EFA Statutes & Incorporation as Belgium Organisation

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23 May 2016 EFA AGM, London
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
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
Statutes: issues to note

• 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
Statutes: issues to note

• 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
Statutes: issues to note

• 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!
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!