

# ADHD-Europe

International Non-profit Association  
seat 9820 Merelbeke, Avenskouter 13

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## FOUNDATION

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Today

In the year TWO THOUSAND AND EIGHT

In front of me, meester Elke Vandekerkchove notary at Merelbeke,

### APPEARED:

1. Centrum ZitStil vzw, Omgaan met ADHD, Belgium;
2. Adult Anglophone ADHD Support Belgium, Belgium;
3. ADHD Family Resources Brussels asbl, Belgium;
4. HyperSupers - TDAH France, France;
5. ADHD Deutschland e.V., Germany;
6. HADD Family Support Group, Ireland;
7. INCADDS The National Council of ADD Support Groups, Ireland;
8. AIFA Onlus (Associazione Italiana Famiglie ADHD), Italy;
9. Treffpunt ADHS asbl, Luxemburg;
10. ADD/AD(H)D Family Support Group Malta, Malta;
11. Polskiego Towarzystwa ADHD, Poland;
12. Fundacion Privada ADANA, Spain;
13. Federacion Espanola de Asociaciones de Ayuda al Déficit de Atencion e Hiperactividad, Spain;

## Articles

### **Article 1. Name, Official Seat, Duration**

- 1.1 The name of the Association shall be “ADHD-Europe,” hereinafter referred to as the “Association.” The term “AD/HD” is an abbreviation of: “Attention Deficit Hyperactivity Disorder” as defined in Article 2.2 of this document. The name shall always be used in its abbreviated form.
- 1.2 The Association shall be governed by (i) the provisions of Title III of the Belgian law of June 27<sup>th</sup>, 1921 as modified by the Law of 1954, and any subsequent amendments, (ii) these Articles of Association, and (iii) the internal rules of the Association.
- 1.3 The Association shall be a non-profit Association and is founded by a group representing non-profit and non-governmental parent, patient and advocacy AD/HD organizations constituted under the appropriate legal status in their country of origin.
- 1.4 The working language of the Association shall be English. All internal documents and communication materials shall be written in English, with the exception of the Articles of Association and any other official document pertaining to them, which shall be written in Dutch.
- 1.5 The registered seat of the Association shall be located in Belgium. Its present address is Rue Washington 40, Brussels . The headquarters may be transferred elsewhere in Belgium by ordinary resolution of the General Assembly, notice of which shall be given within one month in the Belgian Gazette.
- 1.6 The duration of the Association shall be unlimited. It may be dissolved at anytime according to Articles 3 and 10 of these articles of Association.

## Article 2. Aims and Objectives

- 2.1 The purpose of the Association is to advance the rights of, and advocate on every level throughout Europe for, people affected by AD/HD and co-morbid conditions in order to help them fulfill their full potential.
- 2.2 The term AD/HD is defined and understood in accordance with the definitions formulated in DSM IV TR (2000) (Diagnostic and Statistical Manual of Mental Disorders) and the ICD-10 (International Classification of Diseases), and will conform to any changes made within later classifications, such as DSM V 2011.
- 2.3 It is recognized that AD/HD is a neurological disorder with a 70-80% genetic risk that affects cognitive function and the developmental process in those affected, making it more difficult for them to manage their lives. It is further recognized that untreated AD/HD has its effects on the close kin, family and surroundings of those afflicted.
- 2.4 The Association shall facilitate the efforts of national and regional AD/HD organizations in Europe to acquire the necessary funding to enable them to implement projects and procedures to improve the lives of people with AD/HD in their respective communities. It shall also promote the dissemination of information and support to those who live, or are in contact, with persons who have AD/HD.
- 2.5 The Association shall represent those concerned to all international institutions and liaise with other Non-Governmental Organizations sharing similar aims and objectives.
- 2.6 The Association shall advocate with the European institutions and the European community for its members on the topic of AD/HD with a view to effecting policy and improving existing legislation on issues connected to AD/HD.
- 2.7 The Association shall promote AD/HD awareness and information on a European level, promoting evidence-based treatment and supporting the efforts of its members throughout Europe, in an effort to combat ignorance, stigma and intolerance with regard to AD/HD.
- 2.8 Other fields of activity shall be in the areas of:
  - a) public and professional education,
  - b) rights of individuals and their families,
  - c) support for, and participation in, scientific research with particular emphasis on early intervention.

- 2.9 The Association shall establish and promote an exchange of information, experience, best practices and experts throughout Europe in order to improve the situation of people with AD/HD.
- 2.10 The Association may develop relationships and exchange information with other relevant international and/or global organizations with similar aims.
- 2.11 To achieve these goals, the Association shall become a knowledge centre on the subject of European funds, rules and regulations, gathering, disseminating and making this information available to its members. As an information center, the Association shall encourage discussion, opinion forming, and public debate in the area of mental health care.
- 2.12 The Association shall raise the necessary funds to support its aims and objectives.

### **Article 3. Members**

- 3.1 The Association shall comprise the following membership categories:  
Full members, Affiliate members, Individual and Honorary members.  
Membership categories and voting rights to be defined in detail in the internal rules.

#### Members

shall accept the Articles of Association, accept evidence-based treatment criteria and be non-profit organizations.

- 3.4 Honorary members can be appointed after they have been nominated by the Board and elected by the General Assembly on the basis of specific criteria that shall be drawn up by the Board.
- 3.5 All members shall be independent of governments, political parties and commercial interests.
- 3.6 Applications for membership in either categories to this Association must be submitted in writing to the President and supported by at least two existing Full or Affiliate members whose membership has not elapsed.
- 3.7 The admission of new members shall be subject to the prior approval of the Board. Admission to the Association shall be

decided by the General Assembly where the applicants shall present their organizations and provide a summary of their activities.

3.8 Membership of the Association shall be terminated if:

- a) an organization dissolves thus formally resigning its membership;
- b) membership fees are not paid when due and once they have exceeded the grace period;
- c) recommended by the Board based on the member's infringement of the provisions of the Articles of Association or inappropriate behaviour by a member towards another. This recommendation shall include a total assessment of the member's previous activities in the Association. Such members may exercise their right to be heard by the General Assembly, but may not participate in the vote of exclusion. Any termination procedure shall be the first item on the agenda for the General Assembly;
- d) the Association is dissolved.

3.9 Members shall be required to pay an annual membership fee based on the category of their membership; a waiver of this fee may be possible at the discretion of the Board, for example in the case of an organization which is financially unstable and is the only AD/HD organization that exists in that particular country.

3.10 The members cannot, in any way, be held liable for the undertakings or debts of the Association.

## **Article 4. The General Assembly**

4.1 The General Assembly consists of the members of the Association.

4.2 The General Assembly shall be the supreme authority of the Association.

4.3 The Board shall convene an Ordinary General Assembly, hereinafter referred to as an Annual General Meeting (AGM), each calendar year to take place not later than six (6) months after the end of the financial year. The President of the Association (vice-President in his/her absence) shall chair all meetings and formally invite all members twelve (12)

weeks prior to the event, asking for proposals. Proposals from the members to be considered by the General Assembly must be received by the Board not less than five (5) weeks before the AGM. The Board shall then provide an agenda and the relevant documents to be distributed to the members at least four (4) weeks before the General Assembly convenes.

4.4 The General Assembly shall consider and approve the following:

- a) Annual report from the Board;
- b) Auditor's report of the annual accounts consisting of a profit and loss account, balance sheet and notes;
- c) Proposals from the Board and/or members of the Association; (Members unable to attend may submit proposals in writing to the Board.)
- d) Election of the Board members and/or working Committee(s) required to assist individual Board members in carrying out their duties;
- e) Applications for membership;
- f) Election of the auditor (see Article 9);
- g) Membership fees for the coming year on the recommendation of the Board;
- h) Location of the next AGM;
- i) Termination of the membership of an organization and voting on the exclusion of members who do not pay the annual fees;
- j) Modification of the Articles of Association;
- k) Modification of the Internal Rules.

4.5 The President of the General Assembly shall conduct the proceedings and decide on all questions in relation to the proceedings, including the voting and the results of the voting.

4.6 An Extraordinary General Assembly (EGM) may be convened by the Board at any time with two (2) months written (including by e-mail) notice, or shall be convened with the same written notice by the Board following a written demand by two thirds (2/3) of the membership specifying the issues to be addressed.

4.7 The proceedings and decisions of the General Assembly shall be recorded and filed in a minute book at the Registered Office of the Association. All members shall be notified of decisions taken and the Minutes shall be available on the official ADHD-Europe website (*Members-Only* page).

## **Article 5. Access to Meetings, Voting Rights and Procedures**

5.1 All local, regional, national and affiliate entities and individuals may become members of the Association and attend the Annual General Meeting, but only Full Members shall have voting rights and will hold one vote each

5.2 Voting rights will be decided by the general assembly and recorded in the internal rules..

5.3 More than one (1) representative from the local, national and regional organizations may attend the AGM and EGM, but only one (1) representative per organization may vote on resolutions.

5.4 Voting procedures of the General Assembly shall be as follows:

- a) Members may be represented at an AGM by proxy;
- b) Voting shall normally be by show of hands of those present and represented, and the decision taken by simple majority;
- c) If requested, voting may be by secret ballot.

## **Article 6: The Board**

6.1 The Board shall be elected by the General Assembly, and shall consist of a President, two Vice-Presidents, a Treasurer, a Secretary and two to four additional Board members for specified tasks; this Board shall have the statutory rights to represent the Association.

6.2 The General Assembly shall elect Board members for specific positions, president, vice-presidents, treasurer, secretary and additional Board members for specified tasks and those who decide to stand for election shall do so for a particular position.

6.3 Members of the Board shall be representatives of national and regional

AD/HD organizations who are Full members of the Association. They shall be elected for a period of three (3) years after which they may stand for re-election.

- 6.4 Members of the Board may submit their resignation by registered letter addressed to the President of the Board, and this shall take effect within one (1) month of the date of the postmark.
- 6.5 Members of the Board can be removed by the General Assembly (Articles 4.4). The concerned Board member shall have the possibility of being heard prior to the deliberations, but may not take part in these deliberations.
- 6.6 The Board shall be empowered to carry out all actions that are necessary to the achievement of the Association's goals and objectives. These shall include:
  - a) proposing and amending statements (including mission statement) and action plans which must be approved by the General Assembly;
  - b) planning the strategy, priorities and targets of, and determining the policy of the Association;
  - c) proposing names of professional independent companies to audit the annual accounts of the Association;
  - d) deciding in certain circumstances on the organization of a secret and/or postal ballot of the General Assembly;
  - e) delegating some of its responsibilities, especially the powers of daily management to one or more member(s) of the Board to a third party or to an "Advisor" to the Board (Article 8);
  - f) establishing working groups to carry out specific tasks as well as fixing their mission statement and competencies;
  - g) preparing the AGM, including the annual accounts and budgetary planning to be submitted to the General Assembly for approval;
  - h) proposing specific criteria to determine the annual membership fees.
- 6.7 The Board shall act in accordance with the guidelines of, and account for its actions to, the General Assembly.



- 6.8 The Board shall prepare an annual work program and budget proposal for the upcoming year, and a financial report for the previous year.
- 6.9 The Board shall convene AGMs and EGMs at locations decided by the General Assembly.
- 6.10 During the year, the Board shall implement the program that was decided by the General Assembly.
- 6.11 Board members shall commit themselves to at least 50 hours work per year for the Association.
- 6.12 Board members shall not receive any remuneration for their activities as such, nor do they contract any personal obligation in the completion of their office. At the discretion of the Board, they may be reimbursed for extraordinary expenses incurred for the benefit of the Association (for example: publicity purchases to advertise ADHD-Europe at outside events).
- 6.13 The Board shall maintain a Register of all members of the Association.

## **Article 7: Board Meetings and Resolutions**

- 7.1 The Board shall meet when called on by the President or, in case of absence, one of the two Vice Presidents or another Board member whenever the interests of the Association so require.
- 7.2 Board meetings may be held as face-to-face meetings or through any other means of simultaneous communication that allows members to directly hear and directly speak to one another, such as telephone, video conference, etc. Members shall be deemed present and resolutions taken at meetings held in any of the above ways shall be deemed to have been taken at a Board meeting.
- 7.3 Board resolutions may also be adopted in a manner other than at a meeting as described in article 7.2 hereof, in writing (including e-mail) or otherwise, provided the proposal concerned is submitted to all Board members and there is no objection to the method of communication used. A report shall be prepared by the Board on resolutions adopted and shall be signed by two (2) Board members. Adoption of written resolutions shall be effected by signed statements from all Board members by a simple majority.
- 7.4 Two thirds attendance makes a quorum. Proceedings and decisions taken at Board meetings shall be adopted and ratified by a two thirds majority of the officiating Board members. They shall be filed in a Minute book at the registered office of the Association. The Minutes of the Board meetings shall be available to all members of the Association on the official ADHD-Europe website (*Members Only* page).
- 7.5 The Board shall have not less than one (1) physical meeting each year, and at least three (3) meetings as set out in articles 7.2 and 7.3. One month prior to each of these meetings, the agenda shall be sent to all Board members.
- 7.6 Resolutions shall be passed by majority vote, the President having the casting/deciding vote when, and if, necessary. Each Board member shall have one (1) vote.
- 7.7 Internal rules of the Association shall set out further guidelines regarding meetings and the decision-making processes adopted by the Board, and these shall be ratified by the General Assembly. These rules shall be drawn up to facilitate the regulation and management of the Association and shall be available to all members. They may be amended by a simple majority of the members present or represented at the General Assembly.

## **Article 8. Advisors to the Board**

- 8.1 The Board may entrust special, specified authority for a specific period of time to one or more other persons or organizations as independent advisors under its own responsibility to assist it in achievement of the aims and objectives of the Association.
- 8.2 The advisors shall be appointed by a simple majority of Board votes and shall serve for one (1) year renewable upon its term. Advisors shall be approved by a majority vote of the General Assembly.
- 8.3 Advisors may be invited to attend Board meetings and shall be able to provide input to discussions, but shall be unable to vote.

## **Article 9. Finances**

- 9.1 The Association shall be a non-profit Association. All funds however obtained shall be devoted to the objectives of the Association. Any surplus monies derived from its operations shall be re-invested in the Association.
- 9.2 The funds of the Association shall be deposited in a bank account in the name of the Association in Belgium. Payments must be authorized by the Treasurer and the President or Vice President.
- 9.3 The Association shall act as an intermediary for its members enabling them to receive project-based funds. Spending of project based funds for the Association itself has to be approved by the General Assembly.
- 9.4 The Association shall receive membership fees from each of its members, which shall be based on proposals to the membership of the Board and approved by the General Assembly. These funds shall be used for administrative purposes in the carrying out of the aims and objectives of the Association, as specified in Article 2.
- 9.5 The financial year shall coincide with the calendar year.
- 9.6 The Board shall be in charge of the finances of the Association.
- 9.7 Before the beginning of each financial year, a budget for the coming year shall be proposed by the Board and adopted by the General Assembly.

- 9.8 The Treasurer shall prepare the annual accounts at the end of each financial year and issue an Annual Report, justifying the management of the Association, which has to be approved by the General Assembly. The Annual Report shall include comments on the annual accounts for the purpose of presenting the evolution of the Association and its activities.
- 9.9 The expenses for delegates to the AGMs shall be met by the organization which they represent.
- 9.10 An annual external audit shall take place and be made by a state authorized, independent chartered public accountant, appointed by the General Assembly.
- 9.11 Membership fees are due before April 1<sup>st</sup> of each year.

## **Article 10. Amendments of the Articles and Dissolution**

- 10.1 Amendments to the Articles of Association and Dissolution of the Association can only be decided by the General Assembly.
- 10.2 Members may propose changes to the Articles of the Association. These proposals shall be sent to the President of the Board by registered mail and communicated by the President to all member organizations sixty (60) days prior to the AGM.
- 10.3 Any Proposal to dissolve the Association shall be valid:
- a) if proposed by the Board, or,
  - b) through a written request supported by two thirds (2/3) of those with full membership and sent by registered mail to the President.
- 10.4 An attendance quorum of two thirds (2/3) of the full members is required for decisions regarding amendments to the Articles of Association or the dissolution of the Association. Voting by proxy is acceptable. Should this quorum not be reached, a second meeting of the full members shall be called no earlier than fifteen (15) days after the first meeting. The second meeting of the full members shall be entitled to take valid decisions irrespective of the number of full members present.

- 10.5 In the event of the Dissolution of the Association, decisions shall be taken with a simple majority vote by the General Assembly on:
- a) the appointment, powers and remuneration of the liquidator,
  - b) the methods and procedures for the said liquidation, and
  - c) the non-profit destination of the net assets of the Association.

## **Article 11. General Provisions & Jurisdiction**

- 11.1 The Articles of Association shall be written in English and in Dutch, which shall be the official version that takes precedence.
- 11.2 All matters regarding the publications in the annexes to the Belgian Gazette shall be dealt with in accordance with the law in force.
- 11.3 The Articles of Association shall be governed by the laws of Belgium.
- 11.4 Any dispute in relation to these Articles of Association, or between the Association and its membership, shall be decided by the Courts of Belgium.
- 11.5 The Board of the Association shall decide in all cases not provided for in the Articles of Association.
- 11.6 The Association is subject to the supervision and control of the competent authorities according to the laws of Belgium. The Association shall be bound by the actions taken under the joint signatures of the President or one of the Vice Presidents and two Board members or by three (3) Board members.
- 11.7. The General Assembly and the Board may adopt by-laws; said laws must not be contrary to the law, nor to the Articles of Association.

## **Article 12. Temporary Provisions**

- 12.1. As a temporary provision, and as an exception to Article 9 of these Articles of Association, the first financial year shall begin on the date the Association is granted legal status and a bank account has been opened in the name of the Association, and shall end on December 31st of that year. The first meeting of the Board approving the annual accounts for that year shall take place during the following year.

On the 6<sup>th</sup> of April 2008 the following people were elected to the Board:

- Myriam Menter, President
- Isabel Rubiò Badía, Vice- President
- Olav Attard, Vice- President
- Joanne Norris, secretary and treasurer ad interim
- Natasha Mishou, Board member
- Esther Rohde-Kettelwesh, Board member