

Constitution

Constitution "European Federation of Crohn's and Ulcerative Colitis Associations & EFCCA";
 in Dutch "Europese Federatie van Crohn en Colitis Ulcerosa Verenigingen";
 an International Association
 Groeneweg 151
 3001 Heverlee
 Identification Number: 109697
 Company Number: 459814543 Original Articles of Association published in the Supplements to the
 Belgian Official Gazette Belgisch Staatsblad & Moniteur belge of 23 January 1997 (N. 001096) Amended
 Articles in the Flemish language approved by Belgian authorities 22 February 2006 ALTERATION OF
 ARTICLES OF ASSOCIATION

Article 1: Name An international non-profit association is hereby formed. Its name is "European Federation of Crohn's and Ulcerative Colitis Associations & EFCCA";, in Dutch "Europese Federatie van Crohn en Colitis Ulcerosa Verenigingen";.

The Association shall be governed by the provisions of Title II of the Belgian Act of 27 June 1921 concerning non-profit associations, international non-profit associations and foundations (sections 46 up to and including 57).

Article 2: Address of Registered Office The Association's registered office is situated at 3001 Heverlee, Groeneweg 151.

The registered office may be transferred to any other place in Belgium by resolution of the Board of Directors or the General Meeting (body to be indicated), to be published in the Supplements to the Belgian Official Gazette Belgisch Staatsblad & Moniteur belge and to be communicated to the Federal Public Service of Justice. All deeds, invoices, announcements, acknowledgments and other documents representing an international association should mention the name of the association immediately followed by the words "international non-profit association" or by means of the abbreviation "IVZW" (Internationale vereniging zonder winst oogmerk) as well as the address of the registered office.

Article 3: Object The Association pursues the following non-profit international utility object: to improve the well being of Crohn's disease of colitis ulcerosa patients (hereinafter collectively referred to as IBD, Inflammatory Bowel Diseases) in Europe.

The activities aimed at by the Association to achieve such objective are the following ones:

- a) the exchange of information about IBD and the promotion of self-help activities beyond the internal borders of the European countries;
- b) the stimulation of scientific research in Europe into the causes, diagnosis and treatment of IBD, as well as into the improvement of the lives of IBD patients.

Article 4: Members The Association shall be open to Belgians and foreigners.

The Association shall include bodies corporate, formed under the laws and practices of their States of origin. The Association shall have actual (full) members and associate members. Both actual (full) and associate members shall be entitled to the fullness of membership, but only the actual (full) members will have the right to vote at General Meetings.

Article 5: Joining, Resignation, Exclusion New members shall be accepted by resolution of the General Meeting and under the following conditions:

- prospective actual (full) members shall be a national association of and for IBD patients in a European country. A "national association" shall mean: such associations as represent all IBD patients within a specific linguistic group in a specific country, and as are recognized by EFCCA as such.

- prospective associate members shall be a national association within Europe or outside of Europe of and for IBD patients who do not qualify for actual (full) membership. Associate members will have no vote.

- prospective actual (full) and associate members shall previously deliver a written statement showing that according to the laws and practices of their State of origin, they have corporate personality. The actual (full) and associate members may resign provided that they inform the Board of Directors or the President thereof in writing not later than six months prior to the next meeting of the General Meeting. The exclusion of actual (full) and associate members of the Association may be proposed by the Board of Directors after having heard the party interested. The decision to exclude a member shall be taken by the General Meeting provided that such decision is taken by a two-thirds majority of the votes of the actual (full) members present or represented provided that at least fifty percent of the number of the actual (full) members is present and that such exclusion is

specifically mentioned as an item on the agenda specified in the convening notices. The Board of Directors may suspend the member concerned from membership until the decision concerned is taken by the General Meeting.

Reasons for exclusion may be inter alia:

- a) absence without good reason and without advising at two successive meetings of the General Meeting;
- b) the member concerned no longer meets the conditions of membership;
- c) the member concerned does not meet his financial obligations provided for in the standing orders within the time limit provided for after a second demand for payment. Retiring or excluded actual (full) or associate members shall have no title to the assets of the Association.

Article 6: General Meeting

6.1. Powers of General Meeting The General Meeting shall represent the highest authority within the Association and have the widest powers with a view to the achievement of its objectives and the realisation of its activities.

The following matters shall belong to the exclusive powers of the General Meeting:

- a) alteration of the Articles of Association;
- b) appointment and removal of the directors and, should the case arise, of the commissioners;
- c) approval of the budget and the annual accounts;
- d) discharge granted to the directors and, should the case arise, to the commissioners;
- e) voluntarily dissolution of the Association;
- f) acceptance and exclusion of a member;
- g) acceptance of the standing orders.

6.2. Composition The General Meeting shall be constituted by all members.

Each actual (full) member shall have one vote but it may have itself represented by two delegates at the General Meeting. Such delegates shall speak and decide on behalf of the Association represented by them.

Each associate member may be represented by two delegates at the General Meeting. Such delegates shall speak on behalf of the Association represented but the associate member shall have no vote.

6.3. Meeting and Notice The General Meeting shall meet each year ipso jure.

The General Meeting shall be convened by the Board of Directors, and the containing notices shall be sent by letter, fax, e-mail or any other means of communication. The containing notices shall be sent to the registered office of the members not later than two months prior to the meeting, and it shall contain the items on the agenda.

Items that shall always be on the agenda are:

1. Approval of the minutes of the previous meeting of the General Meeting;
2. Presentation of the financial report and the budget by the Board of Directors;
3. Report and activity planning of the Board of Directors;
4. Report and proposals of the members of the General Meeting;
5. Proposals regarding the election of the members of the board of directors and of the day-to-day management;
6. Proposals regarding the place and date of the next General Meeting. In addition, an extraordinary meeting of the General Meeting may be convened on the initiative of the Board of Directors, the President of at the written request of one fifth of the number of actual (full) members.

6.4. Adopting Resolutions The General Meeting can deliberate validly only if fifty percent of its actual (full) members are present or represented.

Except in such exceptional cases as are provided for in these Articles of Association, the resolutions shall be adopted by a simple majority of the actual (full) members present or represented. In the event of an equality of votes the member delivering the Chairman shall have the casting vote. The actual (full) member delivering the Chairman shall have the right to send an additional delegate. All and any members shall be informed of the adoptions adopted by ordinary letter.

The minutes of the General Meeting shall be recorded in a register, signed by the Secretary or his substitute and by the Chairman of his substitute. Such register shall be kept at the registered office of the Association where it shall at all times be open for inspection by its members.

Article 7. Alteration of the Articles of Association and the International Association Without prejudice to the application of sections 50 § 3, 55 and 56 of the Act concerning non-profit associations, international non-profit associations and foundations, each proposal to alter the Articles of Association shall come from the Board of

Directors or from at least five percent of the active actual (full) members of the Association.

The Board of Directors shall inform the members of the date of the meeting of the General Meeting at which such proposal will be deliberated on, as well as of the alterations proposed, not later than two months in advance.

The General Meeting can deliberate on such proposal validly only if two-thirds of the actual (full) members of the Association who are entitled to vote are present or represented.

A resolution shall be valid only if it is adopted by a two-thirds majority of the votes.

Should the attendance quorum of two-thirds of the active actual (full) members not be present at such meeting, a second meeting shall be convened, which can adopt definitively valid resolutions in connection with the proposal made with a two-thirds majority of votes and irrespective of the number of the actual (full) members present or represented, within 15 days from the first meeting at the earliest.

Any alterations of the Articles of Association shall become effective only after having been approved by the competent authority in accordance with section 50 § 3 of the Act and after having been published in the Supplements to the Belgian Official Gazette Belgisch Staatsblad - Moniteur belge in accordance with section 51 § 3 of the Act referred to.

Article 8. Board of Directors

8.1. Powers The Board of Directors shall have powers for all and any administrative matters except for such matters as belong to the powers of the General Meeting.

The Board may entrust its Chairman, and/or one or more employees whose powers shall be determined by the Board with the day-to-day management of the Association.

8.2. Composition The Association shall be managed by a Board of Directors consisting of at least three actual (full) members. If the association only exists of three members the Board of directors will exist of two (full) members. One of them shall always be a Belgian body corporate. Any contact with the competent Belgian services and administration shall belong to the powers of the Belgium body corporate, member of the Board of Directors.

In the board, the two representatives of one member shall have only one vote. The directors shall be chosen by the General Meeting for a two-year period.

Their office shall be renewable.

Their office shall cease to exist in the event of death, resignation, civil incapacity or interim administration, removal or expiry of their term of office.

The directors may be removed by the General Meeting resolving thereon with a two-thirds majority of the members present or represented.

In the event of a vacancy during a term of office, the Board of Directors may provisionally designate a substitute who shall complete his predecessor's office.

The Board of Directors shall choose a Chairman, a Secretary and a Treasurer from its actual (full) members who shall, should the case arise, jointly constitute the day-to-day management (Executive Committee) of the Association.

The actual (full) member association providing the Chairman, Secretary and Treasurer have the right to send an additional delegate in the year following the election. In this case the Chairman, Secretary and Treasurer lose the right to vote in the Board of Directors or to speak on behalf of their actual (full) member association. The Chairman remains with a casting vote in the case of a tie.

In addition, a Vice-Chairman, a second Secretary and a second Treasurer shall be chosen. They shall also be regarded as members of the day-to-day management (Executive Committee).

In addition, the members of the Board of Directors may do anything or create any such position whatsoever as they deem necessary for the proper functioning of the Association. The Board may for instance designate one or more experts chosen from its own members or from outside who may attend the meetings of the Board, however without a right to vote.

In addition, for specific matters special committees may be chosen from the members of the Board of Directors or from outside the Board of Directors. The second group shall, however, have no right to vote.

The Federal Public Service of Justice shall be informed of any deeds regarding the appointment, removal and termination of office of the directors, drawn up in accordance with the law, with a view to being included in the Association's file, and shall be published in the Supplements to the Belgian Official Gazette Belgisch Staatsblad - Moniteur belge at the expense of the Association.

8.3. Meeting and Notice The Board of Directors shall meet once a year and when it is specially convened by the Secretary, according to the necessity of its proper functioning.

The convening notices shall be sent by letter, fax, e-mail or any other means of communication.

8.4. Adopting Resolutions The Board of Directors can deliberate validly only if at least fifty percent of its members are present or represented.

The resolutions of the Board of Directors shall be adopted by simple majority of the directors present and represented. In the event of an equality of votes, the Chairman shall have the casting vote.

8.5. Register of Resolutions of the Board of Directors The resolutions shall be recorded in a register, signed by the Secretary or his substitute and by the Chairman or his substitute, and kept by the Secretary who shall keep such register at the disposal of the members of the Association at its registered office.

The members of the Board of Directors shall receive a copy of the minutes through the Secretary.

Article 9. Representation of the Association towards Third Parties and in Court Save in the event of special powers of attorney, all and any documents binding the Association must be signed by at least two members of the day-to-day management who do not have to prove their powers in respect thereof.

The Board of Directors shall act on behalf of the Association as a plaintiff or defendant in lawsuits, where it shall be represented by a member of the day-to-day management designated by the Board for such purpose.

The Federal Public Service of Justice shall be informed of any deeds regarding the appointment, removal and termination of office of the directors, drawn up in accordance with the law with a view to being included in the Association's file, and shall be published in the Supplements to the Belgian Official Gazette Belgisch Staatsblad - Moniteur belge at the expense of the Association.

Article 10. Finances, Budget and Annual Accounts The operating costs of the Federation shall be borne by the actual (full) member associations in proportion to the number of members of the own association. The amount and modes of payment shall be laid down in the standing orders by the Board of Directors.

The annual subscription payment to be made to the Federation by the associate members will be decided by the Board of Directors.

The Board of Directors shall keep the accounts of the previous financial year and shall draw up a budget for the next year. Both of them shall be submitted to the General Meeting for approval.

The General Meeting may designate a financial expert from outside for an external audit.

The financial year of the Association shall commence on 1 January and be closed on 31 December.

In accordance with section 53 of the Act, the annual accounts of the previous financial year, as well as the budget of the next financial year shall be drawn up by the Board of Directors and be submitted to the General Meeting for approval at its next meeting.

In accordance with section 51 of the Act, the annual accounts shall be sent to the Federal Public Service of Justice.

Article 11: Dissolution of Association The Association may be dissolved by the General Meeting at its own request, provided that this is mentioned as an item on the agenda in the convening notices, and that at least two-thirds of the number of actual (full) members are present and by a two-thirds majority of its members anticipating in the vote.

Should the quorum for such meeting not be reached, and second General Meeting must be convened three months later at the earliest and six months later at the latest. Such Extraordinary General Meeting can adopt resolutions validly, irrespective of the number of absences.

The resolutions of such second meeting shall be binding upon all members, unless at least fifty percent of the actual (full) members distance themselves therefrom in writing within three months from the date of sending its minutes.

The resolutions of such General Meeting must be recorded in the way provided for by law, and the members shall be informed thereof.

Should the General Meeting resolve to dissolve the Association, the General Meeting shall sell the property of the Association insofar as such a sale is necessary to pay any debts. The General Meeting may also leave this matter to one or more trustees in bankruptcy. The remaining assets shall be allocated by the General Meeting to one or more associations whose objects come closest to that of the Association.

Article 12: General Provisions Anything not provided for in the above Articles of Association and in particular the publications in the Supplements to the Belgian Official Gazette Belgisch Staatsblad - Moniteur belge shall be subject to the provisions of title III of the Act of 27 June 1921 concerning non-profit associations, international non-profit associations and foundations.

Composition of the Board of Directors

Chairman: Mitchell, Rodney NACC UK
 Vice-Chairman: Fiedler, Elisabeth ÖMCCV Austria
 Secretary: Lindholm, Mikael CCAFIN Finland
 Treasurer: Kremer, Jan Roelof CCUVN the Netherlands
 Second Secretary: Reynders, Marleen CCV Belgium
 Second Treasury: Greco, Marco AMICI Italy
 Director: Cruz Baltazar, Maria Candida APDI Portugal
 Director: Gertler, Tomas SCC Slovakia

Composition of the day-to-day management

Mitchell, Rodney

Lindholm, Mikael
 Kremer, Jan Roelof

APPROVED BY ROYAL DECREE, AUGUST 20, 1996

nr. 7/EGLS/13.209/S SEAT: BRUSSELS, BELGIUM REGISTERED BY THE BELGIAN STAATSBLAD /
 MONITEUR BELGE
 JANUARY 23, 1997

Registration nr. 1096/97 Identification number: 1096/97

International Organisation

I. NAME - STATUTE - REGISTRATION - REGISTERED ADDRESS

1. Hereby an international association is founded. This will bear the name "European Federation of Crohn's and Ulcerative Colitis Associations - EFCCA, in Dutch/Flemish: "Europese Federatie van Crohn en Colitis Ulcerosa Verenigingen". 2. EFCCA will fall under the statute of the Belgian Act on international associations of 25 october 1919, modified by the Act of 6 December 1954. 3. This EFCCA Constitution is registered according to the Belgian Law as long as there is no European legislation on international associations. 4. EFCCA will have its registered address in Belgium, 1080 Brussels, Leopold II-laan, 204, bus 1.

II. AIMS OF THE FEDERATION

5. The aim of EFCCA is to improve the wellbeing of people with Crohn's disease or ulcerative colitis (hereafter jointly called: IBD, Inflammatory Bowel Diseases) for example by:
 a) exchanging information on IBD and promoting self help activities across frontiers within Europe;
 b) encouraging scientific research into the causes, diagnosis and treatment of IBD, and improving the quality of life of people with IBD.

III. MEMBERSHIP OF THE FEDERATION

6. Only National Associations in Europe for and of people with IBD qualify for EFCCA -membership. Every National Association wishing to become a Member of EFCCA needs to add a declaration to their request, showing that according to the legislation in its own country it enjoys legal personality. 7. By "National Associations" are meant those Associations which represent all people with IBD in a specific language group within the borders of a specific country in Europe and which are recognized as such by the EFCCA General Assembly.

IV. ORGANISATION OF THE FEDERATION

8.
 a) The GENERAL ASSEMBLY represents the highest authority of the Federation.

b) Only the General Assembly may decide upon the following:

- 1) approval of the financial report
 - 2) modification of the Constitution
 - 3) acceptance and expulsion of members
 - 4) appointment and dismissal of the members of the Board
 - 5) dissolution of the Federation
- c) - Every Member-Association sends two delegates to represent their Association. - Both delegates will be able to speak on behalf of their National Association. - Each Member-Association has only one vote. d) The resolutions of the General Assembly not dealing with changes of the Constitution, expelling of Member-Associations or dissolution of the Federation shall be adopted by a simple majority (50% + 1) of the number of voting Member-Associations, provided that at least half of the Member-Associations are present. In case of a tie the vote of the Member- Association that supplies the Chairman, is decisive. e) Changes of the Constitution not dealing with social aims must be accepted by a two-thirds majority, provided that the changes have been explicitly stated in the invitation to the meeting, and that at least two-thirds of the Member-Associations are present. Changes of the social aims of the Constitution must be accepted by unanimity of all voting Member-Associations, provided that the changes have been explicitly stated in the invitation to the meeting, and that at least two-thirds of the Member-Associations are present. f) The General Assembly shall be convened at least once a year by the Board. Extraordinary meetings can be convened on the initiative of the Board, of the Chairman or at the written request of at least one-fifth of the number of Member-Associations. The invitations to the ordinary General Assembly meetings shall be sent to the Member- Associations and their representatives at least two months in advance of the meeting. This invitation shall contain the agenda, on which the following items should always be found:

- 1) approval of the minutes of the previous General Assembly meeting;
- 2) the Board's financial report including the budget
- 3) the Board's report and plans
- 4) the reports and proposals of Member-Associations;
- 5) the proposals for election of the members of the Board and the Officers of the Board

- 6) proposals for place and date of the next General Assembly meeting. g) If the quorum required (as provided in: IV, 8.d and 8.e) is not reached and valid decisions cannot be taken, the Executive Committee can convene a second General Assembly with the same agenda. This General Assembly can take valid decisions by simple majority, irrespective of the number of the Member-Associations present.
- h) The decisions of the General Assembly shall be conveyed to the Member-Associations by simple letter and will be recorded in the minutes and signed by the Secretary or his deputy and by the Chairman or his deputy. The minutes will be kept in a minute book, that will be available at any time at the Secretariat to all Member-Associations and their Representative.
9. a) The General Assembly shall appoint as members of the BOARD, in each year, those delegates who are present at the General Assembly, to execute the decisions of the General Assembly. The Board shall lead the Federation. b) The Board is authorised in all matters that do not fall under the General Assembly by right or according to this Constitution (8.b). c) In the Board the two delegates of one Member-Association have one vote each. Decisions are taken by simple majority (50% + 1), with an attendance of at least 50% of the members of the Board. In case of a tie the Chairman's vote is decisive. If the quorum for a Board's meeting is not reached and valid decisions cannot be taken, the Executive Committee can convene a second Board's meeting with the same agenda. This second Board's meeting can take valid decisions by simple majority, irrespective of the number of Board members present. d) The members of the Board will elect from amongst themselves a Chairman, a Vice- Chairman, a Secretary and a Treasurer, being the OFFICERS of the Board, who will be the Executive Committee that has to undertake the day-to-day management of the Federation. A Deputy-Secretary and a Deputy-Treasurer will also be elected. They will be considered Officers of the Board when the Secretary and/or Treasurer cannot attend. In addition, the Board can undertake any other action and fulfill any other function necessary to keep the Federation in good working order. All these mandates will be valid for a period of two years. Re-election is possible. e) For special purposes the Board can appoint one or more experts, who can attend the Board's meetings as advisory members but will have no voting rights. Special committees about specific subjects can also be elected, consisting of both members and non-members of the Board. However, this second category has no voting rights in decisions. f) At least one citizen from (the Kingdom of) Belgium should be a member of, or be appointed by, the Board. This member will be responsible for the relations with the administration of that country. g) The Chairman of the Board shall direct the Federation in close co-operation with the other Officers. Together they are accountable to the General Assembly. h) The Board shall meet at least once a year, and in addition as often as necessary to keep the Federation in good working order. The secretariat invites the members of the Board by simple letter. i) The Board's decisions will be recorded in the minutes and will be signed by the Secretary or his Deputy and by the Chairman or his Deputy. The minutes are kept in a minute book that will be available at the Secretariat at any time for the Members of the Federation. The secretariat sends a copy of the minutes to the members of the Board. j) The Officers of the Board (Executive Committee) meet as often as necessary to keep the Board in good working order. The secretariat keeps informed the members of the Board about plans, activities and decisions of the Officers. k) All documents that are binding for the Federation, except in case of special mandates, have to be signed by at least two members of the Board's Officers, who are not required to give account to third parties of their authority on this matter. l) The Board represents the Federation as prosecuting or defendant party at legal proceedings and will thereby be represented by a member of the Executive Committee (an Officer), who will be appointed by the Board. 10. All other organisational matter is laid down in the Bye-Laws, which are prepared and proposed by the Board and have to be adopted by simple majority by the General Assembly.

V. DISMISSAL AND CANCELLATION OF MEMBERSHIP

11. Member-Associations can be expelled from the Federation by a decision of at least two-thirds of the number of voting Member-Associations of the General Assembly, with an attendance of at least half the number of the Member-Associations, and provided that this dismissal is stated in full detail on the agenda of the invitation to the meeting.
12. Reasons for dismissal may be, among other things: a) if without serious reason and without notice and after a second notification a Member- Association is absent from two consecutive General Assembly meetings;
- b) if a Member-Association no longer fulfills the conditions for membership as described in III;
- c) if a Member-Association has not paid its financial contribution within the fixed time, as prescribed in the home rules, and after a second notification 13. Should a Member-Association wish to cancel its membership, notice must be given at least six months before the next General Assembly meeting.

VI. FINANCES

14. The operational costs are to be divided among the Member-Associations pro rata to the number of their members. The sum as well as methods and terms of payments of this yearly contribution will be determined

by the Board (and laid down in the Bye-Laws). 15. The Board shall draw up the annual accounts of the past financial year, and shall prepare the estimate for the subsequent year, and shall submit both to the General Assembly for approval. 16. The General Assembly can appoint an outside financial expert, who will be charged with the auditing.

VII. DISSOLUTION OF THE FEDERATION

17. The "European Federation of Crohn's and Ulcerative Colitis Associations - EFCCA " can be dissolved on its own account by the General Assembly, provided that this dissolution is mentioned explicitly as an agenda item in the invitation, that two-thirds of the Member-Associations are present, and that two-thirds of the voting Member-Associations give their approval. 18. If the quorum for this General Assembly meeting is not reached, a second General Assembly will be convened at least three and at the very latest six months after the above mentioned meeting. This extraordinary General Assembly meeting can take valid decisions irrespective of the number of Member-Associations present. The resolutions adopted during this second meeting will be considered binding on all Member-Associations, unless at least half of the Member-Associations disagree in writing within three months after the General Assembly meeting. The resolutions adopted during the General Assembly meeting should be recorded, conveyed to all Member-Associations and published in the Belgian Staatsblad / Moniteur Belge. 19. If the General Assembly decides to dissolve EFCCA, it will convert goods into cash as far as necessary for paying off remaining debts. It can appoint one or more administrators for this purpose. The remaining assets will be donated by the General Assembly to one or more national or federal non-profit associations whose aims come nearest to those of the Federation.

Signed by: The Minister of Justice, Stefaan DE CLERCK

- The authenticated copies are signed by M.Peperstraete-Platteau, and are to be presented together with:
 - the Royal decree dated August 20, 1996, nr. 7/EGLS/13.209/S, signed by the Minister of Justice, Stefaan DE CLERCK, on behalf of the King, ALBERT II
- The first announcement was published in the Belgian Staatsblad / Moniteur Belge on October 25, 1996;
- The entire document was published in the Belgian Staatsblad on January 23, 1997 - legal personality was acquired ten days later.

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