

EFCCA NEW CONSTITUTION

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Article 1: Name

An International non-profit association is hereby formed. Its name shall be “European Federation of Crohn’s and Ulcerative Colitis Associations”, in French “Fédération européenne des associations de Crohn et recto-colite hémorragique”, in abbreviated EFCCA.

The Association is 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) as revisited by the law of 2 May 2002, supplemented by two royal decrees (26 June and 19 December 2003).

Article 2: Address of Registered Office

The Association’s registered office is situated at 1000 Brussels, Rue des Chartreux, 33-35.

The registered office may be transferred to any other place in Belgium by resolution of the Board of Directors or by a representative of the Board of Directors, and has 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 issued from the Association mention the name of the Association immediately followed by the words “Association internationale sans but lucratif” or by means of the abbreviation “AISBL” (international non-profit association) as well as the address of the registered office.

Article 3: Object

The Association pursues the following non-profit European as well as international utility object:

To improve the wellbeing of people living with Crohn’s disease or ulcerative colitis (hereinafter collectively referred to as IBD, Inflammatory Bowel Diseases) in Europe and worldwide.

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 in Europe and beyond;
- b) the stimulation of scientific research in Europe and worldwide into the causes, diagnosis and treatment of IBD, as well as into the improvement of the lives of IBD patients.
- c) With a view to the pursuit of its objectives, the association may represent its members in their relations with European Union or international institutions. It may also defend the interests of its members in front of the Authorities.
- d) Any other activities to further the object detailed above.

Article 4: Members

The Association should be open to legal persons constituted under the laws and practices of their States of origin that are patients' associations, whose vocation is compatible with that of EFCCA and that are prepared to contribute to the EFCCA's operations and satisfy the conditions set out in Article 5.

The Association shall have full members and associate members. Both 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 Assembly, subject to the exceptions provided for by the present statute.

Article 5: Joining, Resignation, Exclusion

5.1. Joining

New members are accepted by resolution of the General Assembly and under the following conditions:

Prospective full member must be a national association of and for IBD patients in a European country subject to exceptions mentioned in the present statute. A "national association" means: such association that represents all IBD patients within a specific linguistic group in a specific country, and is recognized by EFCCA as such.

Prospective associate member must be a national association within Europe or outside of Europe of and for IBD patients who does not qualify for actual full membership.

Prospective full and associate members must previously deliver a written statement showing that according to the laws and practices of their State of origin, they have corporate personality.

Provided that the conditions set in article 5 are fulfilled, the decision to accept an associate member or a full member shall be taken by the General Assembly, with at least two quarter of the actual effective member to be present or represented and voting

Any associate member can demand to become full member during a General Assembly, if the following conditions are fulfilled:

- Being member of EFCCA for at least three years;
- Having the patronage of a full member;

The General Assembly can, at the majority of at least three quarters of the actual full members present or represented, postpone the demand for a maximum period of three years.

All members must pay an annual membership fee fixed in the internal regulation.

Besides the type of members above mentioned (full and associate) can the General Assembly admit associates that will participate to the purpose of the Association. They will be invited to participate to the assemblies and will have at least a consultative voice. They will have/won't have to pay an annual membership fee.

5.2. Resignation and exclusion

Full and associate members may resign provided that they inform the Board of Directors or the Chairman thereof **in writing** no later than six months prior to the next meeting of the General Assembly.

The exclusion of 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 Assembly 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 Assembly following the rules provided for by the internal regulation.

Article 6: General Assembly

6.1. Powers of General Assembly

The General Assembly represents the highest authority within the Association and has the broadest powers with a view to the achievement of its objectives and activities.

The following matters belong to the exclusive powers of the General Assembly:

- a) Alteration of the Articles of the 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) Voluntary dissolution of the Association;
- f) Acceptance and exclusion of a member;
- g) Acceptance of the internal regulation

6.2. Composition

The General Assembly is constituted by the delegates of all full members and associate members.

Each full member has one vote but it may have itself represented by two delegates at the General Assembly. Such delegates shall speak and decide on behalf of the association they represent.

Each associate member may participate at the General Assembly and may have itself represented by two delegates. Such delegates shall speak on behalf of the association they represent.

The entirety of the associate members appoints a delegate with a unique vote in the General Assembly. The rules of nomination of the delegate will be provided for by the internal regulation.

The EFCCA Youth Group appoints a delegate with a unique vote in the General Assembly. The rules of nomination of the delegate will be provided for by the internal regulation.

6.3. Meeting and Notice

The General Assembly meets each year *ipso jure*.

The General Assembly is convened by the Board of Directors, and the convening notices are sent by letter, fax, e-mail or any other means of communication. The convening notices are sent to the registered office of the members no later than two months prior to the meeting, and they contain the items on the agenda.

In addition, an extraordinary meeting of the General Assembly may be convened on the initiative of the Board of Directors or the Chairman or at the written request of one fifth of the number of actual full members.

6.4. Adopting Resolutions

Full and Associate Members who have not paid their annual membership fee cannot participate in the votings.

The General Assembly can deliberate validly only if fifty percent of its full members are present or validly represented.

Any member who will be absent may be represented by another member, to whom it may grant (in written form as stated in the internal regulation) a power of attorney to vote on its behalf.

Except in such exceptional cases as are provided for in these Articles of the Association, the resolutions are adopted by a simple majority of the actual full members present or validly represented. The Chairman and the Secretary of the Board have no voting power.

In the event of an equality of votes the member acting as the President of the Assembly has the casting vote. The actual full member delivering the Chairman of the Association has the right to send an additional delegate.

All and any members are informed of the resolutions adopted by ordinary letter.

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

Article 7. Alteration of the Articles of Association

Each proposal to alter the Articles of the Association comes from the Board of Directors or from at least twenty percent of the active full members of the Association.

The Board of Directors informs the members of the date of the meeting of the General Assembly at which such proposal will be deliberated on, as well as of the alterations proposed, no later than two months in advance.

The General Assembly can deliberate on such proposal validly only if two-thirds of the members of the Association who are entitled to vote are present or represented. A resolution is valid only if it is adopted by a two-thirds majority of the votes.

Should the attendance quorum of two-thirds of the having right to vote 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 full members present or represented, within 15 days from the first meeting at the earliest.

Article 8. Board of Directors

8.1. Powers

The Board of Directors has powers for all and any administrative matters except for those matters that belong to the powers of the General Assembly.

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

8.2. Composition

The Association is managed by a Board of Directors consisting of representatives from at least three full members. The actual number of Directors is defined by the General Assembly. If the association is only comprised of three members, the Board of Directors shall be comprised of two full members.

In the board, the two representatives of one member have only one vote.

The directors shall be chosen by the General Assembly for a two-year term. Their office is renewable. The chairman of the board will be directly elected by the General Assembly among the full members of the federated associations.

The directors and the chairman are members of a national association but they shall not represent any member association.

The presence of the candidate directors is not required during the General Assembly which decides to nominate them.

The Youth Group, whose mode of organization is provided for by the internal regulation, proposes to the General Assembly at least two candidates for the position of Director. One of the two candidates proposed by the Youth Group will be chosen by the General Assembly as director of the Board.

The director nominated by the General Assembly upon proposition of the Youth Group can not exercise the function of treasurer.

The office of a Member of the Board ceases to exist in the event of death, resignation, civil incapacity or interim administration, removal or expiration of their term of office. The directors may be removed by the General Assembly 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 / her predecessor's office. This designation is confirmed by the further General Assembly.

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

The members of the Board of Directors can undertake and create any function or committee which would be necessary to the good administration of the association.

8.3. Meeting and Notice

The Board of Directors meets at least once a year and when it is specially convened by the Secretary, according to the necessity of its proper functioning.

The convening notices are 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 are adopted by simple majority of the directors present and represented. In the event of an equality of votes, the Chairman has the casting vote.

8.5. Register of Resolutions of the Board of Directors

The resolutions are recorded in a register, signed by the Secretary or his / her substitute and by the Chairman or his / her substitute, and are kept by the Secretary who keeps such register at the disposal of the members of the Association at its registered office.

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

Article 9. Representation of the Association towards Third Parties and in Court

With the exception 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 acts on behalf of the Association as a plaintiff or defendant in lawsuits, where it is represented by a member of the day-to-day management designated by the Board for such purpose.

Article 10. Finances, Budget and Annual Accounts

The resources of the Association are made up of the annual membership fee of its members and any other sources of financing permitted by law.

The annual membership fee to be paid to the Association by the full and the associate members is fixed in the internal regulation.

If a member fails to pay its membership fee within the year after receipt of the payment request, the member is deemed to have resigned from the Association.

The activities of the Association can be funded by other sources from private and public bodies. Donors' funds will be managed according to the highest standards of accountability and transparency. Private donors must respect the EFCCA Ethic Code.

The Board of Directors keeps the accounts of the previous financial year and draws up a budget for the next year. Both of them are submitted to the General Assembly for approval.

The Board of Directors may designate a financial expert for an external audit. The audit report is presented to the General Assembly.

The financial year of the Association commences on 1 January and closes on 31 December.

Article 11: Dissolution of Association

The Association may be dissolved by the General Assembly 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 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, a second General Assembly must be convened three months later at the earliest and six months later at the latest. Such Extraordinary General Assembly can adopt resolutions validly, irrespective of the number of absences.

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

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

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

Article 12: General Provisions

The working language of the Association and for all internal documents is English.

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 are subject to the provisions of title III of the Act of 27 June 1921 concerning non-profit associations, international non-profit associations and foundations as revisited by the law of 2 May 2002, supplemented by two royal decrees (26 June and 19 December 2003).