

STATUTES

EUROPEAN

ALLIANCE

for

RESTLESS LEGS SYNDROME

Founded in 2009

2009

TITLE I – NAME AND REGISTERED OFFICE

Art. 1. An international non-profit-making association called “European Alliance for Restless Legs Syndrome” (“Alliance Européenne pour le Restless Legs Syndrome”) is created. The association has the right to use the abbreviation “EARLS” in all acts, announcements, publications and other documents issued by, or on the authority of the association.

This association is governed by the dispositions of Title III of the Belgian Law of June 27, 1921 on the non-profit-making associations, the international non-profit-making associations and the foundations (hereafter called ‘the law of June 27, 1921’)

Art. 2. The office of EARLS is established in the Federation of European and International Associations established in Belgium (FAIB), 40 Rue Washington, B-1040 Brussels, Belgium.

It may be transferred, by simple decision of the Board, to any other place in Belgium. This decision will be published in the annexes of the Belgian Official Journal and communicated to the “Federal Public Service of Justice” (Service Public Fédéral Justice) in the month in which the decision is taken.

The activities of EARLS may take place all over the world.

TITLE II – OBJECTIVES AND DURATION

Art. 3. The aims of EARLS, a non-profit-making organisation, are to improve the quality of life of people affected by Restless Legs Syndrome (RLS), to promote rapid and accurate diagnosis, appropriate treatment and care for people with RLS, to promote better access to accurate and understandable information on RLS, to promote awareness and understanding of RLS among the public and the medical profession, to increase the priority given to RLS by policy and decision-makers and by health care providers, to promote research on RLS and related areas and finally to co-ordinate the efforts of national RLS patient groups in Europe where appropriate.

EARLS may realise its objectives of international usefulness in any way that it seems the most appropriate. It may engage in any similar activity with parallel objectives.

For instance, it may collect funds through grant applications, information campaigns, press campaigns, the organising of activities etc. in order to realise its objectives.

EARLS does not support any particular political parties, political tendencies or religious movements.

Art. 4. In order to realise its objectives, EARLS may acquire, receive and manage all personal or real estates, apply for subsidies, receive donations and legacies, dispose of all contributions, grants and other incomes of funds, periodically or not.

Art. 5. The duration of EARLS is unlimited: it can at any time be terminated by decision of the General Assembly of the members.

TITLE III – MEMBERS

§ 1. Categories of members and conditions of admission

Art. 6. The number of members is unlimited, but shall be not less than three. EARLS is composed of ordinary members, associate members and honorary members.

The following patient groups/associations are eligible for ordinary membership, and can vote at General Assemblies on any issue: the founding members and all other European national patient organisations, legally constituted according to the laws and customs of their country of origin, which support and represent patients affected by RLS.

The following are eligible for associate membership, but cannot vote at General Assemblies on any issue: all other organisations which promote the interests of RLS patients, or otherwise might contribute to the work of EARLS, but which do not qualify for ordinary membership or do not wish to become ordinary members.

The Managing Board of EARLS shall consider applications for ordinary and associate membership and shall reject or accept these as it sees fit, always acting within the spirit of the Constitution. Applications for ordinary membership which are accepted by the Board shall then be submitted for final approval to a General Assembly, with a two thirds majority vote.

Honorary members are individuals or organisations, who/which have provided outstanding support to EARLS in furtherance of its aims and objectives. The Board shall propose any such persons or organisations for election as honorary members at a General Assembly, by simple majority vote.

Ordinary, associate and honorary members may take part in discussions at a General Assembly but only ordinary members may vote on any issue.

Each ordinary member organisation shall nominate one of its members to be the voting delegate and only that delegate shall be entitled to attend a General Assembly and vote on all issues.

Normally, each ordinary member organisation may cast one vote on any issue at a General Assembly. However, where two or more organisations from any one country are ordinary members of EARLS, they must share one vote, to avoid any imbalance between countries. Any organisations who come into this category, must agree how their single vote will be cast, otherwise it will be discounted.

§ 2. Resignation or expulsion of members

Art. 7. Any member is free to resign from EARLS by submitting its resignation to the Board in writing. Such resignation shall be effective immediately.

Art. 8. The expulsion of any member of EARLS can be proposed by the Board, after having heard any defence of the interested member concerned. The final decision to expel the member is taken at the next following General Assembly, by a two thirds majority of the members attending.

A member shall be excluded e.g. if:

- It fails to pay its dues;
- It no longer fulfils the stated requirements for membership;
- It brings EARLS into disrepute;
- It commits serious infringements of the EARLS Constitution.

The Board may suspend, until the final decision of the General Assembly, any member which is deemed to have contravened any of these requirements or who is accused of other serious acts or omissions against the interest of EARLS.

Art. 9. The ordinary members have no personal obligation for the financial or other activities of EARLS and are responsible only for the execution of their mandate.

§ 3. Membership Dues

Art. 10. The ordinary members may be liable to pay annual dues, the amount of which shall be proposed each year by the Board to the General Assembly for approval.

The annual contribution shall be not less than €100

TITLE IV – GENERAL ASSEMBLY

Art. 11. The General Assembly possesses all powers to pursue the objectives of EARLS. The General Assembly is composed of the ordinary members of EARLS. Associate and Honorary members may attend a General Assembly but not vote.

The following powers shall be exercised only by the General Assembly:

- Amendments to the constitution;
- Approval of the annual accounts;
- Voluntary dissolution of the association;
- Expulsion of members and the election of new members;
- Election and dismissal of the administrators and officers of EARLS.

All other matters shall be the responsibility of the Board.

Art. 12. The General Assembly shall meet at least once a year during the second half of the year. Each General Assembly shall take place on the day, place and hour as indicated in the document calling the meeting. All the ordinary members shall receive notification of the meeting.

EARLS shall meet in Extraordinary General Assembly by decision of the Board or on request of one quarter of the ordinary member organisations of EARLS. Such decision or request must state the agenda and the grounds for calling an Extraordinary General Assembly.

Art. 13. The Board shall notify each member by letter of the calling of a General Assembly, 60 days before the meeting and the letter shall be signed by the President or a nominated administrator.

The letter calling the meeting shall include the agenda.

Any matter, other than those listed on the agenda, may only be discussed and voted upon if at least two thirds of the members are present (in person or by proxy) at the meeting and if all members request it. Only in urgent matters, the Board may decide on matters which were not listed on the agenda.

Art. 14. The General Assembly shall be chaired by the President of the Board or in default, by the Vice-president or the Secretary of the Board. If none of these persons are available, the oldest Board member present shall chair the meeting. The Chairperson shall appoint a secretary for the meeting, to take notes of discussions and decisions.

Art. 15. The General Assembly shall be quorate only if at least half of the ordinary members are present or represented at the meeting. The decisions of the General Assembly shall be made by simple majority vote unless the constitution of EARLS or the Belgian law specifically stipulates otherwise.

The ordinary members, generally, have an equal right to vote, each with one vote. Only one vote will be cast for each country represented. However, where any one country is represented by more than one member organisation, these organisations must agree on how their one national vote will be cast. Any ordinary member, if necessary, may be represented by a proxy, who shall be the delegate of one of the other ordinary members of EARLS. Any one member present at the meeting cannot cast a proxy vote on behalf of more than one absent member. Proxy votes must be given in writing to the secretary in advance of the meeting. The chairperson of the meeting shall have a casting vote, in the event of an equal vote on any resolution.

Art. 16. The decisions of the General Assembly shall be recorded in minutes, signed by the chairperson of the meeting and one administrator. Those minutes shall be circulated to all members and shall also be available for examination at the registered office of EARLS. The minutes of the general assembly are approved at the following meeting of the General Assembly.

Art. 17. The accounts of the financial year and the budget of the following exercise shall be closed each year on December 31. The accounts shall be independently audited before presentation for approval to the next following General Assembly.

Art. 18. In case of voluntary dissolution, the General Assembly shall designate one or two liquidators and determine their powers.

TITLE V – MODIFICATION OF THE CONSTITUTION AND DISSOLUTION

Art. 19. Without prejudice to articles 50 §3, 55 and 56 of the law of June 27, 1921, any proposal for amendments to the constitution or for dissolution of EARLS must be made by the Board or an ordinary member of EARLS.

Any such proposal must be submitted to the Secretary of EARLS at least 90 days prior the General Assembly at which the proposal shall be voted upon. The Secretary shall send the proposal to the ordinary members at least 60 days prior the General Assembly at which the proposal shall be voted upon.

The General Assembly may decide validly on any proposal of amendments of the constitution or of dissolution of EARLS only if two thirds of the ordinary members are present or represented by proxy.

However, if fewer than two thirds of the ordinary members are present or represented by proxy, another General Assembly shall be called on the same basis as already described. This meeting shall decide definitively and validly upon the proposals deferred from the previous meeting, by a two thirds majority vote, regardless of the number of ordinary members present or represented by proxy.

Any amendments to the constitution shall have effect only after approval by the competent authority in conformity with article 50, §3 of the law of June 27, 1921 and after publication in the annexes to the Belgian Official Journal according to article 51, §3 of this law.

In all cases of dissolution, at whatever time or for whatever reason, any residual funds, after payment of any debts and charges, shall be transferred to an organisation supporting people affected by RLS with a disinterested objective. In default of such a decision, the funds must be transferred to a private non-profit-making corporate body with similar objectives or, by default, with disinterested objectives.

TITLE VI – MANAGING BOARD

Art. 20. EARLS is managed by a Board composed at least of 4 and no more than 7 members, elected by the General Assembly by simple majority vote and chosen from among the delegates of ordinary members.

60 days prior to the General Assembly, the Secretary of EARLS shall circulate a request to all ordinary members for nominations to the Board. Any ordinary member wishing to nominate a delegate for election as an administrator (Board member) shall submit such nomination in writing to the Secretary at least six

weeks prior to the General Assembly. In support of such nomination, a brief biography of the delegate shall be provided. Four weeks prior to the General Assembly, the Secretary shall circulate, to all ordinary members, copies of all valid nominations received together with the accompanying biographies.

The Board members shall be elected for a term of two years and are eligible for re-election twice, giving a maximum of six continuous years of service, except in the case of election as an officer, when two additional terms of two years may be served if necessary to complete the possible tenure of that office. No person shall be eligible to serve on the Board for more than ten consecutive years. After the applicable maximum of six or ten continuous years of service, the Board member/Officer may not again be nominated for re-election until at least one calendar year has elapsed.

Exceptionally, and to provide continuity, one half of the Board members elected at the first General Assembly of EARLS, following the publication of the present Constitution, shall retire finally after a maximum of four consecutive years and shall not be eligible for re-election until at least one calendar year has passed. The persons who shall fall into this category shall be removed from office by the General Assembly on proposal of the Board. Thereafter, Board members shall retire and be eligible for re-election as normal.

The Board may appoint other persons by co-option to the Board, to assist with the work of EARLS for specific purposes. Such appointees may or may not be associated with EARLS member organisations and may attend Board meetings and be involved in discussions, but will have no vote.

All acts established in conformity with the law and concerning the election, the revocation and the cessation of the functions of the board members or of the persons entitled to represent EARLS, are communicated to (the Federal Public Service of Justice for the firstly elected board members and consequently) to the Registry's Office of the Court of Commerce in order to be deposited in the file and are published, at the association's costs, in the annexes to the Belgian Official Journal.

Any Board member may be removed from office by a two thirds majority vote of ordinary members at a General Assembly. Such a decision will have immediate effect.

Those Board members who retire shall remain in office until their successor(s) are put in place.

Board members representing ordinary members that resign or are excluded from EARLS shall be removed from office.

At the first Board meeting following an election of Board members, and where Officers need to be appointed, the Board members shall elect the President, Vice-president, Secretary and a Treasurer as required, called the Officers of EARLS. If the President is absent, his/her functions shall be assumed by the Vice-president or, by default, by the oldest Board member present.

Art. 21. The members of the Board shall receive no payment for undertaking their responsibilities, but they may receive reimbursement of their travel and other expenses for attending Board and any other meetings on behalf of EARLS and for other necessary expenditure to carry out the work of EARLS, as agreed by the Board.

In the event of a Board member resigning his/her post during a term of office, the member organisation shall be asked to nominate another representative to complete the remaining term of office of the member who resigned.

Art. 22. The Board shall meet as required, but at least twice each year, and meetings shall be called by the President or at the request of at least two other Board members. Board Members shall be advised of meetings by ordinary letter, fax or e-mail.

Board meetings shall require a quorum of at least half of the elected present or represented Board members. It may take decisions by telephone conference. The minutes of the conference shall mention the modalities of the debate. The vote of a meeting held by telephone conference require confirmation in writing.

Each Board member may give, in writing or by email or fax, delegated authority to one of his/her Board colleagues to replace him/her and vote on his/her behalf at Board meetings. The member who is so delegated must be present at the meeting. However, no Board member may represent more than one of his/her colleagues at any one meeting.

Decisions of the Board are taken by simple majority vote of the members either present or who have given delegated authority unless the Constitution or the applicable regulation and legislation stipulates otherwise. In the case of an equal vote, the Chairman of the meeting shall also have a casting vote.

The decisions of all Board meetings shall be recorded in minutes, signed by the chairperson of the meeting and one other Board member present. The minutes shall be circulated to all Board members. The minutes shall be inserted in a register kept at the registered address of EARLS.

The decisions and actions of the Board shall be communicated regularly to the ordinary members.

Art. 23. The Board has all powers to raise funds, administer and manage EARLS within the terms of these Statutes and the law, to fulfil the objectives of the association.

The Board is competent to deal with any issues on behalf of EARLS and to undertake all acts of administration, in the broadest sense. Anything which is not specifically the responsibility of the General Assembly by operation of Belgian law or these Statutes, shall be considered to be within the remit of the Board.

In particular, the Board has power: to make or receive payments or deposits; to acquire, exchange, lease or deal freely with property, whether donated or not, over any term of years, to accept or to receive all real or personal estates; to accept or

to receive all official and private subsidies and subventions; to accept or to receive all legacies and donations; to consent to and to conclude all contracts, in any markets or with any companies or individuals; to contract all loans, with or without guarantee; to consent to and to accept all cautions-money and subrogation; to mortgage any property of EARLS; to contract and to administer all loans and advances; to take legal action, to plead before all jurisdictions and to execute or making executed all judgements; to file settlements or agreements, to compromise.

The Board will, by itself or by delegation, appoint or dismiss professional advisors or employees and personnel of the association and determine their remuneration or fees.

Art. 24. The Board shall carry out, or cause to be carried out, all activities of EARLS and shall ensure that the decisions of the General Assembly are executed.

Art. 25. All acts and documents which commit EARLS shall be signed by the President and one other Board member, neither of whom requires to justify his/her power to do so.

The Board may appoint one person within the Board who shall be responsible for administering the day-to-day work of EARLS. The appointed person shall provide regular reports for the Board on the affairs of EARLS and shall present proposals of useful activities to the Board. The appointed person shall supervise and take responsibility for all acts of daily management. The appointed person shall have power to sign all documents related to the daily management of EARLS business and, in particular, shall have power to sign any bank cheques or other documents for payments within rules set and monitored by the Board.

Art. 26. The Board shall establish all it considers as necessary (bylaws, etc.). Those documents complement the statutes and can not contravene the statutes.

Art. 27. Any legal actions as plaintiff or as defendant shall be pursued by the Board represented by its President or by another Board member appointed by the President.

Art. 28. All documents shall be written in English, without prejudice to contrary legal dispositions. The working language of EARLS is English while the official language is French. The French version of the Statutes is the official version and in case of conflict, the French text has priority of interpretation.

TITLE VII – BUDGET AND ACCOUNTS

Art. 29. The financial year of EARLS shall begin on 1st January and ends on 31 December.

According to article 53 of the Law of June 27, 1921, the annual accounts for the financial year just completed and the budget of the next financial year shall be prepared each year by the Board and are submitted for approval to the General Assembly at its following meeting.

An annual audit of the books and records of the treasurer shall be carried out by an independent and authorised auditor.

The accounts are communicated to the Registry's Office of the Court of Commerce in conformity with article 51 of the law.

TITLE VIII – GENERAL DISPOSITIONS

Art. 30. The dispositions of Title III of the law of June 27, 1921, will provide for any matters not covered by the present constitution, especially the publications to do in the annexes to the Belgian Official Journal.

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