

## EAN HEADQUARTERS

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EUROPEAN  
AGEING  
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# Statutes of European Ageing Network (EAN)

## Article 1

### Name, location, fiscal year

1.1. The Association was founded in Luxembourg on April 6, 1989, and bears the name "European Association for Directors and Providers of Long-Term Care Services for the Elderly a.s.b.l.

1.2. Due to the merger of E.D.E. and EAHSA, the title of the new entity shall be the European Ageing Network a.s.b.l. (EAN) referred to as "EAN".

1.3. The EAN is an international umbrella organisation representing national associations of provider organisations, for directors and providers of long-term care services, institutions and organizations or persons related to the care of the elderly, chronically ill and disabled people. Members represent all types of organisations and individuals active for seniors and older persons and all types of ownership including for profit, not-for-profit and governmental. The minimum number of regular members of the EAN is six.

1.4. The EAN is located in Luxembourg. The EAN is listed in the Trade Register of Luxembourg and carries the addendum "a.s.b.l." (association sans but lucratif, in English: non-profit association).

1.5. The Executive office is located in Prague, Czech Republic.

1.6 The fiscal year is the calendar year.

## Article 2

### The vision, purpose and tasks of the EAN.

**2.1** The vision of EAN is to improve the quality of life for older persons; support its members in making each day a better day for their clients by providing high quality housing, services and care; establishing good contacts with EU institutions like the relevant Directorates General of the Commission, the Council and the Parliament and its Inter-group on Ageing; becoming a key network for the providers for the ageing sector.

**2.2** The purpose of the EAN is to promote cooperation between national associations for directors and providers of long-term care services, institutions and organizations or persons associated with/related to the care of the elderly, chronically ill and disabled people and to represent them on a European level.

**2.3.** The tasks of the EAN include:

- working in and counselling organisations and committees active in the area of the social and health care of the elderly, chronically ill and disabled people on a European level
- counselling national associations for directors and providers of long-term care services on questions of residential and day-patient care of the elderly, chronically ill and disabled people
- promoting the exchange of information concerning national developments in the area of social and health care of the elderly, chronically ill and disabled people

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- organising international conferences, training programmes and study trips
- Initiating and participating in cross-border projects, notably in the area of long-term care
- developing standard guidelines for the professional training of directors of long-term care services and raising the qualification standards of those directors
- improving the social status of the profession of director of long-term care services
- carrying out public relations work and influencing lawmakers' decisions in the area of long-term care.

2.4. The EAN does not act on its own behalf or pursue goals serving its own economic interest. The funds of the EAN may only be used for purposes stated in the statutes.

2.5. Members of the Association have no rights whatsoever to the social capital, even if they leave the Association. Those persons who exercise a function in the Association are only entitled to the compensation expressly determined by the General Assembly.

### Article 3

#### Acquisition of membership

3.1. The EAN comprises these members - umbrella associations, institutions or organisations dealing with or related to elderly care, academic institutions and individual professionals (except for employees of care providers, umbrella associations and academic institutions). The EAN may also name honorary members. Membership is voluntary.

3.2. Any national association which represents a federation or association for directors and providers of long-term care services, whether vested with legal capacity or not, may become a regular member. Any institution providing long term care or organisation or individual associated with long term care may become a regular member. Only regular members are entitled to vote in the General Assembly.

3.3. Honorary members are recommended by the Executive Board and elected by the General Assembly. Honorary members are exempted from paying membership fees.

3.4. Membership is granted by decision of the Executive Board in response to written application. The application should contain information on how many members (directors or providers) of long-term care services the applicant represents (umbrella associations) or the last year's turnover (care providers) and the aims pursued by the applicant on a national level.

3.5. A denial of membership by the General Assembly must be accompanied by reasons. Applicants may then file a written appeal to the Executive Board within one month of the denial. The General Assembly is to take a definitive decision on the appeal at its next regular meeting.

3.6. The General Assembly approves annual membership fees and voting rights for particular member types.

### Article 4

#### Expiry of membership

4.1. Membership expires through resignation, exclusion, and, in the case of individuals, death. It also expires when the member no longer represents an association of directors of long-term care homes for the elderly, or following the dissolution of the national association.

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4.2. A member can leave the Association by submitting a written statement to the General Assembly. The decision comes into effect following a notice period of one year, starting from the end of the current calendar year.

4.3. A member may be excluded from the Association through a resolution of the General Assembly presenting cogent reasons, particularly in case of severe violation of the Association's interests. An appropriate period is to be set in which the member may personally justify his/her actions either in person during the next General Assembly or in writing. A written statement by the concerned party is to be read out at the General Assembly meeting. Three quarters of the delegates unaffected by the exclusion and present at the Assembly must vote in favour of the exclusion in order for it to be valid. The resolution on the exclusion must be explained and made known to the member by means of a registered letter.

4.4. The expiry of a membership has no bearing upon the obligation to pay membership fees for the current financial year.

### **Article 5 Members' rights and obligations**

5.1. Members have the right to participate in events of the EAN to the extent laid out in the statutes and to receive counselling and support in accordance with the objectives of the Association.

5.2. Each member association, individually and through its members, is obliged to support the objectives and interests of the EAN to the best of its ability.

5.3. Each year by 31 January, members are obliged to declare to the treasurer the number of the members represented by the national association on the last day of the preceding year. Annual membership fees for the current year are to be paid by 31 March at the latest.

5.4 Members or member institutions are obliged to declare information about their annual turnover in the preceding year and to pay their annual membership fee for current year by 31 March at the latest.

### **Article 6 Administrative bodies of the EAN**

6.1. The administrative bodies of the EAN are:

- the General Assembly
- the Executive Board.

6.2. All offices in the Association are performed in an honorary capacity. The reimbursement of any costs incurred in relation to the performance of these offices is subject to the expenses regulation adopted by the EAN General Assembly.

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## Article 7

### The General Assembly

7.1. Representatives of one or more associations in a country may be delegates in the General Assembly of the EAN.

7.2. The General Assembly is responsible for the following matters:

- Approval of the budget prepared by the Executive Board for the forthcoming financial year, adoption of the treasurer's report and the annual report, and formal approval of the actions of the Executive Board
- Fixing the amount and due date of annual membership fees
- Election and dismissal of the members of the Executive Board
- Appointment of an Interim Management when necessary
- Passing resolutions on amendments to the statutes and the dissolution of the Association
- Establishing working groups and electing their members
- Electing two auditors and two substitute auditors for the forthcoming financial year
- Make decision about bi-annual congress.

7.3. The General Assembly may make recommendations to the Executive Board, even if the matter falls within the responsibility of the Executive Board. The Executive Board for its part can solicit the opinion of the General Assembly on all matters.

7.4. The General Assembly is chaired by the President, failing that by the statutory vice-president or by a member appointed by the General Assembly.

7.5. Unless it decides otherwise, the General Assembly is not open to the public. The chairperson of the Assembly may allow guests to attend and must communicate any such attendance to the Executive Board in advance of the Assembly.

## Article 8

### Resolutions and tasks of the General Assembly

8.1. The General Assembly resolutions are passed through voting by the delegates of the regular members.

8.2. The number of votes held by a delegate is calculated according to the rules approved by the General Assembly (3.6).

8.3. The General Assembly has a quorum when one third of delegates are present throughout the meeting. In the event that no quorum is reached, the Executive Board must convene a second General Assembly with the same agenda within four weeks. The reconvened Assembly will be deemed to have a quorum irrespective of the number of delegates present. This provision must be stated in the invitation to the reconvened General Assembly.

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8.4. Delegates who are absent from the General Assembly may transfer their vote or votes to another delegate by proxy, including a member of the Executive Board. The written proxy or proxies must be communicated to the Executive Board in advance of the General Assembly.

8.5. Insofar as the statutes do not provide otherwise, the General Assembly passes resolutions on the basis of a simple majority of the eligible votes cast. For that reason abstentions will be disregarded.

8.6. The statute of the EAN may only be amended by a majority of votes cast at a General Assembly, including proxy votes. Any changes proposed to the statute must be in compliance with Luxembourg legislation. In the event that no quorum is reached, the Executive Board must follow the procedure outlined in paragraph 8.3 to reconvene another General Assembly meeting.

8.7. With the exception of elections to the Executive Board, all votes are carried out by a show of hands, unless one third of the delegates request voting by secret ballot.

8.8. Minutes are to be kept on the resolutions of the General Assembly, and signed by the meeting chairperson and the secretary or the keeper of the minutes. The minutes should state the location and time of the Assembly, the names of the chairperson and the keeper of the minutes, the number of delegates present, the agenda, the assembly's resolutions, the results of each vote and the kind of vote held. The exact wording of any amendments adopted should be included in the minutes.

8.9. A resolution of the General Assembly may only be taken in writing by mail or e-mail if a two-thirds majority of the members agrees to proceed in this manner.

## Article 9

### The Executive Board – composition, tasks and responsibilities

9.1. The Executive Board of the EAN consists of the President, a Statutory Vice-President, two Vice-Presidents, the Secretary, the Treasurer and no more than three further members. A person may hold only one office on the Executive Board.

9.2. For legal purposes, the EAN is represented by two members of the Executive Board, one of them being the President.

9.3. With the exception of the President, members of the Executive Board may represent the members and for that reason possess voting rights at the General Assembly.

9.4. The Executive Board is responsible for all matters of the EAN, insofar as these are not assigned by the statutes to another body of the EAN. The internal regulations of the Executive Board shall allocate the tasks referred to paragraph 9.5 to individual Executive Board member.

9.5. The Executive Board is notably responsible for the following tasks:

- Lobbying and publicity work
- Appointing working groups
- Conducting all business relations
- Defining the Association's activities
- Maintaining the relationships to the member associations

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- Signing contracts; these are in all cases to be signed by two members of the Executive Board, one of them being the President.
- The Executive Board conducts the day-to-day business of the EAN in particular by: preparing the meetings of the Executive Board and the General Assembly and establishing their agendas, convening the General Assembly, carrying out the resolutions of the General Assembly, preparing a budget for each fiscal year, book-keeping, compiling an annual report, establishing guidelines for the organisation of international conferences and projects, coordinating congresses, organising training programmes and study trips, initiating and terminating work contracts.
- The President is the legal representative of the EAN; he represents the Association in its dealings with third parties in relation to all matters and activities.
- The Vice-Presidents support the President in his/her functions and act in place of the President when he/she is unable to perform his/her tasks (in the event of resignation, recall, sickness or death).
- The Secretary or another member of the Executive Board as assigned from time to time has the task of compiling and signing the minutes of Board meetings
- All members of the Executive Board are responsible for disseminating information to members.
- The task of the Treasurer is to manage the finances of the Association and to keep an account of all revenues and expenses of the Association in due form. He or she reports on these activities during the regular General Assembly.
- All members of the Executive Board may be entrusted with special tasks on an ad hoc basis by the President or the General Assembly.

9.6. Resolutions of the Executive Board are taken on the basis of a simple majority. It has a quorum when at least three members are present, one of them being the President or one of the Vice-Presidents.

### Article 10

#### Elections to the Executive Board

10.1. Elections of the Executive Board take place at an ordinary General Assembly.

10.2. The Executive Board or the Interim Management appointed by the General Assembly announces and prepares elections and ensures their proper functioning.

The Executive Board or the Interim Management is responsible for sending the call for candidatures to the General Assembly at least 3 months prior to the termination of the mandate of the Executive Board.

10.3. The members of the Executive Board are nominated by their national associations or by their institutions/organizations or by individuals themselves and elected by the General Assembly.

10.4. The President and the Board members are elected by the General Assembly for a period of four years. Executive Board appoints the Statutory Vice-President, the Vice-Presidents, the Secretary and the Treasurer from the elected Board members at the first Executive Board meeting after elections.

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10.5. The President and the Statutory Vice-President may only be re-elected for one term. They leave the Executive Board after eight years in office. Other members of the Executive Board may be re-elected for any number of terms.

10.6. During elections, an electoral committee will chair the balloting process and the preceding discussion. The electoral committee designates the person responsible for compiling the election records. The electoral committee is appointed by the General Assembly.

10.7. Members of the Executive Board must vote in secret.

10.8. Should no candidate receive a majority of votes in the first ballot, a run-off ballot will be held between the two candidates who have received the greatest number of votes.

10.9. The Association's Regulation on Elections may stipulate further provisions regarding the election process.

### Article 11

#### Term of office of the Executive Board

11.1. The office of an Executive Board member begins on the day of election. The office of an Executive Board member shall end with the expiry of the term of office, voluntary resignation, recall or death.

11.2. When the office of an Executive Board member ends, the General Assembly shall elect a replacement member for the remaining term of office of the departing member at the next ordinary Assembly.

11.3. The General Assembly may recall the appointment of an Executive Board member with a three-quarters majority of the delegates when there is sufficient reason, in particular gross neglect of duty or inability of the member to properly execute his or her function.

11.4. If the General Assembly recalls all members of the Executive Board or if the Executive Board has no quorum, the Interim Management is appointed by the General Assembly in order to manage current operations of the EAN, and to rapidly prepare elections. The chairperson of the Interim Management has the mandate to legally represent the Association until the election of a new Executive Board.

### Article 12

#### Convening the General Assembly

12.1. The regular General Assembly takes place at least once a year. It is convened by the Executive Board.

12.2. The Executive board sends written invitations to the General Assembly to regular, co-opted, supporting and honorary members. The invitation must be sent by post or by e-mail, and must include the meeting agenda. It must be sent at least one month in advance for regular General Assemblies and at least two weeks in advance for extraordinary General Assemblies, starting the day after the invitations are sent.

An invitation to a General Assembly shall be deemed delivered to an EAN delegate when it is sent to the last e-mail address submitted by the delegate.

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12.3. Belated additions to the agenda of General Assemblies are to be submitted in writing to the Executive Board no later than one week before the meeting. Such belated agenda items may only be the subject of resolutions if the General Assembly resolves to adopt them.

12.4. Extraordinary General Assemblies may be convened when required. They are generally convened in writing by the President, any other Executive Board member or, failing that, the delegate of the General Assembly with the longest membership that requested the extraordinary General Assembly. They must be convened when at least one fifth of the delegates submit a written request to the Executive Board giving their reasons and the objectives of the meeting.

An extraordinary General Assembly may deliberate when one third of delegates of all member associations are present.

### Article 13

#### Dissolution of the EAN

13.1. The EAN will only be dissolved when the number of regular members falls below six. The dissolution of the EAN can only be resolved in a meeting of the General Assembly with a two-thirds majority.

13.2. Unless the General Assembly resolves differently, the President, one of the Vice-Presidents and the Treasurer are liquidators with power of representation. The joint signatures of two of the above-mentioned parties commit the Association to winding up its activities.

13.3. In case of dissolution, the remaining assets of the Association, if any, shall go to a European organisation dedicated to matters of the social and health-related situation of elderly people.

#### Final provision

All matters which are not stipulated by the present statutes are subject to the Luxembourg Law on Associations and Foundations.

Matera, 23<sup>rd</sup> October 2019

  
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