



EFA

European Federation of Allergy and Airways
Diseases Patients' Associations

EFA Statutes & Incorporation as Belgium Organisation

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Background

- EFA was registered in Sweden in 1996
- EFA Office is in Belgium and activities run from Belgium
- EFA is registered as an employer in Belgium, and is subjected to Belgium law in running its finances
- Need to register fully as a Belgium not for profit organisation
- Not possible to move EFA Sweden to Belgium, the legislations do not allow that.
- Create new EFA Belgium based on EFA Sweden, dissolve old legal entity and transfer funds

Steps: preparation and statutes

- EFA working with lawfirm OsborneClarke (balance sheet: restructuring cost)
- New statutes based on old Statutes, but including Belgium requirements
 - ✓ Consulted with EFA members autumn 2015
 - ✓ Comments integrated and Statutes ready
 - ✓ Informally approved by Belgium Ministry of Justice

Steps: founding of new EFA dissolving old

- Founding of new EFA:
 - Submit Statutes with Founding members from the Board at Notary Public
 - Transfer the same board
 - All other members join immediately by sending a letter
 - Wait for Royal Degree that validates and gives a registration number 2-3 months
- Dissolving old EFA
 - Agree with members the date for Extraordinary AGM teleconference to dissolve EFA and transfer funds to new EFA
- Timeline: May-September 2016

Statutes: issues to note

Reflect the spirit of EFA's current statutes, but much more detailed.

- **Article 3 Aim and Activities**

- ✓ Allowing commercial and profit making activity on a secondary basis for the benefit of non-profit aim
- ✓ Excluding tobacco industry funding
- ✓ AGM approval for EFA membership in associations

- **Article 6**

- ✓ Membership criteria previously in Internal rules ingrated into the statutes

- **Article 9 Membership**
 - ✓ Ending membership described in detail, based on breach of membership criteria as well as that they can claim no compensation/returning of membership fee,
- **Article 10 Member rights and duties**
 - ✓ Rights of members in detail
- **Article 12**
 - ✓ Accounting year 1 January-31 December and deadline for sending annual accounts 1st May
 - ✓ AGM agenda: discharge of board and auditors

- Article 13 **Extraordinary General Meeting (EGM)**
 - ✓ The calling notice 1 month before the meeting is held includes all documents to be discussed (this is the case for dissolving EFA Belgium)
- Article 14 **General Meeting rules**
 - ✓ Describes in detail how to hold AGM without physical location.
 - ✓ Where possible, members can also attend from a distance via technology
 - ✓ GM for urgent matters possible, 2 weeks notice period

- **Article 16 Powers of the GM**
 - ✓ Specified in detail and added deciding on the number of members of the Board
- **Article 17 Composition of the Board**
 - ✓ At least five members. Can be increased up to 7 by the GM.
- **Article 18 Board meeting rules**
 - ✓ Detailed board meeting rules
- **Article 23 Representation**
 - ✓ Detailed representation rules for the president/vice president/board members

- **Article 24 Amendments to statutes and dissolution**
 - ✓ Explained in more detail
- **Article 26 Annual Accounts**
 - ✓ Also financial year and accounting year are specified.
 - ✓ AGM may appoint auditor, and audit by external auditor if required by law (not required at our level)
- **Article 29 Internal rules**
 - ✓ To be drawn by board to further detail the statutes (in necessary)
- **Article 30 Language**
 - ✓ Official French, working language English



Congratulations new EFA!

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- An international not-for-profit organization, named “European Federation of Allergy and Airways Diseases Patients’ Associations”, and abbreviated as “EFA”, hereinafter referred to as “the Association”, is constituted.
- The Association is governed by the Belgian law of 27 June 1921 pertaining to not-for-profit organizations, international not-for-profit organizations and foundations, as modified and amended by subsequent laws, amongst others the law of 2 May 2002, 16 January 2003 and 27 December 2004 (hereinafter referred to as “NPO-Law”).

Questions?

THANK YOU!

A decorative graphic in the bottom right corner consisting of overlapping, semi-transparent shapes in shades of blue, cyan, green, and red, resembling a stylized flower or abstract design.



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