



"ADHD-EUROPE  
International Non-Profit Association  
A 1050 Ixelles, rue Washington, 40  
VAT BE0810.982.059

**Article 1: NAME, LEGAL FORM, HEAD OFFICE AND DURATION**

**Article 1.1**

*The association is called "ADHD-Europe".*

*ADHD" is the abbreviation for "Trouble déficitaire de l'attention avec ou sans hyperactivité " (attention-deficit/hyperactivity disorder).*

**Article 1.2**

*The association takes the form of an international non-profit organization.*

**Article 1.3**

*All deeds, invoices, advertisements, publications, websites and other documents, whether in electronic form or not, issued by the association, must contain the name of the association, immediately preceded or followed by the words "association internationale sans but lucratif" (in English "international non-profit association") or the abbreviation "AISBL" (in English "INPA"), the address of the association's registered office, the company number, the words "registre des personnes morales" or the abbreviation "RPM", followed by the name of the court where the association has its registered office.*

**Article 1.4**

*The Articles of Association are drawn up in French so that they can be published in the same language in the appendices to the Moniteur Belge in accordance with the legal provisions governing the use of languages in Belgium.*

*In the event of any discrepancy of interpretation in relation to any translations, only the French version of the present document and any amendments thereto shall have the force of law between the parties.*

*However, the Association's working language is English. Subject to the above, all internal documents and communication material are written in English.*

**Article 1.5**

*The association's head office is located in the Brussels-Capital Region.*

*It may be transferred to any other location in the Brussels-Capital Region or the French-speaking region of Belgium, by simple decision of the Board of Directors, which has full powers to authenticate any resulting change to the Articles of Association, without this entailing any change to the language of the Articles of Association.*

*If the transfer of the registered office necessarily implies a change in the language of the Articles of Association, a decision by the General Meeting is required in accordance with the quorum and majority conditions applicable to an amendment to the Articles of Association.*

*By decision of the Board of Directors, the association may set up permanent and temporary offices, sections, representations and correspondences in Belgium and abroad.*

**Article 1.6**

*The association is established for an indefinite period.*

## **Article 2: PURPOSE AND OBJECT**

### *Article 2.1*

*The Association's disinterested aim is to promote the rights and defend at all levels, throughout Europe, of people with Attention Deficit Disorder with or without Hyperactivity (abbreviated to "ADHD" as defined below) and co-morbid disorders, in order to help them achieve their full potential.*

*The term ADHD is defined and understood in accordance with the definitions set out in DSM IV TR (2000) (Diagnostic and Statistical Manual of Mental Disorders) and ICD-10 (International Classification of Diseases), and will conform to any modifications made in subsequent classifications, such as DSM V 2011.*

*Attention Deficit Hyperactivity Disorder (ADHD) is recognized as a neurological disorder with a genetic risk of 70-80%, which affects the cognitive functions and developmental process of those affected, making it more difficult for them to manage their lives. It is also recognized that untreated ADHD has effects on the loved ones, family and environment of those affected.*

### *Article 2.2*

*In order to achieve this disinterested aim, the association's purpose is to carry out the following activities, both in Belgium and abroad, on its own behalf or on behalf of its members:*

*a) The association facilitates the efforts of national and regional organizations of people with ADHD in Europe to obtain the necessary funds to implement projects and procedures aimed at improving the lives of people with ADHD in their respective communities. It also promotes the dissemination of information and support to people who live or are in contact with people with ADHD.*

*b) The association represents the people concerned in all international institutions and liaises with other non-governmental organizations sharing similar aims and objectives.*

*c) The association represents the interests of its members to the European institutions and the European community on the subject of ADHD, with a view to developing public policy and improving existing legislation on ADHD-related issues.*

*d) The association encourages awareness and information about ADHD at European level, promoting evidence-based treatments and supporting the efforts of its members throughout Europe to combat ignorance, stigma and intolerance concerning ADHD.*

*e) Other areas of activity are: a) public and professional education, b) the rights of individuals and their families, c) support for and participation in scientific research, with particular emphasis on early intervention.*

*f) The association establishes and promotes an exchange of information, experience, best practice and experts throughout Europe in order to improve the situation of people with ADHD.*

*g) The association may develop relationships and exchange information with other relevant international and/or global organizations with similar objectives.*

*h) The association is a center of knowledge on European funds, rules and regulations, collecting, disseminating and making this information available to its members. As an information center, the association encourages discussion, opinion-forming and public debate in the field of mental health care.*

*i) The Association raises the funds necessary to achieve its purpose.*

### Article 2.3

*In general, it has full legal capacity to carry out all acts and transactions directly or indirectly related to its purpose, or likely to facilitate directly or indirectly, in whole or in part, the realization of this purpose; it may also carry out, on an ancillary basis, all commercial, industrial or financial transactions, involving movable or immovable property,*

*It may not, however, directly or indirectly distribute or procure any pecuniary advantage for its founders, members, directors or any other person, except for the disinterested purposes set out in the Articles of Association.*

*It may acquire an interest by way of association, contribution, merger, financial intervention or otherwise in any company, association or enterprise whose purpose is identical, similar or related to its own, or likely to promote the activities and objectives described above.*

*It may act as administrator or liquidator in other associations.*

## **Article 3: MEMBERS**

### Article 3.1

*The association is open to members of Belgian or foreign nationality, who must accept these articles of association and the association's internal regulations. Members include full members with voting rights, associate members, individual members and honorary members. Each member is deemed to have accepted and agreed to abide by the rules and regulations adopted from time to time by the General Meeting, and must pay the annual membership fee. Membership fees are set annually by the Board of Directors and approved by the General Meeting. They may not exceed 1,000 euros.*

### Article 3.2

**Full members:** *Non-profit organizations whose membership, purpose or activity is located in Europe and which can demonstrate that they are validly constituted and/or validly exist under the laws and customs of their country, and that they have legal personality, may be admitted as full members. The number of full members is unlimited and will never be less than 2 (two). Only full members have voting rights. Each legal entity will designate a natural person as its permanent representative ("Permanent Representative") to the association and will be communicated to the association.*

### Article 3.3

**Associate members:** *any company, organization or body that seeks to promote the work of ADHD Europe may be admitted as an associate member, regardless of its place of residence or headquarters, even if it does not meet the criteria for full membership.*

### Article 3.4

**Individual members:** individual members may be those who wish to contribute to the association's activities, who are interested in ADHD, and who meet the conditions set out in the internal regulations.

Article 3.5

**Honorary members:** may be admitted as honorary members personalities to whom the General Meeting confers this title in consideration of their high competence or in recognition of the eminent services they have rendered to the association.

Article 3.6

Admission as a full member or associate member is subject to the decision of the Board of Directors, acting in its sole capacity; it is approved by a majority of the votes of the directors present or represented, with abstentions disregarded.

Admission as an honorary member is proposed by the Board of Directors to the General Meeting and approved by the General Meeting.

Admission as an individual member is a decision of the Board member designated by the Board to approve individual applications without requiring a vote of the full Board.

Membership cannot be assigned or transferred to a third party, and lapses automatically in the event of a member's death or dissolution.

Article 3.7

Only full members enjoy the full rights granted to members by the Code of Companies and Associations or by these Articles of Association, and in particular the right to vote.

Other categories of members enjoy only the rights and obligations set out in these Articles of Association.

Article 3.8

Any member may withdraw at any time by notifying the Board of Directors in writing.

A member is also deemed to have resigned if he fails to meet his financial obligations in full after a second formal notice from the association, without prejudice to the association's right to claim from him all sums due to the association up to the end of the current financial year.

Article 3.9

A member may be suspended in the following cases:

- if he no longer meets the conditions for membership;
- if it infringes the provisions of these Articles of Association or the Association's internal regulations;
- if he or she behaves in a way that the Board of Directors reasonably believes is likely to bring the association into disrepute or significantly harm the association's interests or reputation, and/or
- for any other serious reason,

This is without prejudice to the suspended member's obligation to meet his or her financial obligations.

A member may only be suspended by decision of the Board of Directors after having been invited to appear before the Board of Directors to submit explanations and observations.

*In the event of exclusion of a member, the Board of Directors may delegate members to assist the Board in carrying out due diligence to determine whether the matter will be placed on the agenda of the General Meeting as a proposal by the Board of Directors to exclude a member. A member may be excluded by a two-thirds (2/3) majority vote of the General Meeting after having been informed of the reasons for his or her exclusion at least one month before the date of the General Meeting called to vote, and after having been given the opportunity to present his or her defense before the General Meeting.*

**Article 3.10**

*Members who resign, are deemed to have resigned, are excluded or have not paid their membership fees, as well as creditors, heirs or assigns of such members, are not entitled to any claim on the association's funds, including membership fees or donations. They may not claim reimbursement or compensation, in whole or in part, for dues paid, contributions or other benefits.*

*A member who has resigned, is deemed to have resigned or has been excluded may not under any circumstances request consultation, communication or copies of the annual accounts, nor the sealing of the association's assets, nor an inventory.*

**Article 3.11**

*Members may not, in their capacity as members, be held liable for the association's commitments.*

**Article 4: GENERAL ASSEMBLY**

**Article 4.1**

*The General Meeting is made up of all full members with voting rights and, where applicable, other members if they have been invited to the General Meeting. The General Meeting may decide to admit third parties to its meetings on the proposal of the Board of Directors. Such third parties do not have voting rights.*

**Article 4.2**

*An Ordinary General Meeting is held each year, at a time and place determined by the Board of Directors, to approve the annual budget and accounts and to discharge the directors, no later than six months after the end of the financial year. The Board of Directors must convene all members twelve weeks prior to the Ordinary General Meeting.*

*The General Meeting is convened by the Board of Directors, and where applicable by the Statutory Auditor, in the cases provided for by law or these Articles of Association, or whenever the interests of the association so require, or when at least one-fifth of the full members submit a written request, specifying the items on the agenda for which they wish a General Meeting to be held. In the latter case, in the absence of statutory provisions, the Board of Directors convenes the Extraordinary General Meeting within 21 days of the request. The Extraordinary General Meeting must be held no later than the fortieth day following the request.*

*Notices of General Meetings contain the place, date, time and agenda, and are sent by letter, e-mail or any other written means by the Board of Directors.*

*Full members may submit items for inclusion on the AGM agenda to the Board of Directors at least five weeks before the meeting.*

*All Shareholders' Meetings may only deliberate on proposals included on the agenda, unless all persons to be convened are present or represented, and, in the latter case, if the proxies expressly so state.*

**Article 4.3**

*Full members with voting rights are represented at the Annual General Meeting by their Chairman, their General Secretary, their Managing Director or by another person delegated for this purpose. Each full member may be represented at the General Meeting by another full member by means of a written proxy. No member may hold more than two written proxies. Proxies must be submitted to the Board of Directors one week prior to the vote.*

*For General Meetings which, under the Companies and Associations Code, must be received by notarial deed, a proxy may also be granted to a third party, and no limitation on the number of proxies will apply.*

#### *Article 4.4*

*The General Meeting exercises the powers conferred on it by law and these Articles of Association.*

*This includes in particular the following powers to be exercised by the General Meeting:*

- a) approve the annual financial statements and budget*
- b) appoint and dismiss directors, and discharge them from liability*
- c) appoint and dismiss the statutory auditor and fix his remuneration*
- d) exclude a member*
- e) approve honorary membership*
- f) amend the bylaws*
- g) dissolve the Association*
- h) Transforming the association into another legal form*
- i) all other cases where required by the Companies and Associations Code or the Articles of Association.*

#### *Article 4.5*

*The Annual General Meeting is chaired by the Chairman of the Board or, in his absence, by a Vice-Chairman or another Board member appointed by the Annual General Meeting.*

*The Chairman directs the debates, determines the issues to be discussed at the Annual General Meeting, and invites members to vote on the items he determines.*

#### *Article 4.6*

*At the Annual General Meeting, only full members who have paid their annual subscription are entitled to vote.*

#### *Article 4.7*

*Unless otherwise stipulated in the Articles of Association, resolutions of the Ordinary General Meeting are adopted by a simple majority.*

#### *Article 4.8*

*The Board of Directors may provide for the possibility of members participating remotely in the General Meeting using an electronic means of communication made available by the association, in compliance with article 10:7/1, §1<sup>er</sup>, of the Companies and Associations Code.*

*Members who participate in this way are deemed to be present at the place where the General Meeting is held for the purposes of compliance with attendance and majority requirements.*

*In this case, the invitation to the General Meeting will contain a clear and precise description of the procedures for remote participation.*

*However, members of the General Meeting Committee may not take part in the General Meeting by electronic means.*

#### *Article 4.9*

*All members have the option of voting by electronic means prior to the Annual General Meeting, in accordance with the procedures determined by the Board of Directors.*

*The membership status and identity of the person wishing to cast a postal vote prior to the meeting are verified and guaranteed by the procedures defined by the Board of Directors.*

#### *Article 4.10*

*Resolutions passed at an Extraordinary General Meeting require the presence or representation of at least two-thirds (2/3) of all full members entitled to vote.*

*A resolution is adopted only if it obtains a majority of two-thirds (2/3) of the votes of the members present or represented, not including abstentions.*

#### *Article 4.11*

*When calculating the above-mentioned majorities, abstentions and invalid votes are not included in either the numerator or denominator. Consequently, they are not considered as votes against. In the event of a tie, the vote of the person chairing the General Meeting is decisive.*

#### *Article 4.12*

*Only amendments to the bylaws concerning the following elements must be received by notarial deed:*

- the powers, convening and decision-making procedures of the association's general meeting, as well as the conditions under which its resolutions are brought to the attention of its members;*
- conditions for amending the articles of association ;*
- the conditions for dissolution and liquidation of the association, and the disinterested purpose to which the association must allocate its assets in the event of dissolution.*

*In addition, any amendment to the articles of association relating to the precise description of the association's disinterested purpose and the activities that constitute its object must be approved by Royal Decree.*

#### *Article 4.13*

*General Meeting resolutions are recorded in minutes kept at the association's registered office. They are brought to the attention of members by ordinary or electronic correspondence.*

#### *Article 4.14*

*Full members may, unanimously and in writing, take all decisions which fall within the powers of the General Meeting, with the exception of those relating to amendments to the Articles of Association. In this case, the formalities for convening the meeting need not be complied with. Members of the Board of Directors and, where applicable, the Statutory Auditor may, at their request, inspect these decisions.*

*Article 4.15*

*Decisions taken by the General Meeting are binding on all members, including absentees, dissidents and abstainers.*

**Article 5: BOARD OF DIRECTORS**

*Article 5.1*

*The association is administered by a Board of at least five (5) and no more than seven (7) members.*

*Directors are appointed by the Annual General Meeting for a maximum term of three (3) years.*

*They may be natural or legal persons.*

*When a legal entity assumes a directorship, it appoints a natural person as its permanent representative to carry out this mandate in the name and on behalf of the legal entity.*

*Unless otherwise decided by the General Meeting, their term of office begins and ends at the end of the General Meeting called to approve the annual financial statements.*

*Article 5.2*

*Directors are eligible for re-election.*

*A director who is absent from three Board meetings during the same financial year without having given a mandate to another director to represent him/her is deemed to have resigned.*

*The Annual General Meeting may dismiss a director at any time. The director concerned has the opportunity to be heard prior to the deliberations, but may not take part in these deliberations.*

*Directors may submit their resignation in writing to the Chairman of the Board, with effect from one (1) month from the date of submission as defined in the internal regulations.*

*In the event of a vacancy occurring for any reason whatsoever before the expiry of a director's term of office, the remaining directors have the right to co-opt a new director. The first subsequent General Meeting must confirm the co-opted director's term of office. In the event of confirmation, the co-opted director completes his predecessor's term of office, unless the AGM decides otherwise. In the absence of confirmation, the co-opted director's term of office ends at the close of the AGM, without prejudice to the regularity of the composition of the Board of Directors up to that date.*

*Article 5.3*

*The Board of Directors meets at such times and places as it may determine.*

*Notices of meeting contain the place, date, time and agenda of the Board meeting and are sent by letter, e-mail or other written means at least ten days before the Board meeting by the Secretary.*

*Each director may be represented at meetings by another director.*

*The Board of Directors can only validly take decisions if at least half (1/2) of the directors are present or validly represented. If this quorum is not reached, a new meeting must be called with the same agenda.*



*Directors may attend and vote at Board meetings from a distance, using electronic means of communication made available by the association.*

*Directors also have the option of voting remotely before the Board meeting, in electronic form, in accordance with the procedures defined by the Board.*

#### *Article 5.4*

*Unless otherwise stipulated in the Articles of Association, Board decisions are taken by a simple majority of votes cast. In the event of a tie, the Chairman has the casting vote.*

*When deemed necessary, or at the request of a director, the Board of Directors may invite a non-Board member to a Board meeting. This person is not entitled to vote.*

*Decisions may also be made by unanimous written resolution.*

*Resolutions come into force on the date stated on the written resolutions and are deemed to have been passed at the association's registered office.*

#### *Article 5.5*

*The Board of Directors has the power to perform all acts necessary or useful to the realization of the object and purpose of the association, with the exception of those reserved by law or the present by-laws to the General Meeting.*

*Without prejudice to the general power of representation of the Board of Directors as a college, the association is validly bound, in and out of court, by all deeds which are signed by the Chairman of the Board of Directors and a director acting jointly. They need not present proof of their powers to third parties.*

#### *Article 5.6*

*The Board of Directors may delegate day-to-day management, and the representation of the association with regard to this management, to one or more persons, who may or may not be members of the Board of Directors.*

*The Board of Directors determines whether they act alone, jointly or collectively.*

*Day-to-day management includes actions and decisions that do not exceed the association's day-to-day requirements, as well as actions and decisions which, either because of the minor interest they represent, or because of their urgent nature, do not justify the intervention of the Board of Directors.*

*The Board of Directors may also grant special mandates to any agent, who may then represent the association within the limits of his mandate.*

*The Board of Directors determines the duties and remuneration, if any, of the day-to-day management delegates or persons appointed by the Board. It may revoke their mandates at any time.*

#### *Article 5.7*

*When the Board of Directors is called upon to take a decision or rule on a transaction within its remit in which a director has a direct or indirect interest of a proprietary nature opposed to the interests of the association, the procedure laid down in article 9:8 of the Companies and Associations Code must be followed.*

#### *Article 5.8*

*The Board of Directors has the power to create and dissolve working committees by ordinary resolution, and may do so whenever the need arises. The mandate and powers of each working committee are defined in a written resolution of the Board of Directors. Each committee has a Chairman, appointed by the Board of Directors,*

*who is responsible for coordinating the committee's work and regularly informing the Board of Directors of progress.*

**Article 6: FINANCING - FINANCIAL YEAR - CONTROL**

*Article 6.1*

*Each year, the Board of Directors draws up the budget for the following year and submits it to the Annual General Meeting for approval, together with the financial statements for the previous year.*

*Article 6.2*

*The financial year begins on January 1 and ends on December 31 of each year.*

*Article 6.3*

*In addition to membership fees, the association will be financed by donations, legacies and income from its activities.*

*Article 6.4*

*Where required by the Companies and Associations Code, and within the limits set out therein, the association is audited by one or more statutory auditors, appointed for three years and eligible for re-election.*

**Article 7: DISSOLUTION & LIQUIDATION**

*The Association may be dissolved by a court decision or by a decision of the General Meeting.*

*The dissolution decision is valid only if at least two-thirds (2/3) of the full members are present or represented. If this quorum is not reached, a new General Meeting is convened, which cannot be held within fifteen days of the first meeting. The second meeting of the General Meeting may validly take decisions, regardless of the number of full members present or represented.*

*The decision to dissolve the company and put it into liquidation is taken by a two-thirds (2/3) majority of the votes of the members present or represented, without taking abstentions into account. The decision is published in the annexes to the Moniteur belge.*

*In the event of voluntary dissolution, the General Meeting or, in the event of judicial dissolution, the court, appoints the liquidator(s). The shareholders' meeting or the court determines their powers and, where applicable, their remuneration, as well as the liquidation method.*

*In the event of dissolution and liquidation, the Extraordinary General Meeting decides on the allocation of the association's assets, which must in any event be used for a disinterested purpose.*

*In the absence of a decision by the General Meeting, the liquidators allocate the balance of the liquidation as closely as possible to the purpose for which the association was formed.*

*This allocation is made after all debts, charges and liquidation costs have been settled, or after the necessary amounts have been deposited.*

**Article 8: INTERNAL RULES - JURISDICTION - COMMON LAW**

*Article 8.1*

*The Annual General Meeting may adopt or modify internal regulations, on the recommendation of the Board of Directors. These internal rules govern the operation*

*of the association and its bodies in general, without being contrary to the articles of association.*

*Article 8.2*

*For the execution of the present articles of association, any member, director, commissioner or liquidator domiciled abroad, elects domicile at the registered office where all communications, summonses, writs of summons and notifications may be validly made to him if he has not elected another domicile in Belgium vis-à-vis the association.*

*Article 8.3*

*Any dispute relating to the Association's Articles of Association, its internal regulations or any decision of one of its bodies is governed by Belgian law and falls exclusively within the jurisdiction of the courts of the Association's registered office.*

*Article 8.4*

*The provisions of the Companies and Associations Code which are not lawfully derogated from are deemed to be included in these Articles of Association, and any clauses contrary to the mandatory provisions of the Companies Code are deemed to be unwritten.*

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