

Statutes of the Association Of European Coeliac Societies

1. Name, seat and field of activities

- 1.1. The association is called Association Of European Coeliac Societies (AOECS)
- 1.2. The legal seat of AOECS is Brussels, Belgium.
- 1.3. AOECS focuses on actions primarily inside Europe.
- 1.4. AOECS may cooperate with Coeliac Societies outside Europe.

2. Objectives

- 2.1. AOECS is the umbrella organisation of European Coeliac Societies and is an independent non-profit association.
- 2.2. AOECS aims to
 - 2.2.1 represent its full member associations (hereinafter: members) at an international level particularly with respect to European and International institutions
 - 2.2.2 work for the best possible safety, availability and labelling of foods and products suitable for people intolerant to gluten.
 - 2.2.3 foster multi-national research projects on coeliac disease and dermatitis herpetiformis Duhring,
 - 2.2.4 coordinate exchange of information related to the coeliac condition, gluten intolerance, dermatitis herpetiformis Duhring and the suitable diet and work for the social welfare for all people affected by these conditions,
 - 2.2.5 facilitate the sharing of skills and knowledge particularly among new and developing Coeliac Societies.
 - 2.2.6 promote the social condition and work for the social welfare of the people mentioned in No. 2.2.4.

3. Assets

The assets of AOECS consist of:

- 3.1. The annual contribution of the full members.
 - 3.1.1 The contribution is requested from each member for the relevant fiscal year, which starts on 1st August and ends on 31st July.
 - 3.1.2 The annual contribution will be fixed by the General Assembly each year according to the following procedure:
 - 3.1.2.1 The General Assembly will determine each year the amount of the “basic membership fee” (BMF) which will constitute the minimum requirement for each member of AOECS

3.1.2.2 Each member will be compelled to pay one or more annual BMF depending on the number of associates, based on the following grounds:

- To 1000 (one thousand) 1 (one) BMF
- From 1.001 (one thousand one) to 3.000 (three thousand) 3 (three) BMF
- From 3.001 (three thousand one) to 10.000 (ten thousand) 6 (six) BMF
- From 10.001 (ten thousand one) to 25.000 (twenty-five thousand) 9 (nine) BMF
- From 25.000 (twenty-five thousand) to 50.000 (fifty thousand) 11 (eleven) BMF
- More than 50.000 (fifty thousand) 12 (twelve) BMF

3.1.3. The General Assembly may, if the request is justified, reduce the amount of contribution for a member for one year. The request must be introduced to the Board no less than one month before the start of the new fiscal year. The payment of a reduced amount for more than two years leads to the end of the membership (see No. 5.4.).

3.2. Other income or donations after agreement of the Board

4. Members

The AOECS is constituted by full member societies, associate member societies and affiliate member societies.

4.1. Full members

Every Coeliac Society in Europe can apply for full membership if it fulfils the following conditions:

- 4.1.1. The applying member is registered in its country as a non-profit organisation with an annual or monthly membership fee.
- 4.1.2. The applying member has statutes complying with its country's regulations for non-profit organisations.
- 4.1.3. The applying member produces a yearly financial statement stating its sources of income.
- 4.1.4. The applying member produces a reference paper from a university or hospital in its own country or from an AOECS country.
- 4.1.5. The applying member has established contact with an AOECS member organisation and/or the Health Ministry of its country.
- 4.1.6. The applying member can state the number of members of its organisation.

The maximum number of full members per country is three.

4.2. Associate members

Every Coeliac Society in Europe can apply for associate member status with a special interest in the aims and objectives of AOECS, but which do not fulfil the requirements for full membership yet, but intended to do so in maximum 2 years.

A minimum requirement is the fulfilment of 4.1.2. The associate member status in a European country is only available if there is no full member in this country yet.

The maximum number of associate members per country is one.

4.3. Affiliate members

A Coeliac Society from countries outside of Europe can apply for affiliate member status if it fulfils the requirements for full membership except for the location.

5. Terms of membership

- 5.1. The membership starts, when the General Assembly has agreed to membership and the Coeliac Society has paid the first contribution.
- 5.2. The membership ends, when the member declares its withdrawal.
- 5.3. The membership ends, if for any reason the General Assembly excludes a member from the membership for actions inconsistent with the objects and statutes of AOECS.
- 5.4. The membership also ends, when the member pays a reduced contribution for more than two consecutive years.

6. Rights and duties of members

6.1. Rights and duties of full members

- 6.1.1. The full member has the right to receive all information regarding the work of AOECS and to participate in the General Assembly. If a full member is participating in the General Assembly with more than one delegate, the head of the delegation has to be nominated.
- 6.1.2. The full member has to substantiate the number of associates by an official statement of a national authority or an annual balance sheet/business report.
- 6.1.3. The number of votes available for each full member will be the corresponding in order to the following scale:
 - 1 (one) BMF (basic membership fee) => 1 (one) vote
 - 3 (three) to 6 (six) BMF => 2 (two) votes
 - 7 (seven) to 11 (eleven) BMF => 3 (three) votes
 - 12 (twelve) BMF => 4 (four) votes

- 6.1.4. The full member must be authorized to take binding decisions on behalf of its Society at the General Assembly.
- 6.1.5. The full member has the duty to follow the AOECS Statutes.
- 6.1.6. The full member has to pay the annual contribution for the current fiscal year by 31st December of the current fiscal year.
- 6.1.7. If the annual contribution is not paid in time and there has been no request for reduction (see No. 3.1.3.), the voting rights of this full member are suspended until the payment is made.

6.2. Right and duties of associate members

- 6.2.1. The associate member has the right to attend the General Assembly and be represented by one delegate, normally the elected country representative. The associate member has the same rights and duties (pays the appropriate membership fee) as those of full members, except the eligibility to vote in the General Assembly and the right to license the Crossed Grain symbol.
- 6.2.2. The associate member agrees that it shall hold in strict confidence all information and materials that it may receive or be given access to.

6.3. Right and duties of affiliate members

- 6.3.1. The affiliate member has the right to attend the General Assembly and be represented by one delegate, normally the elected country representative. The affiliate member has the same rights and duties (pays the appropriate membership fee) as those of full members, except the eligibility to vote in the General Assembly and the right to license the Crossed Grain symbol.
- 6.3.2. The affiliate member agrees that it shall hold in strict confidence all information and materials that it may receive or be given access to.

7. Organs

The organs of AOECS are the General Assembly (8 and 9) and the Board of Directors (10 and 11), later on called “the Board”.

8. The General Assembly

- 8.1. The General Assembly is the supreme authority within AOECS. It consists of the full members of AOECS and decides resolutions on behalf of AOECS. It approves or rejects the report prepared by the Board and the programme of activities for the following year.
- 8.2. The chair is taken by the Board.
- 8.3. The General Assembly takes place annually or if requested in written form by 2/3 of all full members to the Board extraordinary.

- 8.4. The members have to be informed at least 10 month before the next ordinary General Assembly and at least six weeks before the next extraordinary General Assembly about the location and the date.
- 8.5. Requests concerning the agenda have to be submitted to the Board of Directors at least three months before the next ordinary General Assembly and four weeks before the next extraordinary General Assembly. The Board has to send to the members, at least one month before the next ordinary General Assembly, the complete agenda, the report of activities and the financial information of the fiscal year. In case of an extraordinary General Assembly the Board has to send the complete agenda at least two weeks before the General Assembly.
- 8.6. Resolutions can only be decided on subjects placed on the agenda. The General Assembly may decide resolutions only, if at least half of the full members are present. If less than half of the full members are present, resolutions can be decided half an hour after starting the meeting independent of the number of the members present.
- 8.7. Resolutions and elections are taken by bare majority of votes present except 5.1., 5.3., and 9.6, which require a majority of 2/3 (two third) respective 4/5 (four fifth) of the votes present, if the objectives of the association are concerned.
- 8.8. In case of equality of votes the vote of the Board will prevail. In this case every Director of the Board has one vote.
- 8.9. Resolutions by full members can be decided also outside of a General Assembly or an extraordinary General Assembly by electronic voting (except resolutions on the budget of AOECS and in the cases of 5.1, 5.3 and 9). The Board sets a date and time for the vote. The resolution has to be submitted to the members at least one month before the date of the vote. A simple majority decision is binding if at least half of the full members take part in the vote.

9. Rights and duties of the General Assembly

- 9.1. The General Assembly approves or denies the request for a new membership or associate/affiliate member status.
- 9.2. The General Assembly may exclude a member from further membership, e.g. when the annual contribution is not paid or when a member works against the objectives of AOECS or actions are taken by a member, which lead to damage or inconvenient situation for Europeans with a coeliac condition or dermatitis herpetiformis Duhring. Furthermore the General Assembly may exclude an associate member from the associate member status when it does not fulfil the requirements for full membership after 2 years from the acceptance of the associate member status.
- 9.3. The General Assembly agrees on the amount of the annual contribution and if requested on a reduction of the annual contribution for a specific member.

- 9.4. The General Assembly elects the Board of Directors and may dismiss the whole Board or some of its members, whether or not this appears as an item on the agenda.
- 9.5. The General Assembly must accept or reject the financial report and the budget for the following year presented by the Board. Two financial controllers are annually appointed by the General Assembly to verify the presented data.
- 9.6. The General Assembly may change the Statutes and may dissolve AOECS, if at least 2/3 (two third) of the members are present.

10. Board of Directors

- 10.1. The Board consists of five Directors and is elected among the delegates of the members by the General Assembly.
- 10.2. The period of office of the Board is three years. The complete Board or a Director of the Board can be re-elected but not more than three consecutive terms.
- 10.3. In the case that a member of the Board has to retire for whatever reason, the remaining members of the Board have the right to co-opt a temporary replacement till the next General Assembly from the candidates' list of the previous General Assembly in the order of the voting results. The term of the successor starts after the confirmation of the ordinary General Assembly.
- 10.4. Candidates for the Board should be nominated in written form to the existing Board before the beginning of the General Assembly.
- 10.5. Rules and regulations define the work of the Board. They can only be changed by the General Assembly and are binding for the members of the Board.

11. Rights and duties of the Board

- 11.1. The Board executes the objectives of AOECS and has to handle any new operational subjects, which appear to AOECS during the fiscal year until the next General Assembly.
- 11.2. The Board has to inform the members of the date and the location of the next General Assembly and has to develop the agenda for the General Assembly.
- 11.3. The Board has to chair the General Assembly, has to report to the General Assembly about its activities, submit a financial report of the last fiscal year and shall submit proposals to the General Assembly.
- 11.4. The Board may permit non-member Coeliac Societies located in or outside Europe or persons, who want to establish a Coeliac Society in their country, to attend the General Assembly and the working groups taking place in connection with the General Assembly without voting.
- 11.5. AOECS will be represented before a third party by the member of the Board responsible for the specific task. The accomplishment of single tasks can be delegated to other people outside the board as mentioned in the rules and regulations of the board.

- 11.6. At least two Directors of the Board have to sign on behalf of AOECS. Before mailing letters with outstanding significance the draft should be sent to all other Directors of the Board for approval.
- 11.7. The Board has to meet at least three times a year.
- 11.8. Resolutions of the Board are taken by majority.
- 11.9. The Board may appoint working groups for special subjects in consultation with the General Assembly. The Board of Directors will appoint its members according to the Rules and Regulations of the Board.
- 11.10. In case of retirement or death of a Director of Board, the member has to be replaced latest at the next ordinary General Assembly.

12. Working groups

- 12.1. Working Groups should be created to advise the Board and the General Assembly on determined issues. Either the Board or the General Assembly can propose the goals of a Working Group.
- 12.2. Working Groups cannot take binding decisions but may submit proposals to the Board and the General Assembly. The Working Group has to report to the General Assembly and twice a year to the Board.
- 12.3. Working groups are chaired by a delegate of a member elected by the members of the Working Group.
- 12.4. A Working Group may consist of up to 7 members.
- 12.5. The duration of a Working Group is one fiscal year. It may be prolonged.
- 12.6. Rules and regulations are drafted by the Board and will define the further work of a Working Group.

13. Dissolution of the AOECS

In case of dissolution the assets of AOECS should be transferred to a working charitable or non-profit organisation.

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