024 (online), 16.00 CET

Draft minutes

Purpose of the Meeting

The Extraordinary General Meeting (EGM) was convened to address important issues arising from the recent adaptation of the organisation's Statutes to align with the new Belgian legislation on companies and non-profit organisations (Code des Sociétés et Associations).

Mistaken inclusion of non-essential clauses in the Statutes by the notary clerk created confusion and affected the organisation's operations. Specifically, the issues concerned:

1. The number of Board Members, capped at seven in the revised Statutes, which conflicts with the organisation's current structure and nomination process, as well as the absence of such a limitation in the legislation.
2. The appointment process for the President/Chairperson and other Office Bearers, which under the new Belgian law does not require direct appointment by the General Assembly.

Urgency of Amendments

Due to the urgency of these matters, it was crucial that these two articles in our Statutes be amended ASAP, a task that only the General Assembly is empowered to undertake. The Board also decided to take the opportunity to align our Statutes more closely with our Internal Rules and to address any other ambiguities in both documents (e.g. the rights and responsibilities of co-opted Board members).

This process was particularly important because, until these necessary amendments were made, the appointment of our Chairperson and other Office Bearers was on hold. In the meantime, Henk Nies, Vice-President for Research, and Sebastian Fischer have been appointed as Interim President and Interim Treasurer, respectively.

Revision and Decision-Making Process

A small committee of Board members – Henk Nies, Christine Marking, John Dunne and Andreas Hoff – guided the revision process. Their proposed changes were endorsed by the Board at a meeting on the 5th November with one dissenting vote.

To ensure a transparent and valid decision-making process by the General Assembly, Article 16 of our Statutes (Art. 17 in the new version) on the use of a written procedure was invoked.

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Article 16 — Written procedure
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.

Accordingly,

➔ All members were informed about the launch of this process and the Extraordinary General Assembly on 25th September 2024 (i.e. 2,5 months in advance).

➔ A draft version of the revised Statutes and Internal Rules was shared for members' review on the 6th November (i.e. 33 days in advance), with a deadline for the submission of comments or questions on the 20th November. All submissions were addressed in the form of a FAQ published on our website – See Annex 1 for details.

➔ Phase 2 of the process – the final approval of our revised Statutes and Internal Rules – was launched on 22nd November, with full members only (i.e. our 38 members with voting rights) invited to cast their votes by close of business on the 8th December.

Voting Results

Total Votes Cast: 32 valid votes (from full members who had paid their fees).
Quorum Requirement: 26 (two-thirds of full members).
Votes in Favour: 31
Votes Against: 1

The proposed amendments to the Statutes and Internal Rules were approved by the required qualified majority in accordance with Belgian legislation and the Statutes, subject to the inclusion of the following task within the Secretariat's mandate under Article 23 of the revised Statutes: *Initiating and supporting the establishment of new carer-led organisations, as well as fostering the growth of existing carer-led organisations across the nations and regions.*

Extraordinary General Meeting Discussion

The EGM on the 9th December was held to address any outstanding questions regarding the process and decisions. The meeting was attended by 18 participants from 18 organisations across 13 countries (Annex 2).

Conclusion

The organisation is now equipped with updated Statutes and Internal Rules aligned with both Belgian legislation and internal governance needs. They will be published in the official journal in

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Belgian, as required by law. These changes will ensure smoother operations and greater clarity moving forward.

The Board expresses its gratitude for members' active participation and support throughout this process.

Season's greetings and best wishes for the New Year!

Annexes

- Annex 1: FAQ on Revised Statutes and Internal Rules
- Annex 2: List of Participants in the Extraordinary General Meeting

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ANNEX 1 – Submitted questions and answers

Article 18 of Statutes

Full voting rights of the (up to) three co-opted members of the Board
Why should co-opted Board members have full voting rights? Does this risk undermining the provision in the same paragraph stating that "the majority of Board members must represent carers' associations"?

There are several arguments in favour of granting voting rights to co-opted Board members:

Legal Responsibility and Accountability: Co-opted Board members should have voting rights to fully assume their legal responsibility. Without voting rights, they cannot be held accountable for Board decisions, effectively reducing their role to that of an advisor rather than a full Board member.

Enhanced Decision-Making and Expertise: Granting voting rights allows co-opted members, who bring specialised expertise (e.g. in fundraising, marketing, data analytics), to contribute directly to decision-making. This ensures that the Board benefits from diverse and informed perspectives, improving the quality of decisions.

Representation and Diversity: Co-opted members can help address gaps in representation, such as improving geographical diversity, gender balance or the representation of underrepresented groups. Voting rights ensure that these members' inclusion is meaningful and impactful, rather than symbolic.

Promoting Full Integration: Voting rights foster greater engagement and commitment from co-opted members, as they have direct influence over key decisions. This increased involvement enhances the overall effectiveness and accountability of the Board.

Clarification of Past Practice: Since co-opted members have effectively had voting rights since the Secretariat's creation in 2014, granting formal voting rights would simply clarify the situation, aligning practice with the current governance structure.

No Impact on Statutory Requirements: The Board is legally required to follow the Statutes and the rule that a majority of Board members must represent carers' organisations therefore cannot be altered by granting voting rights to co-opted members.

Maximum number of Board Members
Did the Board and Secretariat consider the inclusion of a maximum number of Board members in the governing documents, particularly with regard to operational efficiencies?

The number of seats on our Board is based on the number of full members in our organisation, with Belgian legislation not imposing a maximum limit on Board members.

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According to Articles 14.2 and 14.3 of our Internal Rules:

The number of vacancies on the Tier 1 panel is one-third of the organisations that have paid the Tier 1 membership fee, rounded up.
The number of vacancies on the Tier 2 panel is one-tenth of the organisations that have paid the Tier 2 membership fee, rounded up.

Currently, our network includes 70 member organisations, 39 of which are full members (13 in Tier 1 and 26 in Tier 2), and our Board has 8 elected members. **To increase the Board by one member, we would need three additional Tier 1 full members or five more Tier 2 members.**

The Board and Secretariat discussed whether to set a maximum number of Board members but decided against it, as the Board size is proportional to membership and the nomination process keeps it manageable. The current limit of seven members was mistakenly introduced into the Statutes during the recent adaptation to Belgian law. The proposed removal of this limit corrects the error and ensures flexibility in governance without compromising efficiency.

Article 5 of Statutes

Membership Conditions
Delete the proposed addition of paragraphs 2 and 3, seeking to define carer organisations and research organisations.

Reasons:
1. Carer organisations must be led carer-led. This means, their statutes, membership and governance must be led by people who are primarily former or current carers.
2. These changes (unlike others) were not discussed at the Board or in the organisation in advance of the meeting.
3. As the definition stands, it would allow commercial organisations to apply as carer organisations, because they offer support to carers (thousands of care agencies do this and change carers for these services).

Verifying the legitimacy of applicant organisations according to the definition proposed by "wir Pflegen" would be extremely challenging. Therefore, our membership policy is based on trust, supported by the documents submitted with the application and communication with our Secretariat and Board.

Some existing members could technically be seen as "commercial organisations" (e.g. those offering online services for a fee) but operate on a non-profit basis. To accommodate the diversity within our membership, the Eurocarers Board has adopted a pragmatic definition: "Carers' organisations encompass any group or entity that provides support, resources and advocacy for and on behalf of informal carers"

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Additionally, Article 5(a) of our Statutes states that Full Members must "not pursue a profit-making purpose" so, even if a for-profit organisation could join as a member, they would not have voting rights.

Eurocarers itself is a non-profit, as stated in our legal status and mission outlined in Art 4 of our Statutes, which focuses on philanthropic, scientific, educational and advocacy objectives for informal carers.

Finally, the Board is responsible for reviewing applications and can reject organisations that do not align with our principles.

Article 23 of Statutes

Secretariat
Add to the tasks of the Secretariat:
o Initiating and supporting the development of new carer-led organisations, and supporting the development of existing carer-led organisation, in the nations and regions.

Reasons for proposed amendment:
At the AGM 2024, members from 21 countries unanimously agreed a motion that Eurocarers will strengthen carers' voices, by

- Initiating and undertaking a study in 2024 to scope the prevalence and capacity of carer-led organisations in the nations and regions
- develop a vision and recommendations for national and regional measures for governments and European partners
- developing a strategic approach for Eurocarers' own role in supporting the development of carer-led advocacy organisations (with capacity building and funding proposals)
- and reporting back on these at the AGM 2025

This direction must also be reflected in the tasks of the Secretariat.

The Eurocarers Board proposes to add this section to Article 23 of our Statutes.

However, we would like to draw your attention to the fact that, in addition to the above, the minutes of our AGM 2024 also clearly state that *the Assembly requested the Board to clarify the underlying objectives of the motion and to develop a comprehensive, achievable implementation plan, which is to be presented at the AGM 2025*.

This process is yet to take place and **it will be important to discuss the resources required, as well as those available to us, in order to implement this objective.**

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ANNEX 2 – List of Participants in the Extraordinary General Meeting

Last Name	First Name	Organisation	Country
Kadi	Selma	European Centre for Social Welfare Policy and Research	Austria
Lenstrup	Marie	Carers Denmark	Denmark
Skand	Jonna	Organisations for Carers Network Finland	Finland
Tervonen	Sari	Carers Finland	Finland
Fischer	Sebastian	wir pflegen e.V.	Germany
Suhr	Ralf	Centre for Quality in Care	Germany
Dunne	John	Family Carers Ireland	Ireland
O'Sullivan	Liam	Care Alliance	Ireland
Casanova	Georgia	Istituto Nazionale di Riposo e Cura per Anziani (INRCA)	Italy
Ligabue	Loredana	CARER ETS	Italy
Buynsters	Michael	Strategic Alliance for Young Carers	Netherlands
Nies	Henk	University of Amsterdam	Netherlands
Vatland	Anita	Norwegian National Alliance for informal Carers	Norway
Cairns	Claire	The Coalition of Carers in Scotland	Scotland/UK
Ždiľová	Iveta	Chamber of Caregivers of Slovakia	Slovakia
Ramovs	Ana	Anton Trstenjak Institute of gerontology and intergenerational relations	Slovenia
Hanson	Elizabeth	Swedish Family Care Competence Centre	Sweden
Yeandle	Sue	Centre for International Research on Care, Labour and Equalities	UK
Yghemonos	Stecy	Eurocarers Secretariat	Belgium

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