



## Constitution of GAMIAN-Europe

### (Global Alliance of Mental Illness Advocacy Networks-Europe)

#### **Title I- Name, registered office**

**Art. 1.** In conformity with the Belgian law of 27 June 1921 and of 2 May 2002, as modified up to today, an international non-profit association named GAMIAN-Europe («Global Alliance of Mental Illness Advocacy Networks» has been established.”

**Art. 2. The official and legal address of the association GAMIAN-Europe will be:** rue Washington 40, 1050 Brussels

It will be possible to change the address to any other place in Belgium upon decision of the Board. This will be published according Belgian Legislation.

The activities of the association can be undertaken anywhere in the world.

#### **Title II- Nature object and duration**

**Art. 3.** The association, which is a not-for-profit association, is a federation comprising users and consumers, family members, carers, health care professionals, representatives of government bodies and agencies, and other concerned parties who support or are interested in issues affecting those who suffer from a mental illness.

The purpose of GAMIAN-Europe is to encourage and promote information, education and awareness on current knowledge of the treatment and support available to those affected by mental illness having regard to the latest evidence based material.

GAMIAN-Europe will actively support and engage in research projects pertaining to mental illness and the dissemination of the results of such research.

It will also offer assistance to member organisations when required and develop support and training mechanisms for their members.

The Association can at any time set its goals in ways that it considers most fit. It can, in particular, assist or get involved in any activity similar or parallel to its own.

Among other things, it can raise funds by means of information and press campaigns, by organizing activities or any other means to help to achieve its goals.

The association will also have the right to lobby.

The association does not and shall not support any political party, wing or any religious movement.

In order to achieve its goals, the association can purchase, receive, manage all the assets and real estate; seek subsidies, receive donations and legacies, dispose of all contributions, earn grants, loans or other funds, whether on a regular basis or not.

**Art. 4.** The seal of GAMIAN-Europe shall be in the form of the words “Global Alliance of Mental Illness Advocacy Networks - Europe – founded in 1998 and shall only be used by authority of the Board of Directors. The Board of Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise determined it shall be signed by at least two Directors.

**Art. 5.** The duration of the association is unlimited; the association can be dissolved at any time by decision of the General Assembly.

### **Title III-Membership**

#### *§ 1. Categories of members and membership conditions*

**Art. 6.** The number of members is unlimited but cannot be inferior to three.

Any organization or individual engaged in advocacy action for mental illness is eligible for membership. There is no restriction resulting from ethnic origin, nationality, sex, culture or socio-economic status.

There shall be two categories of memberships, namely:

#### **Full Membership**

Any non-profit body or non-profit organisation, concerned with or engaged in support of patients with mental illness and those who care for them, having patient representation on its board and having activities realising patient participation shall be eligible for full membership provided they are resident or based in Europe.(WHO definition)

#### **Associate Membership**

Any company, organisation, body or individual that seeks to promote the work of GAMIAN-Europe and supports its aims and objectives shall be eligible for associate membership, regardless of where they may be resident or based, even if they don't they realise the full members criteria.

Every individual or legal person who is engaged in advocacy action for mental illness or whose activities focus on the improvement of mental health or treatment of mental illness, will affiliate in the condition that he agrees with the goals and objectives of GAMIAN Europe as provided in its Statutes.

Only full members of GAMIAN-Europe shall take part to the General Assembly, be entitled to vote and be eligible to nominate a candidate for election to the Board. Associate members will not be entitled to vote at the General Assembly, but otherwise will have the same rights as full members.

Each organization can appoint two representatives for the General Assembly. The annual membership fee shall be set by the General Assembly and shall be paid on a regular basis unless the member submits a written resignation. Non-payment of fees following the receipt of two reminders, after such fees shall have been in arrears for three months, will be grounds for the Board of Directors to terminate the membership of the defaulting member.

Current (end 2008) full members who do not realise the above mentioned full membership criteria can hold on their full membership for 4 years (end 2012)

#### **Art. 7. Affiliation Procedure**

- a) Every person willing to affiliate shall be engaged in an admission procedure by sending his application to the Board of Directors (through the Secretary General) and by specifying the desired category.
- b) The Board of Directors shall decide upon the admission of members and upon the category to which they will belong.
- c) Membership process is complete when the admission procedure is finished and after receipt of the annual membership fee payment.
- d) Membership shall end by resignation, death or expulsion of the legal person who lost its statute as charitable organization. Resignation shall be sent to the Board of Directors before the end of the calendar month in question.
- e) Those members who resigned or who have been dismissed shall pay the annual membership fee for the current year and shall be liable for the debts that the organization has created for them.
- f) The Board of Directors will cancel the affiliation of any member:
  - who acts against the interests of GAMIAN Europe or who compromises its reputation
  - who does not pay the fees owed to GAMIAN Europe ( annual membership fee, etc.) in accordance with the article 7 of the present Statutes.
- g) The dismissed member shall have the right to appeal against the decision of the Board of Directors personally or in a written letter sent before the next General Assembly. The decision of the General Assembly shall be final.

**Art. 8.** Resigning or excluded members who, as well as the heirs of the deceased member shall have no right on the social funds. They cannot claim back the fee amount paid by them or by its author. They can claim neither bank statements nor account return, nor seals, nor inventory.

#### **Title IV- Organisation of the Association**

GAMIAN-Europe comprises three main bodies:

- a) The General Assembly
- b) The Board of Directors
- c) The Control Commission

#### **a) General Assembly**

**Art. 9.** The General Assembly shall have exclusive powers for the achievement of the association's objectives. It shall comprise full members. Associate members shall have the right of an advisory capacity.

The General Assembly shall have the exclusive powers to:

- Modify the statutes
- Appoint the Control Commission
- Appoint and dismiss Directors
- Approve budgets and accounts
- Willingly dissolve the association
- Exclude members
- Consider resolutions or any other subject that the Board of Directors or at least two of the members suggest to the General Assembly.

All other aspects fall within the competence of the Board of Directors.

**Art. 10.** The General Assembly shall meet once a year at least.

The assembly shall be held on the day, place and time decided. All members shall be called. When possible, the place and day of the meeting of the General Assembly shall be decided upon by the preceding Ordinary General Assembly. If unavoidable, the Board of Directors shall decide upon another place and/or day of meeting and inform the members forthwith.

A special general assembly can be called at any time by decision of the board of directors or at the request of at least one third of the full members of the General Assembly.

**Art. 11.** The General Assembly shall be called by the Board of Directors. A letter or an email signed by the President or by one Director shall be sent to every member 5 weeks in advance.

The agenda shall also be indicated.

Each member of the association can ask to add a subject to the agenda by a written request to the Board of Directors at least 3 weeks before the assembly.

Copies of the written request shall be sent to the members at least 2 weeks before the assembly.

**Art. 12.** A minimum of 50% of the full members attending the assembly or being represented (each member present can at maximum have three proxy's) at the assembly shall constitute a quorum.

**Art. 13.** The General Assembly shall be presided over by the President of the Board of Directors or in his absence, by the Vice-President or by the secretary of the Board of Directors. The president shall appoint two secretaries of the meeting.

**Art. 14.** The General Assembly shall decide by simple majority of those voting. In the event of a tied vote the President of the Board of Directors shall have a casting vote.

**Art. 15.** The decisions taken by the General Assembly shall be written as minutes and shall be signed by the President and by a Director. These minutes shall be held at the registered office where all members can have access, but without taking the documents out of office.

The results of the General Assembly shall be sent (by email) to all members during the month following the assembly and shall be published on the website

**Art. 16.** On the 30st of June of every year the financial exercise and the budget for the next fiscal year shall be conducted. Both shall be approved by the following ordinary General Assembly.

**Art. 17.** In case of voluntary dissolution, the General Assembly shall appoint one or two liquidators and determine their powers.

## **b) Board of Directors**

**Art. 18.** The association is administrated by a Board of Directors. The number of Directors shall not be less than nine and shall not exceed twelve. The Directors shall be elected by the General Assembly by simple majority of those present. They shall be or represent a Full Member.

Directors can be dismissed by the General Assembly by a three quarters majority of the full members present. The Assembly cannot decide upon a dismissal unless two thirds of the full members are present or represented. The elected Directors stay in office until the end of their term when replacement takes place.

The immediate past president is one of the twelve board members.

**Art. 19.** The procedure of electing the Directors must begin 8 weeks before the assembly. A letter shall be sent to all members inviting them to select a candidate. The application shall contain also a short Curriculum Vitae (10-15 lines) of the candidate as well as the job description in the organization.

The Executive Committee and the Board of Directors can also suggest individual members for the elections of the Board of Directors.

**Art. 20.** Organizations can be represented on the Board of Directors only by one member.

Each country shall have only one representative on the Board of Directors.

If there are more candidates from the same country, only the one receiving most votes can be elected for the Board of Directors.

This rule is applicable only if the number of candidates for the Board of Directors exceeds 12.

In the case that they do not exceed 12, candidates will automatically become Board members. As a rule, the Board members shall represent twelve different countries.

The members of the Board of Directors can be elected among the representatives of full member associations and European individual members.

**Art. 21.** The Board members are elected for a 2 year term of office. At the end of their term of office, they shall bring this issue before the General Assembly.

Each member can serve for 2 more terms.

**Art 22.** The Board shall appoint from among the Board members a President, a Vice-President, a Secretary General and a Treasurer and the General Assembly approves. These four shall form the Executive Committee. In the absence of the President, responsibility passes to the Vice-President or in case of impediment, to the eldest Director of those present.

The officers can stay in office for 3 terms of two years; even if this is exceeded their maximum term as board member.

The Executive Committee, as well as the Past-President shall be responsible for the day to day running of GAMIAN-Europe and for overseeing its regular and extraordinary activities. They shall be or represent a full member.

**Art. 23.** The members of the board of directors perform their duties on a voluntary (unpaid) basis, but they can receive reimbursement in order to attend the meetings of the Board of Directors. In the case of a vacancy, a temporary Director can be appointed by the General Assembly as a replacement. The temporary Director's term of office shall expire at the same time as the term of the Director that he replaces.

**Art. 24.** The Board of Directors shall meet when so called by the President or by two Directors. The Board must also be called upon the request of at least one third of its members.

The Board of Directors cannot validly deliberate or decide unless half of its members are present or represented.

Any Director can delegate his capacity to one of his colleagues, in written form or by any other means of concrete communication, in order for this last one to replace him or to vote in his place. In this case, the Director shall be considered present. However, none of the Directors may represent more than one fellow director.

The Board of Directors shall make decisions approved by a two thirds majority vote of those present or represented. In the case of an equal vote, the President shall have the casting vote. A minute of every session shall be kept and shall be signed by two Directors and registered in a register kept to that effect.

These minutes are notifications about the decisions of the Board of Directors and shall be communicated on a regular basis to full members.

The summary which shall be made, as well as any other measure of legal advertisement shall be signed by the President or by two Directors.

The Board of Directors shall meet at least two times per year.

**Art. 25.** The Board of Directors shall have full powers and power of attorney to decide and fulfil any administrative and decisive matters in order to achieve the goals as provided in the present statutes. All social administrative affairs in the broadest sense fall within the competence of the Board of Directors. The Board of Directors shall decide on all matters of the Association, which in accordance with the law or this constitution or these Statutes do not fall within the competence of another body.

The Board shall respect the EFPIA code of conduct in its relations with sponsors.

It shall specifically make or receive payments and require or provide receipts; make and receive all deposits; purchase, exchange or alienate, free of charge or not, as well as let out or rent, even for more than nine years, all assets and real estate; accept or receive all private or official subsidies; accept or receive all legacies and donations; consent to and conclude any contract, markets and enterprises; make any loan, with or without guarantee; consent and accept all guarantees and subrogations; mortgage its real estate; contract or give any loan and pay in advance; give up any contractual or real rights, as well as all real or personal guarantees; terminate actions before or after payment of all privilege or mortgage inscriptions, transcriptions, seizure of property or other impediments; bring into court, plead, either as plaintiff or defendant, before any jurisdiction and execute or make others execute any sentence; come to an agreement or compromise.

The Board of Directors itself, or by proxy, shall also appoint or dismiss any agent, employee or staff member of the association and set their wages and remunerations.

**Art 26.** The Board of Directors manages all affairs in order to ensure the activity of the association and that the General Assembly's decisions are executed.

**Art. 27.** All documents involving the association are signed by the President and by one other Director who will not have to bring any justification before a competent third party. The Board of Directors shall appoint an executive director who shall be responsible for things to be done in time.

The executive director shall report to the Board of Directors all affairs and make any useful suggestions. He shall carry on all daily affairs. He shall have the power to sign documents on a daily basis.

**Art. 28.** The Board of Directors shall set all internal regulations as they consider necessary.

**Art. 29.** All legal actions, whether as plaintiff or as defendant, shall be observed by the Board of Directors represented by its President or by a Director appointed by the President for this purpose.

### **c) Control Commission**

**Art. 30.** The General Assembly shall appoint three persons, members of organisations or individual members of GAMIAN-Europe, to constitute the Control Commission. The members of the Control Commission shall review annually the expenditure account and prepare the balance sheet. They shall monitor the use of the terms of the code of practice. They shall report in writing to the General Assembly.

### **Title V. Finances**

**Art. 31.** GAMIAN-Europe shall set annual membership fees. The Board of Directors shall decide the amount of the annual membership fee. The Board of Directors may set up exemptions for good causes.

**Art. 32.** Only GAMIAN-Europe's assets shall be liable for the debts and obligations of the Association. There shall be no personal liability of any members of GAMIAN-Europe.

**Art. 33.** No expenditure shall be spent that has not duly been approved by the Board of Directors or when otherwise stated by the Executive Committee. The procedure relative to expenditures and payment are described in Article 7 of the Statutes. The financial and fiscal year of the Association shall begin on the first day of July in each year and end on 30 June of each year. At the close of the financial year, the Treasurer in accordance with the provisions of the law, shall prepare the balance sheet and the income and expenditure account. Any surplus may be used according to the suggestions of the Board of Directors and the approval of the General Assembly.

**Art. 34.** An annual audit of Treasurer's books and records shall be carried out by the Control Commission and by an independent Auditor by decision of the Executive Committee.

### **Title VI- By-Law modification and dissolution**

**Art. 35.** Without violation of the law of 2 May 2002, any proposal of amendment of the Statutes or of the dissolution of the association shall be made by the Board of Directors or by at least half of the full members of the association.

The Board of Directors shall inform all categories of members of the association about the proposal of amending the Statutes at least 3 months prior to the date of the General Assembly at which the proposal in question shall be discussed.

The Assembly cannot validly deliberate on the amendments to the Statutes or on the proposal of dissolution unless two-thirds of the full members of the association are present or represented at the General Assembly. However, if there are less than two-thirds of the full members at the General Assembly, a similar General Assembly shall be called again. The new General Assembly shall discuss and validly decide upon the proposal by a three-quarter majority vote, irrespective of the number of the full members present or represented.

Any amendment to this constitution or its Statutes shall only be effective if passed by a three quarter vote of the full members present or their delegates.

Amendments to the Statutes shall come into force only after receiving Royal Assent and after the conditions of advertisement have been fulfilled as stipulated in article 3 of the law of 27 June 1921 and the law of 2 May 2002.

The General Assembly shall decide upon the way the dissolution and the liquidation of the association shall be carried out. No decision relating to the dissolution or to the liquidation of the association shall be taken unless two-third of the full members are present or represented by proxy and unless the decision is passed by a three-quarter majority vote of the full members present.

In each case of dissolution, irrespective of the moment or cause, the remaining net assets of the association, after payment of debts and liabilities, shall be disposed of according to the resolution passed by a majority vote of the founding members. In the event of there not being any founding member, the funds shall be given to some other body or association having aims similar to those of the present Association.

## **Title VII. Dissolution and Liquidation**

**Art. 36.** The dissolution of the Association shall be decided by the General Assembly by qualified quorum in accordance with the provisions article 7 of this Constitution relating thereto.

In the case of a liquidation of the Association the General Assembly shall decide whether the Board of Directors or a subcommittee shall conduct the liquidation procedure.

The General Assembly shall decide the disposition of any surplus after liquidation to a similar organisation or association.

## **Title VIII. Language**

**Art. 37.** The official language of GAMIAN-Europe is the language used for the publication of the constitution and Statutes in the “Moniteur Belge”.

The working language will be English

## **Title X- General Stipulations**

**Art. 38.** For everything not provided for in the above Statutes, action will be taken according to the legal dispositions of the Belgian law of 27 June 1921, as modified by the law of 2 May 2002.