

## **Updated Articles of Association of the Association of European Coeliac Societies (AOECS)**

### **1. Name and legal basis**

- 1.1. The association is called Association of European Coeliac Societies (in short, AOECS).
- 1.2. The registered address of AOECS is in the Brussels Region, Belgium.
- 1.3. AOECS is a Non-Profit Association (ASBL).
- 1.4. The registration number of AOECS is 0460502154.

### **2. Non-profit Objects/Purpose**

- 2.1. AOECS connects and supports its members for the purpose of improving outcomes for people affected by coeliac disease, dermatitis herpetiformis Duhring and other gluten related conditions. For reasons of convenience, these three groups are in short referred to as 'coeliacs' in the remainder of this document. Its purpose is a non-profit purpose.

### **3. Main Activities**

- 3.1. AOECS is the umbrella organisation of European coeliac societies/associations.
- 3.2. AOECS focuses on activities mainly within Europe in line with the approved strategy.
- 3.3. In order to achieve its purpose, AOECS aims to:
  - 3.3.1. represent its members at an international level particularly with respect to European and international institutions;
  - 3.3.2. cooperate with coeliac societies/associations established outside Europe;
  - 3.3.3. work towards the best possible safety, availability and labelling of foods and products suitable for people intolerant to gluten;
  - 3.3.4. foster multi-national research projects on coeliac disease, dermatitis herpetiformis Duhring and other gluten related conditions and topics;
  - 3.3.5. coordinate the exchange and publication of relevant information and statements to support members;
  - 3.3.6. facilitate the sharing of skills and knowledge particularly among new and developing coeliac societies/associations;
  - 3.3.7. support the members in their role improving the social welfare and healthcare for coeliacs.
- 3.4. In the fulfilment of its purpose, AOECS may carry out any act or activity in accordance with the law, in particular any legal provisions with respect to non-profit associations. This includes, among others, the recruitment of staff, the acquisition, lease or rent, production, transfer or exchange of all movable and immovable properties, to contract, to borrow and lend money, provide mortgages, pledges or any other form of guarantee on its possessions.

## **4. Financing**

The financing of AO ECS consists of:

### **4.1 The annual fees of members:**

- 4.1.1 The fees are requested from each member for the relevant fiscal year.
- 4.1.2 The membership fees for members will be fixed by the General Assembly according to criteria to be determined by the General Assembly (in the AO ECS' internal rules, if any, or otherwise) and following a recommendation from the Board of Directors (the "Board"). Such fees may vary depending on criteria such as the size of the relevant member or the number of paying members of a member. When determining the membership fees, the General Assembly has also the possibility to differentiate between the types of members.
- 4.1.3 As long as the General Assembly has not approved the budget and the contributions for the current fiscal year, the Board is authorised to ask members for partial payments equivalent to their membership fees for the previous fiscal year, *pro-rata temporis*.
- 4.1.4 At the discretion of the Board, which shall inform the members at the latest at the occasion of the next General Assembly meeting, annual fees may be reduced for a member due to exceptional circumstances. 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 results in the end of the membership.
- 4.1.5 The maximum annual membership fee to be paid by each and any member each year amounts to EUR 30,000.

### **4.2 Other Incomes such as:**

- 4.2.1 International fees derived from members participating in the European Licensing Scheme (ELS) for gluten free products;
- 4.2.2 Donations from members or third parties;
- 4.2.3 Incomes from participating in projects, from sales or other sources.

For the avoidance of doubt, no additional (voting or other) rights will be attached to the payment of voluntary higher membership fees (or other voluntary payments) by members.

## **5. Members**

AO ECS is constituted by full members, associate members and affiliate members. For the purpose of these Articles of Association, a reference to a member, without specifying its category, shall refer to a member of any of the above categories.

The number of full members is unlimited but may not be less than ten (10).

### **5.1 Full members (Voting)**

Every European coeliac society/association can apply for full membership if it fulfils all of the following conditions. The applicant:

- 5.1.1 represents coeliacs;

- 5.1.2 is registered in its country, which must be in Europe, as a non-profit organisation with legal personality according to the laws of its jurisdiction;
- 5.1.3 is solvent and has been operating for a minimum of 3 years (for the purpose of evidencing this, it shall provide AOECs with the last 3 years of financial accounts);
- 5.1.4 has up to date articles of association, or equivalent, complying with its country's regulations for non-profit organisations (for the purpose of evidencing this, it shall provide a copy of these upon application);
- 5.1.5 provides the Board with two satisfactory references - one from an existing full member and one from a university or hospital in its own country.

In its application, the applicant shall inform the Board about the number of beneficiaries and contacts of its organisation and the number of coeliacs it represents directly (permission to contact) and indirectly (wider audience).

The maximum number of full members per country is two.

### **5.2 Associate members (Non-Voting)**

Every European coeliac society/association 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 intend to do so within 2 years.

A minimum requirement for associate membership is the fulfilment of the condition described under Article 5.1.2.

The maximum number of associate members per country is one.

### **5.3 Affiliate members (Non-Voting)**

Other coeliac societies/associations, healthcare organisations and other non-profit organisations (including if not based in Europe) can apply for affiliate member status if they do not, and have no intention of fulfilling the requirements for full or associate membership.

## **6. Terms of membership**

6.1 The membership starts after the vote of the General Assembly in favour of membership and the payment of the first annual membership fee.

6.2 Any member can withdraw from AOECs by notifying its withdrawal to the Board at least 4 weeks in advance.

6.3 The General Assembly may decide to exclude a member from AOECs based on any serious ground, including:

- (i) if a member acts in a manner which is inconsistent with the objects and/or Articles of Association of AOECs; or
  - (ii) if a member works against the objectives of AOECs; or
  - (iii) if a member acts in a way which is damaging or has a negative impact on coeliacs;
- or

(iv) if a member no longer fulfils the conditions to become and remain a member as stipulated under Article 5; or

(v) if a member pays a reduced contribution for more than two consecutive years. Furthermore, the General Assembly may exclude an associate member if it does not fulfil the requirements for full membership after 2 years as from becoming an associate member.

6.4 Members leaving AOECs, whether voluntarily or involuntarily, shall remain liable to pay any unpaid membership fees. A member shall have no right to claim the reimbursement of any (part of) membership fees and/or donations to AOECs even if it leaves AOECs in the middle of a membership year.

6.5 All full members are required to pay the annual membership fees for the current fiscal year by 31 March of the current fiscal year. If the annual membership fee is not paid in time and there has been no request for reduction (as stipulated under Article 4.1.4) or if such request has been rejected, the voting rights of full members are suspended until the payment is made.

6.6 A member can be excluded from AOECs by a decision of the Board (without a decision by the General Assembly being required) if it fails to fully pay its membership fees within one month after having received two formal payment reminders from AOECs. In order to become a member again, such (former) member may apply again to become a member after it has fully paid its unpaid membership fees.

6.7 All members agree to act in a way to support the aims and objectives of AOECs and will not make public any views, information or material that would harm AOECs or its beneficiaries without having first addressed any concerns or issues to the Board or the General Assembly. This does not prevent members from discussing views, information or material with, and/or from expressing concerns or issues towards, individual members outside of General Assembly meetings.

## **7 Rights and duties of members**

### **7.1 Full members**

7.1.1 Any full member has the right to receive all information regarding the work of AOECs and to participate in the General Assembly meetings. If a full member is participating in the General Assembly meetings with more than one delegate, the Head of the delegation has to be identified to the Board. Only the Head of the delegation has the right of vote on behalf of the full member.

7.1.2 Any full member has to substantiate once a year its incomes and the beneficiaries of its organisation and the number of coeliacs it represents by providing AOECs a statement by one of its board members or official representatives based on and supported by its annual balance sheet/business report.

7.1.3 The number of votes available for each full member will be the corresponding in order to the following scale:

Less than or equal to 999 members => 1 (one) vote;

1000 – 9.999 members => 2 (two) votes;

10.000 – 49.999 members => 3 (three) votes;

50.000 or more members => 4 (four) votes.

The General Assembly shall determine (in the AO ECS' internal rules, if any, or otherwise) who shall qualify as a member of a full member for the purpose of the above.

7.1.4 The Head of a delegation must be authorised (through a power of attorney or based on the Head's power of representation resulting from applicable legal and/or articles of association provisions) to validly represent, and vote on behalf of, the full member it represents at the General Assembly meetings.

7.1.5 All full members must abide by these Articles of Association.

## **7.2 Associate and affiliate members**

7.2.1 Each associate or affiliate member has the right to attend the General Assembly meetings and be represented by one delegate. An associate or affiliate member has the same rights and duties (including the payment of the membership fee applicable to it) as those of full members, except they are not eligible to vote in the General Assembly meetings.

7.2.2 All associate and affiliate members must abide by these Articles of Association.

## **8 Governance**

Decisions within AO ECS are taken within the General Assembly or the Board, each within its sphere of competence.

### **8.1 The General Assembly**

8.1.1 The General Assembly is AO ECS' supreme authority and has ultimate responsibility for the decisions and actions of AO ECS.

8.1.2 It consists of the full members of AO ECS.

8.1.3 The General Assembly has the power to:

- take any decision to fulfil the objectives set forth in Article 2;
- take any decisions with respect to public relations strategies and the communication of the views of AO ECS;
- incorporate new or join existing associations or organisations;
- take any strategic decisions and/or decisions with a long-term impact and instruct the Board to implement these;
- approve the future activities of AO ECS and instruct the Board to implement these activities;
- mandate the Board to develop policy for the General Assembly;
- determine the annual membership fees for the full, associate and the affiliate members;

- establish and/or amend official documents with a strategic importance such as the AO ECS' internal rules, if any, and the Charta;
- admit and exclude members;
- elect and dismiss Directors and determine their remuneration, if any;
- elect and dismiss statutory auditor(s), if any, and determine his/her remuneration;
- approve the annual accounts and the discharge to give to the Directors and the statutory auditor, if any;
- decide whether to start a liability claim against the Directors and/or the statutory auditor;
- determine the budget of AO ECS on a proposal from the Board and instruct the Board to implement this budget;
- amend these statutes;
- wind up AO ECS and elect the non-profit organisation to which the remaining assets will be distributed;
- transform AO ECS into an AISBL or a cooperative company with a social purpose;
- decide to transfer or accept the transfer of a business without consideration; and
- take any decision reserved by law or these Articles of Association to the General Assembly.

## **8.2 General Assembly AGM**

The Annual General Meeting (the AGM) meets annually and has the following rules:

- 8.2.1 AGMs can be held either physically and/or remotely through digital channels. In such a case, the Board shall inform the members that they will have the possibility to participate remotely through digital channels. Full members attending through digital channels shall be considered to be present at that meeting for the purpose of determining whether the quorum has been reached and their votes shall be taken into account in order to determine whether the required majority has been reached. In order for such remote participation to be valid, AO ECS must be able to verify, through the digital channels used, the capacity and identity of the (representative of the) full member concerned. The Board and/or AO ECS' internal rules (if any) may impose additional conditions for the use of digital channels in order to participate remotely to an AGM provided the purpose of these additional conditions is to guarantee the security of the digital communication channel used. Without prejudice to any additional conditions or restrictions which may be imposed by law, the digital channels must at least enable the full members concerned to follow directly, simultaneously and continuously the discussions taking place within the AGM and to exercise their right of vote on all matters regarding which the AGM is requested to take a decision. Moreover, the digital channel must enable the full members to participate to the AGM's deliberations and to ask questions. The convocation to the AGM must include

a clear and precise description of the procedure enabling a remote participation to the AGM. The minutes of the AGM must mention the problems and technical incidents which have prevented or disturbed the remote participation to the AGM or the vote. The members of the bureau of the AGM (if any) are not entitled to participate through digital channels.

- 8.2.2 The date and location must be notified to members at least three months in advance.
- 8.2.3 Requests concerning the matters to be put on the AGM agenda must be submitted to the Board at least two months in advance.
- 8.2.4 The Board is responsible for convening the AGM and determining its agenda. It must send to the members the complete agenda, the report of activities and the financial information of the fiscal year at least one month before the AGM.

### **8.3 General Assembly Extraordinary meetings**

These meetings can be called at any time in between AGMs and have the following rules:

- 8.3.1 The Board can decide to convene an Extraordinary meeting of the General Assembly.
- 8.3.2 Without prejudice to Article 9:13 of the Belgian Code on Companies and Associations, additional Extraordinary meetings (physical or remote) of the General Assembly must be convened by the Board if requested in writing to the Board by at least 20% of the full members.
- 8.3.3 Extraordinary meetings can be held either physically or remotely through digital channels. The provisions of Article 8.2.1 shall apply.
- 8.3.4 The date and location of any Extraordinary meetings should be notified to members at least 4 (four) weeks in advance.
- 8.3.5 Requests concerning the matters to be put on the agenda must be submitted to the Board at least 3 (three) weeks before any Extraordinary meeting.
- 8.3.6 The Board is responsible for convening the Extraordinary meetings and determining their agenda. The complete agenda has to be sent to members at least 2 (two) week in advance.

### **8.4 General Assembly Decisions (Voting)**

- 8.4.1 Decisions can only be decided on subjects included in the published agenda within the AGM or Extraordinary meeting. However, if all full members are present or represented at the meeting, they can validly add matters to the agenda.
- 8.4.2 A General Assembly meeting will only validly be held, if at least half of its full members are present or represented at the meeting. For the purpose of amending these Articles of Association, at least two third of the full members must be present or represented at the meeting. No quorum shall apply if a

second meeting is convened with the same agenda, provided it takes place at least 15 days after the first meeting date.

- 8.4.3 In order to be validly approved, any proposed change to these Articles of Association must be clearly described in the invitation to the meeting.
- 8.4.4 In order to be validly approved, any proposed exclusion of a member must be clearly indicated in the invitation to the meeting. The member concerned must receive the possibility to be heard in its defence by the General Assembly.
- 8.4.5 Decisions and elections are passed by bare majority of votes except for:
  - (i) any amendment to these Articles of Association or the Charta or the exclusion of a member, which both require a 2/3 (two third) majority of the votes of the full members who are present or represented;
  - (ii) a modification to AO ECS' non-profit purpose or the dissolution of AO ECS which both require a 4/5 (four fifths) majority of the votes of the full members who are present or represented.
- 8.4.6 In the case of a draw or if the required special majority is not reached, the proposal is rejected.
- 8.4.7 In the case of any election or any other vote relating to a person, all votes shall take place through secret ballots.
- 8.4.8 In the case of any election, the General Assembly will first expressly decide on how many mandates/positions will be awarded. If, after the number of mandates/positions to be awarded has been determined, and there are more candidates than the number of mandates/positions to be awarded, at each voting round the candidate with the lowest number of votes shall be excluded from the election until the number of remaining candidates is identical to the number of mandates/positions to be awarded.
- 8.4.9 Except for changes to the Articles of Association, decisions by full members can be approved outside of an AGM and/or an Extraordinary meeting by unanimous written resolutions of the full members, which can be signed by wet ink signature or by electronic signature enabling to verify the quality and identity of the signatories. The Board informs the full members about the proposed written resolutions, it circulates the written resolutions and sets a deadline for the signing of the resolutions. The proposed written resolutions have to be submitted to the full members at least two weeks before the deadline.

## **9 General Assembly register**

Decisions of the General Assembly are recorded in a special register that each member may consult. In addition, these decisions may be published.

## **10 Board of Directors**

- 10.1 The Board consists of a minimum of three (3) and up to seven (7) Directors and is elected by the General Assembly among candidates presented by the full members. The General Assembly shall make sure that the Directors have appropriate qualifications and that the Board is balanced. No more than one Director may be elected upon among candidates presented by the same full member.
- 10.2 The period of office on the Board is three years. A Director can be re-elected but for not more than two consecutive terms after which there must be a break of at least two years before the Director can stand for election again. The General Assembly will aim for sufficient continuity within the Board.
- 10.3 If a Director stands down or is no longer able to fulfil his/her duties during his/her term, the remaining members of the Board have the right to co-opt a temporary replacement until the next AGM from the candidates' list of the previous General Assembly meeting having appointed Directors in the order of the voting results. If there is no remaining or suitable candidate available based on this method, the Board may seek new candidates among the delegates of the members. The directorship of the co-opted Director shall automatically end at the next General Assembly meeting unless the General Assembly confirms his/her directorship at this meeting.
- 10.4 The existing Board must be informed in writing about the identity of the candidates for the Board at least one week before the beginning of the General Assembly meeting.
- 10.5 Rules and regulations may define the work of the Board. They can only be established and/or changed by the General Assembly through a vote and are binding for the Board. They can be included in AO ECS' internal rules.

## **11 Rights and duties of the Board**

- 11.1 Without prejudice to the powers reserved to the General Assembly pursuant to these Article of Association and/or the law, the Board manages AO ECS and represents AO ECS externally. This includes the following matters.
- 11.2 The Board oversees the delivery of the approved strategy and annual objectives and activities of AO ECS.
- 11.3 The Board may appoint a Secretary General and delegate the execution of any of its duties to the Secretary General, if any, and/or an executive team as required by the Board to fulfil its duties.
- 11.4 The Board acts on behalf of AO ECS to ensure any new operational subjects, which appear to AO ECS during the fiscal year until the next General Assembly meeting, are dealt with effectively. This includes joining European funded projects.
- 11.5 The Board can appoint one of the Directors for the purpose of managing and chairing all meetings and votes of the General Assembly. If the Board fails to designate such chairperson or if he/she is not present at the General Assembly, the General Assembly shall appoint the chairperson.

- 11.6 The Board submits an annual financial report and draft annual accounts of the last fiscal year and budget proposals to the General Assembly.
- 11.7 The Board may permit non-member coeliac societies/associations to attend the General Assembly and the working groups, taking place in connection with the General Assembly, before they become members.
- 11.8 The Board represents AO ECS at appropriate events and forums that help to advance the overall objectives of the organisation.
- 11.9 The completion of specific tasks and projects can be delegated to other individuals or organisations outside the Board as required by the Board to fulfil its duties.
- 11.10 The Board oversees the appointment and performance of any contractors or employees of AO ECS as required to fulfil the strategy and plans approved at the AGM.
- 11.11 The Board will appoint four roles within the Board, as required:
  - 11.11.1 Chair - oversees the broad area of policy development and ensures that AO ECS is developing in line with the strategy and plans agreed by the General Assembly. He/she also chairs all Board meetings.
  - 11.11.2 Vice-Chair – deputises and supports the Chair as required; chairs the Board meetings when the Chair is absent.
  - 11.11.3 Treasurer – ensures that the organisation is financially compliant within the law and that good financial governance is observed; chairs the Board meetings when the Chair and the Vice-Chair are absent.
  - 11.11.4 Working Group Sponsor(s) – guides and advises specific Working Groups and represents the Board within the groups.
- 11.12 The Board may appoint Working Groups for special subjects as required to fulfil its duties.

## **12 Working and decision-making of the Board**

- 12.1 Board meetings are convened by the Chair, by the Vice-Chair or by two Directors at least 5 working days before the Board meeting.
- 12.2 Board meetings can be held either physically and/or remotely through digital channels. Directors attending through digital channels shall be considered to be present at that meeting for the purpose of determining whether the quorum has been reached and their votes shall be taken into account in order to determine whether the required majority has been reached.
- 12.3 In order to validly deliberate and take decisions, at least three Directors must be present or represented, regardless of the number of Directors. Any Director can give a power of attorney to another Director in order to represent him/her at a Board meeting, provided at least two Directors are (physically or remotely) present at the meeting. The provisions of Article 8.2.1 shall apply *mutatis mutandis*.
- 12.4 The Board aims to reach consensus. If such consensus cannot be found within the Board, decisions are taken by bare majority of the Directors present or represented. In the event of a draw, the chairperson does not have the casting vote.

- 12.5 Board decisions can be approved by unanimous written resolutions, which can be signed by electronic signature, of all Directors.
- 12.6 The Directors shall at all times comply with these Articles of Association and the law, including Article 9:8 of the Belgian Code on Companies and Associations regarding conflicts of interests. The Directors shall at all times act in the best interest of the association as a whole.
- 12.7 The minutes of all meetings of the Board shall be kept in a register. This register shall be accessible to any member upon request.

### **13 Working Groups**

- 13.1 Working Groups, which include Coeliac Youth of Europe and can also include advisory bodies/panels and task forces, can be created to advise or assist the Board and the General Assembly on determined issues. Either the Board or the General Assembly can propose the goals of a Working Group.
- 13.2 Working Groups cannot take binding decisions but may submit proposals to the Board and the General Assembly. The Working Group must report to the General Assembly and twice a year to the Board.
- 13.3 The organisation and applicable rules within each Working Group are determined by AO ECS' internal rules, if any, and/or the Working Group itself, provided that it shall at all times comply with these Articles of Association and AO ECS' internal rules, if any.

### **14 Secretary General**

A Secretary General may be appointed by the Board. He/she shall exercise the powers delegated to him/her and execute the tasks assigned to him/her by the Board. The Board may delegate powers of day-to-day management to the Secretary General.

### **15 Representation**

AO ECS is validly represented in and out of court by:

- The Board;
- Two Directors acting jointly;
- The Secretary General, if any, within the limits of his/her powers delegated by the Board;
- Any attorney-in-fact within the limits of the specific powers of representations delegated to him/her.

Although this is not enforceable towards third parties, it is the responsibility of any person(s) representing the association to verify and make sure that he/she/they act in accordance with a valid decision by the Board and/or the General Assembly, whichever is responsible for taking such decision.

## **16 Language and Accounting**

16.1 The working language of AO ECS shall be UK English. However, as long as AO ECS keeps its registered office in Brussels, all documents which the law requires to be drafted in French or in Dutch shall be drafted in French.

16.2 For accounting purposes, the fiscal year for AO ECS runs from 1 January to 31 December. Each year and at the latest six months after the end of the fiscal year, the Board will submit the draft annual accounts, established in accordance with the law, to the General Assembly for approval.

16.3 If required by law, the General Assembly shall designate a statutory auditor.

## **17 Dissolution of the AO ECS**

In the event of dissolution, the assets of AO ECS should be transferred to a working charitable non-profit organisation. This can be decided by the General Assembly upon proposal by the Board.

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