



Statutes of the E.D.E.

Article 1

Name, location, fiscal year

1.1. The Association was founded in Luxembourg on April 6, 1989, and bears the name "European Association for Directors and Providers of Long-Term Care Services for the Elderly a.s.b.l.", subsequently referred to as "E.D.E." or "the Association".

1.2. The E.D.E. is an international umbrella organisation representing national associations for directors and providers of long-term care services. The minimum number of regular members is six associations.

1.3. The Association is located in Luxembourg.

1.4. The E.D.E. is listed in the Trade Register of Luxembourg and carries the addendum "a.s.b.l." (association sans but lucratif, in English: non-profit association).

The fiscal year is the calendar year.

Article 2

Purpose and tasks of the E.D.E.

2.1. The purpose of the E.D.E. is to promote the cooperation of national associations for directors and providers of long-term care services and equivalent country-specific associations dealing with the care of the elderly, chronically ill and disabled people, and to represent them on a European level.

2.2. The tasks of the E.D.E. include in particular:

- working in and counselling organisations and committees active in the area of the social and health care of the elderly, chronically ill and disabled people on a European level
- counselling national associations for directors and providers of long-term care services on questions of residential and day-patient care of the elderly, chronically ill and disabled people
- promoting the exchange of information concerning national developments in the area of social and health care of the elderly, chronically ill and disabled people
- organising international conferences, training programmes and study trips
- Initiating and participating in cross-border projects, notably in the area of long-term care
- developing standard guidelines for the professional training of directors of long-term care services and raising the qualification standards for directors of long-term care services
- improving the social status of the profession of director of long-term care services
- carrying out public relations work and influencing lawmakers' decisions in the area of long-term care.

2.3. The E.D.E. does not act on its own behalf or pursue goals serving its own economic interest. The funds of the E.D.E. may only be used for purposes stated in the statutes.

2.4. Members of the Association have no rights whatsoever to the social capital, even if they leave the Association. Those persons who exercise a function in the Association are only entitled to the compensation expressly determined by the General Assembly. No other indemnity, no donation or liberality is due to the members by the Association.

Article 3

Acquisition of membership

- 3.1. The E.D.E. comprises regular, co-opted and supporting members. The Association may also name honorary members. Membership is voluntary.
- 3.2. Any national association which represents a federation or association for directors and providers of long-term care services, whether vested with legal capacity or not, may become a regular member. Only regular members are entitled to vote in the General Assemblies.
- 3.3. Care home directors and providers from countries in which no national association exists for directors or providers of long-term care services may be affiliated with the E.D.E upon request as co-opted members. Co-opted members have no voting rights.
- 3.4. Any person or legal entity willing to support the objectives of the E.D.E. may become a supporting member. Supporting members have no voting rights.
- 3.5. Honorary members are recommended by the Executive Board and elected by the General Assembly. Honorary members are exempted from paying membership fees.
- 3.6. Membership is granted by decision of the General Assembly in response to written application. The application should contain information on how many directors or providers of long-term care services the applicant represents and the aims pursued by the applicant on a national level.
- 3.7. A denial of membership by the General Assembly must be accompanied by reasons. Applicants may then file a written appeal to the Executive Board within one month of the denial. The General Assembly is to take a definitive decision on the appeal at its next regular meeting.

Article 4

Expiry of membership

- 4.1. Membership expires through resignation, exclusion, or, for individuals, death. It also expires when the member no longer represents an association of directors of long-term care homes for the elderly, or following the dissolution of the national association.
- 4.2. A member can leave the Association by submitting a written statement to the General Assembly. The decision only comes into effect following a notice period of one year, starting from the end of the current calendar year.
- 4.3. A member may be excluded from the Association through a resolution of the General Assembly presenting cogent reasons, particularly in case of severe violation of the Association's interests. An appropriate period is to be set in which the member may personally justify his actions either in person during the next General Assembly or in writing. A written statement by the concerned party is to be read out at the General Assembly meeting. Three quarters of the delegates present unaffected by the exclusion must vote in favour of the exclusion in order for it to be valid. The resolution on the exclusion must be explained and made known to the member by means of a registered letter.
- 4.4. The expiry of a membership has no bearing upon the obligation to pay membership fees for the ongoing financial year.

Article 5

Members' rights and obligations

- 5.1. Members have the right to participate in events of the E.D.E. to the extent laid out in the statutes and to receive counselling and support in accordance with the objectives of the Association.
- 5.2. Each member association, individually and through its members, is obliged to support the objectives and interests of the E.D.E. to the best of its ability.

5.3. Members are obliged to declare to the treasurer the number of the members represented by the national association on the last day of the preceding year each year by 31 January and to pay their annual membership fee for the current year by 31 March at the latest.

5.4. The annual membership fee may not exceed EUR 500.00 as basis fee per association and EUR 5.00 per individual member of the member association.

Article 6

Administrative bodies of the E.D.E.

6.1. The administrative bodies of the E.D.E. are:

- the General Assembly
- the Executive Board.

6.2. All offices in the Association are performed in an honorary capacity. The reimbursement of any costs incurred in relation to executing these offices is subject to the expenses regulation of the E.D.E. adopted by the General Assembly.

Article 7

The General Assembly

7.1. Representatives of one or more associations in a country may be delegates in the General Assembly of the E.D.E.

7.2. The General Assembly is responsible for the following matters:

- Approval of the budget prepared by the Executive Board for the upcoming financial year, adopting the treasurer's report and the annual report, formal approval of the actions of the Executive Board
- Fixing the amount and due date of annual membership fees
- Election and dismissal of the members of the Executive Board
- Appointment of an Interim Management when necessary
- Passing resolutions on amendments to the statutes and the dissolution of the Association
- Setting up working groups and electing their members
- Electing two auditors and two substitute auditors for the next financial year.

7.3. The General Assembly may make recommendations to the Executive Board, even if the matter falls within the responsibility of the Executive Board. The Executive Board for its part can solicit the opinion of the General Assembly in all matters.

7.4. The General Assembly is chaired by the President, failing that by a member of the Executive Board or by a member appointed by the General Assembly.

7.5. Unless it decides otherwise the General Assembly is not open to the public. The chairperson of the Assembly may allow guests to attend and must communicate the attendance of guests to the Executive Board in advance of the Assembly.

Article 8

Resolutions and tasks of the General Assembly

8.1. As a rule the General Assembly passes its resolutions in meetings through voting by the delegates of the regular member associations.

8.2. The number of votes held by a delegate is calculated in relation to the number of members represented by the national association.

Every regular member may be represented by one delegate. Regular delegates are attributed with one vote for up to and including every 1,000 national members represented. To calculate the number of

votes in the General Assembly, the number of members represented by the national association is determined according to the stipulations laid out in article 5.3.

8.3. If one third of regular delegates are present in the General Assembly, a quorum will have been attained. The General Assembly has a quorum when one third of delegates are present. In the event that no quorum is reached, the Executive Board must convene a second General Assembly with the same agenda within four weeks. The Assembly is then deemed to have a quorum irrespective of the number of delegates present. This provision must be stated in the invitation.

8.4. Delegates who are absent may transfer their vote or votes to another delegate by proxy, including a member of the Executive Board. This written proxy must be communicated to the Executive Board in advance of the General Assembly.

8.5. Insofar as the statutes do not provide otherwise, the General Assembly makes resolutions on the basis of a simple majority of the eligible votes cast. For that reason abstentions will be disregarded.

8.6. The presence of two thirds of the delegates, including the delegates represented by proxy, is necessary to make amendments to the statutes. An amendment to the statutes may only be resolved with a two-thirds majority of votes cast. Any changes to the statutes must be made in compliance with Luxembourg legislation. In the event that no quorum is reached, the Executive Board must convene a second General Assembly with the same agenda within four weeks. In the event that the second assembly doesn't reach the quorum, the amendments to the statutes are rejected.

8.7. With the exception of elections to the Executive Board, all votes are carried out by a show of hands, unless one third of the delegates request voting by secret ballot.

8.8. Minutes are to be kept on the resolutions of the General Assembly, and signed by the meeting chairperson and the secretary or the keeper of the minutes. The minutes should state the location and time of the Assembly, the names of the chairperson and the keeper of the minutes, the number of delegates present, the agenda, the assembly's resolutions, the results of each vote and the kind of vote held. The exact wording should be given for amendments adopted.

8.9. A resolution of the General Assembly may be taken in writing by mail or e-mail, when a two-thirds majority of the delegates agrees to proceed in this manner.

Article 9

The Executive Board – composition, tasks and responsibilities

9.1. The Executive Board of the E.D.E. consists of the President, two Vice-Presidents, the Secretary, the Treasurer and no more than two further members. It is inadmissible for one person to hold more than one office on the Executive Board.

9.2. The E.D.E. is represented in and out of court by two members of the Executive Board, one of them being the President.

9.3. With the exception of the President, members of the Executive Board may represent a national association and for that reason possess voting rights at the General Assembly.

9.4. The Executive Board is responsible for all matters of the E.D.E., insofar as these are not assigned by the statutes to another body of the Association. The Executive Board states in its internal regulation, which tasks fall to which Executive Board member.

9.5. It is notably responsible for the following tasks:

- Lobbying and publicity work
- Appointing working groups
- Responsibility for all business relations
- Defining the Association's activities
- Maintaining the relationships to the member associations

- Signing contracts; these are in all cases to be signed by two members of the Executive Board, one of them being the President.
- The Executive Board conducts the day-to-day business of the E.D.E. in particular by: preparing the meetings of the Executive Board and the General Assembly and establishing their agendas, convening the General Assembly, carrying out the resolutions of the General Assembly, preparing a budget for each fiscal year, book-keeping, compiling an annual report, establishing guidelines for the organisation of international conferences and projects, coordinating congresses, organising training programmes and study trips, initiating and terminating work contracts.
- The President is the legal representative of the E.D.E.; he represents the Association in its dealings with third parties in relation to all important matters and activities.
- The Vice-Presidents support the President in his functions and act in place of the President when he/she is unable to perform his/her tasks (in the event of resignation, recall, sickness or death).
- The Secretary or another member of the Executive Board has the task of compiling and signing the minutes of Board meetings
- All members of the Executive Board are responsible for disseminating information to members.
- The task of the Treasurer is to manage the finances of the Association and to keep an account of all revenues and expenses of the Association in due form. He or she reports on these activities during the regular General Assembly.
- All members of the Executive Board may be trusted with special tasks on an ad hoc basis by the President or the General Assembly.

9.6. Resolutions of the Executive Board are taken on the basis of a simple majority.

It has a quorum when at least three members are present, one of them being the President or one of the Vice-Presidents.

Article 10 Elections to the Executive Board

10.1. Elections of the Executive Board take place at an ordinary General Assembly.

10.2. The Executive Board or the Interim Management appointed by the General Assembly announces and prepares elections and ensures their proper functioning.

The Executive Board or the Interim Management is responsible for sending the call for candidatures to the General Board at least 3 months prior to the termination of the mandate of the Executive Board.

10.3. The members of the Executive Board are nominated by their national associations and elected by the General Assembly.

10.4. The President, the Vice-President, the Secretary, the Treasurer are elected separately in function by the Assembly General for a period of four years. Further members are elected in a vote by the Assembly General for a period of four year.

10.5. The President and the Vice-Presidents may only be re-elected once. They leave the Executive Board after eight years in office. Other members of the Executive Board may be re-elected any number of times.

10.6. During elections the chairmanship is conferred upon an electoral committee for the duration of the balloting and the preceding discussion. The electoral committee designates the person responsible for compiling the election records.

10.7. The voting of the members of the Executive Board must be carried out in secret.

10.8. Should no candidate receive a majority of votes in the first ballot, a run-off ballot will be held between the two candidates who have received the greatest number of votes.

10.9. The Association's Regulation on Elections may stipulate further provisions regarding the election process.

Article 11

Term of office of the Executive Board

11.1. The term of office of members of the Executive Board lasts for four years. The office of an Executive Board member begins on the day of election.

The office of an Executive Board member ends:

- with the end of the term of office
- with death
- with voluntary resignation
- with recall

11.2. When the office of an Executive Board member ends, the General Assembly elects a replacement member for the remaining term of office of the departing member at the next ordinary Assembly.

11.3. The General Assembly may recall the appointment of an Executive Board member with a three-quarters majority of the present delegates when there is sufficient reason, in particular gross neglect of duty or inability of the member to properly execute his or her function.

11.4. If the General Assembly recalls all members of the Executive Board or if the Executive Board has no quorum, the Interim Management is appointed by the General Assembly in order to manage current operations of the E.D.E., and to rapidly prepare elections. The chairperson of the Interim Management has the mandate to legally represent the Association until the election of a new Executive Board.

Article 12

Convening the General Assembly

12.1. The regular General Assembly takes place at least twice a year. It is convened by the Executive Board.

12.2. Extraordinary General Assemblies may be convened when required. Such meetings have to be called when at least one fifth of the delegates submit a written request to the Executive Board giving their reasons and the objectives of the meeting.

Extraordinary General Assemblies are convened in writing by the President, any other Executive Board member or, failing that, the delegate of the General Assembly with the longest membership that requested the extraordinary General Assembly.

An extraordinary General Assembly may deliberate when one third of delegates of all member associations are present.

12.3. The Executive board sends written invitations to the General Assembly to regular, co-opted, supporting and honorary members. The invitation must be sent by post or by e-mail, and must include the meeting agenda. It must be sent at least one month in advance for regular General Assemblies and at least two weeks in advance for extraordinary General Assemblies, starting the day after the invitations are sent.

An invitation to a General Assembly shall be deemed delivered to an E.D.E. delegate when it is sent to the last e-mail address submitted by the delegate.

12.4. Belated additions to the agenda of General Assemblies are to be submitted in writing to the Executive Board no later than one week before the meeting. Such belated agenda items may only be the subject of resolutions if the General Assembly resolves to adopt them.

Article 13

Dissolution of the E.D.E.

13.1. The E.D.E. will only be dissolved when the number of regular members falls below six. The dissolution of the E.D.E. can only be resolved in a meeting of the General Assembly with a two-thirds majority.

13.2. Unless the Assembly General resolves differently, the President, one of the Vice-Presidents and the Treasurer are liquidators with power of representation. The joint signatures of two of the above-mentioned parties commit the Association winding up its activities.

13.3. In case of dissolution the remaining assets of the Association, if any, shall go to a European organisation dedicated to matters of the social and health-related situation of elderly people.

Final provision

All matters which are not stipulated by the present statutes are subject to the Luxembourg Law on Associations and Foundations.

Prague, 12 March 2016