

STATUTES
OF THE
OSTEOGENESIS IMPERFECTA FEDERATION EUROPE

Unofficial translation of the Dutch Statutes.
It has no juridical status and is merely meant to help
the members of the board to understand the contents of the official statutes.
The translator has added some explanatory footnotes

11/09/2014

STATUTES
NAME AND SEAT
Article 1

The name of the Society shall be Osteogenesis Imperfecta Federation Europe¹
The legal seat of the Federation is Eindhoven, The Netherlands.

OBJECTIVES
Article 2

1. The objectives of the Federation shall be:
 - a. To represent the interests of bona fide, non-political and non-religious Osteogenesis Imperfecta organizations at a European level.
 - b. To collect, publish and exchange information on Osteogenesis Imperfecta.
 - c. To make publicly known the problems concerning Osteogenesis Imperfecta to national or supra-national organizations, in order that they are recognized and their treatment facilitated in programmes of public health.
 - d. To promote research, surveys and investigations on the causes, treatments and effects of Osteogenesis Imperfecta and publish the useful results of such research.
 - e. To promote public awareness of all aspects of Osteogenesis Imperfecta and further anything that is connected to the above in the widest sense or can promote them.
2. The Federation is a non-profit organization. Any commercial risk activity that could endanger the Federation is excluded.
3. The Federation tries to achieve its objectives by: generally to do, or cause to be done, all things lawfully necessary to implement, promote and achieve the above aims and objectives, which shall include appealing for and raising of funds as well as participating of members in activities to achieve the objectives of the Association.

DURATION
Article 3

The Federation has been established for an indefinite period of time.

MEMBERSHIP
Article 4

1. The Federation has ordinary members, sponsoring members, advisory members, honorary members and observing members.
2. Ordinary members are non-political and non-religious European Osteogenesis Imperfecta organizations, which have applied for membership with the Executive Committee and have been accepted by it as a member as such. A natural person lawfully nominated by its organization will represent such a member. In case the Executive Committee does not accept an application for membership the Board can overrule that decision.
3. The membership categories are described in the "ByLaws".

[1] Acronym: OIFE; hereinafter-called "the Federation".

4. All the members, as described in section 1, together form the Board.
All members of the Board may participate in the General Meeting, but only ordinary members have the right to vote.

Article 5

1. Membership shall terminate:
 - a. When the Federation is dissolved;
 - b. By resignation of the member;
 - c. By cancellation by the Federation;
 - d. By dismissal.
2. A member can only resign in writing at the end of the financial year and a term of notice of at least four weeks has to be respected.
However, immediate resignation is possible when:
 - a. It cannot reasonably be required that the membership is continued;
 - b. Within one month after the member has been notified of or has become aware of a decision that restricts the rights of the members or aggravates their duties, (unless it concerns a change in the financial rights and duties);
 - c. Within one month after the member has been notified of a decision to change the legal form of the Federation or of a merger.When resignation has not been announced within the proper time limits, membership is continued until the end of the next Federation year.
3. Cancellation of membership by the Federation can also only be effectuated at the end of the financial year. The cancellation must be done in writing by the Executive Committee, taking into account a term of notice of at least four weeks. Cancellation by the Federation can only occur if the Federation cannot reasonably be required to continue the membership.
If cancellation has not been announced within the proper time limits, membership is continued until the end of the next Federation year.
4. Dismissal from membership can only be executed when the member acts in violation of the statutes, regulations or decisions of the Federation, which will among others be the case when, in spite of reminders the yearly fee has not been paid or has not been paid in time or when the member unreasonably harms the Federation.
The Executive Committee that informs the member involved as soon as possible of the decision, stating the reasons, will execute dismissal. The member concerned has the right to appeal to the Board within one month of receipt of the decision.
During the term of appeal and pending the appeal the member is suspended.
The Board can only decide on dismissal of a member by a decision taken with a majority vote of a two-thirds minimum of the number of votes cast.
5. When membership terminates during a running federation year, the whole fee remains due and payable by the member for the full year.
The Executive Committee can suspend the membership of a member, that violates the statutes, regulations or decisions of the Federation or when the member unreasonably harms the Federation, for a period to be decided by the Executive Committee, not longer then until the next general meeting. The member concerned has the right to appeal to the Board. The same rules apply as under section 4 of this article.

FINANCE

Article 6

1. The financial means of the Federation consist of the yearly fee of the ordinary members, sponsoring members and observing members, testamentary dispositions, legacies, donations and other income.
2. Every ordinary member has to pay a yearly fee, the amount of which is decided by the general meeting, which also applies to the sponsoring and observing members.

EXECUTIVE COMMITTEE

Article 7

1. The Executive Committee² consists of at least three and at most five natural persons.
2. The members of the EC are appointed in their function as such by the Board at a general meeting from the members, or from natural persons that were accepted as such by the Board.
The Board decides on the number of members of the EC.
3. An EC that is not complete remains entitled to manage.

Article 8

1. The EC is charged with the management of the Federation.
2. The EC has the power, under the restrictions of section 3 of this article, to enter into agreements, to acquire, alienate or encumber register goods and to enter into agreements in which the Federation becomes surety or makes itself severely liable, makes itself answerable for a third party or becomes surety for the debts of another.
3. The EC requires the approval of the Board for decisions to enter into agreements as described above in section 2. Without such approval the Federation cannot be lawfully represented in case of these transactions.

Article 9

1. The EC represents the Federation
2. The power to represent is also granted to the president together with a vice-president or the treasurer and equally to a vice-president together with the treasurer.
3. The EC can authorize by proxy one or more members of the EC or other persons to represent the Federation within the limits of that proxy.

THE GENERAL MEETING (The BOARD)

Article 10

General meetings convene in such municipalities as indicated by the Board and proposed by the EC.

[2] Hereafter called EC

Article 11

1. The general meeting³ is open to the members and to those who were invited as such by the EC and/or the Board.
2. Ordinary members are entitled to vote at the GM. Each of them has one vote.
3. A unanimous decision of all those that are entitled to vote at the GM, even when they are not in a meeting, has the same power as a decision taken in a GM, provided the EC was informed in advance.
4. In the absence of a member entitled to vote, the EC can allow the member to vote in writing on items that are on the agenda of the meeting.

Article 12

1. The financial year of the Federation is equal to the calendar year.
There must be at least one GM⁴ per year.
At this meeting the EC presents its annual report on its activities and its policy. It presents the balance sheet and the list of profits and losses together with an explanation, for approval by the Board.
2. The Board may decide to have the annual account checked by an external expert.

Article 13

1. Besides the GM as meant in the previous article, general meetings may be called by the EC as often as it deems necessary.
2. Upon written request from at least four members the EC shall call a GM within four month after the request.
If the request has not been complied with within one month, the petitioners themselves may call a GM. In this case the petitioners can charge others than the EC to preside the meeting and to produce the minutes.
3. The GM is called by way of a written message to those who are entitled to vote at least one month in advance. The message is accompanied by an agenda with the items to be dealt with.

CHANGE OF STATUTES

Article 14

1. The statutes can only be changed by a decision of the Board; the call to this GM contains the information that a change of statutes will be proposed.
2. Those, who called the meeting to deal with a change of statutes must deposit the literal proposal for inspection by the members at least three month in advance of the meeting on a suitable location, until and inclusive of the day of the meeting.
3. These statutes may only be amended by a resolution passed by a majority of at least two-thirds of the votes cast at the GM.
4. The change of statutes only becomes effective after a notarial deed thereof has been passed.
Each of the members of the EC can have a notary pass the deed.
5. Sections 1 and 2 of this article do not apply when in the GM all the members who are entitled to vote are present or represented and the decision to change the statutes is taken unanimously.

[3] Hereafter called GM.

[4] This is what we call the AGM

6. The EC must deposit an authentic copy of the notary's deed together with the full text of the statutes, as they are after a change, at the office of Register of Associations held by the Chamber of Commerce.

DISSOLUTION and SETTLEMENT Article 15

1. The rulings of sections 1, 2, 3 and 5 of article 14 apply accordingly to a decision of the Board to dissolve the Federation.
2. The Board shall decide to dissolve the Federation when the Federation has less than four members.
3. The Board determines in her decision as mentioned in the previous section, what will be the destination of the credit balance, as much as possible in accordance with the objectives of the Federation, or for another destination with a general benefit purpose⁵.
4. The liquidation is effectuated by the EC.
5. After the dissolution the Federation remains to exist as long as this is necessary to liquidate its assets. During the liquidation the statutes will remain in effect as much as possible. In correspondence and announcements from the Federation the words "in liquidation" must be added to its name.
6. The federation terminates to exist at the moment when no assets known to it or its liquidator(s) anymore exist. The liquidator(s) report the termination to the registry as mentioned in section 6 of article 14.

REGULATIONS Article 16

1. The Board has drawn up regulations, called the "Statutes" and the "Bylaws", which rule issues that are not or insufficiently provided for in these statutes.
2. The regulations may not contain clauses that are in conflict with the law or with these statutes. If that is the case, then these statutes prevail.
3. Decisions to draw up or change the regulations are subject to sections 1, 2 and 5 of article 14.

FINAL CLAUSES

1. When appropriate European legislation becomes available the Board may decide to dissolve the Federation, with the sole purpose of reinstating it under and in accordance with these new European laws. In this case all assets will be transferred to the new Federation.
2. For the first time the following persons have been nominated to the EC:
 - a. Pierre Jacques Jean Verhaeghe as vice-president
 - b. Ute Wallentin as vice-president
 - c. Robert Gerrit van Welzenis as president
 - d. Roeland Henri Huibert Spoorenberg as treasurer.

Signed, dated (31 May 1994) and officially stamped by the notary.

[5] The Dutch acronym for a general benefit organisation is ANBI

NOTE 1 added by the translator
About the terms Board, General Meeting, EC and AGM.

The translator asked one his friends, who is a lawyer with international experience to check his translation. The translator is very thankful to this friend and his corrections were included in the present document.

He made one remark that was difficult to implement in the translation. Our definitions of our governing bodies are not very clear and sometimes inconsistent. Under the Dutch laws the top decisive body of an association like the OIFE is the “Algemene Vergadering”. The translation of these words in English is General Meeting, suggesting that we are talking about a meeting, but in Dutch that is not necessarily so. Of course decisions will be made in a meeting, but in Dutch the term itself can mean both the body and the meeting of that body. To avoid this confusion the OIFE introduced the term Board for the body and General Meeting for the actual meeting.

For the executive body there are two words in Dutch, but we made no difference, both are called Executive Committee (EC).

Finally we made a basic mistake by calling our *internal rules* “Statutes and ByLaws”. Below the formal status of each of these documents is further explained. The table below tries to compile these concepts.

Function	Dutch term	English translation	OIFE term
Decisive body	Algemene vergadering	General meeting	Board
Executive body	Bestuur	Committee	Executive committee
	Dagelijks bestuur	Executive committee	EC
Legal rules of association	Statuten	Statutes	Statuten
Internal rules	Huishoudelijk reglement	Bylaws	Statutes & ByLaws
Annual general meeting	Algemene ledenvergadering	Annual general meeting	AGM = Board meeting)
Advisory body	Raad	Council	none

NOTE 2
The legal status of “de Statuten” the Statutes and ByLaws.

Our legal basis are “de Statuten” in the Dutch language. These can only be changed according to article 14 above and need to be confirmed by a notary. In article 16 above the *internal regulations*, called the Statutes and ByLaws, are introduced and find their legal basis there. The Statutes are not a translation of “de Statuten” but internal rules that in many instances follow the articles of “de Statuten” very closely, however. They can be changed according to their own article 12 and are subject to sections 1, 2 and 5 of article 14 of “de Statuten”. No confirmation by a notary is needed.

The ByLaws are also internal rules that contain details of a different order. They can be changed by the Board at any AGM, subject to sections 1, 2 and 5 of article 14. of “de Statuten” and need not be confirmed by a notary.

In case of a conflict “de Statuten” always prevail.