

ARTICLES OF ASSOCIATION

“EUROCARE – EUROPEAN ALCOHOL POLICY ALLIANCE”

I. Name, registered office, purpose

Article 1

An International not-for-profit organization (« *association internationale sans but lucratif (AISBL)* ») (hereinafter referred to as the “Association”) is hereby incorporated according to and governed by the provisions of title III of the Belgian Act of June 27th, 1921 as changed and amended by subsequent Acts, amongst others the Act of May 2nd, 2002 and January 16th, 2003.

The Association is named: “European Alcohol Policy Alliance”.

The abbreviation of this name is “Eurocare”.

Article 2

The registered office of the Association is located within the judicial district of Brussels, in Belgium, 1000 Brussels, Rue Archimede, 17.

Without prejudice to the application of the Belgian linguistic legislation, the registered office may be transferred, by a resolution of the Board, to any other place within Belgium. The Board may establish operation centers or administrative offices in Belgium and abroad.

Article 3

The Association is incorporated for an unlimited term. In the case of dissolution of the Association, article 13 shall apply.

II. Purpose and scope of activities

Article 4

The European Alcohol Policy Alliance is a network of organizations. It advocates the prevention and reduction of alcohol-related harm in Europe through effective and evidence based alcohol policy.

The purpose of the Association is to:

- a. organise a European platform for non-governmental organisations and other relevant organisations/institutions, which through their work or aspects of their work take responsibility for preventing and reducing alcohol related harm;
- b. advocate the introduction and implementation of policies to prevent and reduce alcohol-related harm in all EU policy areas in order to protect and improve the health of all people living in Europe.
- c. regularly obtain information and updates from its members about alcohol policy developments in the respective countries as well as the state of play inside the respective member organizations;
- d. support the development of social, cultural, economic and political answers to the problem of alcohol-related harm in Europe;
- e. facilitate in the European countries the collection, analysis, dissemination and the use of data relating to alcohol consumption and the resulting damages;
- f. develop strategies for the prevention of alcohol-related harm, adapted to the needs of individuals, families, communities and the society at large;
- g. stimulate the development of effective education programs and training courses on alcohol for the general public and for professionals;
- h. represent the point of view of the Association's Members to the European Institutions and other relevant Institutions and Organisations;
- i. represent European NGOs in the Global Alcohol Policy Alliance.

The Association will pursue its purposes by conducting, amongst others, but not exclusively, the following activities:

- a. regularly provide information to its Members through the organisation of meetings and events media outreach and publications;
- b. monitor EU policy developments that have an impact on national alcohol policies;
- c. promote the development and implementation of policies that are effective and evidence-based;
- d. influence and cooperate with the European Institutions and other relevant bodies in Europe, like the World Health Organization, in order to monitor and evaluate all policies for their impact on alcohol-related harm;
- e. engage in dialogue with decision makers to ensure that the harms caused by alcohol (social, health and economic burden) are taken into consideration in all relevant policy discussions;
- f. preparing common project proposals;
- g. provide resources to support the work of the Members of the Association.

III. Members – Admission – Exclusion

Article 5

The Association will be composed of Full Members and Associated Members (hereafter jointly referred to as “Members”).

Full Membership is open to non-governmental and other relevant organisations active in Europe:

- which are legally constituted pursuant to the laws and customs of their country of origin;
- which have no profit-making purpose;
- which are independent of political parties and commercial interests;
- which carry out their activity in pursuit of the aims of Article 4.

Natural persons are not eligible to Full Membership.

Full Membership includes the right:

- a. to attend and to speak, present motions and vote at the General Assembly;
- b. to be eligible for service on the Board;
- c. to propose amendments to the present Articles of Association;
- d. to receive regular updates on the Association’s activities and information regarding alcohol related-harm in Europe;
- e. to receive resources to support Members work.

The status of Associated Member may be given to (i) non-governmental organisations and relevant institutions which support the purpose of the Association, but for internal reasons cannot or does not want to apply for Full Membership or (ii) to natural persons which take actively part in alcohol policy or have health promotion or health education as part of their activities and have been recommended by two Full Members. Associated Members must be independent of political parties and commercial interests.

Associated Membership includes the right:

- a. to attend and to speak and present motions at the General Assembly, but without any voting right;
- b. to receive regular updates on the Association’s activities and information regarding alcohol related-harm in Europe.

Article 6

An application for Membership includes a written request for Membership along with:

- (i) a declaration with regard to the desired Membership class (Full Membership or Associated Membership);
- (ii) the name, the first names and the domicile if the candidate member is a natural person or the name, the legal form and the registered office if the candidate member is a legal person;

- (iii) an official copy of the articles of association of the candidate member if the latter is a legal person;
- (iv) the commitment of the candidate member to comply with the present Articles of Association, and
- (v) a statement of Declaration of interest that the candidate member does not receive any funding from the alcohol industry or any of its social aspects organisations..

These documents shall be sent to the Board at the address of the Association.

After an assessment regarding the fulfilment of the Membership criteria, the Board with a two-thirds (2/3) majority of the votes cast by the Board members present or represented may grant a pro tempore membership to the candidate member. This decision is subject to approval by two-thirds (2/3) of the votes cast by the Full Members present or represented at the next General Assembly.

Article 7

Membership ends by:

- a. death or loss of legal capacity of the concerned Member;
- b. bankruptcy or insolvency of the concerned Member;
- c. dissolution of the Association;
- d. the Member giving notice: each Member has the right to withdraw from the Association at any time by sending a written letter of withdrawal to the Board, but is subject to pay the total Membership fee or contribution until the end of the financial year;
- e. the Board giving notice that the Member has lost its right to Membership with immediate effect for not paying the annual Membership fee or contribution even after the Member has been notified and given an additional delay of one (1) month to execute the payment;
- f. exclusion by the General Assembly: if the Board is of the opinion that a Member is not longer able to support the purpose of the Association, it may propose that the Member is excluded from the Association. After having heard the concerned Member side, the General Assembly may decide to exclude the Member by a two third (2/3) majority of the votes cast by the Full Members present or represented at the meeting.

The Member whose Membership ended shall not be entitled to claim any reimbursement of its Membership fee, Membership contribution or any compensation or right to the assets of the Association.

Article 8

Full Members shall pay an annual Membership fee and Associated Members shall pay an annual Membership contribution, which are determined by the General Assembly on the proposal of the Board.

IV. General Assembly

Article 9

The General Assembly is the supreme organ of the Association.

The General Assembly is composed of all the Full Members and Associated Members of the Association.

By written notice sent to the Board each Member of the Association shall appoint one representative. Members have the option of appointing a substitute representative who will act in the absence of the representative, operating for the account of the Member in all matters concerning the Association, in case of a Full Member including, but not limited to attending and voting at the General Assemblies. Each Member has the right to replace its representative or its substitute representative at its sole discretion by written notification to the Board of the Association.

The following matters are exclusively reserved to the General Assembly:

- a. vote on the budget and the annual accounts;
- b. election and dismissal of the Board members;
- c. amendment of the articles of Association;
- d. approval of the Association's annual report;
- e. approval of the annual work program;
- f. approval of the Board's recommendations regarding Membership applications;
- g. exclusion of the Members of the Association;
- h. approval of the Membership fees and contributions proposed by the Board;
- i. appointment and dismissal of the auditors and determination of their salary if allocated;
- j. vote on the discharge of the Board members and the auditors;
- k. merger of the Association with other Associations;
- l. dissolution and liquidation of the Association.

Article 10

The General Assembly will meet at least once a year. An extraordinary meeting of the General Assembly must also be convened upon decision by the Board when the interest of the Association so requires or upon written request of half (1/2) of the Members.

The convocation notices of the meeting must be sent by the President of the Board by post, fax or electronic mail, at least fifteen (15) days prior to the date of the meeting. These convocations shall include time and place of the meeting, the agenda, as well as any reports and documents submitted by the Board to the General Assembly.

The General Assembly is chaired by a person who will be elected by and among the Full Members attending the General Assembly meeting.

The minutes of the meeting, including a record of all decisions by the General Assembly, shall be drawn up under the responsibility of the chairperson of the meeting and shall be signed by the chairperson and another attending Member of the Association. A copy of the signed minutes shall be sent to all Members within six (6) weeks after the meeting has taken place. The original minutes shall be kept in a separate register at the registered office of the Association where it must be at the disposal of the Members.

Article 11

A General Assembly is properly constituted and has the quorum to resolve if one fourth (1/4) of the Full Members are present or represented.

Each Full Member has one (1) vote at the General Assembly. Each Member may be represented at the General Assembly by another Member holding a special proxy for that purpose. Each proxy holder may hold a maximum of three (3) proxies.

Unless otherwise provided for by law or in another provision of these Articles of Association, all resolutions will be adopted by an absolute majority of the votes cast by the Full Members present or represented at the General Assembly.

For the determination of the absolute majority, abstentions, blank or invalid votes will not be taken into account.

Article 12

In exceptional cases and when the urgency of the matter so requires, the General Assembly may take decisions by written procedure (i.e. exchange of letters, faxes or e-mail).

To that effect, the person designated by the Board shall send the proposed resolution as well as all supporting documents to all Full Members via whatever clear, secure and confidential means of written communication – including electronic means. The mailing shall be accompanied by an explicative note from the Board specifying the reasons for using the written procedure. In this case, a term of at least thirty (30) working days must be given to the Full Members before votes are due. A Full Member not responding by duly completed written communication to the Board within this period shall be considered as not having participated in the vote. The majority and quorum requirements as well as any other rule of voting set forth in Article 11 of the present Articles of Association shall apply accordingly.

V. Amendments of the articles of association – Dissolution

Article 13

Any proposal to amend the articles of association or to dissolve the Association must originate from the Board or from two thirds (2/3) of the Full Members.

The Board must bring such a proposal to the attention of the Members at least two (2) months prior to the date of the General Assembly that will deliberate on the said proposal.

The General Assembly convened in order to vote on the amendments to the articles of association or the dissolution of the Association is properly constituted and has the quorum to resolve if at least half (1/2) of the Full Members are present or represented. The resolution to amend the articles of association or to dissolve the Association has to be approved by at least three quarters (3/4) of the votes cast by the Full Members present or represented.

However, if half (1/2) of the Full Members of the General Assembly are not present or represented, another General Assembly will be convened in the same conditions as those mentioned above. The General Assembly may decide definitely on the said proposal by an absolute majority of the votes cast by the Full Members present or represented regardless of the number of Full Members present or represented.

In the resolution for dissolution of the Association the General Assembly will also appoint one or more liquidators, determine their powers and indicate the allocation of the net assets of the Association. It is understood that the beneficiary (ies) of the net assets will have to pursue a similar purpose as the Association and will have to use these net assets exclusively for not-for-profit making purposes.

VI. Board

Article 14

The Association is managed by a Board composed of a minimum of five (5) members. The Board members are appointed and dismissed by the General Assembly at its sole discretion. Candidatures, selecting candidatures and nomination for membership of the Board will be determined by the Internal Rules of the Association. The Board members are appointed for a term of three (3) years and their mandate ends at the Annual General Assembly of the said year.

Board members are eligible for re-election.

The Board members exercise their mandate within the Association for free.

Article 15

The tenure of a Board member shall end by:

- a. the expiration of its term;
- b. the Board member's resignation from the Board;
- c. the dismissal by the General Assembly at any time, without stating reasons;
- d. the death of the Board member;
- e. the Board member leaving his/her position in his/her organisation.

Article 16

The Board has all the necessary management and administration powers to carry out the purpose of the Association except for those reserved to the General Assembly.

The tasks of the Board include, but are not limited to the following:

- a. to elect the President and Treasurer at the first Board meeting held after the General Assembly;
- b. management of the financial affairs of the Association, including due fulfilment of the accounting requirements;
- c. preparation of the General Assembly, the Association's Annual Report, the annual accounts and the budget;
- d. execution and/or coordination of the implementation of the resolutions which were voted at the General Assembly;
- e. without prejudice to Article 19, representation of the Association and its Members' interests in meetings with third parties;
- f. ensuring the regular flow of information and feedback processes with the Members regarding the current activities of the Association;
- g. the appointment and discharge of staff and other service providers; adoption of the Internal Rules of the Association.

The Board may delegate specific management or representation powers of the Association for legal or extra-legal actions to one or more Board members, Members, third parties or to the Secretary General. In this case, the scope of the delegated powers and the term of the mandate must be specified in writing.

Article 17

The Board will meet at least twice each year.

The Board meetings shall be convened by the President of the Board by invitation via letter, fax or e-mail providing the agenda as well as the time and the place of the meeting. The agenda of the Board meeting is not final until the Board approves it at the beginning of the meeting.

The Board may only validly deliberate if at least half (1/2) of its members are present or represented. The Board members may be represented at the meeting by another Board member who holds a special proxy. Each proxy holder may only hold one (1) proxy. Each Board member shall have one (1) vote. The resolutions of the Board are adopted by an absolute majority of the votes cast by the Board members present or represented.

In the event of a tie of votes, the President has a deciding vote.

Article 18

The resolutions of the Board are signed by two (2) members of the Board and kept in the registered office of the Association, where they must be at the disposal of the Members of the Association.

Article 19

The Association shall be represented in legal or extra-legal actions towards third parties by two (2) Board members acting jointly, unless a special delegation of powers such as mentioned in article 16, last paragraph, is provided to a third party.

All legal actions in court implicating the Association as a plaintiff or as a defendant are dealt with by the Board, represented alone by its President or by a representative appointed by the President.

VII. Secretary General

Article 20

The Secretary General shall be responsible for the day-to-day management of the Association and in particular for the implementation of decisions by the Board. The Secretary General is appointed by the Board.

The Secretary General participates in the Board meetings, but without voting right.

VIII. Budget and Accounts

Article 21

The financial year shall begin on the 1st of January and end on the 31st of December of each year.

The Board must submit to the General Assembly for approval the annual accounts of the preceding year and the budget for the following year.

Without prejudice to the General Assembly's right to determine any kind of auditing procedure, the annual accounts of the Association shall be audited by an independent external auditor at the costs of the Association if required by law. The auditor shall be appointed by the General Assembly.

IX. Internal Rules

Article 22

The Board adopts and amends all or any part of the Internal Rules of the Association to further detail these Articles of Association as permitted by the Belgian laws.

X. General provisions

Article 23

The Association may accept any gift or loan, under the condition that they have no impact on its independence and that the Association remains free to determine its objectives (not from alcohol producers or its social aspects organisations). The donations inter vivos or mortis causa to the Association have effect only to the extent that they are permitted by the applicable law.

Article 24

The working language of the Association will be English. The language used in all the official documents and communications with national authorities shall be French. In case of a dispute relating to the Articles of Association between Members, the French version shall prevail. Towards third parties the official published French version is the only relevant version.

Article 25

Any matter that has not been dealt with in the present Articles of Association, as well as all publications that have to be made in the Annexes of the Belgian State Gazette, will be settled in accordance with the applicable Belgian legal provisions.