



**Bye-Laws (House Rules)  
to the Statutes of Europa Uomo  
as a registered Not For Profit organisation  
under Belgian Law**

Last modified by the General Assembly of Europa Uomo in Vienna, June 2017.

Note this English text is for the convenience of member organisations. The legal text is in Dutch and in cases of conflict the Dutch version takes precedence over the English text.

## **Bye-Laws (House Rules) adopted by the General Assembly of Europa Uomo in accordance with Article 8.1(h) of the Statutes of Europa Uomo**

These Bye-Laws are house rules to enable the Board and the General Assembly to properly give effect to the Statutes adopted in London 2014 and later registered under the laws of Belgium.

Wherever the wording of the Statutes is clear in terms of implementation no Bye-Laws are required. Whenever the Statutes are silent, or give insufficient guidance on implementation, Bye-Laws have been adopted.

These Bye-Laws cannot alter the Statutes and it was not open to the Board or General Assembly to make any proposals in the form of a Bye-Law which would, in effect, alter the meaning of a Statute.

*Note: These Bye-Laws are based on the Statutes adopted at the General Assembly in London 2014. The use of the male pronoun “he” shall be taken to also comprehend the female pronoun “she”.*

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## Europa Uomo Bye-Laws

<b>Article 1</b>	<b>Legal Form -name</b>	No Bye-Laws Required
<b>Article 2</b>	<b>Registered offices</b>	No Bye-Laws Required
<b>Article 3</b>	<b>Objectives and goals</b>	No Bye-Laws Required
<b>Article 4</b>	<b>Duration</b>	No Bye-Laws Required
<b>Article 5</b>	<b>Introductory Paragraph</b>	
	<b>Categories of Membership:</b>	No Bye-Laws Required
	<b>Voting rights for Other Members:</b>	No Bye-Laws Required
	<b>Use of Europa Uomo Name by national bodies</b>	No Bye-Laws Required
	<b>Responsibilities of Europa Uomo Members:</b> The main responsibilities of Europa Uomo members are:	
	<p><b>5.1.1</b> to actively support men with prostate cancer and prostate-related conditions in their own jurisdiction;</p> <p><b>5.1.2</b> to actively promote prostate cancer awareness in their own jurisdiction and to participate in EPAD (European Prostate Awareness Day);</p> <p><b>5.1.3</b> to ensure that they send at least one delegate (with English-speaking fluency) to the Annual and Special General Assemblies of Europa Uomo;</p> <p><b>5.1.4</b> to participate in Europa Uomo sub-boards/committees and assignments (with English speaking fluency), and Master Classes, insofar as its resources allow;</p> <p><b>5.1.5</b> to provide, where its resources allow, mentors for appointment to current and prospective Europa Uomo members who request such assistance;</p> <p><b>5.1.6</b> to contribute, whenever possible, to the Europa Uomo Newsletter;</p> <p><b>5.1.7</b> to contribute, whenever possible, to the Europa Uomo Website;</p> <p><b>5.1.8</b> to furnish an Annual Report, including a financial report, of its activities for the year prior to the General Assembly;</p> <p><b>5.1.9</b> to carry the vision and mission of Europa Uomo and all relevant information to its members, if possible, and insofar as resources may allow, adapted to the national languages, cultural and economic conditions leading eventually to equity in medical care for all European citizens.</p>	
	<b>5a Full Members</b>	No Bye-Laws Required
	<b>5b Associate Members</b>	No Bye-Laws Required
	<b>5c Supporting Members</b>	No Bye-Laws Required
	<b>5d Honorary members</b>	No Bye-Laws Required
<b>Art 6</b>	<b>Termination of Membership by decision of the General Assembly</b>	
	<b>6.1</b> A motion to terminate the membership of an organisation may be proposed to a General Assembly where the organisation is considered to no longer fulfil the criteria for membership viz.,	

- (i) its governing board no longer has a majority of prostate cancer patients; (ii) it no longer enjoys full administrative and organisational liberty and autonomy;
- (iii) it is no longer functioning in any meaningful way as a prostate patient support organisation;
- (iv) failure to pay membership dues for two consecutive years;
- (v) is found to have misled the General Assembly in a material fashion at the time of its application for membership.

**6.2.1** A termination motion may be tabled by any three Europa Uomo members or by the Board

**6.2.2** Such a motion to terminate membership shall be placed on the agenda for the next General Assembly;

**6.2.3** The motion to terminate shall state which membership criteria have been breached;

**6.2.4** All motions and accompanying documentation shall be in English.

**6.3.1** Any motion(s) which fails to meet all the requirements of these bye-laws shall be deemed invalid.

**6.3.2** Where a termination motion is considered by the General Assembly, fair procedures shall apply and these are set out in Appendix A to these bye-laws.

**6.3.3** An organisation whose membership is terminated may nonetheless apply for re- admission to the Coalition as a Full Member or Other Member in accordance with the statutes of the Coalition – see Art. 5 and Art. 6.

**6.4** On each third anniversary year of a member joining Europa Uomo the member organisation shall submit to the Board its current annual business reports. A short summary in English shall also be provided.

**Article 7 Annual dues**

No Bye-Laws Required

**Article 8 Powers of the General Assembly**

**8.1(a) Changing the Statutes** - See Article 9 No Bye-Laws Required

**8.1(b) Appointing the Board**

- (i) Europa Uomo members can nominate any person from a member organisation for membership of the Board.
- (ii) Nominations can be made during a General Assembly or before.
- (iii) Nominations should include written information, CV or résumé, and a statement about the background and goals of nominee.

**8.1(c) Nomination of Auditor**

The nominee for auditor shall be approved by a majority vote.

**8.1(d) Approving the Budget**

- (i) Budgets shall be proposed to the members for their approval not later than three months prior to the commencement of the budget year.
- (ii) A statement of annual accounts shall include all assets and liabilities and the reports of the internal review and the independent auditor.

**8.1(e) Discharge to the Board**

The Board may be discharged by majority vote of members;

**8.1(f) Dissolution**

No Bye-Laws Required

**8.1(g) Acceptance or exclusion of members**

Members are accepted or excluded by majority vote of those voting delegates present or represented at the General Assembly;

**8.1(h) Acceptance of Bye-Laws**

Bye-laws may be approved by majority vote of voting delegates present or represented at the General Assembly.

**8.2 Composition of General Assembly & Conflict of Interest**

Where a Conflict of Interest may arise for a delegate the provisions of this Bye-Law 8.2 - Appendix 2 shall apply.

**8.3 Assembly and Notice of meetings**

No Bye-Laws Required

**8.4 Quorum and Voting**

No Bye-Laws Required

**8.4.1 Chairman of the Voting Process**

Immediately after the adoption of the Agenda the General Assembly shall appoint a delegate who is not a Board member or a candidate for election, as Supervisor of Voting. In the case of any dispute on the interpretation of these procedures the ruling of the Supervisor shall be final. The General Assembly shall also appoint two Tellers to assist the Supervisor in the counting of votes. A copy of these voting procedures shall be given to the voting delegates and candidates before the vote. The purpose of the procedure is to ensure that each candidate elected reaches a preset threshold of support of the delegates voting.

**8.4.2 Ballot paper**

On the ballot paper the names of all the candidates duly nominated in accordance with Bye-Law 8.1(b) shall be listed. Beside each name is a square or box where the vote cast for a candidate shall be marked.

**8.4.3 Voting procedures**

Before the voting the maximum number of candidates who may be voted for will be announced by the Supervisor, who will also read out the names of the candidates.

**8.4.4 Number of votes**

Each voting delegate may vote for as many candidates as there are open positions by marking an X against the name of a candidate.

**8.4.5 Invalid votes**

It is permitted to vote for a lesser number of candidates than there are vacancies, but if a ballot paper has more votes cast than there are vacancies, the ballot paper shall be declared invalid and not counted.

**8.4.6 Voting threshold for election**

The Supervisor and Tellers shall count the votes cast and determine the threshold or minimum number of votes which a candidate must obtain to be elected. The threshold shall be 50% + 1 of the ballot papers counted. If the number of voting papers returned is an uneven number, the threshold shall be uplifted to the next whole number. The Supervisor shall announce to the General Assembly the result of the voting. Any candidate(s) whose votes equal or exceed the threshold shall be declared elected by the Supervisor.

**8.4.7 Additional rounds of voting**

If after the voting one or more vacancies remain unfilled, a further round of voting will take place. The Supervisor shall announce the number of positions which remain to be filled and at that point any remaining candidate may announce their withdrawal from the contest. This process may be repeated until all positions have been filled or where there is still a position unfilled but none of the remaining candidates can reach the threshold, the position(s) may be left unfilled until the next General Assembly.

**8.4.8 Commencement of term of office**

Those elected to the Board shall commence their term of office at the close of the General Assembly.

## Article 9 Change of Statutes

No Bye-Laws Required

## Article 10 Powers of the Board

- 10.1 Establishment of subordinate boards and committees** Pursuant to the responsibilities of the Board to realise the goals and objectives of Europa Uomo the Board shall establish such sub-boards or committees as it deems necessary, including the following:-
- 10.1.1** The Board shall establish a Scientific Advisory Group (SAG) and shall appoint its chairman and appoint to it specialists in prostatic diseases, scientific/medical research and such members of patient organisations, including those from Europa Uomo members, as the Board deems fit. The functions of the SAG shall be determined by the Board.
  - 10.1.2** The Board shall establish a Finance Board under the chairmanship of the Treasurer and shall appoint, wherever possible, a person(s) expert in fund-raising for voluntary and/or patient bodies and such other persons as may assist Europa Uomo in the gathering of funds to finance its activities. The terms of reference shall be determined by the Board.
  - 10.1.3** The Board shall establish a College of Liaison Officers (LOC) for Europa Uomo drawn from the nominations of member organisations. These Liaison Officers (LOC) shall be available to existing member organisations and prospective member organisations that seek and/or require assistance.
  - 10.1.4** In all cases these Sub-boards and Special Working Groups/Committees shall report, through the main Board, to the General Assembly.
  - 10.1.5** Subject to ratification by the General Assembly, the Board may enter into bilateral agreements with external organisations such as the Board consider may further the aims and objectives of Europa Uomo. Educational grants shall be exempted from the need for GA ratification
  - 10.1.6** The Board may establish a Project Commission, with at least three members but not more than five members, to undertake special projects on behalf on the Board or as a result of a General Assembly decision. Where the Board appoints less than five members the Commission may co-opt additional members provided that the number of members does not exceed five members. The Board shall determine the Committee's terms of reference.

## Appointment of consultants to the Board

- 10.1.7** To better realise the aims and objectives of Europa Uomo the Board may appoint suitable persons to a consultancy role. The nature of consultants' responsibilities and authorities may vary in accordance with the contents and assignments. A consultant to the Board shall be advisory or as the Board may determine. In general terms, however, a Board consultant should act on the instructions of the Chairman of the Board and report to the Board through the Chair and, as required, at Board meetings.

## Patrons

- 10.1.8** Where the Board is of the view that the realisation of the goals and objectives of Europa Uomo may be enhanced it may appoint suitable persons as Patrons of Europa Uomo. Such appointment(s) shall be subject to the approval of the next General Assembly, at which the Board shall outline its reasons for the proposed appointment(s).

## Partner Organisations

**10.1.9** Where the Board is of the view that the realisation of the goals and objectives of Europa Uomo would be enhanced by agreements with partner organisations, it may invite the partner organisation to nominate an *ex-officio* member to the Board, recognising that the partner organisation shall determine the possible replacement and term of office of such appointee. Such member shall have all the privileges of a Board member, and shall receive all the information afforded to elected members of the Board and can appear at Board meetings, but have no voting rights. Insofar as is feasible, the Board and the Partner Organisation shall set a term for the appointment for such *ex-officio* Board member which is compatible with the terms of office of full Board members.

**10.1.10** All members of sub-boards/committees shall have equal privileges and voting rights.

#### **Responsibilities of Board Members**

**10.2.1** The Chairman shall assign at least one area of responsibility to each Board Member other than the Treasurer and the Secretary.

**10.2.2** The Board Member shall report on his area of responsibility at each Board meeting.

**10.2.3** The Board Member shall submit a report in writing on his activities to the General Assembly one month prior to the General Assembly.

#### **Conflicts of Interest for Board Members**

**10.2.4** Where a Conflict of Interest arises in connection with a member or prospective member of the Board, the Bye-Laws as set out in Appendix B shall apply.

#### **Board Meetings, Time Limits, Non-Attendance of Board Members**

**10.3.1** The Board, at the conclusion of the General Assembly, shall meet to agree the dates of Board meetings.

**10.3.2** The Board shall review and appoint/reappoint the members of permanent sub-boards/Committees established under Art. 10.1 not later than three months following the General Assembly.

**10.3.3** Not later than four months following the General Assembly the Board shall agree and issue to all member organisations its work programme for the following three years, to be adapted each year.

**10.3.4** Any member of the Board who fails to attend two successive meetings between the end of an Annual General Assembly and the commencement of the following Annual General Assembly shall offer their resignation from the Board unless a reason for their absence acceptable to the Board is proffered to the Secretary in writing by the said Board member within 10 working days of the second missed Board meeting. Such a Board member who fails to furnish an explanation acceptable to the Board within the stipulated time shall not take any further part in the functioning of the Board or any sub-board on which he served. At the next Board meeting the former Board member shall be the subject of a formal motion that the former Board member shall be deemed to have resigned. The member may appeal the Board's action to the next General Assembly.

**10.3.5** English is the working language of the Board and the organisation generally. Candidates for the Board shall make a declaration that they can speak and read English with sufficient fluency as will permit them to properly fulfil the role of a Board member.

**10.4 Quorum for Board meetings**

The quorum for a meeting of the Board shall be four elected members. If two consecutive meetings of the Board fail to muster a quorum an Extraordinary General Assembly shall be convened within eight weeks of the second non-quorate meeting to elect replacements for non-attending members.

**10.5 Decisions of the Board**

No Bye-Laws Required

**10.6 Register of Resolutions & Employee Provision**

No Bye-Laws Required

**Article 11 Legal representation and third parties**

No Bye-Laws Required

**Article 12 Annual Report, Budget and Accounts** (See also Bye-Laws re 8.1(d) re: budget and statement of accounts)

**12.1** The Secretary's Annual Report shall be presented to the Board not later than one month before the date on which formal notification to members is issued for the General Assembly and the report shall be distributed for approval to member organisations with the notification of the General Assembly.

**12.2** The Treasurer's Report shall be presented to the Board not later than one month before the date on which formal notification to members is issued for the General Assembly and the report shall be distributed for the approval to member organisations with the notification for the General Assembly.

**Finance and Budget**

**12.3** A Finance Board established under Bye-Law 10.1.2 shall prepare the budget.

**12.4** It is not necessary that all members of the Finance Board/Committee should be Board members. If a member organisation has a qualified accountant (possibly retired or semi-retired) it may be asked to provide the services of that person to act on the Finance Board as either an elected or appointed member. The Treasurer shall be the reporting link to the main Board.

**12.5** Detailed budget rules and rules for travelling costs shall be drafted by the Finance Board and, when adopted by the main Board, considered and approved by the General Assembly.

**12.6** The general functions of the Finance Board should be set out in Bye-Laws as follows:

(i) to have prepared three-monthly reports of income and expenditure to issue to the Board quarterly;

(ii) to monitor expenditure and income against budget and report to the Board;

(iii) to determine and agree on the likely sources of revenue and agree a fund raising Plan of Action;

(iv) in conjunction with the Chairman to meet with likely donors;

(v) to furnish a quarterly financial statement to the Board and member organisations;

(vi) to prepare provisional accounts for inspection and/or audit as required by Belgian law;

(vii) to prepare a provisional budget for the year ahead for circulation to the member organisations no later than January of the year in which it applies;

**12.7** Other members of the Board shall report on their assigned portfolios in writing to the members of the General Assembly and their reports shall be issued with the notice of the convening of the General Assembly.

**Article 13**      **Dissolution of Europa Uomo**      No Bye Laws Required

**Article 14**      **Liquidation, assets**      No Bye-Laws Required

**Article 15**      **General: Other Provisions where Bye-Laws are Appropriate**  
**Newsletter and Website**

**15.1** The organisation's publications like the newsletter and website represent the organisation and as such should not be the prerogative of any one person or one member organisation. The Newsletter and Website are provided for in Bye-Laws along the following lines:

- (i) An Editorial Board, appointed by the main Board, shall have operational responsibility for the Newsletter and Website.
- (ii) The main Board of Europa Uomo shall appoint three persons to the editorial board. At least one of these appointees shall be a member of the Main Board. The Editorial Board shall have the power to co-opt in turn a further two members provided its membership does not exceed five and no one member country shall have a multiple membership on the Editorial Board. At least one of the persons appointed by the main Board or co-opted shall be, whenever possible, a person with some experience of on-line journalism or public affairs.
- (iii) The Editorial Board shall elect its own Chairman, and shall appoint the Newsletter Editor and the Europa Uomo Webmaster, subject to the approval of the main Board.
- (iv) No article or contributions should appear in the Newsletter or be put up on the website without having been read and agreed by at least two members of the Editorial Board in advance of publication or posting.
- (v) The Editorial Board shall present a proposed budget for the following year to the Finance Board before the end of December each year.
- (vi) The Editorial Board shall report to the General Assembly each year.

**Participation of guests in Board meetings and General Assemblies**

- 15.2** (i) The Board may invite such guests as it may deem beneficial to attend Board meetings and General Assemblies.  
(ii) Guests in attendance at Board meetings or General Assemblies may speak as requested by the Chair or by permission of the Chair.

**Europa Uomo communication rules and systems**

- 15.3** (i) Europa Uomo outgoing correspondence shall be approved by the Chairman and Secretary and in the event that one or other of these officers being unavailable, one of the Vice-Chairmen may temporarily substitute for the Chairman, and the other Vice Chairman may temporarily substitute for the Secretary.  
(ii) The Secretary of Europa Uomo is responsible for implementing and maintaining appropriate forms of communications management for both electronic, paper and telephone communications, including an accessible registry of incoming and

outgoing correspondence and documents and a system of bringing forward correspondence and other documentation for action by pre-set dates so that no correspondence is left unattended or unanswered.

(iii) The Secretary shall obtain reports of the various sub-boards/committees at least two weeks before each ordinary Board meeting.

## Appendix A

### Fair Procedures for the Termination of Membership of Europa Uomo

A1 A motion to terminate the membership of an organisation may be tabled by: (a) the Board of Europa Uomo; (b) by a motion signed by the governing bodies of at least three full member organisations of the Coalition.

A2 Such motion(s) to terminate membership shall be furnished to the Secretary of the Board not less than 30 days in advance of the date of any forthcoming General Assembly or be accompanied by a request for a Special General Assembly called to deal with such a motion.

A3 The motion to terminate membership shall indicate the reasons why the proposers believe the member is in breach of the criteria for membership as set out in Article 5 and Bye-Law 5. Any supporting documentation for the motion must accompany the motion. All motions and accompanying documentation shall be in English.

A4 Any motion that fails to meet all the requirements of A2 and A3 above shall be deemed invalid.

A4.1 Fair procedures shall apply to the consideration of any motion to terminate membership.

A4.2 Where a termination motion is received by the Secretary of the Coalition he shall, not less than five days after receipt, notify the member organisation which is the subject of the termination motion and provide them with all documents furnished in support of the motion which shall be in English.

A4.3 The Secretary shall inform the said member organisation that they may submit a response to the motion by letter, email or text, in English not later than a full seven days before said General Assembly or Special General Assembly.

A5 The Secretary shall furnish to all accredited delegates the terms of the motion and the documents furnished in support and the response of the member organisation not later than five days before the date of any General Assembly or Special General Assembly.

A6 At the Assembly, General or Special General, the Board shall timetable the consideration of the motion providing not more than 30 minutes for the proposer of the motion to set out their reasons for their motion.

A7 Immediately after the motion's proposers have presented their case the member organisation which is the subject of the motion shall have not more than 30 minutes to reply to the motion and the accompanying presentation.

A8 With the permission of the Chair of the meeting, the proposers or respondents may have one or more speakers provided the time limits in A6 and A7 are not contravened.

A9 At the conclusion of the presentation by the respondents, the proposers of the motion will have not more than 5 minutes to reply and respondents will then have not more than 5 minutes for a final comment.

A10 Following the conclusion of the presentations and responses the Chairman shall proceed to a vote of the accredited voting delegates and representatives. A simple majority of votes cast is required to decide whether the motion is carried or not.

## **APPENDIX B**

### **Articles 8.2 & 10.2 Conflicts of Interest of Voting Delegates or Board Members**

*These provisions shall apply to Voting Delegates per Article 8.2 and to Members of the Board per Article 10.2*

B1 Where major conflicts of interest occur these shall prohibit participation in a General Assembly as a Voting Member and membership of the Board of Europa Uomo.

B2. A major conflict of interest is deemed to occur where a person:

B2.1. Was previously employed by a pharmaceutical company or holds or has held shares in a pharmaceutical company or a company which has material control of a pharmaceutical company within the previous five years, or a person who profits directly or indirectly from relations with the pharma industry.

B2.2. Is a close relative\* to a person working for or having shares in a pharmaceutical company.

B2.3 Having served as a paid advisor, or consultant, to a pharmaceutical company within the previous five years.

B2.4. Has been paid or was granted any emolument, for whatever reason, by a pharmaceutical company.

B2.5. Has a patent on a pharmaceutical product or process or has held such patent within the past five years.

B3 A minor conflicts of interest is deemed to occur and must be declared if a person is to be involved in a Europa Uomo project or where a relevant item is on the agenda for a meeting. Where such declaration is made the meeting shall determine whether the person concerned shall participate further, in whole or in part.

B3.1 Minor conflicts of interest are deemed to be where the person:

(a) has participated in trials/studies with a pharmaceutical company as the main sponsor

(b) has received money or other emolument in a personal account for speaking at a conference or any other occasion sponsored by a pharmaceutical company.

*\*A close relative is a spouse, life partner, sibling, father, mother, aunt, uncle or first cousin or other first grade relative*

Ends/