

CONSTITUTION

of

SAFE

(THE STROKE ALLIANCE FOR EUROPE)

(Non-official translation)



FOUNDED IN 2004

TITLE I: NAME AND REGISTERED OFFICE

Art. 1: An international non-profit making association called “Stroke Alliance for Europe” (“l’Alliance Européenne contre l’Attaque Cérébrale”) is created. The association has the right to use the abbreviation “SAFE” in all acts, announcements, publications and other documents used by, or on the authority of the association.

The association is governed by the dispositions of Title III of the Belgian Law of June 27, 1921 on the non-profit making associations, the international non-profit making associations and the foundations (hereafter called “the law of June 27, 1921”).

Art. 2. The Office of SAFE is established in 1050 Brussels, rue Washington 40. It may be transferred by simple decision of the Board, to any other place in Belgium. This decision will be published in the annexes of the Belgian Official Journal and communicated to the “Federal Public Service of Justice” (Service Public Fédéral Justice (in the month in which the decision is taken.

The activities of SAFE may take place all over the world.

TITLE II: OBJECTIVES AND DURATION

Art. 3: The aims and objectives of SAFE, a non-profit making organization, are:

- to promote awareness and understanding of stroke;
- to promote prevention;
- to identify those at risk;
- to improve access to appropriate treatment and care for persons affected by stroke;
- to improve the quality of life of people affected by stroke and their families and carers;
- to promote better access to accurate and understandable information about stroke;
- to increase the priority given to stroke by policy and decision-makers and by health care providers;
- to promote research on stroke and related areas;
- to co-ordinate the efforts of national stroke patient groups in Europe.
- to encourage the growth of stroke organisations reflecting the views of stroke survivors and their supporters.

SAFE may realise its objectives of international usefulness in anyway that seems most appropriate. It may engage in any similar activity with parallel objectives.

Art. 4 In order to realise its objectives, SAFE may acquire, receive and manage all personal or real estates, apply for subsidies, receive donations and legacies, dispose of all contributions, grants and other incomes of funds, periodically or not.

Art. 5 The duration of SAFE is unlimited; it can at any time be terminated by decision of the General Assembly of the members.

TITLE III: MEMBERS

§ 1: *Categories of members and conditions of admission.*

Art. 6 The number of members is unlimited, but shall not be less than three. SAFE is composed of ordinary members, associate members and honorary members.

The following are eligible for ordinary membership and can vote at General Assemblies on any issues: the founding members and all other European national organisations legally constituted according to the laws and customs of their country of origin, which support those at risk of and affected by stroke. The Board shall propose any such persons or organisations for election as ordinary members at a General Assembly, which will decide by a simple majority vote.

Associate membership may be offered by the Board, by simple majority vote, to organisations, legally constituted according to the laws and customs of their country of origin, who do not fulfil the criteria for ordinary membership.

Honorary members are individuals or organisations, legally constituted according to the law and customs of their country of origin, which have provided outstanding support to SAFE in furtherance of its aims and objectives. The Board shall propose any such persons or organisations for election as honorary members at a General Assembly, which will decide by simple majority vote.

Ordinary, associate and honorary members may take part in discussions at the General Assembly, but only ordinary members may vote on any issue.

Each member organisation shall nominate one of its members to be the voting delegate and only that delegate shall be entitled to attend a General Assembly and vote on all issues. The ordinary members have an equal right to vote, with each member organisation being entitled to one vote.

§ 2: *Resignation or expulsion of members.*

Art. 7 Any member is free to resign from SAFE by submitting its resignation to the Board in writing. Such resignation shall only be effective from the 31 December of the year in which the letter of resignation is submitted.

Art. 8 The expulsion of any member of SAFE can be proposed by the Board, after having heard any defence of the interested member concerned. The final decision to expel the member is taken at the next General Assembly, by a two-thirds majority of the members attending.

A member can be excluded, e.g., if:

- it fails to pay its dues;
- it no longer fulfils the stated requirements for membership
- it brings SAFE into disrepute;
- it commits serious infringements of the SAFE Constitution.

The Board may suspend, until the final decision of the General Assembly, any member which is deemed to have contravened any of these requirements.

Art. 9 The ordinary members have no personal obligation for the financial or other activities of SAFE and are responsible for only for the execution of their mandate.

§ 3: *Membership Dues.*

Art. 10 The ordinary members may be liable to pay annual dues, the amount of which shall be proposed each year by the Board to the General Assembly for approval.

The annual contribution shall be not less than 200 euros.

The following sliding scale for membership fees is dependent on annual turnover for each organisation:

Annual Turnover			Membership fee
< €200,000		=	€200
€200,000	to €500,000	=	€500
€500,000	to €1,000,000	=	€1,000
€1,000,000	to €2,000,000	=	€2,000
€2,000,000	to €3,000,000	=	€3,000
€3,000,000	to €4,000,000	=	€4,000
€4,000,000	to €5,000,000	=	€5,000
€5,000,000	to €6,000,000	=	€6,000
€6,000,000	to €7,000,000	=	€7,000
€7,000,000	to €8,000,000	=	€8,000
€8,000,000	to €9,000,000	=	€9,000
> €9,000,000			€10,000

Unless agreed otherwise by the Board, the fees shall be uplifted by 2% per annum.

TITLE IV: GENERAL ASSEMBLY

Art. 11 The General Assembly possesses all powers to fulfil the objectives of SAFE. The General Assembly is composed of the ordinary members of SAFE.

The following powers shall be exercised only by the General Assembly:

- amendment to the Constitution;
- approval of the annual accounts;
- voluntary dissolution of the association;
- expulsion of members and the election of new ordinary and honorary members;
- nominations and revocation of the administrators and officers of SAFE.

All other matters shall be the responsibility of the Board.

Art. 12 The General Assembly shall meet at least once a year, during the second half of the year. Each General Assembly shall take place on the day, place and hour as indicated in the document calling the meeting. All members shall receive notification of the meeting.

SAFE shall meet in Extraordinary General Assembly by decision of the Board or at the request of one quarter of the ordinary member organisations of SAFE.

Art. 13 The Board shall notify each member by letter of the calling of a General Assembly, 60 days before the meeting, and the letter shall be signed by the President or a nominated administrator.

The letter calling the meeting shall include the agenda and all supporting papers. Any matter, other than those listed on the agenda, may be discussed and voted upon if it is received from an ordinary member by the Board in writing no less than six weeks before the meeting.

Art. 14 The General Assembly shall be quorate only if at least half of the ordinary members are present or represented at the meeting. The decisions of the General Assembly shall be made by simple majority vote, unless the Constitution of SAFE or the law specifically stipulates otherwise.

Art. 15 The ordinary members have an equal right to vote, with each member organisation being entitled to one vote. Any ordinary member, if necessary, may be represented by a proxy, who shall be the delegate of one of the other ordinary members of SAFE. Any one member present at the meeting cannot cast a proxy vote on behalf of more than one absent member. The Chairman of the meeting shall have a casting vote, in the event of an equal vote on any resolution.

Art. 16 The decisions of the general Assembly shall be recorded in minutes, signed by the Chairman of the meeting and one administrator. Those minutes shall be circulated to all members and shall also be available for examination at the registered office of SAFE. The minutes of the General Assembly are approved at the following meeting, and a copy of the minutes shall be circulated to all members of SAFE.

Art. 17 The accounts of the financial year and the budget for the following period shall be closed each year on December 31. Both shall be independently audited before presentation for approval to the next General Assembly.

Art. 18 In case of voluntary dissolution, the General Assembly shall designate one or two liquidators and determine their powers.

TITLE V: MODIFICATION OF THE CONSTITUTION AND DISSOLUTION

Art. 19 Without prejudice to Articles 50 §3, 55 and 56 of the law of June 27, 1921, any proposal for amendments to the Constitution or for the dissolution of SAFE must be made by the Board or any ordinary member of SAFE.

Any such proposal must be submitted to the Secretary at least six weeks prior to the General Assembly at which the proposal shall be voted upon. The Secretary shall send the proposal to the ordinary members at least four weeks prior to the general Assembly at which the proposal shall be voted upon.

The General Assembly may decide validly on any proposal of amendment of the Constitution or of dissolution of SAFE only if two-thirds of the ordinary members are present or represented by proxy.

However, if less than two-thirds of the ordinary members are present, or represented by proxy, another General Assembly shall be called on the same basis as already described. This meeting shall decide definitively and validly upon the proposals deferred from the previous meeting, by a two-thirds majority vote, regardless of the number of ordinary members present or represented by proxy.

Any amendments to the Constitution shall have effect only after approval by the competent authority in conformity with Article 50, §3 of the law of June 27, 1921 and after publication in the annexes to the Belgian Official Journal according to Article 51, §3 of this law.

In all cases of dissolution, at whatever time or for whatever reason, any residual funds, after payment of any debts and charges, shall be transferred to an organisation supporting people affected by stroke. In default of such a decision, the funds must be transferred to a private non-profit making corporate body with similar objectives or, by default, with disinterested objectives.

TITLE VI: MANAGEMENT

Art. 20 The association is managed by a Board composed at least of 5 and no more than 11 members, elected by the General Assembly by simple majority vote and chosen from among the delegates of ordinary members. Any one country may be represented by no more than one Board member at any time.

Twelve weeks prior to the General Assembly, the secretary of SAFE shall circulate a request to all ordinary members for nominations to the Board. Any member organisation wishing to nominate a delegate for election as an administrator shall submit such nomination in writing to the secretary at least eight weeks prior to the General Assembly. In support of such nomination, a brief biography of the delegate shall be provided. Four weeks prior to the General Assembly, the Secretary shall circulate, to all ordinary members, copies of all valid nominations received, together with the accompanying biographies.

The Board members shall be elected for a term of three years and are eligible for re-election once. No person shall be eligible for more than six consecutive years. After six continuous years of service on the Board, he/she may not again be nominated for re-election until at least one calendar year has elapsed. To provide continuity, at the first election after the approval of this Constitution, two of the Board members elected shall serve for a first term of one year only and be eligible for re-election for one further term of three

years. Two further members elected at that first election shall serve for a first term of two years only and be eligible for re-election for one further term of three years. The Board shall agree at its first meeting, after the first election, which of its members shall fulfil these conditions.

All acts established in conformity with the law and concerning the election, the revocation and the cessation of the functions of the board members or of the persons entitled to represent SAFE, are communicated to the Federal Public Service of Justice in order to be deposited in the file and are published, at the association's costs, in the annexes to the Belgian Official Journal.

Any Board member may be removed from office by a two-thirds majority vote of ordinary members at a General Assembly.

Those Board members who retire shall remain in office until their successor(s) are put in place.

The General Assembly shall elect a President, Vice President, Secretary and a Treasurer, called the Officers of SAFE. If the President is absent, his/her functions shall be assumed by the Vice President or, by default, by the oldest Board Member present.

Art. 21 The members of the Board shall receive no payment for undertaking their responsibilities, but they may receive a reimbursement of their travel and other expenses for attending Board and any other meetings on behalf of SAFE.

In the event of a Board member resigning his/her post during a term of office, another representative of an ordinary member may be co-opted by the Board to complete the remaining term of office of the member who resigned. The organisation to which the board member belongs can nominate a replacement for the remaining term of office, and this nomination would need to be accepted by the board.

Art. 22 The Board shall meet as required, but at least twice a year, and meetings shall be called by the President or at the request of at least two other Board members. The calling of meetings is made by ordinary letter, fax or e-mail.

Board meetings shall require a quorum of at least half of the elected present or represented Board members.

Each Board member may give, in writing or by e-mail or fax, delegated authority to one of his/her Board colleagues to replace him and vote on his/her behalf at Board meetings. The member who is so delegated must be

present at the meeting. However, no Board member may represent more than one of his/her colleagues at any one meeting.

Decisions of the Board are taken by simple majority vote of the members either present or who have been given delegated authority. In the case of an equal vote, the Chairman of the meeting shall also have a casting vote.

The decisions of all Board meetings shall be recorded in minutes, signed by the chairman of the meeting and one other Board member present. The minutes shall be circulated to all Board members. The minutes shall be inscribed in a register kept at the registered seat of SAFE.

The decisions and actions of the Board shall be communicated regularly to the ordinary members.

Art. 23 The Board has all powers to raise funds, administer and manage SAFE within the terms of this Constitution and the law, to fulfil the objectives of the association.

The Board is competent to deal with any issues on behalf of SAFE, in the broadest sense. Anything that is not specifically the responsibility of the General Assembly by operation of Belgian Law or this Constitution shall be considered to be within the remit of the Board.

In particular, the Board has power:

- to make or receive payments or deposits;
- to acquire, exchange, lease or deal freely with property, whether donated or not, over any term of years;
- to accept or to receive all real or personal estates;
- to accept or to receive all official and private subsidies and subventions;
- to accept or to receive all legacies and donations;
- to consent to and to conclude all contracts, in any markets or with any companies or individuals; to contract all loans, with or without guarantee;
- to consent to and to accept all cautions-money and subrogation;
- to mortgage any property of SAFE;
- to contract and to administer all loans and advances; to take legal action, to please before all jurisdictions and to execute or making executed all judgements;
- to file settlements or agreements, to compromise.

The Board shall, by itself or by delegation, appoint or dismiss professional advisors or employees and personnel of the association and determinate their remuneration or fees.

Art. 24 The Board shall carry out, or cause to be carried out, all activities of SAFE and shall ensure that the decisions of the General Assembly are fulfilled.

Art. 25 Any documents that commit the association shall be signed by the President and one other Board member, neither of whom requires justifying his/her power to do so.

The Board shall appoint one person who shall be responsible for administering the day-to-day work of SAFE. The appointed person shall provide regular reports for the Board on the affairs of SAFE and shall present proposals of useful activities for all acts of daily management. The appointed person shall have the power to sign all documents related to the daily management of SAFE business and, in particular, shall have power to sign any bank cheques or other documents for payments within rules set and monitored by the Board.

Art. 26 The Board shall establish all it considers as necessary (by-laws, etc.) Those documents complement the statutes and cannot contravene the statutes.

Art. 27 Any legal actions as plaintiff or as defendant shall be pursued by the Board represented by its President or by another Board member appointed by the President.

Art. 28 All documents shall be written in English, without prejudice to contrary legal dispositions. The French version of the statutes is the official version.

TITLE VII: BUDGET AND ACCOUNTS

Art. 29 The financial year of SAFE shall begin on 1st January and end on 31 December.

According to article 53 of the Law of June 27, 1921, the annual accounts for the financial year just completed and the budget of the next financial year shall be prepared each year by the Board and submitted to the General Assembly at its following meeting.

An annual audit of the books and records of the Treasurer shall be carried out by an independent auditor.

The accounts are communicated to the Federal Public Service of Justice in conformity with article 51 of the law.

TITLE VIII: GENERAL DISPOSITIONS

Art. 30 The dispositions of Title III of the law of June 27, 1921, will provide for any matters not covered by the present Constitution, especially the publications in the annexes to the Belgian Official Journal.