

EASPD

Constitution

Statutes of Association

As approved by a motion of the General Assembly of the Association on 5th October 2019 (Helsinki, Finland)

Officially registered at the notary public during the Extraordinary General Assembly meeting in Brussels on 4th March 2020

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No	Title of Article
A1	Name
	Under the name of the European Association of Service-Providers for Persons with Disabilities, (Europese Vereniging van voorzieningen voor personen met een handicap), abbreviated EASPD (hereinafter the “Association” or “EASPD”), the Association is an international not for profit association based on the Code of Companies and Associations of 23/03/2019, as published in the Official Journal of Belgium, as may be amended from time to time.
A2	Seat
	The seat of the EASPD is established in Belgium, in the Brussels-Capital Region. It is located at: Handelsstraat/ Rue du Commerce, 72, 1040 Brussels. The Association may at any time establish other offices to conduct its affairs. The seat of the Association may be transferred to any other place in Belgium by simple decision of the Board which shall be published in the Annexes of the Belgian State Gazette. To the extent the transfer of the registered office implies a mandatory change of the language of the Statutes, a decision of the General Assembly, taken in compliance with the requirements for a modification of the Statutes, shall be required.
A3	Duration
	The duration of the EASPD is unlimited. It may be dissolved at any time in accordance with the provisions of Article 21 of the present Statutes of Association (hereinafter referred to as ‘Statutes’).
A4	Not for profit purpose of international interest
A4.1	EASPD, which is an international non-profit organisation of service providers, exists:
A4.2	to promote and support (by bringing service providers together) the provision of good quality services and to stimulate and support innovation in all aspects of service design and delivery to meet the changing needs of people with disabilities and their families in society.
A4.3	to promote equality of opportunity and the full and equal enjoyment of rights for persons with disability through effective service provision and changes in societal attitudes in line with the principles enshrined in the United Nations Declaration on the Rights of Persons with Disabilities (UNCRPD) 2006, or any such instruments (e.g. 1948 Declaration of Human Rights, Council of Europe Disability Strategy 2017-2023 etc) which promote the rights, inclusion, choice and independence of people with disabilities as full citizens in society.
A4.4	to create a shared vision within the Association of how these principles impact on the nature of services and how they are implemented.
A4.5	to promote, support and represent the aspirations and objectives of the collective membership of the Association.
A4.6	In conjunction with members -to influence the development of policy at national, European and international level to create conditions in which service providers are able to implement EASPD’s vision of future services.

A5	Definition of terms
A5.1	By 'service provider' is meant any organisation in any sector providing services to people with disabilities, their families and communities within any country of the EU or in a member country of the Council of Europe.
A5.2	'Disability' is as defined under Article 1 of the UNCRPD i.e. 'Persons with disabilities include those who have long-term physical, mental, intellectual or sensory impairments which, in interaction with various barriers, may hinder their full and effective participation in society on an equal basis with others'.
A6	Activities To carry out these objectives the Association shall be able to do all of the following:
A6.1	Encourage collaboration between members.
A6.2	Co-operate with international and European organisations and institutions to create equal opportunities for and partnerships with persons with disabilities
A6.3	Promote, study, fulfil the tasks particular to service providers for people with disabilities and their families in Europe.
A6.4	Make representation to international bodies or organisations on issues agreed by the members.
A6.5	Develop and promote codes of best practice in service delivery, including professional development, to stimulate innovation in creating equal opportunities for people with disabilities.
A6.6	Undertake comparative study or research of practices, policies and legislations concerning services, provisions and support measures related to the empowerment and social inclusion of persons with disabilities.
A6.7	Collect, assess and circulate information relevant for reaching the objectives in different formats and by different communication means.
A6.8	Undertake, circulate and exchange information and promote the use of IT (information technology).
A6.9	Receive, use, hold and apply contributions, bequests or endowments, or the proceeds thereof, in advancing the quality of life or persons with disabilities.
A6.10	Work in co-operation with disabled peoples organisations.
A6.11	In addition, the Association may enter into any other activities and undertake any other actions that are directly or indirectly related to the above-mentioned purposes of the Association, or that are <i>necessary</i> or useful for the realization of such purposes. Among other things, the Association can collaborate with, grant loans to, provide guarantees for the obligations of, invest in the capital of, or, in any manner, directly or indirectly, take participations in other legal entities, associations, bodies and companies of private or public nature, governed by Belgian or foreign laws. Besides, the Association can engage in commercial and profit-making activities within the boundaries of what is legally permitted and of which the revenues shall be fully destined to the realization of the altruistic non-profit purposes and objectives of the Association.
A7	Membership The membership of EASPD shall consist of:

A7.1	Umbrella Member Organisations (UMO's) To qualify as an UMO an agency must:	
	A7.1.1	be able to show that its member organisations provide services to disabled people in at least one country of the EU or in a member country of the Council of Europe.
	A7.1.2	be able to show that it operates at a national/regional/state level.
	A7.1.3	be able to send a senior representative to EASPD meetings capable of discussing policy issues.
	A7.1.4	be able to represent the views of a group of providers in a country /region /state.
	A7.1.5	complete the approved application form and pay a membership fee to EASPD at the rate decided for UMO's.
	A7.1.6	UMO status conveys the right to vote in elections to the Board. Each UMO shall name its Nominated Representative to the General Assembly, and shall have four votes at any meeting of the General Assembly.
	A7.1.7	An UMO must be an umbrella membership organisation itself with its own legal identity.
	A7.1.8	An UMO must be a not for profit organisation or social enterprise (e.g. a charity/social firm /co-operative/ voluntary association or legal entity with a social purpose etc. (which does not distribute profits/surpluses to its shareholders)).
A7.2	Single Agency Member Organisations (SAMO's) To qualify as a SAMO an agency must:	
	A7.2.1	Be any single agency in any sector (state-run/ independently run, statutory/non -statutory, voluntary/private, GO/NGO) providing services to people with disabilities within any country of the EU or in a member country of the Council of Europe, with its own legal identity.
	A7.2.2	complete the approved application procedure.
	A7.2.3	be able to send a senior representative to EASPD meetings capable of discussing policy issues.
	A7.2.4	must pay the appropriate SAMO membership fee to EASPD. A SAMO receives a discount on the membership fee if it is a member of an umbrella which is an UMO of EASPD.
	A7.2.5	SAMO status conveys the right to vote in elections to the Board. Each SAMO shall name its Nominated Representative to the General Assembly, and shall have one vote at any meeting of the General Assembly.
A7.3	Candidate Observers To qualify as a 'Candidate Observer' an agency must:	
	A7.3.1	Be eligible for membership by meeting the SAMO or UMO entry requirements and be considering becoming full member of EASPD.
	A7.3.2	They may be a Candidate Observer for six months, with a possible extension for a further six months, after which they must opt for full membership or leave.

A7.4	Approved Observers To qualify as an 'Approved Observer' an agency must:	
	A7.4.1	Be of a nature which means it is <i>not</i> eligible for UMO/SAMO or other membership categories but who, nevertheless, still wishes to support the work of EASPD.
	A7.4.2	Approved Observer status lasts for the four year length of the Board cycle, but it may be renewed by the new Board for the next Board cycle, for as long as both parties continue to consider it to be appropriate.
A7.5	Any other category of membership as may be proposed by the Board and approved by the General Assembly. Any such proposal must contain the rationale for the new category of membership and how it meets with the overall objectives of the Association.	
A8	Admission to and categories of membership The admission of new members is regulated by the following conditions:	
A8.1	Umbrella Member Organisation (UMO) An UMO must be an umbrella membership organisation itself and the umbrella organisation must:	
	A8.1.1	complete the approved application form and pay a membership fee to EASPD at the rate decided for UMO's.
	A8.1.2	Agree to comply with the conditions of membership which the General Assembly shall from time to time set out, including the Complaints Procedure and the Code of Conduct.
A8.2	Single Agency Member Organisation (SAMO) A SAMO must:	
	A8.2.1	complete the approved application form and pay a membership fee to EASPD at the rate decided for SAMO's.
	A8.2.2	A SAMO receives a discount on the membership fee if it is a member of an umbrella which is an UMO of EASPD.
	A8.2.3	Agree to comply with the conditions of membership which the General Assembly shall from time to time set out, including the Complaints Procedure and the Code of Conduct.
A8.3	Observers in two categories are permitted:	
	A8.3.1	After following the relevant Observer application procedure for Candidate Observer the General Assembly may grant this status for a period of six months with the option of one six month extension, after which the Candidate Observer organisation must either join as a full member or leave.
	A8.3.2	'Approved Observers' – organisations and enterprises that support the purposes of the Association but do not provide services to disabled people in a country of the EU or in a member country of the Council of Europe and are not umbrella groups of such providers. After following the relevant Observer application procedure for Approved Observer the Board will recommend to the General Assembly that it grant this status for the current 4 year cycle of Board elections. At the end of this period Approved Observer status will lapse unless the new Board decides to

	renew it and the Approved Observer body wishes to continue as an Observer. General Assembly approval is not required for renewal.
A8.3.3	Candidate Observers and Approved Observers are permitted to attend meetings of the General Assembly of the Association, but they may not vote. They may also pay to attend workshops and conferences.
A8.4	Application conditions The following conditions apply to all categories of membership (excluding Observers):
A8.4.1	Application for admission to membership shall be made to the Secretariat according to procedures approved by the General Assembly.
A8.4.2	All decisions on admission to membership shall be approved by the General Assembly of EASPD.
A8.4.3	All applicants shall have an established legal personality in their respective country. Individual persons may not be members.
A8.4.4	All applicants to (and members of) EASPD undertake to abide by the requirements of membership listed in these Statutes and, additionally, as may be stipulated from time to time in Internal Rules approved by the General Assembly. All applications in an approved form are submitted to the General Assembly for approval, which also has the power to terminate membership, provided that the procedures in the Internal Rules have been followed. Members may resign at any time by notifying the Secretariat.
A8.5	Representation of member organisations Members of the Association shall notify EASPD concerning who is the 'Legal Representative' of the member organisation and who is the 'Nominated Representative' of the member organisation. They may be one and the same person but fulfil different functions.
A8.5.1	The named 'Legal representative' is the person whose signature (or other consent) can bind the member organisation to a course of action, enter into a contract or otherwise commit that organisation to a project or public policy position. This would normally be the CEO/ Director/Chairman/ President etc.
A8.5.2	The named 'Nominated Representative' is a senior person within the organisation (and could also be the Legal Representative at the same time) who normally attends EASPD meetings and conferences and (usually) speaks and votes on behalf of the member organisation. They should be of sufficient experience and seniority to be able to express the views of their own agency to the rest of EASPD and to contribute knowledgeably to discussions on policy and practice.
A8.5.3	In any formal vote at which the Legal Representative is not present, the Nominated Representative of an organisation may only vote if the Secretariat is provided with a proxy signed by the organisation's Legal Representative (prior to the vote) authorising and/or directing the Nominated Representative to vote.
A9	Fees for membership

A9.1	All members of the Association shall pay such fees and subscriptions as may be determined by a process approved by the General Assembly for their category of membership.	
A9.2	Membership in any category starts after the payment of the membership fees.	
A9.3	Candidate Observers and Approved Observers do not pay a membership fee.	
A10	Terminating membership Membership may be terminated under the following conditions:	
A10.1	A Member choosing to leave.	
	A10.1.1	A member may terminate membership at any time by a notice of resignation to the Secretariat.
	A10.1.2	Such notice must be given before the start of the next financial year.
	A10.1.3	If such notice is not given, the full membership fee for the coming year will be due.
A10.2	Termination by a vote of members at a General Assembly.	
	A10.2.1	Termination of membership shall follow a procedure approved by the General Assembly.
	A10.2.2	A quorate meeting of the General Assembly has the power to terminate membership, provided that 66% of the votes of those present or represented and eligible to vote are in favour of termination. The Chair of that meeting may call for a total count to be taken of all the potential votes of those present or represented and eligible to vote, so as to clarify the number of votes needed to constitute the 66% threshold on this matter.
	A10.2.3	The Board will make a recommendation to the General Assembly. The decision of the General Assembly is final and no appeal is allowed.
	A10.2.4	The reason(s) for such a termination shall be clearly established and described to that member. The procedure shall ensure that members will have a fair opportunity to have their case heard before anybody within the Association (e.g. Executive Committee, Board, General Assembly) which is asked to consider the matter and make a decision as part of that procedure.
	A10.2.5	Reasons for a proposal of termination to the General Assembly shall include: <ul style="list-style-type: none"> i. Non-payment of financial obligations or subscriptions. However, a member who is unable to meet its obligations may apply to the Secretariat for a review and reach a determination of the conditions under which membership may continue. ii. as an outcome of the procedure relating to an Independent Complaints Committee report. iii. non-compliance with EASPD Statutes, current versions of the Code of Conduct and Internal Rules as approved by the General Assembly or decisions of the governing bodies of the

	Association where the actions of the member are held by the Board to have brought the Association into disrepute.
A11	Bodies of the Association
A11.1	The Association is regulated by these Statutes and Internal Rules as approved by the General Assembly and any decision made by the relevant competent bodies.
A11.2	The organisation of the Association shall consist of:
A11.2.1	the General Assembly (the 'GA').
A11.2.2	the Board of EASPD (the 'Board').
A11.2.3	the Executive Committee (the 'ExComm') or Executive Officers.
A11.2.4	Member Forums (MF's) and such other committees as may be established by a decision of the General Assembly.
A11.2.5	The Secretary General.
A12	The General Assembly (GA)
	The General Assembly is the sovereign body of the Association and the highest decision-making body in the Association.
A12.1	The General Assembly has the following powers to approve of:
A12.1.1	These Statutes and Internal Rules and any subsequent alteration to them.
A12.1.2	All applications for membership of the Association.
	The long-term Strategic plan to guide developments and the short term plan as exemplified in the proposed annual budget.
A12.1.3	The election of Board members (including any persons who are later proposed by the Board to the General Assembly for adoption as co-opted members of the Board as these Statutes may elsewhere allow) and Executive Officers of the Association, the discharge of their liabilities, and the determination of their remuneration to the extent applicable.
A12.1.4	The termination of Board membership and of the mandates of Executive Officers, but only upon a resolution of the Board to that effect to the General Assembly, provided that 66% of those present or represented votes at the General Assembly support such a motion. Any Board Member may make themselves liable for disqualification from the Board, for example, if: <ol style="list-style-type: none"> 1. they have been found guilty of a serious crime. 2. they have seriously transgressed EASPD's Internal Rules or EASPD's Statutes. 3. they fail to attend (without offering any adequate apology) any meetings of the Board for four consecutive meetings. 4. complaints by other EASPD members concerning their improper conduct in work connected with EASPD are found to have been justified (for example by the recommendation of the Independent Complaints Committee). 5. they have failed to uphold the good name and reputation of the Association and/or failed to act on its behalf in accordance with these Statutes and/ or Internal Rules.

A12.1.5	The Board on its own volition may vote to remove a Board member, after due consideration and after hearing from the affected person, provided 66% of those present (including any duly held proxy) support the proposal at a quorate Board meeting. If passed this motion must go to the General Assembly for final consideration. The decision of the General Assembly is final.
A12.1.6	The appointment, duration of office and termination of members of the Independent Complaints Committee established to investigate complaints made against members of the Association or the actions of any of its committees.
A12.1.7	The election or appointment of Co-Chairs of Members' Forums as elsewhere provided for by these Statutes.
A12.1.8	The creation and dissolution of any Members Forum. A Members' Forum is a permanent Committee of members, chaired by a board member (directly elected or co-opted) responsible for the implementation of the Association's work in a particular area.
A12.1.9	The appointment and dismissal of the auditors, the determination of their remuneration, the discharge of liabilities and approval of the audited accounts in such form as may be legally required.
A12.1.10	The duties and powers of the Executive Committee and any other substantive Committee or Members Forum, which must be established by the General Assembly (the Board only has power to create short term Task Forces).
A12.1.11	The annual report of the Association for the past year's activities and the annual budget.
A12.1.12	Reports from the Chairs of Members Forums.
A12.1.13	The formal acceptance of the satisfactory discharge of liabilities by the Treasurer and the Executive Committee.
A12.1.14	The termination of membership of the Association.
A12.1.15	The dissolution of the Association according to such principles and procedures as may be elsewhere described.
A12.1.16	Any other power attributed to the General Assembly on the basis of applicable law or these Statutes.
A12.2	Meetings of the General Assembly may include, at the discretion of the chair of the meeting, multiple and different representatives of member organisations. All present may speak if invited to do so by the Chair. However, when formal motions are voted on in the General Assembly, those voting shall only consist of the Legal Representatives or Nominated Representatives of the two main categories of membership earlier described, or those carrying their duly completed and notified proxy.
A12.3	1) UMO's have four votes in the General Assembly cast by their Legal/ Nominated Representative (or proxy/postal vote/e-voting). 2) SAMO's have one vote in the General Assembly - cast by their Legal/ Nominated Representative (or proxy/postal vote/e-voting).

	3) Candidate Observers and Approved Observers have no voting rights.
A12.4	Votes may only be cast in person at meetings of the General Assembly by Legal or duly authorised Nominated Representatives. Voting by such persons may also be made in absentia through such provisions as the Board and General Assembly decide to make in Internal Rules for approved forms of proxy voting and postal and electronic form of voting (e.g. e-voting). Votes cast by postal and e-voting must be in the approved format and reach the Secretariat before the deadline stipulated for each meeting. Voting by proxy requires a correctly completed proxy form to be provided to the Secretariat before the General Assembly. The proxy form may dictate how the proxy donor's vote shall be cast in any vote, or the donor may leave it to the judgement of the proxy holder. There is no limit to the number of proxy votes one person may hold. A proxy can also be granted to a person who is not a member of EASPD.
A12.5	Unless as may be elsewhere stipulated in these Statutes or Internal Rules, the General Assembly can vote in different ways; by a show of hands, by roll call, or by secret ballot if proposed by the President or on the request of 25% of the present and represented members.
A12.6	The General Assembly shall ordinarily meet twice a year at a place agreed by the Board and specified in the notice of meeting. The General Assembly may at other times meet in extra-ordinary session upon the call of any <i>one</i> of the following: 1) the President, 2) a majority decision of the Board, 3) 20% of the UMO's and SAMO's.
A12.7	In the event of an inquorate meeting of the General Assembly the President shall have discretion to call a replacement General Assembly meeting to be held within 28 days with the same agenda as the inquorate meeting, under conditions as provided for in Article 18.3.4.
A12.8	The General Assembly will receive the adopted Minutes of the Board (Article 18) via being posted on the EASPD website within 14 days of their adoption by the Board, or, additionally, by such other means as the Board may decide.
A12.9	Meetings of the General Assembly will normally be chaired by the President (or failing that a Vice President). Departures from the published General Assembly Agenda may only be made with the express consent of the Chair of the meeting.
A13	The Board
	The Board is the responsible body of the Association to manage the affairs of the Association, and to have oversight of its staff.
A13.1	Powers: The Board disposes of all the residual powers outside the remit of the General Assembly and shall operate as a collegiate body.
A13.2	The Board's membership shall be composed as follows: no less than five persons, including the President and shall include the following:
A13.2.1	Up to five elected unpaid Executive Officers – i.e. the President, up to three Vice Presidents and a Treasurer and, in addition:

A13.2.2	Board places for all the Chairs of established Members Forums, who are directly elected by the General Assembly and in addition:
A13.2.3	Board members directly elected by the General Assembly.
A13.2.4	In the event of a tie for any place on the Board, the President shall give each candidate the opportunity to withdraw. If neither candidate withdraws the matter will be resolved by the President by the toss of a coin. If relevant to the outcome, this decision may be taken before the process described in section D4.7 of Annex D.
A13.2.5	Any co-options may be later proposed by the new Board (at its own discretion) and approved by the General Assembly. Any proposed co-option must demonstrate how it meets a need identified earlier by a review undertaken for the Board to complement the current Board's skill set or other identified requirements. There is a maximum of five co-options to the Board.
A13.2.6	The Board may, of its own volition, appoint an Observer/ Observers who may speak but not vote.
A13.2.7	<i>Unless directed otherwise</i> for a specific agenda item or meeting by the President or a resolution of the Board, the Secretary General will attend Board meetings <i>ex-officio</i> .

A13.3	Conditions of Board membership
A13.3.1	Any member organisations of EASPD may propose their candidate (who shall be a Legal Representative or Nominated Representative for that organisation) for Board membership to the General Assembly.
A13.3.2	If the member organisation who proposed the (subsequently elected) Board member leaves the Association, then that person shall cease to be a Board member, unless s/he also represents another organisation still in membership as their Nominated or Legal Representative. If this has not been confirmed to the President in writing by the next meeting of the Board the Board membership of that person shall cease forthwith and a new Board Member may be elected as may be elsewhere provided for.
A13.3.3	If a Board member leaves their member organisation to work (and become the Nominated or Legal Representative) for another member organisation, their Board membership shall continue as usual.
A13.3.4	If a Board member leaves their member organisation to work for another organisation not in membership, their Board membership shall cease forthwith and a new Board Member may be elected as may be elsewhere provided for.
A13.3.5	Articles A13.3.2 -13.3.4 shall not apply if a resolution is passed in the General Assembly and proposed by the Board that a named person shall be allowed to finish their current mandate on the Board having considered the circumstances of their case.
A13.3.6	All General Assembly elections will be based on a four-year cycle, normally timed to coincide with the election of the President, unless

	otherwise decided by a vote of the General Assembly or as may be elsewhere provided for.
A13.4	Duration of term of elected Board, Executive officers and the President The length of time in any office is set out as follows:
A13.4.1	All elected Board members may be elected for 2 consecutive terms of 4 years maximum. Then, after a 4 year absence from the Board, that person may stand again in any capacity for office for another two four year terms.
A13.4.2	All Executive Officers - except the President – may serve for a maximum of 8 years as an Executive Officer <i>within</i> an absolute maximum of 12 consecutive years as a Board member. After a four year break they may stand again for the Board (in any capacity).
A13.4.3	The President may serve a maximum of 8 years as President within an absolute maximum unbroken term of 16 years as a Board member and/or Executive Officer and/or President.
A 13.4.4	Each co-opted Board membership lasts up to a maximum of four years in line with the election cycle of all Board members. It is within the new Board’s discretion to propose to the General Assembly that a co-optee on the previous Board be co-opted again to the new Board. There is no limit to the number of times a co-optee may be invited to join the Board, provided that each co-option follows the co-option procedures laid down by the General Assembly and A13.4.1 does not apply here.
A13.4.5	The General Assembly has approved the following transition arrangements to allow the Association’s Board to move from the previous set of Statutes to these Statutes: <ul style="list-style-type: none"> i) At the elections in 2020 and afterwards all the ‘new rules’ relating to elections to the Ex Comm and President shall apply, preventing any retiring Executive Committee member with eight or more continuous past years on the Excomm from standing for the Executive Committee as a Vice President or Treasurer in 2020. (The past record of the current President on the Excomm and as President presents no obstacle to his standing for another 4 year term as President in 2020). ii) <i>In the 2020 elections only</i> - current Board members with 8 or more years’ experience on the Board may stand for election for one more mandate until 2024 as a Member Forum Co-Chair and/or as a directly elected Board Member without portfolio or any other post, after which they must step down and take a 4 year break from service before being able to stand again for elections. iii) <i>In the 2020 co-options only</i> - preference will be given to co-options which bring new people to the Board with no previous Board experience.

	iv) In the 2024 elections all the ‘new rules’ and procedures will apply fully.
A13.5	Meetings of the Board
A13.5.1	The Board shall meet at least twice a year outside the meetings of the General Assembly.
A13.5.2	The Board shall meet upon the call of the President or when 20% of the Board members shall so request.
A13.5.3	The time and place of the meetings shall be determined by the President and the Secretary General, with the advice of the Board. ‘Meetings’ may be held face to face or electronically via the internet, telephone or video. In unusual circumstances and upon the decision of the President (or, failing that, two Vice Presidents) or upon the demand of a majority of the Board members a valid extraordinary meeting of the Board may be called at very short notice (minimum notice of 48 hours) provided that every effort is made to facilitate the inclusion of all Board members by whatever means and the Board members are given prior notice of the urgent Agenda item(s).
A13.5.4	The Board reports to the General Assembly on all operational and financial matters (as provided elsewhere in these Statutes) and, in particular, on the progress being made in the short term and longer term strategic plan previously agreed by the General Assembly.
A13.5.5	The Board shall propose in a Code of Conduct for General Assembly approval clear guidance to all members, Board members, elected Officers and staff relating to the declaration and management of Conflicts of Interest at all levels within the Association.
A13.5.6	Experts without the right to vote can be invited to attend Board meetings by the President/Vice President chairing that meeting or by the Secretary General, or as may be fitting, by the whole Board.
A13.5.7	The Board may delegate the daily management of the Association to the Secretary General. “Daily management” means (i) all actions which do not go beyond the daily needs of the Association and (ii) actions that either because of their minor importance or because of their urgent nature, do not justify (of make possible) a decision of the Board. The Secretary General shall have discretion to act individually in matters of daily management. At all times it remains the duty of the Board to establish an adequate means of supervising the daily management of the Association.
A13.5.8	Where there are vacancies on the Board, it may still validly conduct its business and act, provided that, if its membership falls below five, its actions then are limited to admitting new members to EASPD, adopting new Board members (if permissible) and calling a General Meeting of the Association.
A13.5.9	Decisions of the Board – if a consensus cannot be reached the Chair may call for a vote. In the event of a tie the Chair shall have a casting vote (i.e. a second/ additional vote) to produce a majority decision.

A13.5.10	If deemed necessary by the Board, the Board may make a temporary appointment of an Executive Officer from within its own membership. At the next meeting of the General Assembly, this Executive Officer vacancy will be filled by election for the remainder of the four-year period.
A14	The Executive Committee (Executive Officers)
A14.1	The Executive Officers of the Association shall be the President, the Vice Presidents (up to 3 maximum) and the Treasurer.
A14.2	No one person can fill more than one of these Executive Officer posts.
A14.3	All the Executive Officers must be of different nationalities.
A14.4	The President shall lead the Board and chair Board meetings, meetings of the ExComm and all General Assembly meetings.
A14.5	The Vice Presidents shall assume the duties of the President whenever the President is unable to attend. If there is more than one Vice President, the Vice-Presidents shall be able to replace the President, acting individually as directed by the President or, failing that, by agreement between the Vice Presidents.
A14.6	The Treasurer shall oversee, under the direction of the Board, the preparation of the audited accounts and the annual budget in conjunction with the principle staff member in charge of financial matters and Secretary General and their presentation to the General Assembly for approval.
A14.7	The Treasurer shall also satisfy the Board that the financial policies and procedures operating in the Association are sufficient, effective and appropriate and conform to relevant accounting requirements.
A14.8	In particular the Board shall provide in Internal Rules detailed provision for the satisfactory control and management of financial matters, cheque signatory limits, expenditure approval limits and other financial protection procedures. (See Annex A to the Internal Rules, Section A3.)
A14.9	Unless directed otherwise for a specific agenda item or meeting by the President, the Secretary General will attend ExComm meetings <i>ex-officio</i> .
A15	The Secretariat
A1.1	The Secretariat of EASPD shall be established at the registered office of EASPD and be under the supervision of the Secretary General.
A15.2	The role and responsibilities of the post of Secretary General shall be defined by the Board and approved by the General Assembly.
A15.3	The Board shall appoint the Secretary General who is empowered to employ such staff deemed necessary in line with the workplan and annual budget previously agreed by the Board and General Assembly. The Board has the power to dismiss the Secretary General in accordance with Belgian (employment) law.
A15.4	The Secretary General shall have executive responsibility for the affairs of EASPD under the direction of the President and the Board. Various duties may be delegated to other employed staff, but the Secretary General is responsible for their satisfactory completion.
A15.5	The remuneration and other terms and conditions of employment of the Secretary General shall be determined by the Executive Committee (unless a separate Committee is tasked with this by the Board and approved by the

	General Assembly) and shall be approved by the Board in an appropriate manner.
A15.6	The Secretary General shall be (at least) annually appraised by the President.
A16	Financial controls and funding
A16.1	All cheques, bank transfers, promissory notes, drafts, bills of exchange and other negotiable instruments paid by EASPD and all monies paid to the Association shall be signed for, drawn and accepted, or otherwise executed, as the case may be, in such manner as set out in the Statutes and Internal Rules.
A16.2	The Treasurer shall confirm to the General Assembly annually that the number and level of signatures required and the financial limits applied (set and approved by the Board) remain appropriate for the coming year.
A16.3	The Secretary General and Executive Officers shall identify and optimise opportunities to bid for funding to support the activities of the Association and its members in line with the Strategic Plan. Any proposal for funds for activities outside that plan shall be approved by the Board and reported to the next General Assembly.
A17	Representation to third parties and in judicial actions
A17.1	The Board is the competent body to represent the Association, vis-à-vis third parties and in judicial actions. Without prejudice to the general power of representation of the Board, at least two Board Members, including the President or in his absence any of the Vice-Presidents, acting jointly, can represent the Association vis-à-vis third parties. Those persons representing the Association are required to act jointly and to keep the Board informed of their actions to the greatest practicable extent. Without prejudice to the general power of representation of the Board, EASPD shall also be validly represented in any judicial actions (as plaintiff or defendant) by at least two Board Members, including the President or in his absence any of the Vice-Presidents, acting jointly, both mandated by the Board.
A17.1.1	In dealing with the media and/or external bodies (e.g. the European Commission, other NGO's or professional associations) the position of the Association on any topic may be represented by the President, and/or any Vice President and/or the Secretary General. Whenever possible the topic will have been discussed in advance by the Board or ExComm and a position agreed. Copies of what was said to the media will be circulated to all Board members and/or posted on the Association's website. Where circumstances make this impossible to achieve, Board members will be advised as soon as possible after the media event.
A17.1.2	In any matter of representation any Vice President can validly stand in for the President, if the President is not available for any reason.
A17.2	In case the daily management is delegated to the Secretary General, he or she will be able to represent the Association for actions falling within the scope of the daily management.
A18	Notice of meetings, Quorum and Minutes

A18.1	Notice of any meeting of the General Assembly and/or the Board together with the proposed agenda and previous minutes shall be respectively notified to all EASPD members and all Board members for that purpose at least 14 calendar days before the meeting. Notification may be by post/email/ posted on a webpage/ other electronic format. If so indicated in the convening notice, a meeting of the Board can be held by means of a conference call, video conference or any other means that allows for simultaneous decision making.
A18.2	All decisions shall be by majority vote of those present or represented and eligible to vote save as may otherwise be provided for in these Statutes.
A18.3	The quorum for meetings of the General Assembly shall be one quarter of the membership of the Association being present or represented (by proxy or postal or e- voting) unless specifically otherwise provided for in these Statutes. 'One quarter of the membership' shall first be calculated as follows:
A18.3.1	by totalling all the UMO/ SAMO <i>votes</i> currently in membership of the whole Association at the start of the meeting. If the number of votes present or represented at any General Assembly exceeds one quarter of that total, then the meeting is quorate.
A18.3.2	secondly and alternatively, if the number of <i>organisations</i> present or represented at any General Assembly exceeds one quarter of the total number of <i>organisations</i> then in membership at the beginning of the meeting, then the meeting is quorate.
A18.3.3	If neither of these tests is met, the General Assembly meeting is inquorate.
A18.3.4	In the event of an inquorate meeting of the General Assembly the President shall have discretion to call a <i>replacement General Assembly meeting</i> to be held within 28 days with the same agenda as the inquorate meeting, provided that 14 days' notice is given to all members of the place and time of the new General Assembly. At this <i>replacement meeting</i> the quorum (for that meeting alone) of the General Assembly shall be one sixth of the membership, as calculated following the principles in Article 18.3.1 and 18.3.2 above.
A18.4	The quorum for Board meetings shall be one half of the Board members present or represented by a correctly completed proxy notified to the Chair before the start of the Board meeting. The proxy form may dictate how the donor Board Member's vote shall be cast in any vote on an agenda item, or the donor Board Member may leave it to the judgement of the proxy holder. There is no limit to the number of proxy votes one person may hold.
A18.5	The quorum for the Executive Committee shall be two members present (excluding the Secretary General).
A18.6	In exceptional circumstances, decisions can also be taken by the Board by unanimous written decisions.
A18.7	The unadopted minutes of the General Assembly shall be sent out to all members after a meeting by various means approved by the General Assembly. The minutes of the General Assembly adopted at the next meeting shall be saved in a

	register. However, in urgent situations, the minutes of a meeting can be read out and adopted at the end of that meeting, providing it is still quorate.
A18.8	The unadopted minutes of the Board shall be sent out to all Board members after a meeting by various means approved by the Board. The minutes of the Board adopted at the next Board meeting shall be saved in a register and sent out to all members in a similar manner to adopted General Assembly minutes. However, in urgent situations, the minutes of a meeting can be read out and adopted at the end of that meeting providing it is still quorate.
A18.9	The unadopted minutes of the Executive Committee shall be sent out to all Executive Committee members after a meeting by various means approved by the Executive Committee. The minutes of the Executive Committee adopted at their next meeting shall be saved in a register and sent out to all Board members in a manner approved by the Board. However, in urgent situations, the minutes of a meeting can be read out and adopted at the end of that meeting, providing it is still quorate.
A19	Applicable law
A19.1	In all cases of dispute, the authority shall be the present text of these Statutes. The applicable law shall be the relevant legal code of Belgium.
A20	Approval of accounts and Internal Rules
A20.1	The annual audited accounts are a matter of public record and must be submitted in an approved form, as the case may be, with the clerk's office of the competent Enterprise Court or with the National Bank of Belgium.
A20.2	True and accurate records shall be kept of all income and expenditure, all sales and purchases made by the Association and all financial commitments entered into. Subject to reasonable restrictions as to time and place the accounts of the Association shall be open to inspection by the membership.
A20.3	The financial and membership year shall be the calendar year.
A20.4	The Internal Rules shall include (but not be limited to) provisions to properly regulate all of the following:
A20.4.1	The acceptance of gifts in kind, donations and legacies, with or without conditions attached.
A20.4.2	The participation in tenders, project bids etc in which the Association may play a leading or subsidiary role.
A20.4.3	The awarding by EASPD of tenders or other contracts /subcontracted work to members of the Association.
A20.4.4	Payments made to members of the Association or their staff for services rendered to the Association or expenses incurred in fulfilling duties on behalf of EASPD.
A20.4.5	The placing of contracts to rent property and /or hire equipment.
A20.5	The General Assembly shall at least yearly receive the following from the Board for debate and approval:
A20.5.1	In the first half of the financial year, the audited accounts for the previous year.
A20.5.2	In the second half of the financial year, the workplan and budget for the next year.

A21	Changes to the Statutes and Dissolution
A21.1	Without prejudice to the relevant provisions of Belgian applicable law, any proposal to amend these Statutes or to dissolve the Association must be initiated by the Board or by a third of all the EASPD General Assembly members with voting rights.
A21.2	Changes to these Statutes may be made at any regular General Assembly meeting or at any special General Assembly meeting called for that purpose.
A21.3	The Board shall communicate the text of any proposed amendment to the Statutes as well as the date of the General Assembly meeting which will decide the matter to the members at least two months in advance of the General Assembly meeting.
A21.4	However <i>in the particular case</i> of a proposal to dissolve the Association, if a quorum is not reached, another General Assembly shall be called for with a minimum of 28 days' notice to the membership and the provisions of Article 18.3.4 shall not apply in this instance. This new General Assembly meeting, with an identical dissolution proposal to the earlier inquorate meeting, shall finally and validly decree on the dissolution proposal, whatever the number of members present or validly represented.
A21.5	The amendments to the Statutes must be published in the Annexes of the Belgian State Gazette and, depending on the nature of the changes, recorded in a notarial deed or approved by Royal Decree.
A22	Liquidation and disposal of assets
A22.1	On a decision to dissolve EASPD, the Board shall be charged with process of liquidation, unless the General Assembly decides otherwise.
A22.2	The residual funds of EASPD shall be made over to an international organisation concerned in whole or in part with the well-being of persons with disabilities, following a majority vote of the members present or represented by the General Assembly with the funds to be used for the benefit of people with disabilities.
A23	Relevant law and Internal Rules
A23.1	Situations not mentioned here will be settled according to the dispositions of the Code of Companies and Associations.
A23.2	The applicable version of the Internal Rules is the version approved by the General Assembly on [Date of General Assembly].
END	