

	<p><b>EUROPEAN OSTOMY ASSOCIATION e.V.</b></p> <p><b>CONSTITUTION</b></p>
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## **1. NAME, DEFINITION, REGISTERED ADDRESS AND BUSINESS YEAR**

- 1.1 The Name of the Association is the European Ostomy Association e.V. (EOA, hereinafter called “The Association”).

The Association is to be entered in the register of associations and will then bear the suffix e.V.

- 1.2 When used in this Constitution, the meaning of the words “ostomy” and “ostomates” shall be expanded to include those with related alternative surgeries done to preserve continence which would otherwise have resulted in the formation of a stoma, and shall be read and understood as “ostomy and related alternative surgeries done to preserve continence which would otherwise have resulted in the formation of a stoma,” and “ostomates and those with related alternative surgeries done to preserve continence which would otherwise have resulted in the formation of a stoma.”
- 1.3 The Association is a representative region of the International Ostomy Association (IOA).
- 1.4 The Association is an association with legal capacity. It is registered in Bonn, Germany.
- 1.5 The fiscal year is the calendar year.

## **2. PURPOSE, AIMS AND OBJECTIVES**

- 2.1 The purpose is to provide an association for the benefit of ostomates, run by ostomates, and in the full interests of all ostomates with the co-operation of outside help when required, and to represent the viewpoint of ostomates at a European level.

The Association is a non-profit making, non-political and religiously neutral organisation concerned only with the health and welfare of ostomates. The association works selflessly. It does not primarily pursue its own economic purposes.

It is pledged to co-operate with medical, nursing and associated professions.

The aims of The Association are to encourage the highest possible standards of surgery, medical attention and patient after-care and to assist member associations to help rehabilitate ostomates to enable them to achieve the quality of life they seek in all its aspects.

The Association commits itself to actively advocate the interest of ostomates at a European level, to such an extent that all ostomates in Europe have an optimal quality of life.

The Association's funds may only be used for the statutory purposes related to the health and well-being of ostomates.

Members shall not receive any benefits from The Association's funds.

No person may benefit from expenditures that are alien to the purpose of the association or from disproportionately high remuneration.

The Association exclusively and directly pursues charitable purposes for the promotion of welfare (§ 52 II No. 9 AO) within the meaning of the section "Tax-privileged purposes" of the German Tax Code in its currently valid version.

The purpose of The Association is also the promotion of public health and public health care, § 52 section II no. 3 AO.

The Association realizes its goals in Germany and abroad.

The Association can promote domestic tax-privileged corporations or foreign corporations with its funds. These corporations must pursue the same tax-privileged purposes as The Association.

2.2 The main objectives of The Association are:

- a. to distribute information and exchange experiences on all aspects of ostomy problems, in particular by organising meetings;
- b. to co-ordinate and support all efforts to develop, establish and provide basic standards in ostomy care and rehabilitation, in particular by:
  - collecting and evaluating experiences,
  - co-operating with medical and nursing associations, government health administrations and other organisations in Europe,
  - promoting co-operation among scientific professional groups which contribute to the advancement of ostomy healthcare,
  - promoting and encouraging research in the field of ostomy healthcare;
- c. to motivate, morally support and promote existing and to assist in the establishment of new national ostomy associations, in particular for:
  - arranging psychological help for all ostomates in their countries by meeting co-ostomates and exchanging experiences,
  - working towards optimum care and rehabilitation conditions on a national basis.
- d. to work to ensure that the purpose of The Association's Constitution is actively achieved or supported at political and social levels.

### **3. MEMBERSHIP**

3.1 Membership of The Association shall be open to the ostomy associations in Europe. Associations in countries outside, but close to, Europe may be considered for membership.

#### ***Types of membership***

3.2 There are the following types of membership:

- a. Ordinary (Full) membership
- b. Associate membership

- c. Patron membership
- 3.3 Full membership of The Association shall be open to any national or trans-national ostomy association which signifies acceptance of The Association and has been approved by a single majority vote the House of Delegates. Before full membership of The Association can be conferred, the group applying must:
- a. provide evidence in writing its acceptance of The Association's Constitution;
  - b. have completed the "EOA membership application form";
  - c. have documented countrywide or multi-country activities and have established a binding objective comparable to The Association.
  - d. have evidenced in writing its determination to be managed, as soon as possible, principally by ostomates or by the parents of children with stomas, in those associations whose membership consists exclusively of children with stomas.
- 3.4 Associate membership of The Association shall be open to individual ostomy groups who apply for associate membership and to such other ostomy groups or associations who are not granted full membership of The Association. Applications for associate membership shall be approved by a simple majority vote of the House of Delegates. To be eligible for associate membership, applicants must meet the same eligibility criteria as listed in 3.3., with the exception of subparagraph (c).
- 3.5 Patron membership of The Association shall be open to non-participating individuals, associations, institutions or other bodies not being an ostomy group or association but promote and support the goals and purposes of The Association and demonstrate an interest in sponsorship. Applications for Patron membership shall be accepted by a simple majority vote of the Executive Council.

#### ***Termination of membership and exclusion***

- 3.6 Membership shall be terminated by voluntary resignation, expulsion, death of a member or loss of legal capacity in the case of legal entities.
- a. Voluntary termination of membership must be declared to the Executive Council by written notice of termination at the end of a fiscal year.
  - b. The exclusion of a member with immediate effect for good cause may be pronounced if a full or associate member fails to meet its financial obligations to The Association for one year after written demand, or if a member grossly violates the Constitution, regulations, the purpose of the Constitution or the interests of The Association. In such cases, in addition to exclusion of the member, the House of Delegates may, by a two-thirds vote, suspend or revoke membership for a specified period of time or indefinitely and under reasonable conditions, suspend or revoke voting rights and services to which the member in question is entitled - provided the member has been notified in writing of the intent at least three months in advance. The House of Delegates shall have full authority to restore membership, voting rights, and eligibility for services as it deems appropriate .
  - c. Patron membership shall automatically terminate at the expiration of the annual dues unless renewed by payment of additional annual dues.

### ***Membership fee (subscription)***

- 3.7 The minimum annual membership fee to be paid by members of The Association shall be fixed by the House of Delegates and shall be based on the number of individual members in each member association.
- 3.8 Annual subscriptions shall be paid by member associations to the account of EOA not later than 1st March each year. Any increase in the rate of minimum subscriptions shall take effect from the following 1st January.
- 3.9 The Association shall decide on a budget for IOA activities, the cost of which shall be met by The Association. The budget shall be approved by the House of Delegates.

## **4. ADMINISTRATIVE STRUCTURE**

- 4.1 The work of The Association shall be carried out by:
  - a. the General Assembly (in this Constitution referred to as the "House of Delegates")
  - b. the Executive Board (in this Constitution referred to as the "Executive Council").

## **5. HOUSE OF DELEGATES**

- 5.1 The House of Delegates shall be composed of not more than two delegates from each full member of The Association.
- 5.2 The delegates are nominated by the full members of The Association and announced to The Association. Both delegates should be ostomates.
- 5.3. Each associate member and patron member can be represented by one delegate who shall have no voting rights but shall be entitled to speak unless the House of Delegates decides to the contrary.

### ***Functions***

- 5.4 The functions of the House of Delegates shall be:
  - a. to determine the policies of The Association;
  - b. to consider applications for membership of The Association and subject thereto to elect members;
  - c. to elect a President and four officers of the Executive Council;
  - d. to appoint the webmaster, a nominations representative and two qualified auditors;
  - e. to appoint two members of the Executive Council to serve on the IOA coordination committee, one of whom shall be the President.

### ***Meetings***

- 5.5 The House of Delegates shall meet at least once every three years or at such other intervals as the House of Delegates may from time to time prescribe (hereinafter called 'General Sessions').

Special General Sessions may be convened at the request of the majority of the full members of The Association, or of the President, or of the majority of the Executive Council.

The Agenda proposed for any Session shall be notified in writing to all members not less than 90 days in advance of the proposed Session.

In derogation of Section § 32 (1) sentence 1 of the German Civil Code (Bürgerliches Gesetzbuch BGB), the Executive Council (Executive Board) may decide and state in the invitation that the members may or must participate in the meeting without being present at a meeting location and exercise their membership rights by means of electronic communication (online general meeting).

The meetings shall be held in accordance with the principles of a closed user group.

- 5.6 The House of Delegates has a quorum regardless of the number of members/delegates present.

General Sessions shall be chaired by the chairman of the meeting elected by the House of Delegates.

- 5.7 Language used at General Sessions shall be English. Simultaneous translation into other languages shall be provided, if possible.

- 5.8 The minutes of all meetings shall be signed by the Chair of the meeting and the minute taker.

### **Voting**

- 5.9 Each full member (= full member association) has one vote.

- 5.10 In order to have the right to vote at a General Session, a full member association must either be a newly admitted member or have paid all outstanding annual dues through until 31st December of the year preceding the Congress.

- 5.11 Full member associations unable to have delegate representation at a General Session may authorise another full member association with delegate representation to vote on its behalf on agenda issues that may come before the House of Delegates.

A letter from the full member association seeking representation, stating the name of the full member association that will serve as its representative, shall be submitted to the Executive Council prior to the commencement of the meeting ("proxy vote").

- 5.12 Voting procedures:

- a. Voting, other than for election of officers shall be decided by a show of delegate voting cards.
- b. Prior to the taking of the vote, delegates of a minimum of five (5) member associations may request a paper ballot.
- c. A simple majority of votes cast is sufficient to carry any motion (other than a motion to uphold the decision of the Chair of the meeting or the election of officers). This does not apply to votes on amendments to the Constitution, for which a two-thirds (2/3) majority is required.
- d. Election of officers: In the event of more than one (1) candidate, election will be, at all times, by means of a paper ballot and in the order President, and four Executive Council officers. Scrutineers will be elected by the House of Delegates prior to any ballot occurring.
- e. A candidate for the office of President shall be elected by the votes of the Delegates (including proxy votes) present at the General Session (total vote). Successful

candidates will be required to obtain greater than 50% of votes cast (the votes cast divided by the “total vote” less abstentions shall exceed 50%). In the case of multiple candidacies for an office, and where all candidates meet the above criteria, the election will be repeated with the two candidates receiving the highest number of votes at the first election. The greater than 50% regulation will apply as above.

- f. The four officers other than the President should be elected by paper ballot from all candidates proposed. There are no specific positions among these four officers (the vice-President will be elected by EC) and thus the four candidates who receive the highest number of votes will be elected.
- g. No officer shall be entitled to vote unless he/she is currently a delegate of a full member association, or his/her full member association holds a proxy, or an authority to vote on behalf of another full member association.
- h. If a matter needing a decision by the House of Delegates arises between meetings, and in the opinion of the Executive Council is of such urgency that it cannot be delayed until the next General Session, the Executive Council shall arrange for an electronic/postal vote to be taken by member associations. The matter to be decided shall be put in the form of a resolution which shall be so framed as to allow a simple vote in either the affirmative (“Yes”) or negative (“No”).

## **6. EXECUTIVE COUNCIL**

6.1 The Executive Council shall consist of the President, and four additional officers. The Executive Council shall appoint a vice-President and a treasurer from among themselves.

6.2 The Executive Council in the sense of § 26 BGB is the president, vice-president and treasurer. They each represent The Association.

Each member of the Executive Council according to the above sentence BGB has the sole power to represent The Association alone.

The Executive Council may issue rules of procedure for further restrictions (internal relationship) or powers of attorney. These rules of procedure are not part of the Constitution.

6.3 Nominations for the officers of the Executive Council must be sent to an appointed Nominations Representative 90 days prior to a General Session. The nominations representative shall ensure that member associations are informed about all nominations with the agenda of the next General Session.

6.4 The Members of the Executive Council shall be ostomates and, if possible, officers of a member association.

6.5 The members of the Executive Council shall be elected by the votes of delegates present at the General Session and proxy votes shall be included in the total vote. The voting procedures are listed in Section 5.11

6.6 The term of office of the members of the Executive Council should not exceed two election periods. An election period is the time interval between two successive House of Delegates meetings according to section 5.5.

- 6.7 The Executive Council shall co-ordinate the work of The Association, prepare the House of Delegates meetings in co-operation with the host member association and organise secretariat facilities.
- 6.8 Should the President be unable to attend, the vice-President shall represent The Association.
- 6.9 The Executive Council shall appoint the member association which shall organize the next general meeting of the House of Delegates by judging applications submitted by full member associations in accordance with prepared guidelines.

## **7. DISSOLUTION OF THE ASSOCIATION**

Any Resolution to dissolve The Association shall only come into force if passed by a Resolution carried by a two thirds majority of the House of Delegates passed at a General Session convened for the purpose.

In the event of dissolution or annulment of The Association or in the event that tax-privileged purposes cease to exist, The Association's surplus assets after settlement of all liabilities of The Association shall be transferred to a German non-profit charitable association concerned with the promotion of public health and public health care and the welfare of people with disabilities, especially ostomates, which shall use them directly and exclusively for non-profit purposes.

## **8. AMENDMENTS TO THE ARTICLES OF THE CONSTITUTION**

- 8.1 This Constitution may be amended by a two-thirds (2/3) vote of the delegates represented at a General Session. Initial written notice of the proposed changes shall be sent to all full member associations not less than one hundred and twenty (120) days prior to such a General Session.
- 8.2 The Executive Council or any full member association may propose an amendment to this Constitution. Amendments shall be submitted in writing to the Executive Council such as to arrive one hundred and fifty (150) days prior to the General Session.
- 8.3 The Executive Council or any full member association may propose revision of published amendments, provided such revisions are in accordance with the Constitution and submitted in writing to the Executive Council such as to arrive sixty (60) days prior to the General Session.
- 8.4 The proposed revisions to the published amendments shall be sent to all full member associations not less than thirty (30) days prior to the General Session.
- 8.5 Amendments to these motions may be accepted from the floor of the House of Delegates meeting if the delegates so decide by a majority vote.

*Adopted during the House of Delegates on 9th April 2022, via online video conference*