

INCORPORATION

“EUROCARE – EUROPEAN ALCOHOL POLICY ALLIANCE”

IN 1000 BRUSSELS, RUE DES CONFEDERES 96-98

On 23 March 1996 an international association which is further described below was incorporated (as amended from time to time).

A. INCORPORATION – ARTICLES OF ASSOCIATION

I Name and registered office

Article 1

The association, which is an international association (« *association internationale sans but lucratif (AISBL)* »), is named:

- In English : “European Alcohol Policy Alliance” ;

The abbreviation of this name is “Eurocare”.

Eurocare is governed by the provisions of title III of the Belgian Act dated 27 June 1921 on associations, foundations and international associations (the **Act**).

Article 2

The registered office of the association is located in Belgium, 1000 Brussels, Rue des Confédérés, 96-98.

It may be transferred, by a resolution of the Executive Board, to any other place. Such resolution must be published in the Annexes of the Belgian Gazette within one (1) month.

Article 3

The association is incorporated for an unlimited term. In the case of dissolution of the association, the final paragraph of article 12 will be applied.

II Purpose

Article 4

The purpose of the association is to:

- a. organise a European forum for non-governmental organisations and institutions, which have responsibilities in one or more of the fields of public health: reducing

and preventing alcohol-related harm; alcohol education; rehabilitation; research; and promotion of effective alcohol policies, with the aim of establishing a closer cooperation and collaboration between these institutions;

- b. regularly provide information to its members through the organisation of meetings, workshops, seminars, lectures and publications;
- c. assist the development of social, cultural, economic and political answers to the problem of alcohol-related harm in Europe;
- d. facilitate in the European Union and in other European countries the gathering, analysis, propagation and use of data relating to alcohol consumption and the damages relating thereto;
- e. develop strategies for the prevention of alcohol-related harm, adapted to the needs of individuals and the community.
- f. stimulate the development of a broad network of education programs and training courses on alcohol for different professionals working in the field of reducing and preventing alcohol-related harm and the general public;
- g. cooperate with international organisations like WHO, ILO and UNESCO in the exchange of information and ideas;
- h. represent the point of view of EUROCARE members to the European Institutions;

III. Members – Admission – Exclusion

Article 5

The association will be composed of non-governmental organisations and institutions active in Europe and supporting the purpose of the Association as described above.

Each member of the Association appoints a person to represent it and may appoint a substitute representative, who will act in the absence of the representative, operating for the account of the member in all matters concerning the Association, including – but not limited thereto – attending the meetings of the General Assembly and, should the need arise, meetings of the Executive Board. Each member has the right to replace its representative or its substitute representative at its sole discretion by written notification to the Association.

The status of Associated Member may be given to relevant organizations.

Article 6

The admission of a new member is subject to approval by the Executive Board, in accordance with the Internal Rules of the Association.

Article 7

When the Executive Board is of the opinion that a member is no longer able to support the purpose of the Association, it may propose that the member be excluded from the Association. After having heard the relevant member, the General Assembly may then decide to exclude the member by a majority of two thirds of the members which are present or represented. Each member leaving the Association will have to waive any right to the assets of the Association.

Article 8

The members pay an annual contribution, which is determined by the General Assembly on the proposal by the Executive Board.

IV General Assembly

Article 9

The General Assembly is composed of all the members of the Association.

The following matters are exclusively reserved for the General Assembly:

- a. approval of budgets and accounts;
- b. appointment and dismissal of the members of the Executive Board;
- c. amendment of the articles of association;
- d. approval of the annual report of the activities of the work program;
- e. the dissolution of the Association;
- f. admission of the members of the Association;
- g. exclusion of the members of the Association.

Article 10

The General Assembly will meet at least once a year. The convocation notices of the meeting must be sent at the latest two weeks prior to the date of the Meeting.

The convocations to the meetings are sent by post, fax or electronic mail, at least fifteen days prior to the date of the Meeting. These convocations contain the agenda.

An extraordinary meeting of the General Assembly must also be convened when the interest of the Association so requires or by written request of a simple majority of the members.

Each member may be represented at the General Meeting by another member holding a special proxy for that purpose.

Article 11

The deliberations of the General Assembly will only be valid if one third of the members are present or represented. Any resolution must be notified to all the other members.

Unless otherwise provided in another provision of these articles of association, all resolutions will be adopted by a simple majority of the votes cast at the General Assembly.

For the determination of the simple majority, abstentions will not be taken into account. In the event of a tie in the voting, only the Chairman has a casting vote.

The resolutions of the General Assembly have to be registered in a registry signed by two members of the Executive Board and kept at the registered office of the Association, where it must be at the disposal of the members.

IVbis. Amendments of the articles of association – Dissolution

Article 12

Any proposal to amend the articles of association or to dissolve EUROCARE must originate from the Executive Board or two third of the members.

The Executive Board must bring any such proposal to the attention of the members at least two months prior to the date of the General Assembly which will deliberate on the said proposal.

The amendments to the articles of association will only have effect after the approval by the competent authority in accordance with article 50 § 3 of the Act and after their publication in the Annexes of the Belgian Gazette in accordance with article 51 § 3 of the said act.

The agenda of the General Assembly convened in order to vote on the dissolution of EUROCARE may only contain one item, namely the proposal of dissolution of EUROCARE.

The General Assembly convened in order to vote on the amendments to the articles of association or the dissolution will only validly deliberate if at least half of the members are present or represented.

In order to be valid, a resolution has to be approved by at least three quarters of the votes of the members present or represented.

However, if half of the members of the General Assembly are not present or represented, another General Meeting will be convened within the same conditions as these mentioned above in order to validly and definitively vote on the said proposal, whatever the number of members present or represented.

If the dissolution of EUROCARE is decided, the General Assembly will appoint one or more liquidators, determine their powers and indicate how to apply the net assets of EUROCARE. It is understood that the beneficiary(ies) of the assets will have to pursue goals similar to those of EUROCARE, and will have to use the amounts applied by the General Assembly exclusively for non-profit making purposes.

V. Executive Board

Article 13

The association is managed by an Executive Board composed of a minimum of five members. The members of the Executive Board are appointed and dismissed by the General Assembly at its sole discretion, in accordance with the procedure determined by the Internal Rules of the Association. The members are appointed for a term of three years and are eligible for re-election.

Article 14

The Executive Board has all the powers of management and administration necessary for carrying out the purpose of the Association, subject to the reserve powers of the General Assembly. It may delegate certain powers, including the day-to-day management of the Association to the Secretary General.

The Executive Board may also entrust one or several of its members with special mandates and delegate special and determined powers to one or several persons.

Article 15

The Executive Board will meet at least once a year.

The Executive Board may only validly deliberate if at least half of its members are present or represented. The members of the Executive Board may be represented at the Board by another person who holds a special proxy.

The resolutions of the Executive Board are adopted by a simple majority of the votes cast by the members present or represented.

In the event of a tie in the voting, the chair has a casting vote.

Article 16

The resolutions of the Executive Board are signed by two members of the Executive Board and kept in the registered office of the Association, where it must be at the disposal of the members.

Article 17

All the actions binding the Association are, unless special proxy, signed by at least two members of the executive Board.

Article 18

All legal actions implicating the Association, as a plaintiff or as a defendant, are dealt with by the Executive Board represented by its chairman or by a representative appointed by the chairman.

VI. Budget and Accounts

Article 19

The financial year shall begin on the 1st January and end on the 31st December of each year.

The Executive Board must submit for approval to the General Assembly the accounts of the preceding year and the budget for the following year.

VII. Internal Rules

The Executive Board decides, by a simple majority vote, in accordance with article 15 of the articles of association, to establish, amend or cancel all or any part of the Internal Rules of the Association.

VIII. General provisions

Article 20

EUROCARE may accept any gift or loan, under the condition that they have no impact on its independence and that EUROCARE remains free to determine its objectives. The donations inter vivos or mortis causa to the Association have effect only to the extent they are permitted by the applicable law.

Article 21

The working language of EUROCARE will be English. The language used in all the official documents will be English and French.

Article 23

Any matter that has not been dealt with in the articles of association, as well as all publications that have to be made in the Annexes of the Belgian Gazette, will be settled in accordance with the applicable legal provisions.