

## International Association

### EUROPEAN CONFEDERATION OF CARE HOME ORGANISATIONS

#### STATUTE

##### I. DENOMINATION, LOCATION, OBJECTIVE

###### Article 1

The aim of present Statute is to establish a philanthropic, scientific and educational international confederation named `EUROPEAN CONFEDERATION OF CARE HOME ORGANISATIONS / ECHO. The Confederation is governed by the Belgian law of Oct. 25, 1919 as amended by the law of Dec. 6, 1954.

###### Article 2

The Headquarters of the International Confederation is located in Belgium, currently in Avenue de Marnix, 30 - 1000 Brussels.

The Headquarters may be transferred to any other location in Belgium by majority decision of the Board of Directors and, in this case, the address change is to be published in the official journal of the Kingdom of Belgium, the "Moniteur Belge"

The Board of Directors may establish administrative offices in countries where Confederation members are located.

The Confederation financial year is the calendar year.

###### Article 3

The Confederation is an International non-profit organization.

The Confederation has the following philanthropic, scientific and educational objectives:

- To promote the standing of private establishments housing elderly vis-à-vis EU Institutions;
- To further the interests of its members, their residents and personnel through dialogue with national governments, the EU Commission, media, social services and sector organizations;
- To advance the education and training of all care professionals in private care homes.

In order to attain above-mentioned objectives, the Confederation seeks to:

- a) Exchange ideas, information and knowledge among its members on all topics pertaining to the providing of care;
- b) Widen and strengthen its contacts and encourage the exchange of information and ideas of all questions relating to organizations of private residential care homes with respect to national governments, the EU Commission, media, social services, health authorities and all appropriate organizations of care sector;
- c) Assist and encourage, wherever practical, the development and improvement of methods and practices in these enterprises;
- d) Print and publish newsletter and /or magazines and/or books or any other publications in order to provide information and advance the objectives of the Confederation;
- e) Hold, organize and attend conferences, meetings expositions, representative events, poster sessions, exhibits and seminars relative to any topic concerning elderly care in private care homes;
- f) Consecrate the Confederation to any project seeking to further the realization of any or all objectives mentioned above.

The Confederation will have the authority to realize all activities directly or indirectly pertaining to its objectives and, among others, to compile, disseminate and publish existing and applicable studies and opinions of experts.

## II. MEMBERS

### Article 4

The International Confederation is exclusively made by organizations of private residential care homes for elderly located in EU Member States.

On suggestion of the Board of Directors, the General Assembly of members may affiliate natural or legal persons and other organizations within or outside EU. *(It is necessary to define what affiliate stands for, what are their duties and rights)*

The following Organizations are founding members:

- RNHA/RRCH, P.O. Box 133, Leicester LE 48B4, United Kingdom;
- FEMARBEL-FERUBEL, Avenue de la Couronne 218, Ixelles 1050 Brussels, Belgium ;
- F.N.G.P., Villa Kreisser 3, Colombes, France ;
- B.P.A., Friedrichstrasse 148, 10117 Berlin, Germany;
- NEVEB, P.O. Box 10, 3998ZR Schalwijk, the Netherlands.

All founding and current members have been established according to the laws and customs of their countries of origin.

### Article 5

All requests from other organizations wishing to become members must be in writing to the President of the Board of Directors.

The admission of a new member is subject to the approval, by majority vote, of the Board of Directors and by a vote according to the rules.

In case the motion is dismissed, the Board of Directors is not obliged to specify reasons for this decision.

### Article 6

Members have the right to resign from the Confederation by submitting a resignation letter to the Board of Directors. The resignation letter must reach the BoD 6 (six) months before the end of the calendar year.

Any member who neglects to observe the principles of the Confederation or does not follow its rules can have its membership revoked by a majority vote of the General Assembly. In case the BoD has received written complaints in time to be placed on the Agenda, the member will have the opportunity to debate the complaints before a vote is taken.

Without prejudice to the preceding paragraphs of current Article, the BoD will consider any member failing to pay its membership fee within the specified period as expelled, provided that he has been duly urged.

## III. RESOURCES

### Article 7

The resources of the Confederation include:

- Annual membership fees;
- Any grants received by public authorities;
- Any support and financial contribution bestowed upon the Confederation by commercial or other organizations;
- Obligations entered in its name under the conditions that all legal aspects have been fulfilled;
- Revenues arising out of properties and any assets.

Membership fees are fixed annually by the General Assembly as suggested by the BoD and alike for all Confederation members, independently from their size (number of members and/or beds).

#### IV. ORGANS OF THE CONFEDERATION

##### **Article 8**

The Organs of the Confederation are: Board of Directors, Board of Management and General Assembly of Members.

#### V. BOARD OF DIRECTORS

##### **Article 9**

The Board of Directors consists of up to 7 (seven) persons. The BoD cannot have more than two delegates from the same country of origin of each Echo member.

Members of the BoD are appointed by the General Assembly.

##### **Article 10**

The Board of Director elects from among its members a President, Vice President, General Secretary and Treasurer, the so-called Board of Management.

The Board of Directors may decide to elect two Vice Presidents, with different and specific roles, and appoint a General Manager, who does not come from any Echo member. The General Manager is an onerous office and relevant emolument is fixed by BoD.

The President is elected for a period of 2 (two) years and his or her office ceases during the first BoD which takes place after not less than 24 months of office.

Only the BoD has the authority to prolong term of office of the BoM or one of its members and, in case of mismanagement or incompetence of one or more of them, to relieve them of their functions by majority vote. Prolonging and relieving must be submitted to the General Assembly confirmation.

The BoD must meet at least once every six months or as often as necessary as convened by the President or requested by half of its members.

Resolutions are adopted by majority voter providing that delegates from at least half of member countries are present, personally or by proxy. If votes are equal, the President's vote determines the outcome.

All meetings are to be recorded and minutes must be signed by the President and the General Secretary (or General Manager) during the following meeting, as confirmation of its adoption, and filed in the acts of the Confederation.

The BoD has the authority to realize all administrative functions and take necessary and useful decisions for the realization of the objectives of the Confederation, except those expressly reserved in the Statute to the General Assembly of Members or to the Board of Management.

In absence of a voting delegate, the non-voting delegate of the same Member country may vote in his or her place. If both delegates are absent, the voting delegate may assign a voting delegate from another country as proxy. Such a vote may only take place with respect to resolutions included in the agenda.

In all matters of crucial importance, the BoD has to bring about the resolution adopted by the BoM.

## VI. BOARD OF MANAGEMENT

### **Article 12**

The Board of Management may allow one or more persons to attend the General Assembly of Members, meetings of the BoD or other meetings in their entirety or in part as observers.

The BoM may accord this permission following either a written request made by one of his members or by a call of order of the BoD as a whole.

Legal actions involving the Confederation as plaintiff or defendant are followed by the BoM as represented by its President or a Board member appointed by the President to this effect. In this case all acts, obliging the Confederation, must be signed by two Board members, who are not obliged to justify their authority to third parties.

The BoM will work out and submit internal rules of order to members' approval in the General Assembly.

The internal rules of order determine issues not prescribed by Statute articles, in particular those concerning the internal administration of the Confederation.

## VII. GENERAL ASSEMBLY OF MEMBERS

### **Article 13**

The General Assembly is made by all permanent members of the International Confederation, that is all delegates appointed by the National Associations of private care homes.

The BoD will ensure that the General Assembly is conducted in such a manner that it correctly and honestly represents the views put forward by member countries.

The BoD will consequently determine the manner in which voting is conducted to avoid any possibility of a massive vote of a member country to the disadvantage of others.

An annual General Assembly takes place every year at the seat of the Confederation or in any other location decided by the BoD and mentioned in the invitations.

Any other General Assembly besides the annual is to be called an Extraordinary General Assembly.

If the BoD deems it necessary, it may call an Extraordinary General Assembly to consider issues, which surpass the authority of the BoD unless these issues can be considered during the annual General Assembly.

An extraordinary General Assembly can also be called by a member country by written request, addressed to the President with the support of two-thirds of the members

Members must be informed at least 15 days in advance of the date and location of the General Assembly. The call must be sent by the General Secretary and be accompanied by an agenda of the meeting.

If all members are represented in accordance with the provisions of the present Statute, the sending of the call can be waived.

Without prejudice to the second and third paragraph of this article, if a member cannot attend the General Assembly, he or she can appoint another voting delegate as proxy with the authority to vote in his/her name under the condition that the General Secretary has been notified to this effect.

Notwithstanding the third paragraph of the present article and excepting those cases in which the Statute establishes differently, the resolutions of the General Assembly are passed by simply majority vote providing that at least half of the members are present or represented.

Each member has the right to one vote without prejudice to the third paragraph of the present article.

The President holds the deciding vote in case of parity.

#### **Article 14**

The General Assembly holds the entire authority necessary for the realization of the objectives of the Confederation.

The following matters are reserved to the General Assembly>

- a) Approval of budgets, accounts and membership-fees;
- b) Election and revocation of the BoD of Directors;
- c) Modification of the Statute;
- d) Dissolution of the Confederation, etc.
- e) Membership revocation

#### **Article 15**

Without prejudice to Article 5 of the law of October 25<sup>th</sup>, 1919, any proposal intending to modify the Statute or dissolve the Confederation must emanate from the BoM or at least 5 (five) permanent members of the Confederation. The BoM must inform the members of the Confederation at least three months in advance of the date of the General Assembly, which is to examine any such proposal.

The General Assembly may take decisions in these matters when at least two-thirds of the members of the Confederation holding voting rights are present or represented. Decisions are taken with the approval at least two thirds of the votes.

In any case, if the General Assembly is not attended by at least two thirds of Confederation members, a further General Assembly is to be called following the same conditions as above and decisions will be definitely and validly taken on the proposal regardless of the number of attending or represented members.

Modifications to the Statute will not produce effect until approved by Royal Decree and publication conditions, as required by Article 3 of the law October 25<sup>th</sup>, 2019, have been fulfilled.

The General Assembly determines the method of dissolution and liquidation of the Confederation.

#### **Article 16**

The annual membership fees and contributions by members are to be determined by majority vote during the Annual General Assembly.

### VIII. DISSOLUTION

#### **Article 17**

Each member engages to contribute, in case of dissolution, to the assets of the Confederation while he is member or up to one year after leaving the Confederation for the payment of its debts and costs. The liability is limited up to the amount of one annual membership fee.

**Article 18**

If, after the Confederation is dissolved and all debts and costs are paid, assets of whatever amount remain, they are to be distributed to members according to what has been established by the General Assembly at the moment of dissolution.

If membership is revoked, neither the former member nor his/her claimants have the right to claim the assets of the Confederation or other members and their claimants, either collectively or individually.