



CONSTITUTION

Enacted October 19 2011 and amended September 24 2017 at the AGM in Gothenburg, Sweden

TITLE I - NAME – SEAT – DURATION – OBJECT

Article 1 - Name

The name of this organisation shall be European Pride Organisers Association (EPOA) aisbl.

The name can be used written in full or abbreviated.

The organisation has the constitution of an international not-for-profit organisation according to the Belgian law of June 27th, 1921 and its further amendments. All official documents, invoices, advertisements, publications and other documents produced by the international not-for-profit organisation to whom this legal status has been granted, should state the name of the organisation with before or after the mention “association internationale sans but lucrative” or the abbreviation “AISBL” as well as its address.

Article 2 – Seat

The seat has been established at Rue du Marché au Charbon 42, judicial district of Brussels. The seat can be transferred to any other place in Belgium, by simple decision of the Board published in the Belgian State Gazette within the month of the address change.

Article 3 – Duration

The duration of the organisation is indefinite.

Article 4 – Object – Activities

The purpose of the Association shall be:

- To empower and support local and national pride organisations in their efforts to plan and promote pride celebrations.
- To reduce public prejudices against gay, lesbian, bisexual, transgender, intersex people and people living with HIV/AIDS and to counter discrimination against these groups.
- To promote Human Rights, diversity and equality of all sexual orientations and gender identities/expressions.
- To promote lesbian, gay, bisexual, transgender and intersex self-awareness and pride on a pan-European level.
- To facilitate networking and sharing of information and skills amongst members

This purpose shall be achieved by:

- Hosting annual conference(s) to educate and network.
- Producing printed material and a website to inform the public about the goals of EPOA, its members, pride events in particular and to educate and lobby in favour of gay, lesbian, bisexual, transgender and intersex people in general.
- Licensing a common European Pride event (EuroPride) and taking part in events or activities to promote, empower, educate, support, lobby and network for pride events or EPOA itself.
- Maintaining databases of members, media, political institutions, companies and any other organisations to further the promotional, educational, political and supportive tasks of EPOA and establishing an archive.
- Raising funds from private as well as public sources (such as dues, donations, sponsorship, grants, services, etc.) to finance these tasks.

The organisation will look to obtain its objectives with all means necessary as it sees fit, such as producing rules & regulations, conclude agreements or conventions, take decisions or adopt specific programs.

The organisation can accomplish all its actions by referring directly or indirectly to the

realization of the goals mentioned above, and is specifically entitled, within the limits of the law, to exercise secondary profitable commercial activities of which the income will be used completely towards the execution or fulfilment of said goals.

TITLE II – Members

Article 5 - Full Membership

Full members to the organisation can be either physical or legal persons, which have been made aware of the actual constitution and the legal conditions linked to a not-for-profit organisation.

The full members are:

Any Pride Organisation who within the 18-month period prior to the AGM has organized a Pride Event shall be eligible for full membership.

Upon submitting a membership request and accounting for their dues in accordance with article eleven an eligible organisation shall be admitted as a member.

No Pride Organisation shall be denied membership as long as they are not in conflict with the Universal Declaration on Human Rights, and that the Pride Organisation subscribes to the aims of EPOA as contained herein (Article 2)

The Board shall decide on membership requests. Any decision reached by the Board for or against the acceptance of Full Members shall be subject to review by the next AGM.

Full members have the right to vote during the General Meeting, with exception of what is mentioned further down.

Article 6 - Associate Membership

Any organisation and/or individual, which do not qualify for full membership, may apply for associate membership. The Board may admit to associate (non-voting) membership such organisations. The Board does not have to give reasons for declining such Associate Membership. Any decision reached by the Board for or against the acceptance of Associate Members shall be subject to review by the next AGM. Associate Members Shall not be entitled to vote, and are not eligible for election in accordance with article 16.

Article 7 – Resignation

Full and Associate Members are free to resign from the organisation by sending in their resignation by registered mail or email to the board. Resignation is only possible at the end of each calendar month. Is also considered resigning, if members fail to pay their membership fee within the 3 months following the reminder, sent by registered mail or e-mail.

All members, both full and associate, stop being a member of the organisation by cause of death, dissolution, failure or legal settlement.

Article 8 – Suspension

The Board may strike a member from the membership roster if the member is past due its membership fees by more than 3 months and the member has not paid its past dues within two months after receiving a written reminder (registered mail or e-mail). The reminder shall contain an explicit statement that the striking from the membership roster is imminent.

Article 9 – Exclusion

A member who has gravely acted against the interests of the Association or gravely damaged the Association may be removed as a member of the Association by a decision of the Board. Before such a decision of removal is made, the member in question is entitled to be heard in person or in writing. The member can appeal the decision of removal within a month of receiving the decision. The appeal must be in writing and must be directed to the Board. The appeal suspends the removal temporarily. The AGM shall decide on the appeal with a simple majority vote.

Article 10 – Full Members Register

At the seat of the organisation or at any other venue, the Board will keep a register of all Full Members. This register will contain the organisation's name, address and contact details, as well as decision dates of admission, resignation, suspension or exclusion. The Board can also choose to establish a register for Associate Members.

TITLE III – MEMBERSHIP FEES

Article 11 – Membership Fees

The Annual General Assembly determines the structure and the amounts of the membership fees, which can be different depending on the type of member or whether it concerns a physical or moral person. Membership fees are payable on a yearly basis at the beginning of each fiscal year. The Board may decide on reductions, waivers,

postponements and late fees of said membership fees.

TITLE IV – GENERAL MEETING

Article 12 – Composition

The General Meeting is composed of all Full Members.

Article 13 – Duties

The AGM possesses the powers that are specifically assigned to it by either law or as they as presented in this constitution belong to its duties:

- a) Receiving the report of the Board and approving such report
- b) Receiving the report of the auditor
- c) Approving a budget for the next fiscal year
- d) Election of the Board
- e) Appointment of the Auditor
- f) Decisions on the membership dues structure of the Association
- g) Review of the acceptance of New Members and decisions on appeals to declined membership applications as well as final decisions on removals of members
- h) Passing of resolutions
- i) Changes to the constitution of the organisation
- j) Decisions on the dissolution of the organisation
- k) Decisions on or approval of the By-Laws or the Rules of Procedure of the organisation

Article 14 – Meetings

The ordinary General Meeting shall be held at least once each calendar year and not later than fifteen months following the adjournment of the previous AGM at the seat of the organisation or any other venue as specified in the invitation. The Board, an AGM

or one quarter of the full members or more can call for an extra-ordinary General Meeting when it is deemed necessary. An extra-ordinary General Meeting shall be called immediately each time the interests of the Association are at stake, by specifying its motivation.

This meeting should be announced as soon as possible and the proposed reasons/points have to appear on the agenda of said meeting. The extra-ordinary Annual General Meetings will be held at the day, time and venue as mentioned in the official invitation.

The invitation, with the agenda, must be sent out to the members at least 60 days prior to the meeting.

Article 15 – Invitation

The invitations are addressed to each Full Member by regular mail, by email or by fax, at the latest 90 days before an AGM and 60 days before an EGM and will contain the meeting agenda.

Article 16 – Representation – Voting rights

Full members are allowed to carry up to two proxy votes on behalf of other full members. Any member represented by a proxy should notify the board to this, including specifications on who carries their vote, no less than one week prior to the AGM or EGM. No Associate member shall be entitled to a vote or be eligible for office. Each member present or represented whose outstanding contributions have not exceeded three months will have a vote. The other members are not allowed to vote but are entitled to be present, to speak and to make proposals.

Article 17 – Quorum – Deliberations – Meeting Minutes

The General Meeting may only deliberate on the items on the agenda. If all members present or represented all agree, the assembly may deliberate validly on items added to the agenda at the beginning of the AGM with the exception of decisions for which a majority is required by law or by this constitution.

Except for situations provided by law or by this constitution, the AGM shall be valid if at least a majority of full members are present or represented.

Decisions are made by simple majority. Decisions on amendments to the constitution, Board resignation and dissolution of the association require two-thirds majority of the members present or represented.

Changes to the Constitution required by the regulatory judicial or tax authorities for formal or legal reasons may be made by the Board to ensure compliance with the relevant laws. The Board has to inform the Members about such changes no later than at the AGM following such changes. All other proposals to change the Constitution, to remove the Board before the end of the term or the dissolution of the Association may only be passed if the membership was informed about this motion no later than with the invitation to the AGM.

All votes are open unless otherwise specified in the By-laws. Abstention shall not count as cast votes.

The decisions of the General Meeting are recorded in a register of minutes signed by the president or a board member and the secretary of the Board. This register is kept at the seat of the organisation where all the active members can consult it without moving the registry.

The secretary of the board signs copies or extracts of such minutes. The resolutions of General Meetings, which are of particular interest to all members, are brought to their attention by circular letter/e-mail. The resolutions of interest to them provided by third extract.

TITLE V – ADMINISTRATION – CONTROL

Article 18 – The Board of Directors or Board

The association is managed by a board of directors composed of minimum 3 and maximum 9 board members, A Board member is elected by the AGM for the duration of two years by simple majority vote and can also be revoked by said AGM.

Re-election of board members is possible. The mandate of exiting, non re-elected, board members will seize immediately at the end of the AGM.

The mandate of a board member will be ended immediately, if the member organisation, to which the board member belongs, loses its status of Full Member for whatever reason.

If a member of the Board resigns or is removed during their term, the Board may appoint a substitute Board member. The mandate of a board member is not paid.

No member of the Board may serve more than 4 terms on the board – regardless of position.

Article 19 – Duties

The Board has the broadest powers for the administration and management of the association. In addition, the Board shall exercise all powers not expressly reserved to the General Meeting by law or this constitution. The by-laws may specify special duties for individual board members and further regulate the composition, election, replacement, meetings, terms and internal matters of the Board.

Article 20 – Daily Management

The Board may confer the daily management of the affairs of the association, as well as the representation of the association regarding the management, to any person holding the title of delegate of daily management. If the daily administration and its representation are delegated to an administrator, this person will be named Managing Director.

Article 21 – Control

If necessary and in any case where required by law, the association will confine the control of the finances of the association, the annual accounts and the regularity of transactions be reported in these accounts, to one or more Auditors for a term of one year by the General Meeting.

The Auditor shall report to the AGM about the audit and shall only be responsible to the AGM. The Auditor must not belong to the Board or any other Body appointed by the Board. The Auditor shall not be liable to execute any orders of the Board in any manner. Exiting Auditors can be re-elected.

Article 22 – Legal representation

Two directors acting jointly properly represent the association in court or elsewhere. Within the daily management, the delegate of daily management or managing director validly represents the association.

TITLE VI – FINANCIAL YEAR – DISSOLUTION

Article 23 – Financial year

The financial year starts on January 1st and ends on December 31st of each year. The accounts for the financial year and the budget for the following year are subject to annual approval by the Annual General Meeting. They are deposited with the

Registrar of the Commercial Court and, where appropriate, to the National Bank in accordance with legal provisions.

Article 24 – Dissolution – Liquidation

In case of dissolution of the association, the General Meeting (AGM or EGM) appoints the liquidator, shall determine their powers and indicates the assignment to give the net assets of the association's assets. This assignment must be made in favour of a disinterested purpose. All decisions relating to the dissolution, the terms of the liquidation, the appointment and termination of appointment of liquidator (s) at the close of the liquidation, and the allocation of net assets, are filed at the Registry of the Commercial Court and published in the Annexes to the Belgian Official Gazette, in accordance with legal provisions.

TITLE VII – GENERAL PROVISIONS

Article 25 – By-laws

The AGM shall pass By-Laws by a simple majority of the votes cast that further specify the rules of operation of the organisation, including, but not limited to the conduct of meetings, setting up special duties for board members and further regulate the composition, election, replacement, meetings, term and internal matters of the Board or the AGM of the Association. The By-Laws shall be in accordance with this Constitution.

Article 26 – Common law

For anything not covered in these articles, it is referred to the legal provisions in the Belgian law.