



FEDAO

Federación Española de Asociaciones
de Ostomizados

Expatriate Ostomates of Spain (EOS)

Madrid Reg.170939Sec1ª CIF G53806055 Jávea Reg. N° 63

OSTOMIZADOS EXTRANJEROS DE ESPAÑA
UNA ASOCIACIÓN SIN ÁNIMO DE LUCRO

CONSTITUTION OF THE ASSOCIATION (English version)

NOTE: Original translation from the Spanish by Dorothy Jordan and Nigel Robinson of December 2003. Insertions in square brackets are interpretations only. Please note that the only authoritative version is the original Spanish one signed on 12th March 2003 and that should be referred to in all cases of doubt.

The following is the translated text of the Spanish Constitution as modified by the Extraordinary General Meeting of the Association held on 11th January 2006 and as currently registered in Madrid

SECTION 1: Title, headquarters, territory and aims of the association

Art. 1. In accordance with the Organic Law 1/2002 of 22nd March, and its complementary rules, the International Association named 'Expatriate Ostomates of Spain' (referred to henceforth as 'The Association' or EOS) is constituted, based in the Costa Blanca, with full legal powers and capacity to act as a non-profit making organisation.

Art. 2. This Association is constituted for an indefinite term.

Art. 3. Taking into account the fact that only expatriate ostomists are able to understand and support others in similar circumstances, the aims of the Association are as follows:

- a) To provide help and support to all foreign ostomists residing in Spain, visitors, refugees, or other displaced ostomists, and their carers.
- b) To provide help and support to Spanish ostomists should they so wish.
- c) To generate and supply information regarding ostomy to the members.
- d) To encourage mutual help among members.
- e) To support the activities of Spanish ostomy associations.
- f) To be a full member of the International Ostomy Association (IOA), subscribing to its aims.
- g) To promote and aid in the development of the facilities for ostomists in the Spanish Social Services and of specialist stoma nursing.
- h) To collaborate with companies and laboratories in the field of ostomy products for the advancement and development of such products and their availability.

Art. 4. In order to accomplish these aims, and working directly and through regional organisations and local branches of the Association, the following activities will be carried out:

- a) Direct communication with patients before surgery, with ostomists and their carers, by way of visits and by telephone, fax, post and e-mail in order to provide support and information.
- b) Organisation of meetings and other activities among members.
- c) Investigation of all matters concerned with ostomy, writing leaflets, bulletins, and pertinent reading material.
- d) Coordination and cooperation with public and private organisations concerning the provision of services to the ostomists.
- e) Organisation and presence at congresses and other pertinent meetings.
- f) Collection of funds in support of these activities.
- g) Any other related activities determined by the Committee.

Art. 5. The Head Office of the association is established at *****
Javea, Alicante, and the area in which it will carry out its activities is the whole of the territory of Spain.

SECTION 2: Organisation and Administration

Art. 6. The Association will comprise the following organs:

- a) General Meetings
- b) Committee
- c) President
- d) Secretary
- e) Treasurer
- f) Other Committee Members
- g) Ordinary Members

Art. 7. The General Meetings of the Association will be Ordinary and Extraordinary. The Ordinary General Meeting will be held annually within the four months of the end of each financial year; Extraordinary General Meetings will be held when circumstances so require, at the discretion of the President, when the Committee so decides, or when proposed in writing by not less than 25% of the membership.

Art. 8. The notice of the General Meetings will be made in writing indicating the place, date and time of the meeting along with the agenda and matters to be discussed. There must be an interval of at least fifteen days between the giving of the notice of the meeting and the date of the first convocation, and it may make provision at the same time for the date and time for the holding of the meeting at a second convocation if necessary, with not less than *one half hour* between one and the other. [*As amdd 2006*]

Art. 9. The General Meetings, both ordinary and extraordinary, will be validly constituted at the first convocation if one third of those members who have the right to vote are present, and at the second convocation whatever the number of members with rights to vote.

Decisions shall be made by simple majority of those present or represented when affirmative votes outnumber negative ones. Blank votes and abstentions shall not be counted for this purpose. Voting in General Meetings can be ordinary (by show of hands), or secret, by majority. The normal procedure will be by ordinary voting. Secret voting will be adopted when the majority of members present agree to it in an ordinary vote. In either case, voting by proxy is permitted.

A qualified majority will be necessary of those present or represented, which results when the affirmative votes exceed the half of them, for:

- a) Election of the Committee and administrators.
- b) Agreement to constitute a Federation of Associations or to become a member of such.
- c) Disposal or transfer of real property.
- d) Modification of the statutes.
- e) Dissolution of the Association.

In the matter of the procedure for election of the President, the Committee may resolve that the entire membership be consulted by way of postal ballot, and in that event the role of the General Meeting is limited to ratification of the outcome thereof. [As amdd 2006]

Art. 10. The President will preside over the meetings, and in his/her absence, the oldest [longest serving] committee member who, if acting as Secretary of the Association, will be substituted by the youngest [most recent] committee member. The Secretary will take the minutes of all the meetings held which he will sign together with the President.

Art. 11 The powers of the Ordinary [Annual] General Meeting are;

- a) To approve, if so required, the management by the Committee.
- b) To examine and approve the annual accounts.
- c) To approve or reject the proposals of the Committee regarding the activities of the Association.
- d) To determine membership subscriptions, ordinary and extraordinary.
- e) Any other matter which is not exclusively the business of the Extraordinary General Meeting.
- f) To agree the remuneration, if such there is, of the members of the representative organs [of the Association].
- g) The appointment of the persons who constitute the Committee - the President, Secretary, Treasurer and a maximum of six committee members (apart from the representatives of the approved branches of the Association). There is no limit to the re-election of members in whatever office.

Art. 12. The functions of the Extraordinary General Meeting are:

- a) Modification of the Statutes.
- b) Dissolution of the Association.
- c) Expulsion of members, on the proposition of the Committee.
- d) Constitution of Federations or joining in such.

Art. 13. The Committee is the executive organ of the Association. The members of the Committee will be elected and revoked by the Ordinary General Meeting by those members with right to vote. If the maximum number is not reached the President will have the right at any time to invite other members to become committee members. The majority of the members of the Committee must be ostomists. The duration of terms of office of members will be until the next Ordinary General Meeting and the moment of acceptance of office by those who replace them, except for the President for whom the duration will be until the alternate Ordinary General Meeting. Members of the Committee can resign by voluntary notice in writing to the Secretary.

Art. 14. The Committee will meet as and when determined by the President and at the initiative or petition of three of its members. A meeting will be considered constituted when the President, or a member specifically authorised by the President to represent him, and four other members are present. For their decisions to be validated they must be taken by a majority of the votes of those present. In the event of a tied vote, the vote of the President or his representative shall be decisive.

Art. 15. The powers of the Committee extend generally to all the acts pertinent to the aims of the Association provided that, per these Statutes, such do not require the express authorisation of the General Meeting.

The particular powers of the Committee are:

- a) To ensure that these Statutes and the current legal rules are complied with.
- b) To organise and direct the services and activities of the Association, to direct its economic and administrative management, and to care for its property and goods, agreeing to carry out appropriate contracts and actions.
- c) To promote the development of the network of branches of the organisation throughout Spain wherever there is the need, and the favourable mutual relations with other support associations.
- d) To carry out the agreements reached by the General Meeting.
- e) To formulate and submit for approval of the General Meeting the Balance Sheet and the Annual Accounts.
- f) To name delegates for any specific activity of the Association.
- g) Any other power which is not exclusively the competence of the General Meeting.

Art. 16 The President shall have the following authority:

- a) To legally represent the Association before any type of public or private body.
- b) To call, preside over and conduct all sessions of the General Meeting and of the Committee, as well as to direct their deliberations.
- c) To arrange payments and to authorise with his signature all documents, minutes and correspondence.
- d) To adopt whatever urgent measures the good running of the Association calls for or which are deemed necessary or suitable for the pursuance of its activities, without prejudice to having to account later to the Committee.

The President must be an Ostromist.

Art. 17. It is the Secretary's role as assistant to the President to have custody of the books, documents and stamps of the Association, excepting the books of accounts, and making them available at General and Committee meetings; to maintain the Register of Members and a Register of Ostromists, to draw up the minutes of the meetings, which he/she will sign with the President; to provide certifications with regard to the books and documents of the Association; and to conduct the correspondence of the Association.

Art. 18. It is the Treasurer's role to be custodian of the funds of the Association; to maintain accounts of its assets, of the financial situation, as well as of the activities carried out; to maintain an inventory of its belongings; to make payments and record same; to sign the financial statements of the Treasurer which must be approved by the President; and to prepare the estimates and annual accounts.

Art. 19. It is the role of the Ordinary members of the Committee to take part in the deliberations of the Committee and to carry out the tasks entrusted to them by the Committee or by the President.

Art. 20. Representatives of any branch of the Association acknowledged by the Committee to have six or more members are automatically additional committee members.

Art. 21 The common language of the Association is English.

SECTION 3: Members

Art. 22. The following are Members of the Association with voting rights in Meetings:

- a) All Ostomists who live in Spain and who provide personal details to be recorded in the EOS Register of Ostomists.
- b) Professional carers, spouses and partners, introduced at any General Meeting of the Association by an Ostomate.
- c) Honorary members, being those who for their prestige or relevant contribution to the reputation and development of the Association have made themselves worthy of such distinction.

Other persons having interest in the subject and who subscribe to the aims of the Association may be Members of the Association without voting rights in Meetings.

Those members who participated in the act of inauguration of the Association or who gave support at the time of its inauguration are Founder Members.

All members must complete a form of application to join the Association – except for honorary members who have been invited by the President of behalf of the Committee. They are not authorised to take individual action in the name of the Association.

Art. 23. Members, excluding Honorary Members, have the obligation to pay their annual subscriptions punctually.

Art. 24. Members with voting rights have the right to participate in any activity of the Association; have the right to speak and vote at General Meetings; may present themselves as candidates for the Committee or any other office, make proposals and suggestions and receive information; and, in General Meetings or for the purposes of the same, to examine the books of the Association (except the EOS Register of Ostomists).

Members of committees, working parties and the like may at all times be accompanied by their carers/spouses/partners but shall exercise only one vote between them. [As amdd 2006]

Art. 25. Members without the right to vote have the right to participate in any of the Association's activities, to speak in General Meetings, to make suggestions and to receive information.

Art. 26. Reasons for loss of membership are as follows:

- a) Moving away from the area, unless the Committee agrees to a waiver in consideration of the value accruing to the Association.
- b) Leaving voluntarily, giving notice to the Committee in writing.
- c) Non-payment of subscription.
- d) By agreement of the General Meeting to a proposal of the Committee, when the behaviour of a member is demonstrably incompatible with the aims of the Association or with

the decisions taken by the General Meeting. The Committee may accord a provisional suspension of the membership rights of a member until at the next General Meeting the matter is resolved.

SECTION 4: Financial Regime

Art. 27 At the time of the inauguration of the Association, there are no funds.

Art. 28 The financial resources of the Association will be:

- a) The annual subscriptions of the members, in the amount fixed by the General Meeting at the time of the approval of the estimates.
- b) Extraordinary contributions of the members, which in exceptional cases and for specific purposes, are agreed upon by majority vote in the General Meeting.
- c) Donations that may be received by the Association.
- d) Loans, grants, bequests, or inheritances that may be legally received on behalf of the members or from third parties.
- e) Any other permissible recourse.

Art. 29. The Committee will administer the funds in accordance with the budget and the Treasurer will have custody of same. The financial year will coincide with the calendar year and its closure will take place on 31st December of each year.

SECTION 5: Dissolution and transformation of the Association

Art. 30. When the Extraordinary General Meeting so agrees at a meeting called for this specific purpose and with a majority of 2/3 of the members present or represented, the Association will be voluntarily dissolved.

Art. 31. In the event of dissolution of the Association, a Liquidation Commission designated by the General Meeting for the purpose will act and will proceed with the disposal of Association's property, settling the debts of the Association and handing over the remainder, if such there is, to institutions of social benefit.

FINAL PROVISION

Art. 32. The Committee is empowered to interpret these Statutes as well as to resolve any matter not foreseen in them, submitting it for its approval to the first General Meeting thereafter.

Art. 33. In all matters not foreseen in the present Statutes the prevailing Organic Law 1/2002, of 22 March, which regulates the Right of Association along with the complementary measures, will be applied.