



# **STATUTES OF EUROPA UOMO**

**A non-profit association according to Belgian Law**

**Adopted by the General Assembly of Europa Uomo, London, 2014**

These Statutes replace those previously registered in Milan, Italy  
and have been registered under Belgian Law N° 556-724-867

# **Statutes of Europa Uomo - The European Prostate Cancer Coalition**

## **Chapter I - Legal form - name - registered office - objectives and goals - duration.**

### **Art 1 Legal form – name**

With this an international not-for-profit association with the name “Europa Uomo”, also called “The European Prostate Cancer Coalition”, EUomo or the Coalition is created.

The association is created in accordance with Belgian law (27 June 1921) on not-for-profit associations, international not for profit associations and foundations in this the NFP law.

### **Art 2 Registered office**

The registered office of Europa Uomo is Lange Gasthuisstraat 35-37, 2000 Antwerp, legal district Antwerp. The Board can create administrative or added offices when and where it sees the need to do so both in Belgium or abroad on condition that it takes into account the laws and language decrees of application.

### **Art 3 Objectives and goals**

The principal concerns of Europa Uomo (the Coalition) are prostate cancer and prostate related conditions.

Europa Uomo aims to give support and solidarity to men and their families throughout Europe, by calling for greater information and awareness by public and health operators about prostate cancer and its prevention and treatment, to increase general awareness of the importance of this disease and foster greater collective commitment to research, prevention, early diagnosis and treatments.

Europa Uomo shall promote initiatives to give appropriate priority to the problem of prostate diseases in general and prostate cancer in particular, as a European health issue, with full respect for cultural diversity in each country.

Such aims shall also be pursued by organising international campaigns at European level, involving conferences, publication of journals and other information material, research, exchanges and seminars.

Europa Uomo may take part in any discussion or activities at EU and international level on any matters that may involve patients, their treatments and rights, to take positions on these and communicate them to the appropriate parties. As such, Europa Uomo can take part in any multi-stakeholder organisation to defend the position of its membership without giving up its independence. Also Europa Uomo may take up representation at European or international level organisations.

Europa Uomo shall also assist its affiliate members, active within their national boundaries, to obtain the same exposure and awareness by organising advocacy training,

providing basic information tools (brochures, web site materials etc) that can be used by the affiliate members.

Europa Uomo shall serve to promote quality of life for prostate patients and their families, and shall use all possible means to help this promotion.

Europa Uomo may acquire assets of any kind and enter any agreements, including commercial contracts that may become necessary for or useful to the pursuit of Europa Uomo's corporate purposes.

#### **Art 4 Duration**

The association is created for unlimited duration.

## **Chapter II - Membership**

#### **Art 5 Members**

The association has two categories of membership: Full Members and Other Members. In the category of Other Members we make a distinction between Associate Members, Supporting Members and Honorary Members. The association must have a minimum of three full members with all the rights as described for members in the NFP law. The founders are the first full members. Full members have all the rights and obligations that are listed in the NFP law and in these statutes. Other members have only those rights and obligations that are listed in these statutes. Other members have no voting rights. In general, patient associations that wish to become a member of Europa Uomo cannot use this name unless it is followed by a designation of a location such as a country.

#### **5a Full members**

Freely established patient-led [having a governing body with a majority of patients] prostate cancer patients' supporting associations subscribing to the objectives of Europa Uomo, while enjoying full administrative and organisational liberty and autonomy, may apply for full membership. Member organisations are completely free to organise their association in accordance with the legal and practical possibilities of their country.

#### **5b Associate members**

Freely established patient-led [having a governing body with a majority of patients] patient organisations that deal with patient support in general and issues in cancer in particular and subscribing to the objectives of Europa Uomo, while enjoying full administrative and organisational liberty and autonomy, may apply for associate membership. Associate member organisations are completely free to organise their association in accordance with the legal and practical possibilities of their country.

#### **5c Supporting members**

Organisations that subscribe to the objectives of Europa Uomo and have administrative and organisational liberty and autonomy may apply for supporting membership. Supporting

membership may also be offered to organisations that can help to realise the objectives and goals of Europa Uomo.

#### **5d Honorary members**

Individuals may be offered honorary membership of Europa Uomo as a reward for services rendered to Europa Uomo.

#### **Art 6 Membership, acceptance, exclusion, resignation**

Any organisation that wishes to apply for membership under 5a, 5b or 5c, must file an application for membership with the secretariat of Europa Uomo. In this application the candidate member must submit all necessary information (statutes, governing body composition, budget, working report for the previous year and funding sources) in order for the Board of Europa Uomo to judge the eligibility of the applicant. Based on the consideration of the application the Board shall make a proposal to the next General Assembly where a majority vote shall decide on the application.

Where an application for “full” membership is not accepted the applicant may, at the discretion of General Assembly, be offered “associate membership”.

At Europa Uomo General Assemblies only full members may vote under the following conditions:

- for each country with at least one full-member there will be one vote.
- If there is more than one full-member in a country, it shall be a matter for these full-members to decide who will have their national vote.
- If the full members of a country cannot decide by a majority vote who shall exercise the national vote they shall forfeit the national vote at the upcoming General Assembly.
- A full voting member shall be nominated for each General Assembly.

Candidates for the status of supporting members and honorary members may be proposed by the Board to the General Assembly which shall decide by simple majority on the candidature of these members.

Membership shall become effective only after a positive decision of the General Assembly, subject to the provisions of Article 6 of the statutes.

At General Assemblies all members may participate, but only one full-member [the voting delegate as defined in this article] per country may vote and all others may be present as observers and may give opinions and advice.

Any member organisation may submit its resignation by a registered letter together with a copy of their organisation’s Motion to that effect signed by both its Chairman/President and its Secretary, to the secretariat of Europa Uomo. Membership shall cease on receipt of the resignation letter. Any resignation shall be reported the next General Assembly.

Membership may be terminated by decision of the General Assembly for failure to fulfil the criteria of active membership. Such termination must follow proper fair procedures.

“Full” and “Associate” members shall be invited every three years to submit documents to prove that they are still in compliance with the criteria for membership.

#### **Art 7 Annual dues**

The General Assembly shall decide on annual dues per member category on a proposal by the Board. At the commencement of these statutes the annual dues are set as follows:

Full-members and associate members: 100 Euro

Supporting members: a donation agreed with the Board

Honorary members: no dues

The Board, at its discretion, may recommend the General Assembly a waiver of dues from new members subject to such waiver not exceeding three years.

### **Chapter III - General Assembly.**

#### **Art 8 General Assembly**

##### **8.1 Powers of the General Assembly**

The following powers are exclusive to the General Assembly:

- [a] Changing the statutes
- [b] Appointing the Board by election and, if appropriate, Commissioners
- [c] Approving the budget and annual accounts
- [d] Giving discharge to Board members and, eventually, Commissioners
- [e] Dissolve Europa Uomo by its own decision
- [f] Acceptance or exclusion of a member
- [g] Acceptance of house rules or bye-laws and their alteration

##### **8.2 Composition**

The General Assembly shall comprise all members of Europa Uomo. As set forth under Art. 5 and 6 of these statutes, the “Full” members delegates from each country shall decide in advance on the delegate who will have the voting rights for their country. This delegate will be called the “voting delegate”.

The voting delegate shall declare that he or she has no conflict of interest on any point of the agenda. Should a conflict of interest be declared than the delegate shall leave the assembly during deliberations and votes on agenda points on which he or she has declared a conflict of interest.

##### **8.3 Assembly and invitation**

The General Assembly shall meet in plenary session; voting shall be on a country basis by the Voting Delegates only.

The General Assembly shall meet under the Chairman/President of Europa Uomo, at least once every year. The meeting shall be convened by letter, fax, text message or e-mail sent not less than 30 days in advance of the date of the meeting.

#### **8.4 Voting, deciding**

The quorum for an ordinary General Assembly meeting is fifty per cent (50%) of countries represented in the Coalition plus one. Representation by proxy is permissible by simple letter, fax or e-mail to the secretariat. No proxy holder may hold more than one mandate.

If there is no quorum, a second ordinary Assembly may be convened in accordance with Art. 8.3 and shall be legal whatever the number of Voting Delegates present or represented. Only voting-delegates may act as proxies and no voting delegate may exercise a proxy for more than one other.

The members of the Board have no voting rights.

All resolutions shall be decided by simple majority unless specified otherwise in these statutes and the NFP law. Resolutions shall be minuted in a record signed by the Chairman/President and the Secretary of Europa Uomo and kept in the registered office of Europa Uomo. Amendments to these Statutes and to the bye-laws of Europa Uomo may be decided by ordinary General Assembly meetings provided that the contents of such amendments are clearly indicated in its agenda and in accordance with art. 8.

Should Europa Uomo need to be legally represented, the Board shall decide for each case separately who shall represent its interests. On all legal actions both as plaintiff or defendant, the Board shall report progress and outcome to the General Assembly.

#### **Art 9 Change of Statutes**

Change of Statutes, notwithstanding the application of the laws on not-for-profit associations, international not-for-profit associations and foundations, any proposal for a change in the statutes or the dissolution of Europa Uomo shall not be considered unless it has the support of at least one fifth [20%] of countries having “full” membership of Europa Uomo.

The Board, on receipt of such proposal, shall decide whether the proposal shall be considered at the next ordinary General Assembly or should be considered at a Special General Assembly.

Such General Assemblies may only decide on any change in the statutes if two-thirds of the voting-delegates are present or represented by proxy.

A proposal to alter these Statutes shall have effect only if carried by three-quarters of the votes cast.

If the required quorum is not reached a new assembly may be called to meet not less than 15 days after the inquorate meeting and shall decide by a three quarters majority of those present or represented whether to disregard the quorum requirement.

## **Chapter IV - Board.**

### **Art 10 Board**

#### **10.1 Powers of the Board**

The powers reserved exclusively to the General Assembly are set forth under art 8.1 or in accordance with the NFP law.

The Board shall be responsible for all matters of administration and management necessary to realise the goals and objectives of Europa Uomo.

The Board may decide to delegate the day-to-day management of Europa Uomo to one or more of its members or other persons. The Board shall decide on the powers of such executive management.

#### **10.2 Composition**

The Board shall consist of maximum 7 members elected from a list of persons proposed by the “full” members. At all times, the number of board members has to be lower than the total number of full members, and minimum three.

Board members may be elected for a term of three years and upon completion of such term are eligible to be immediately re-elected for a further term of three years after which they shall stand down for at least three years before being eligible for re-election. Board membership is personal to the Board member and not for the “full” member.

As a matter of law board membership ceases on death, resignation, incapacity to participate at Board meetings (as decided by the other Board members), a decision to withdraw membership by the General Assembly, loss of civil rights, or the said member being declared unfit to hold the position because of conduct considered by the General Assembly unbecoming a Board member. Or by his own national full member organisation.

Board members shall declare that he or she has no conflict of interest on any point of the agenda. Should a conflict of interest be declared then the Board member shall leave the meeting during any deliberations and votes on agenda points regarding which he or she has a conflict of interest.

Board members may at all times be removed from the Board by a decision of the General Assembly for stated cause by a two/third majority. Such removal must follow proper fair procedures.

Should a Board member cease their tenure as a Board member for whatever reason, the position shall be filled, by an election at the next general assembly.

The Board shall elect from its membership a Chairman (also Chairman of Europa Uomo the legal representative of Europa Uomo), a secretary (also Secretary of Europa Uomo) a treasurer and two Vice-Chairmen. Any outgoing Chairman shall be available to the Board if so required.



All decisions on the appointment and changes in the composition of the Board shall be published according to Belgian law.

### **10.3 Meeting of the board, invitation**

The Board shall meet at least twice a year. Meetings shall take place in response to an invitation by mail, fax, electronic means by the Secretary and sent at least fifteen days before the meeting date. The Board can also be convened whenever the President or the Secretary consider it necessary or when a minimum of three members of the Board requires so in writing.

### **10.4 Decisions**

Resolutions shall be decided by simple majority provided that a majority of members are present. If there is a tied vote, the chair of the meeting shall have both a deliberative and casting vote.

### **10.5 Register of resolutions**

The resolutions of the Board shall be written in a record signed by Chairman/President and Secretary.

Should the need arise, the Board may employ and pay a person or persons qualified to organise and carry on the work of Europa Uomo. The terms and conditions of employment of any employees will be set by the Board and the employment shall be subject to the laws of the country in which they are employed.

### **Art 11 Legal representation and third parties**

Any document that binds Europa Uomo may be signed by any two Board members who have been given this authority by the Board. These representatives do not have to prove their status.

The Board exercises all the legal rights of Europa Uomo and in such an event may be legally represented by two Board members, its President, Secretary or any executive charged with such by the Board.

Any decision on the appointment or termination of persons qualified to commit Europa Uomo shall be published according to Belgian law.

## **Chapter V - Budget and accounts.**

### **Art 12 Annual Report, Budget and Accounts**

The financial period shall end each year on 31 December.

The Secretary shall prepare the Annual Report and the Treasurer shall prepare the balance sheet for the closing financial period and the budget for the opening of the next financial year. All such documents shall be submitted for approval to the General Assembly and as

such distributed to the membership. The General Assembly shall decide on the nomination and appointment of an independent auditor in Belgium.

After the approval of the annual accounts and the budget the general assembly shall vote on the acquittal of board members and commissioners if there are any. The Board shall be responsible for the publication of the annual accounts according to Belgian Law.

## **Chapter VI - Dissolution - liquidation**

### **Art. 13 Dissolution:**

Europa Uomo may be dissolved by a resolution supported by not less than two-thirds of the voting delegates meeting for this purpose. A resolution to dissolve Europa Uomo must be notified to all assembly members not less than 45 days before the proposed General Assembly or special General Assembly.

A resolution to dissolve Europa Uomo may be tabled by (a) the Board having so decided by simple majority or (b) by at least one third of the Full Members of Europa Uomo.

A resolution to dissolve Europa Uomo must be approved by not less than four-fifths [80%] of the voting-members present or represented at the General Assembly or Special General Assembly convened for this purpose.

### **Art.14 Liquidation, assets**

Should the proposal to dissolve Europa Uomo be carried, the net assets of Europa Uomo shall be transferred to a similar not-for-profit association.

## **Chapter VII - General statement**

### **Art 15 General statement**

For any matter that has not been mentioned in the above statutes Europa Uomo shall act in accordance with The NFP law.