

---

International Diabetes Federation, European Region  
Avenue Emile De Mot, 19  
B-1000 Bruxelles  
National number: 476.458.258

## **NEW STATUTES**

---

### **I. Name - Registered Office – Objects**

**Article 1.** The international non-profit-making association, named “International Diabetes Federation, European Region” in short “IDF Europe”, is created for a charitable and scientific purpose.

This association is governed by the provisions of Title III of the Belgian law of 27 June 1921 on the non profit organisations, the international non profit organisation and the foundations (article 46 to 57).

**Article 2.** The association’s registered office shall be established in a district of the Brussels urban area. Its current registered office is Avenue Emile De Mot, 19 B-1000 Brussels.

Its registered office may be transferred to any other address in the Brussels urban area by a simple decision of the Board of Management, to be published in the Appendix to Le Moniteur Belge and to be communicated to the Federal Public Service Justice within a month.

The languages used by the association are French and English.

**Article 3.** The purpose of the association, which is a non-profit-making association, is mainly to promote research and improve help and support for people affected by diabetes, as well as the coordination and unification, at international and European levels, of legislation and regulations with regard to social matters, insurance, social security and in any other field relating to people suffering from diabetes.

The association also intends to act in accordance with the principles of the Saint-Vincent Declaration of 12 October 1989, which sets out the objectives and measures to be taken at European level to improve the health of people suffering from diabetes mellitus.

**Article 4.** The “International Diabetes Federation, European Région” shall carry out its actions in pursuit of this goal by the following means:

- a) periodical publications, newsletters, circulars, information meetings and generally speaking, the use of all accessible media;
- b) the establishment of relations with the governing bodies of the relevant European and international institutions to discuss, elaborate and disseminate joint recommendations concerning people with diabetes.

### **II. Members**

#### *Admission and principal rights*

**Article 5.** The association’s members are individuals and legal entity, legally incorporated in accordance with the laws and customs of their country of origin.

The association’s membership is composed of different categories of members, as follows:

Individual members, full member associations and honorary members.

---

**Article 6.** Individual members are:

Any person who is interested in diabetes and who wishes to be involved in the Federation's work; their membership application is approved by the General Assembly on the recommendation of the Board of Management.

Full Member associations are:

Associations active in the field of diabetes. It must, in order to become members, be approved by their country of origin, as well as by the other diabetes associations in their country.

All membership applications must be submitted in writing to the Board of Management and supported by two existing members.

If an association of a country, of which another association from the same country is already a member, requests membership, the application must be supported by the existing member(s) from the country in question.

The Board of Management will recommend to the Board of Management of The International Diabetes Federation, between Congresses of the latter, the admission of an association as a provisional member.

The Board of Management is not obliged to justify its rejection of an application for membership. Honorary Members are:

The title of honorary member shall be conferred, on the recommendation of the Board of Management, by a decision of the General Assembly on the basis of a simple majority of the members present or represented, to persons rendering or having rendered notable services to the association.

Honorary members may participate in the General Assembly with consultative powers, but without voting rights.

**Article 7.** The General Assembly shall determine every year the membership fees to be paid by the different categories of members.

*Resignation – Expulsion – Suspension*

**Article 8.** Full Member associations and individual and honorary members are free to withdraw from the association at any time, by giving notice by registered letter addressed to the Board of Management.

A full member association or individual or honorary member may only be expelled by the General Assembly by a unanimous decision of the members present or represented.

Prior to any expulsion of a full member association, that member shall have the opportunity, before any decision is taken, to defend itself alone or with the assistance of another full member association.

The Board of Management may suspend, pending the General Assembly's decision, members that have committed a material breach of the by-laws or codes of honour and propriety.

**Article 9.** A member who ceases (by death or otherwise) to be a member of the association shall not be entitled to share in the association's assets.

### III. General Assembly

#### *Powers*

**Article 10.** The General Assembly has full powers to pursue the association's objects.

The following actions in particular fall within its competence:

- a) the approval of the budgets and accounts;
- b) the approval of the report drawn up by the association's secretariat;
- c) the election (every three years) and dismissal of Member of the Boards;
- d) the appointment of two external auditors;
- e) amendments to the by-laws;
- f) the approval of the rules of procedure drawn up by the Board of Management;
- g) the winding-up of the association;
- h) the expulsion of members;
- i) determining the amount of the annual membership fee.

#### *Composition*

**Article 11.** The General Assembly is composed of the following persons:

The President, the President-Elect, the members of the board of management and the official delegates of the member associations, each of them is having one voting right.

Each country appoints at least two delegates, but not more than six, at the rate of one additional delegate for each four thousand members contributing to the IDF-Global and belonging to the member association(s) of the country.

All the voting rights of a country may be exercised by a single delegate, the president or a Member of the Board of the Federation residing normally in this country.

#### *Holding of assemblies and quorum*

**Article 12.** The General Assembly shall meet every year, at the association's registered office or in the place indicated in the notice convening the assembly; said notice shall be sent to the addressees at least sixty days before the date of the meeting and attached to the agenda. It is convened by letter, fax or e-mail.

The president or in his absence the vice-president shall preside all the assemblies.

If the president and the vice-president are both absent, the Board of Management may elect a delegate to preside the assembly.

The General Assembly shall be convened by the president, or by half the members of the Board of Management, or at the request of at least two thirds of the countries represented in the association.

An Extraordinary General Assembly may be convened by a decision of the Board of Management or at the request of a quarter of the full member associations, by a notice sent to the addressees at least twenty-one days before the date of the meeting.

Every meeting shall be held on the day and at the time and place stated in the notice convening the meeting.

**Article 13.** The ballot papers must be distributed at the start of the General Assembly.

The General Assembly may only deliberate validly if half of the full member associations are present or validly represented, being understood that delegates of one country may not hold more than one special proxy from another country.

If the quorum is not reached, the members present may adjourn the meeting and then meet again and deliberate validly without any condition with regard to the quorum.

**Article 14.** Except in the exceptional cases stipulated in these by-laws, resolutions shall be adopted by a simple majority of the full member associations present or represented; decisions taken shall be notified to all members.

The General Assembly may only deliberate validly on items which are included in the agenda.

The resolutions adopted by the General Assembly shall be recorded in a register kept up-to-date by the secretary who shall keep said register at the disposal of members.

A copy of the minutes shall be sent to all the full member associations and honorary members.

#### **IV. Administration**

**Article 15.** The business of IDF Europe is conducted by a Board of Management which is composed of at least four members: a President, a President-Elect with the functions of Vice-President, a treasurer and a secretary. These must reside in Europe and may be eligible for re-election to the same office for a second term of office at the most. The duration of this term of office may not exceed three years.

The members of the Board are elected by the General Assembly, subject to the necessary quorums as recorded in the Articles 13 and 14 of these by-laws, for a term of three years, and can be re-elected for a second term only. The number of the Board Members is defined by the General Assembly

The members of the Board may be dismissed by the General Assembly on the same conditions as those applying to their appointment.

The President's term is of 3 years and he/she cannot be re-elected.

The General Assembly elects a President-Elect who will serve in the Board as Vice-President for a period of 3 years.

The President-Elect becomes President at the end of the triennial term of the previous President. A new President-Elect is elected at the same time.

A Nominating Committee is elected by the General Assembly for a term of three years. The number of the members is defined by the General Assembly.

The Nominating Committee is chaired ex officio by the President of the Region.

**Article 16.** The Board of Management shall elect from among its members, a treasurer and a secretary.

Each decision regarding the appointment, the dismissal or the resignation of the President, the President-Elect and the members of the Board is communicated to the Federal Public Service Justice to be deposited into our file and is published at the Appendix of the Belgian Official Gazette.

**Article 17.** In the event that a vacancy occurs during a term of office, a provisional Member of the Board may be appointed by the General Assembly.

The provisional Member of the Board shall complete the term of office of the Member of the Board he replaces.

Outgoing Member of the Boards are eligible for re-election.

**Article 18.** The Board of Management shall meet at least twice a year; it is convened by the president or by two third of its members. It is convene by letter, fax or e-mail.

It may only deliberate validly if two thirds of its members are present.

Its decisions shall be taken on the basis of a majority of three quarters of the members present.

Absent members may be represented by a proxy. Each member may not hold more than two proxies.

Its decisions shall be recorded in the minutes of its meetings, duly signed by the president or a secretary and recorded in a special register.

If no majority can be reached, the president shall have the casting vote.

**Article 19.** The Board of Management has the widest possible powers for the administration and management of the association.

The only actions that do not fall within its competence are those which by law or these by-laws are reserved for the General Assembly.

The Board of Management may delegate the day-to-day management to its president or to a Director or to an employee.

**Article 20.** All actions which bind the association are, except for special powers of attorney, signed by the president or by two Members of the Board, who shall not be obliged to justify their powers to third parties.

**Article 21.** Legal actions, either as plaintiff or defendant, shall be followed by the Board of Management, represented by its president or a Member of the Board designated for that purpose by the president.

## **V. The association's resources**

**Article 22.** The association is a non-profit-making association.

Its resources come from donations and bequests which it is authorised to receive from both natural and legal persons.

Its elected representatives are not remunerated.

## **VI. Amendments to the by-laws, winding-up of the association**

**Article 23.** a) Without prejudice to article 50 §3, 55 & 56 of the law on the non profit organizations, the by-laws may only be amended on the basis of a proposal by the Board of Management or a third of the full member associations composing the General Assembly. If the amendments emanate from the member associations, these proposals must be submitted to the Board of Management at least thirty days before its meeting

In both cases, the proposals and amendments shall be placed on the agenda of the next General Assembly.

The agenda must be sent to each addressee at least thirty days before the date of the General Assembly.

The General Assembly may only deliberate validly if half of the association's full member associations, having voting rights, are present or represented.

Decisions may only be adopted by a three-quarters majority of the votes.

However, if half of the members having voting rights are not present or represented at the General Assembly, a new General Assembly shall be convened on the same conditions as above, but which will be entitled to deliberate definitively and validly on the proposal in question, irrespective of the number of members present or represented.

Amendments to the by-laws shall only enter into force after approval by the competent authorities according to article 50§3 of the law and after publication in the Appendix of Le Moniteur Belge according to article 51§3.

b) The association may only be wound-up subject to the same conditions regarding the quorum of members present or represented and voting described under a);

In the event that a decision is taken to wind-up the association, the General Assembly, on the conditions referred to under Articles 13 and 14 of these by-laws, shall charge one or more auditors with the liquidation of the association's assets.

It shall allocate the net assets to one or more public bodies or state-approved institutions pursuing a similar purpose.

## VII. Budgets and accounts

**Article 24.** The financial year starts on the 1<sup>st</sup> of January and ends on the 31<sup>st</sup> of December.

According to article 53 of the law, the financial statement of the past year and the budget of the next year are prepared by the Board of Management and are submitted for approval to the General Assembly at its most recent meeting.

The Financial Statement is then deposited according to article 51 of the law at the Federal Public Service Justice.

**Article 25.** The General Assembly may decide to set up a reserve fund; in that case it shall determine the amount and methods of contribution of each member to this fund.

## VIII. Representation at headquarters

**Article 26.** The IDF European Branch will be represented on the International Diabetes Federation's Executive Board as described in the by-laws of said Federation.

## IX. General provisions

**Article 27.** Anything that is not covered by these by-laws, and in particular publication in Le Moniteur Belge, shall be dealt with in accordance with Belgian law.

**Article 28.** Internal regulations shall be created by the Board of Management and approved by the General Assembly, according to the needs of the association. It cannot be in contradiction with the by-laws