

EFO AGM March 2018

Item 10: EFFO Statutes

Article 1: Name and Head Office

1.1 Name

An international non-profit association shall be established with the following name:

“European Federation and Forum for Osteopathy” / “Fédération et Forum Européens pour l’Ostéopathie” / “[Insert name in Flemish]” (an international non-profit association).

This association shall be governed by the provisions of Chapter III of the Belgian Act of 27 June 1921, as amended by the Act of 02 May 2002.

1.2 Head Office

The head office of the Association shall be established at MAI, Rue Washington 40, Brussels.

The head office may be transferred to any other location in the municipality of Brussels by a simple decision of the Administrative Board to be published in the annexes of the Belgian Official Journal (Moniteur belge) in the month of its date.

Article 2: Purpose of the association

The aims and objectives of the association, which shall be devoid of any profit-oriented spirit, are to:

- a) Seek to achieve legal recognition and regulation of osteopathy across Europe, as a primary contact healthcare profession.
- b) Raise standards of practice, ethics and training in osteopathy
- c) Promote the free movement of practising osteopaths within Europe
- d) Promote awareness of the role osteopathy has to play in healthcare
- e) Support the development and collection of evidence and research for osteopathy
- f) Represent the interests of osteopathy in relevant European institutions
- g) Promote co-operation between various osteopathic organisations across Europe
- h) Support members’ activities at a national level
- i) Encourage the formation of new organisations in the field of osteopathy where non exist
- j) Seek to cooperate with other Europe-wide osteopathic organisations

Article 3: Members

The membership of the Association is made up of Full, Associate and Honorary members.

3.1 Full Members

A full member is an organisation or group of organisations of a national character which represent the osteopathic profession within that European country, support the purpose of the Association, and meet the membership criteria approved by the General Assembly.

Where a full member comprises more than one organisation, the rights and obligations of membership shall be exercised jointly.

Full members shall be legally established in accordance with the laws and practices of their country of origin.

3.2 Associate members

Associate members are organisations which support the purpose of the Association but cannot meet the criteria for Full Membership.

3.3 Honorary Members

These are individuals or legal entities, whose activities have rendered a service to the profession.

Article 4: Membership procedures

4.1 Applications for membership

Applications for membership shall be addressed in writing in English to the head office of the association.

The application for membership will be determined by the Administrative Board and shall take immediate effect. All decisions on applications for memberships shall have regard to the membership criteria approved by the General Assembly and be reported to the General Assembly at the next meeting following the decision.

4.2 Resignation

A member may resign from the Association at any time by submitting a request in writing to the head office of the association.

A resignation shall take effect on the day that it is received by the Association.

A resignation part way through the year will not entitle the resigning member to any refund of annual fees paid. The member terminating its membership of the Association shall not enjoy any membership rights thereafter.

An application for readmission from a resigning member shall be treated as a new membership application.

4.3 Expulsion

The expulsion of members of the Association may be proposed by the Administrative Board in the event that the member:

- a. Fails to abide by the statutes or other procedures of the association.
- c. Is unwilling to work cooperatively with, or treats unfairly, another member.
- d. Engages in any other activity which brings the osteopathy profession or the Association into disrepute.

Expulsion of a member shall only be made following a recommendation to the General Assembly by the Administrative Board.

Prior to voting on any motion to expel a member, that member shall have the right to make representations to the General Assembly.

A decision on expulsion by the General Assembly shall be by a simple majority of the votes cast.

Article 5: Fees

Full Members and Associate Members shall pay an annual affiliation fee as determined by the General Assembly.

The membership year is 1 January – 31 December.

The annual affiliation fee shall be due for the whole year in which membership is approved, regardless of the date of the approval by the Administrative Board.

The affiliation fee shall be invoiced within 120 days of the calendar year and be due on the date of the invoice. It shall be payable within 90 days of the date of the invoice.

Any member that does not pay the annual affiliation fee within 90 days of that fee becoming due, without obtaining leave from the Administrative Board for any delay incurred, shall have their membership terminated by written notice.

Only full members with fully paid-up affiliation fees have the right to vote at the General Assembly.

Article 6: General Assembly

6.1 Composition

The General Assembly is composed of Full Members. Associate Members and Honorary Members may attend meetings.

Only full members have voting rights with such rights being limited to one vote per country which shall be exercised jointly by the members from that country. In the event of disagreement between the members from one country, no vote shall be cast by that country.

6.2 Competencies

The General Assembly has the exclusive power to:

- Elect the members of the Administrative Board
- Approve the strategic plan
- Approve the Annual Report
- Approve budgets and accounts
- Approve membership criteria and membership fees
- Approve the primary objectives to be achieved by the Association
- Approve any changes to the Statutes
- Approve conduct requirements for Administrative Board members
- Remove members of the Administrative Board
- Expel members from the Association
- Dissolve the Association

6.3 Meetings

The General Assembly shall meet at least annually at the head office or the place indicated in the invitation during the first four months of the year.

The date of the General Assembly shall be definitely fixed no later than 90 days before the date of the meeting and communicated to all full members by mail or e-mail.

Members wishing to propose a resolution at the General Assembly must do so within 28 days of notification of the date of the meeting and send this to the head office of the association by registered letter or e-mail to the President and General Secretary.

This invitation shall be drafted by the Administrative Board and shall be sent to all full members by mail or e-mail together with the agenda no later than 15 days before the meeting date of the General Assembly.

An extraordinary General Assembly may be convened by the Administrative Board or upon request of no less than the fifth of all full members making such a request to the head office of the association by letter or e-mail.

The President of the Board shall chair the proceedings of the General Assembly or may nominate another individual to do so.

6.4 Decision-making

The deliberations of the General Assembly shall be valid irrespective of the actual number of full members present or represented with the exception of the cases addressed in Article 7.

Each full member may be represented in the General Assembly by another full member holding the former's proxy.

Each full member may not hold more than one proxy.

The General Assembly may only take decisions on subjects, which are included in the agenda.

With the exception of the extraordinary cases addressed in these Statutes, resolutions are taken by a simple majority of the votes . Voting shall take place by a show of hands.

By request of a simple majority a vote may be taken by secret ballot.

The resolutions of the General Assembly are included in a register signed by the chair of the meeting and held by the head office. The register shall be made available to members.

Article 7: Amendment of the Statutes – Dissolution of the Association

Without prejudice to Articles 50.3, 55 and 56 of the Act of 27 June 1921 as amended by the Act of 02 May 2002, any proposal aiming at an amendment of the Statutes or the dissolution of the Association must be tabled by the Administrative Board or no less than two thirds of all full members of the Association.

No later than three months before the date of the General Assembly, the Administrative Board shall communicate the date of the General Assembly deciding on said proposal to the members of the Association.

Decisions regarding any question in relation to a modification of the Statutes or the dissolution of the Association may only be taken by a majority of two thirds of all votes.

Amendments of the Statutes shall only take effect after their approval by a competent authority pursuant to Article 50.3 of the Act and their publication in the

annexes of the Belgian Official Journal (Moniteur belge) pursuant to Article 51.3 of the same Act.

The General Assembly shall establish a method for dissolving and liquidating the Association.

Upon dissolution of the Association, after paying or making provision for the payment of all of the liabilities of the Association, the balance shall be used for a charitable purpose.

Article 8: The Administrative Board

8.1 Composition

The Association shall be administrated by an Administrative Board consisting of no more than seven and no fewer than four members.

The members of the Administrative Board shall be elected by the General Assembly. They shall be members of an EFFO full member organisation.

Each Full Member shall have the right to nominate one candidate. There shall be no more than one candidate or board member nominated from any one country. If the members want to nominate different candidates based in the same country and cannot agree on a single candidate, no candidate from this country shall be nominated.

The election shall take place by secret ballot. The number of votes per member shall be equal to the number of vacancies on the administrative board. Election shall take place by simple majority of votes cast for each candidate.

The term of office of each Board member shall be three years. The Administrative Board shall elect from among its own membership one individual who will serve as the President of the Association, a Vice-President, a General Secretary and a Treasurer.

8.2 Meetings

The Administrative Board shall meet at least three times per year following a written invitation by the President to be sent no less than 15 days before the date of the meeting.

Meetings of the Board may be conducted by electronic means.

8.3 Decision making

The Administrative Board may only hold valid considerations, if at least half of its members are present.

The decisions of the Administrative Board shall be taken by the majority of the Board members present. In case of an equal number of votes, the vote of the President shall be decisive.

Resolutions shall be included in a register signed by the President and kept by the head office who will make it available to the members of the Association.

8.4 Competencies

The Administrative Board has all the powers of management and administration in accordance with the purpose of the Association with the exception of the powers attributed to the General Assembly.

It may delegate daily management of the Association to individuals who shall be accountable to the Administrative Board for their actions.

8.5 Representation of the Association towards third parties and before the courts

Unless otherwise authorised, all documents committing the Association shall be signed by the President and General Secretary who shall not have to justify the powers entrusted to them for this purpose to any third party.

Legal actions - whether in the capacity of plaintiff or defendant - shall be pursued by the Administrative Board represented by its President and a Board Member designated by the President for this purpose. Full members shall be kept informed of such actions.

8.6 Conduct of Board members

Board members shall serve and act in the interests of the Association and not seek to represent the views of their country or any member organisation.

The Board will establish procedures for managing conflicts of interest and other matters of conduct.

All Board members shall be bound by collective responsibility for the decisions of the Administrative Board.

The Board may recommend to the General Assembly the removal from office of any Board member who fails to meet the conduct requirements of the Association.

Article 9: Budgets and Accounts

The financial year starts on 1 January and ends on 31 December.

Pursuant to the Act, the Administrative Board shall be responsible for submitting to the General Assembly the annual statement for the past financial year and the budget for the following financial year.

Article 10: General Provisions

All matters not addressed in the present Statutes and especially the publications to be made in the Belgian Official Journal (Moniteur belge) shall be regulated in accordance with the provisions of the Act.