



EUROPEAN POLIO UNION

STATUTES

PREAMBLE

The European Polio Union (“EPU”) is a European, voluntary, humanitarian, non-political and non-profit entity. EPU is based on the principles of democracy, human dignity and the respect for each individual. EPU unites organisations and support groups of polio survivors living in Europe regardless of their nationality, gender, race, language, faith and religion, political or other mindset, national or social origin, national or ethnic minority, property, gender or other status.

The following are the Statutes, or Articles of Incorporation, of the EPU.

TITLE 1 – BASIC DEED

Article 1 – Corporate Form – Name

The association is incorporated in the form of an “internationale vereniging zonder winstoogmerk” (“IVZW”) or international non-profit association in accordance with the laws of Belgium and bears the name “European Polio Union” abbreviated to “EPU” (the “Association”).

Article 2 – Principal Office

The Association is established in the region of Flanders, Belgium. The principal office of the Association may be moved to any other place in Belgium by simple decision of members of the Board of Directors. In no case may the principal office be transferred outside of Belgium.

Article 3 – Purpose – Activities

The Association, which waives any pursuit of profit, has the provision of assistance to European citizens who suffer from polio or post-polio syndrome as its non-profit-making purposes of international utility.

The pursuit of this purpose includes the carrying out of the following activities:

- 3.1. to encourage European medical professionals to come together to develop uniform guidelines to diagnose the late effects of polio and post-polio syndrome and to conduct further research in conjunction with patient groups;
- 3.2. to help gather data on the prevalence of polio, late effects of polio and post-polio syndrome in Europe;
- 3.3. to collect and share amongst all people with polio, in Europe, the late effects of polio and of post-polio syndrome, the knowledge, experience and best practice of living with the disease and signpost information to health and allied professionals and polio organisations within Europe; and
- 3.4. to encourage relevant bodies and governments in Europe to ensure that polio immunisation levels are sufficiently high to prevent further outbreaks.

The Association may carry out any activities directly or indirectly associated with its purpose. It may also give its cooperation to and show its interest in every activity that has a purpose similar to its own.



Article 4 – Membership

4.1. Members of the Association are polio organisations and/or support groups uniting polio survivors in European countries, and in cases worthy of consideration also individual natural persons.

As defined in Article 5 hereunder, the Association is composed of:

- Full members,
- Associate members, and
- Individual person members.

Only full members are invested with the full rights granted by law and the Statutes.

The maximum number of members in the Association is not limited. The minimum number of members in the Association is three (3) with full membership status.

4.2. Honorary Membership: In addition to the above categories of members, the Board of Directors has the right to award EPU Honorary Membership to any individual or organisation for their outstanding contribution, unstinting support, remarkable national or international activities for the benefit of polio survivors aiming to improve their lives.

Voting about awarding Honorary Membership must be approved unanimously by all Directors in each individual case.

Honorary members have the right to participate in all activities of the Association, to submit initiatives and proposals to the Board of Directors, to comment on discussed proposals, etc. They have the right to be heard in all relevant cases.

Honorary members do not pay membership fees. Honorary members do not have voting rights.

Article 5 – Admission of Members

5.1. The admission of new members is subject to the following conditions.

5.1.1. Full Membership is open to any European organization of more than 25 members concerned with polio, the late effects of polio and of post-polio syndrome, the welfare of polio survivors and medical and/or social research and support of those with polio and post-polio syndrome, and which is registered and/or legally established in any country within the area encompassed by the Council of Europe.

Full members pay a once-only accession fee and an annual contribution according to their income as specified in the Internal Regulation. They have voting rights in accordance with the rules that may be established at the annual meeting of the General Meeting.

Promoters listed in the original deed of incorporation of the Association are full members.

5.1.2. Associate Membership is open to any organization or support group within the area encompassed by the Council of Europe concerned with polio, the late effects of polio and of post-polio syndrome, the welfare of polio Survivors and medical and/or social research and support of those with polio and post-polio syndrome:

- a) with less than twenty-five members, which is a registered and/or legally established entity; or
- b) with more than twenty-five members, which is not a registered and/or not legally established entity.

Associate members pay an annual contribution as specified in the Internal Regulation. Associate membership does not confer voting rights.

5.1.3. Individual Membership is open to any natural person from countries within the area encompassed by the Council of Europe that promotes the interests of polio survivors and/or those with the late effects of polio and post-polio syndrome, their families or carers.

Individual members pay an annual contribution according to the Internal Regulation. Individual membership does not confer voting rights.

5.1.4. Full membership, associate membership and individual membership applications are considered by the Board of Directors, on receipt of a completed application form for the particular type of membership, at the next Board Meeting.

A simple majority vote shall apply.

The Secretary notifies, by any written means of communication, the outcome of their application to the applicant. That notification must take place within fourteen days after the Board Meeting referred above.

The Board reserves the right not to give reasons if the vote is not positive and the applicant is not granted membership.

5.2. Members of any category may tender their resignation subject to the following conditions.

5.2.1 Any member who wishes to resign must do so in writing to the Company Secretary of the Association. The resignation will be considered at the next meeting of the Board of Directors, whether ordinary or special. The resignation is to be submitted to the President and to the Company Secretary and such resignation shall take effect immediately after being discussed by the Board of Directors.

5.3. Exclusion of a member is possible in the following conditions.

5.3.1. The Board of Directors may propose the exclusion of a member should they:

- bring disrepute to the Association, including by making any comment that causes the Association to be brought into disrepute; or
- for non-payment of annual contribution within the conditions defined in the Internal Regulation.

Such proposal of exclusion will be considered by the Board of Directors after the member in question has been heard by a panel comprising no less than three Directors of the Association including the Secretary of the Association.

5.3.2. The proposal of exclusion may only be effected by a resolution of the Association's General Meeting accepted by two thirds majority of voting members present or represented.

5.3.3. The Board of Directors may suspend the member concerned pending the resolution of the Association's General Meeting.

5.3.4. The member that, in consequence of death or another reason, is no longer part of the Association has no right to any or part of the assets of the Association.

Article 6 – Member Obligations

Members must:

1. pay the membership fees that apply to their membership category in accordance with the Internal Regulation; and
2. comply with the Statutes, its Internal Regulations and any decisions of the Association applicable to their membership or membership category.



TITLE 2 – ORGANIZATION

Chapter 1 – Administration (Representation of the Administration and Management)

Article 7 – General Meeting (General Organ of Governance)

The General Meeting disposes over all powers for the realization of the purpose or purposes and for the performance of the activities of the Association.

It consists of all full members, which have voting rights. Associate, individual and Honorary members, which and who do not have voting rights, are invited to participate to the General Meeting.

Specifically, the following are reserved to the General Meeting:

- a) the approval of the budgets and the accounts;
- b) election, dismissal, and discharge of the Directors;
- c) amendment of the Statutes;
- d) winding up of the Association;
- e) exclusion of a member; and
- f) adoption and amendment of the Internal Regulation.

Article 8 – Meetings of the General Meeting

The General Meeting meets every year and at the latest on the thirtieth of June. The meeting can be arranged either with the physical presence, or online via IT and communication tools, as specified in the notice convening the meeting.

The notice is drawn up and sent by the Board of Directors at least thirty days before the meeting of the General Meeting, by any written means of communication. It contains, at least, an agenda for the meeting.

An Extraordinary meeting of the General Meeting may be called by letter, fax, or email addressed to the President of the Board of Directors, should half of the members request to hold it.

Upon opening the meeting, the President appoints a Secretary of the Meeting and two Scrutinisers from among the attending members, of which at least one such must be a full member.

Article 9 – Representation

The members may be represented at the meeting of the General Meeting by another member, holder of an individual and special proxy authored by the represented member. No member may, however, hold more than one proxy.

Unless provided otherwise in these Statutes, the General Meeting shall only be able to deliberate validly when at least half the members are present or represented.

Article 10 – Resolutions

Except in those exceptional cases determined by these Statutes, resolutions of the General Meeting are adopted by a simple majority of the members present or represented and are communicated to all members by any written means of communication.

Article 11 – Board of Directors (Administrative Organ)

11.1 The Association is administered by a Board consisting of at least three Directors.

11.2 The Board disposes of all powers of management and administration, with the exception of those powers reserved for the General Meeting.

11.3 The Board elects a President from among its members as well as a Secretary and a Treasurer (and possibly Vice-President, as needed).

11.4. The Board of Directors may entrust the daily management to one or more than one person. In such cases they may act alone or collectively. Two Directors can represent the Association with regard to third parties, but the Board may, acting at its own responsibility, also grant special powers to one or more persons.

Article 12 – Appointment of Directors

The Directors are appointed by the General Meeting for a period of 3 years and may be reappointed for further two periods of 3 years each, for a maximum of consecutive periods in total of 9 years.

Should a Director's seat fall vacant during the period of appointment, the Board of Directors may designate a replacement who will serve out the term of the person he or she replaces.

Directors may be dismissed by the General Meeting deciding by a two thirds majority of the members present or represented.

Article 13 – Meetings of the Board of Directors

The Board of Directors meets as needed, or after being exceptionally convened by one third of the members. Meetings can be arranged either with the physical presence of Directors or online via IT and communication tools.

The call to the meeting is sent by the President or the Secretary by any means of communication at least ten days before the meeting.

A Director may be represented by another Director, holder of an individual and special proxy authored by the represented Director. No Director can hold more than one proxy.

The Board may only deliberate validly if at least half the members are present or represented.

Decisions of the Board are taken by simple majority vote of the directors present or represented. In the event of a voting tie, the President has a casting vote.

Article 14 – Conflict of Interests

Should a Director have an indirect or direct asset interest that is contrary to a decision or action of the Board of Directors, he must mention it prior to the deliberations of the Board of Directors. This statement, including the reasons establishing the contrary interest, must be recorded in the minutes of the meeting. The Board of Directors may override the conflict of interests by simple majority vote. The Board of Directors describes the nature of the vote and its consequences for the assets of the Association in the minutes. The Director concerned may participate in the deliberations and vote of the Board of Directors.

Article 15 – Representation

Except when special signing power has been delegated, all deeds that bind the Association are signed by the President.

Legal proceedings, whether as plaintiff or defendant, are prosecuted by the Board of Directors, represented by its President or a director nominated for this purpose by the Board of Directors.

Chapter 2 – Accounts

Article 16 – Financial Year and Annual Accounts

The financial year closes on the thirty-first of December of each year.

The Board of Directors must submit the annual accounts of the previous financial year and the budget for the forthcoming financial year to the approval of the General Meeting, which shall adopt a resolution on same at its next forthcoming meeting.



The General Meeting may resolve on the establishment of a reserve fund and determine its amount as well as the procedures for contributing to this fund by each member.

TITLE 3: AMENDMENT AND WINDING UP

Article 17 – Amendments to the Statutes – Winding Up of the Association

Proposals for the amendment of the Statutes or the winding up of the Association must emanate from the Board of Directors or from at least half of the full members of the Association.

The Board of Directors must disclose the date of the General Meeting that shall resolve on aforesaid proposal to the members of the Association at least three months in advance.

The General Meeting can only validly deliberate when it assembles two thirds of members who are entitled to vote, present or represented.

A resolution is only adopted when approved by a two thirds majority vote.

Should, however, this General Meeting not assemble aforesaid two thirds of the members, a new General Meeting shall be convened in the conditions defined above. This meeting shall resolve definitively and validly by the same two thirds majority vote, regardless of the number of members present or represented.

Article 18 – Liquidation and distribution of the assets

In the event of the voluntary liquidation of the Association, the General Meeting appoints one or more liquidators and determines the method to be used for the liquidation of the Association.

Any net assets remaining after liquidation shall accrue to a non-profit legal person pursuant to private law, which may or may not have an international character, with a purpose similar to that of the Association, and in the absence of such at least to have a charitable purpose.

GENERAL PROVISIONS

Article 19 – Common Law

All matters that are not governed by these Statutes are governed by Belgian law. All provisions of the Statutes that conflict with mandatory provisions of Belgian law are held not to have been written.

Article 20 – Jurisdiction

All disputes between the Association, its members, bond holders, directors, and liquidators relating to the affairs of the Association and the implementation of the Statutes must be submitted to the courts of the place of the principal office, except in those cases where the Association elects another forum.

Approved by the EPU Annual General Meeting in Budapest, Hungary, on May 25, 2024.

David Mitchell
EPU President

Stefan Grajcar
EPU Secretary