

ELPA Statutes, latest amendment during ELPA GM through the members voting, 24. April 2008 in Milano, Italy

Article 1:

The association is an international, non-profit association called the European Liver Patients Association (*an association for hepatitis and other liver diseases*), in abbreviated form ELPA. The association is a non-profit association governed in Belgium by the law of 27th June 1921 relating to non-profit associations, international non-profit associations and foundations, as modified notably by the law of 2nd May 2002. It will be governed by articles 46-58 of this law (titre III) relating to international non-profit associations.

Article 2:

The association is non-political and without any religious or philosophical allegiance. The association and its member organisations support a policy of non-discrimination and encourage all to participate, regardless of gender, racial or ethnic origin, religion or creed, disabilities, age or sexual orientation.

Article 3:

The registered office of the association is established at 296, rue Royale B-1210, Brussels, Belgium and may be transferred to any other address in Europe, based solely upon a Board decision, having regard to the usual steps required under the law governing associations in the hosting country.

Article 4:

The association will remain in existence for an indefinite period.

Objectives of the association:

Article 5:

The European Liver Patients Association is a voluntary organisation for the purpose of improving care and treatment for people suffering from various forms of hepatitis and other liver diseases through the co-operation of its members.

The purpose of the association shall be:

1. within European institutions and the Council of Europe, to promote the interests of individuals affected by hepatitis and other liver diseases and the interests of those closest to them;
2. to act as an interface to encourage the exchange of information between the national liver disease patient associations and European structures;

3. to adopt and promote agreed positions relating to European issues of interest for sufferers from hepatitis and other liver diseases, those closest to them and care teams;
4. through co-operation, to promote appropriate support for sufferers from hepatitis and other liver diseases, as well as support for care teams and those providing medical and social care;
5. to make the medical profession, paramedic organisations, social services, institutional partners, the European Parliament and the European Commission aware of the problems associated with liver disorders and related conditions;
6. to develop models designed to improve the medical and social care that patients need, encouraging, *inter alia*, treatment-related education and to define the norms governing universal access to treatment;
7. to promote training for care staff as well as post-graduate medical training for hospital- and community-based medical practitioners;
8. to encourage, assist and promote research and development relating to the understanding of hepatitis and other liver diseases and relating to the diagnosis, treatment and prevention of these disorders and of the diseases and co-morbidities often associated with them;
9. to organise European trials involving new drugs, European cohorts and monitoring systems, in order to gain a better understanding of epidemiological data relating to these pathological disorders;
10. to promote international cooperation with other organisations that share the same or similar objectives, to give opinions to scientific committees where so requested and also to appoint people to represent the association to the European institutions and commissions acting within its field of activity.

Article 6:

The European Liver Patients Association may undertake any action linked directly or indirectly to its purpose.

Where matters arise that are not covered within these Articles, the association shall draw up its own internal regulations.

Membership – Conditions – Exclusion

Article 7:

Membership of the European Liver Patients Association will be made up of national organisations acting on behalf of sufferers from hepatitis and other liver diseases, with

1° founder members: those who have participated in the founding of the association. They are automatically full members.

2° full members: those who meet all the criteria for membership and have paid the current annual membership fee.

3° associate members: those who do not meet all the criteria for membership but nevertheless wish, for obvious reasons of mutual help and support, to be part of the association. They are required to pay the annual membership fee but may not vote at General Meetings or be a member of the Board.

4° honorary members: individuals nominated by the Board for services rendered to the association. They may participate in General Meetings but may not vote and are not obliged to pay an annual membership fee.

The following shall be permitted to stand for election to full membership or associate membership of the European Liver Patients Association:

Non-profit organisations registered and recognised as such within their national territory whose primary objectives are to care for and support sufferers from hepatitis and other liver diseases.

In addition, full members of the association will respect the following principles:

European status: full members must be based in Europe (defined as geographical Europe and the Mediterranean basin)

Transparency: full member organisations will be required to make available their constituting documents, to disclose their funding sources and to make available audited accounts, as required by law.

Article 8:

Any party wishing to apply for membership shall be required to submit an application to the Board, accompanied by the documents specified in the internal regulations of the association. In order to qualify for consideration, such applications must be submitted at least 30 days prior to the next Board meeting.

Having been recommended by the Board, the applicant shall be admitted by a two-thirds majority of full members, either present or represented, at a General Meeting of association members. Board decisions shall not need to be justified and may not be challenged. Applicants are free to re-apply if their application is unsuccessful.

Article 9:

The membership fee shall be set annually, at a General Meeting, at a symbolic amount so as not to exclude members with limited financial resources. This subscription shall be the sole financial commitment of the members.

General Meetings

Article 10:

The European Liver Patients Association shall hold an Annual General Meeting (AGM). The date, time and venue for the Meeting shall be set by the Board. Notice of an impending AGM shall be sent out by the board at least 30 days prior to the AGM. This notice shall include the agenda for the AGM, audited accounts for the previous year and a request for proxies, where necessary.

The Board may call an Extraordinary General Meeting (EGM) at any time. The President of the Board must call an EGM upon receipt of a written request from one third of association members. Notice of an EGM shall be despatched by the board at least 30 days prior to the date of the Meeting, setting out the reason for which it is to be convened.

Article 11:

At a General Meeting, full members shall form the supervisory authority for the association. The President of the Board shall preside over the Meeting. Each full member who has paid the membership fee in full shall be entitled to a single vote. Associate members may participate at General Meetings, but shall not enjoy voting rights.

Article 12:

At a General Meeting, full members shall have the power:

1. to agree on the general policy of the Association,
2. to elect the President and to choose the number of other board members for a period of 4 years.
3. to approve budgets and accounts and to appoint auditors;
4. to deal with any duly notified business;
5. to adopt the internal regulations of the association upon the recommendation of the Board;
6. to set fees for full and associate membership, upon the recommendation of the Board;
7. to amend the Articles of Association, in accordance with Article 15;
8. to dissolve the association voluntarily.

Article 13:

A full member of the association may be represented at a General Meeting by any other full member, who will be required to be in possession of a written proxy.

No member may hold more than one proxy.

The President alone shall rule upon the validity of a proxy and his/her decision shall ultimately be binding.

Decisions taken at a General Meeting shall not be valid unless at least half of the full members are either present or represented, unless there are legal or statutory requirements to the contrary.

Where the requisite quorum cannot be achieved, a second General Meeting will be convened within 5 days.

Decisions taken at this second General Meeting shall be valid even if the requisite quorum is not achieved.

Article 14:

Except where otherwise indicated in the Articles of Association, decisions shall be taken on a straightforward majority basis. In the event of a tied vote, the President shall hold the casting vote.

The minutes of the General Meeting shall be approved at the following General Meeting and shall be signed by the President. The register of the minutes shall be held at the registered offices of the association. Members may consult this register, but may not remove it.

Amendments to the Articles of Association – Dissolution of the association

Article 15:

Any amendment to these Articles of Association shall not become valid until such time as the conditions relating to publication have been satisfied, in accordance with current legislation.

Any proposal to amend these Articles of Association or to dissolve the association must be moved by the Board or by no less than half of the association members.

The Board will provide all members with written details of the proposals for examination at least 30 days prior to a General Meeting convened for one or other of the aforementioned reasons.

Such a General Meeting may only take a valid decision if at least three quarters of the full members are either present or represented. Decisions may only be taken by a majority of at least three quarters of the cast votes.

If a quorum of three-quarters of the full members, either present or represented, cannot be achieved, a second General Meeting shall be convened, subject to the aforementioned conditions. At this second General Meeting, valid decisions may be taken, irrespective of the number of members present or represented.

In the event that the association is dissolved, the General Meeting shall appoint a liquidator, laying down the powers that are to be vested in this person and deciding upon how the net assets of the association are to be distributed, bearing in mind that any beneficiary shall be required to share the same or similar objectives to those set out above.

The Board

Article 16:

The association shall be governed by a Board, made up of at least five and no more than twelve representatives from European countries.

All Board members must belong to an organisation that is a full member of the association.

At the Annual General Meeting the size of the Board shall be decided and the President elected. The Vice-President, Secretary, Treasurer and other designated positions on the Board shall be elected by members of the Board at a properly convened Board meeting.

A Board member may resign at any time. Pending the next General Meeting of members, the Board may co-opt a replacement for the member who has resigned.

A Board member may be removed by a General Meeting, where a decision is reached by at least three-quarters of the full members, either present or represented.

The normal term of service for members of the Board is 4 years but members may be re-elected.

Article 17:

The Board will meet at least bi-annually. The meeting will be convened by special notice sent out by the President or by the Secretary or on request of at least half of the Board members.

Article 18:

The Board will exercise all executive and administrative powers, as set by the General Meeting of members.

The Board will consider all requests made by association members. It will draft the budget and set the priorities for the association and submit them for scrutiny and approval at the General Meeting.

The Board may appoint an Executive Committee from amongst its members and/or an Executive Director instructed to administer the Association.

The mandate of the Executive Committee must be approved by the Annual General Meeting.

Article 19:

Board decisions shall be valid where half of the members are either present or represented.

Board decisions will be taken on a straightforward majority basis, following voting by members who are either present or represented. In the event of a tied vote, the President shall hold the casting vote.

Article 20:

Any contracts that have to be signed and any financial transactions that have to be approved in the name of the European Liver Patients Association will be signed or approved by the President and by one other Board member. Nonetheless, a proxy signed by at least half of the Board members may entitle one of the members or an appointed Executive Director to sign in the name of the association.

Article 21:

Any legal action will be pursued by the Board, which may delegate responsibility to a Board member or to an alternative qualified representative.

Budgetary matters and accounts

Article 22:

The first financial year will finish on 31st December 2005 and thereafter on 31st December of successive years.

At the Annual General Meeting, members could appoint an auditor, who will be instructed to examine and audit the accounts.

Accounts will be available for examination at the registered offices by all members and will be available to the public.

Each year, the Board will submit accounts for approval by the General Meeting of members. At that Meeting, the budget for the following year will be submitted and approved.

General regulations

Article 23:

The association may receive gifts and loans, provided that these do not compromise the independence of the association or interfere with its right to set its own priorities.

Article 24:

All official documents of the association will automatically be translated into both English and French.

Article 25:

In case of litigation, only the tribunals of Brussels will be deemed competent.

Article 26:

Acceptance of these Articles of Association implies acceptance of the Charter of the association.

Signed in Brussels on Friday, 11th June 2004

[list of associations, names of representatives and signatures]

Association of Hepatitis Patient – Egypt – Dr SHIHA Gamal –

Sano-Hep – Romania – Mr IONESCU Gheorghe –

The National Hepatitis Centre –Netherlands – Mme van LEEUWEN Paula –

Riksföreningen Hepatit C (RCH) – Sweden – Mme ADOLFSSON Elisabeth –

Fondazione Amici Demm'Epatologie (FADE) Italy – Mr LO TORTO Nicola –

Educazione, informazione e Prevenzione sull'Epatite C (EpaC) – Italy – Mr GARDINI Ivan -

Hépatites Ecoute et Soutien (HES) – France – Mr GROUSSET Gilles -

Deutsche Leberhilfe e.V. –Germany – Mr KAUTZ Achim –

Vereniging voor Hepatitis Patiënten (VHC) – Belgium – Mme VANDEN BERGHE Marie-Fabienne –

SOS Hépatites Genève – Switzerland – Mr BERTACCHI Daniel –

SOS Hépatites Fédération – France – Mr BONJOUR Michel –

The Hepatitis C Trust – United Kingdom – Mr GORE Charles –

Carrefour Hépatite C - Aide et Contact (CHAC) – Belgium – Mme COLINET Muriel –

Changed during ELPA GM through the members voting, 24. April 2008 in Milano, Italy