

# EPOA

## Constitution

Adopted on 19 October 2011 and first amended on 24 September 2017 during the General Meeting in Gothenburg, Sweden, and most recently amended on 3 November 2024 during the General Meeting in Porto, Portugal, to be amended before a notary in Belgium in 2025 as follows.

### TITLE I - INCORPORATION

#### 1 Legal form and name

- 1.1 EPOA shall take the form of an international non-profit association, abbreviated as "INPA".
- 1.2 The association shall have the name "EUROPEAN PRIDE ORGANISERS ASSOCIATION", abbreviated as "EPOA". Both names may be used together or separately.
- 1.3 All deeds, invoices, announcements, notices, letters, orders, websites and other documents, whether or not in electronic form, issued by EPOA must contain the following information: the name of EPOA, immediately preceded or followed by the words "international non-profit association" or by the abbreviation "association"; the precise indication of EPOA's registered office; EPOA's enterprise number; the words "register of legal persons" or the abbreviation "RLP", followed by the indication of the jurisdiction of EPOA's registered office; where applicable, EPOA's email address and website; and, where applicable, the fact that EPOA is in liquidation.

#### 2 Registered office

- 2.1 EPOA's registered office is located in the Brussels Region, Belgium.
- 2.2 The Board of Directors is authorised to move EPOA's registered office to other locations in Belgium, provided that the move does not require a change to the language of these Constitution, in accordance with the applicable language legislation. This decision does not require an amendment to the Constitution, unless the registered office is moved to another Region. In that case, the Board of Directors is authorised to decide on the amendment to the Constitution. If, as a result of the transfer of the registered office, the language of the Constitution must

be changed, only the General Meeting may take this decision, subject to the requirements for an amendment to the Constitution.

- 2.3 If, as a result of the transfer of the registered office, the language of the Constitution must be changed, only the General Meeting may take this decision in accordance with the requirements for an amendment to the Constitution.

### **3 Duration**

- 3.1 EPOA is established for an indefinite period.

### **4 Purpose and activities**

- 4.1 The purpose of EPOA is:

- To strengthen and support local and national Pride organisations in their efforts to plan and promote Pride celebrations.
- To reduce public prejudice against gay men, lesbians, bisexual people, transgender people and people with HIV/AIDS, and to counter discrimination against these groups.
- To promote human rights, diversity and equality for all sexual orientations and gender identities/expressions.
- To promote the self-awareness and self-pride of lesbians, gay men, bisexual people and transgender people at pan-European level.
- To facilitate networking and the sharing of information and skills among members.

- 4.2 This purpose shall be achieved by:

- Organising annual conferences for education and networking.
- Producing printed material and a website to inform the public about the aims of EPOA, its members and Pride events in particular, and to educate and lobby in favour of gay men, lesbians, bisexual people, transgender people and intersex people in general.
- Licensing a common European Pride event (EuroPride) and participating in events or activities to promote, empower, educate, support, lobby and network for Pride events and EPOA itself.
- Maintaining databases of members, media, political institutions, businesses and other organisations in order to further EPOA's promotional, educational, political and supportive tasks, and establishing an archive.
- Raising funds from both private and public sources (such as membership fees, donations, sponsorship, grants, services, etc.) in order to finance these tasks.

- 4.3 EPOA may undertake all actions directly or indirectly connected with its purpose and activities. EPOA shall seek to achieve its objectives by all means it considers necessary, such as drawing up rules and regulations, entering into agreements or conventions, taking decisions or adopting specific programmes.

- 4.4 EPOA may carry out all its acts by referring directly or indirectly to the achievement of the above-mentioned objectives and is, in particular, entitled, within the limits of the law, to carry out profit-making commercial activities, the proceeds of which shall be used entirely for the pursuit or achievement of these objectives.
- 4.5 EPOA may not, directly or indirectly, pay or provide any financial benefit to the founders, directors or any other person, except in furtherance of the charitable purpose provided for in the Constitution. Any transaction contrary to this prohibition shall be null and void.

## **TITLE II - MEMBERS**

### **5 Full membership**

- 5.1 There shall be at least two full members.
- 5.2 Organisations and individuals that have a connection with EPOA's purpose, and that work as Pride Organisations as defined in the Constitution, are eligible to become full members. The Board shall deal with membership applications. Those whose membership is refused may appeal to the General Meeting, which shall decide on the membership application by a simple majority.
- 5.3 Full members shall have the rights described in the Belgian Code of Companies and Associations and in these Constitution, including the right to vote at the General Meeting, provided that they have paid their membership fee before the opening of the General Meeting.
- 5.4 The Board may convert a full member into an associate member if the member no longer meets the criteria for a Pride Organisation. An appeal against this decision may be lodged with the General Meeting, which shall decide the appeal by a simple majority.

### **6 Associate membership**

- 6.1 The Board may grant associate membership (without voting rights) to organisations or persons that have a connection with EPOA's purpose but do not qualify as full members. The decision to accept or reject an application for associate membership need not be reasoned. Applications rejected by the Board may be appealed to the General Meeting, which shall decide the request for membership by a simple majority.
- 6.2 Associate members shall have the rights set out in the Belgian Code of Companies and Associations and in these Constitution, including the right to attend the General Meeting, provided that they have paid their membership fee before the opening of the General Meeting. Associate members are not entitled to vote or to stand for election.
- 6.3 The rights and obligations of associate members may be amended without their consent.

## **7 Acceptance of rules and regulations**

- 7.1 Full members and associate members agree to the applicable Constitution and internal regulations, as well as the provisions on conflicts of interest, non-compliance with which may lead to suspension.

## **8 Resignation**

- 8.1 Full and associate members may withdraw from EPOA by sending their resignation to the Board by registered letter or email. Resignation is possible only at the end of each calendar month.
- 8.2 All members, whether full or associate, shall cease to be members of EPOA upon death, dissolution, bankruptcy or judicial settlement.

## **9 Suspension**

- 9.1 The Board may remove a member from the membership register if the member is more than three months in arrears with its membership fee and has not paid the arrears within two months of receiving a written reminder (registered post or email). The reminder must expressly state that removal from the membership register is imminent.

## **10 Exclusion**

- 10.1 A full member or associate member that has acted seriously against EPOA's interests or has seriously damaged EPOA may be removed as a member of EPOA by decision of the Board. The exclusion of a full member must be stated in the notice convening the Board, at least 14 days before the Board meeting is held.
- 10.2 Before such a removal decision is taken, the member concerned has the right to be heard in person or in writing. The member may appeal within one month of receiving the decision. The appeal must be submitted in writing and addressed to the Board. The appeal shall temporarily suspend the removal. The General Meeting shall decide on the appeal by a simple majority of votes.

## **11 Register of full and associate members**

- 11.1 The Board shall keep a register of full and associate members.
- 11.2 This register shall contain the surname, first name and address of the members or, in the case of a legal person, the name, legal form and address of the registered office.
- 11.3 The Board shall enter all decisions concerning the admission, resignation or exclusion of members in this register within eight days of notification of the decision.

## **12 Membership fees**

- 12.1 The General Meeting shall determine the structure and amounts of the membership fees, which may differ according to the type of member or according to whether the member is a natural person or a legal person. The membership fees shall be due annually at the beginning of each financial year. The Board may decide on reductions, waivers, deferment of payment and late payment of the membership fee.
- 12.2 A member who resigns or is expelled shall have no right to EPOA's assets and may not recover the membership fee paid.

## **TITLE III - GENERAL MEETING**

### **13 Composition**

- 13.1 The General Meeting shall be composed of all full members, each of whom has voting rights. Associate members may attend the General Meeting without voting rights.

### **14 Powers**

- 14.1 The General Meeting shall have the powers specifically conferred on it by law or by these Constitution:
- To receive and approve the Board's report
  - To receive the auditor's report
  - Approval of the accounts for the previous financial year
  - Approval of a budget for the next financial year
  - Election of the Board of Directors
  - Appointment of the auditor and approval of the associated fees
  - Decisions on the membership fee structure
  - Adoption of resolutions
  - Amendments to the Constitution of EPOA
  - decisions on the dissolution of EPOA
  - decisions on or approval of EPOA's internal regulations

### **15 Time and place**

- 15.1 The ordinary General Meeting shall be held at least once per calendar year and not later than six months after the closing of the annual accounts, at EPOA's registered office or at another place stated in the invitation.
- 15.2 The Board, or where applicable the auditor, shall convene an extraordinary General Meeting when one fifth or more of the full members so request. Extraordinary General Meetings may also be convened by the Board of Directors in cases where it considers this necessary, by a simple majority of the votes cast within the Board of Directors. The extraordinary meeting shall be held not later than 60 days after it has been requested.

## **16 Notice and agenda**

- 16.1 Full members and associate members shall be convened by ordinary post or by email not later than 90 days before an ordinary General Meeting and not later than 30 days before an extraordinary General Meeting.
- 16.2 The notice shall contain the agenda of the meeting. All documentation relating to the agenda, including but not limited to Board reports, accounts, budget and amendments to the Constitution, shall be sent (free of charge) not later than 10 days before the meeting.
- 16.3 The notice shall set the agenda for the meeting. Proposals that are not on the agenda may be dealt with only if all full members present or represented approve them unanimously.

## **17 Unanimous written decision**

- 17.1 The members may unanimously and in writing take all decisions falling within the powers of the General Meeting, with the exception of amendments to the Constitution. In that case, the convening formalities need not be complied with. The members of the governing body and, where applicable, the auditor, may inspect those decisions at their request.

## **18 Participation, quorum and voting**

- 18.1 Associate members shall not have voting rights and may not stand for election. Associate members may attend and speak at meetings.
- 18.2 Full members may cast a maximum of two proxy votes on behalf of other full members. All proxies must be submitted not later than 10 days before the meeting.
- 18.3 For amendments to the Constitution, proxies may also be given to third parties (such as, but not limited to, legal advisers, employees of notarial offices or other third parties), who may also hold several proxies on behalf of the full members. Proxies to third parties must be handed over no later than the start of the meeting.
- 18.4 Full members may vote electronically, provided that the Board makes electronic voting available in a manner that makes it possible to verify the capacity and identity of the members.
- 18.5 The Board may also offer members the possibility of participating remotely in the General Meeting by means of an electronic communication tool made available by EPOA in accordance with the provisions of the Belgian Code of Companies and Associations.
- 18.6 If fewer than half of the members entitled to vote are present or represented at the first meeting, a second extraordinary meeting shall be convened. This second extraordinary meeting may take place only within fifteen days after the first meeting and may validly deliberate and decide regardless of the number of members present or represented.
- 18.7 The following decisions require a two-thirds majority of votes:
  - Amendments to the Constitution

- Dissolution of EPOA
- Removal of directors before the end of their term

All other decisions shall be taken by a simple majority of votes.

- 18.8 All votes shall be public, unless otherwise provided in the Constitution.  
Abstentions shall be counted neither in the numerator nor in the denominator.

## **19 Minutes**

- 19.1 The decisions of the General Meeting shall be recorded in the minutes, which form part of EPOA's internal file and shall be signed by the chair and the secretary. Full members shall be informed of decisions within four weeks after the meeting by being sent a copy of the minutes. Associate members may receive a copy on request, signed by the chair or the secretary.

## **TITLE IV - BOARD OF DIRECTORS**

### **20 Composition and terms**

- 20.1 EPOA shall be managed by a collegiate Board of Directors consisting of at least three and not more than nine directors, appointed by the General Meeting by a simple majority of votes.
- 20.2 The directors shall be elected for two years. The term shall begin after the General Meeting at which they are elected and shall end at the close of the General Meeting held in the final year of their term.
- 20.3 Each director may resign from EPOA at any time. A director may be removed at any time by the General Meeting by a two-thirds majority of the votes cast.
- 20.4 If a director resigns or is removed during their term, the Board may appoint a replacement director who shall serve until the next General Meeting.
- 20.5 The office of director shall be unpaid, unless otherwise decided by the General Meeting.
- 20.6 No director may serve more than four terms on the Board, regardless of their office.

### **21 Meetings of the Board**

- 21.1 A quorum of three directors is required to take Board decisions. A director may hold a maximum of two proxy votes on behalf of directors who are not present at the meeting. All proxies must be submitted no later than the start of the meeting.
- 21.2 Meetings may be held in person or electronically. Votes may be recorded electronically. All decisions of the Board shall be minuted and included in EPOA's internal file.
- 21.3 Directors shall be informed of decisions by being sent a copy of the minutes.

- 21.4 Decisions shall be taken by a majority of votes of the directors present or represented, without taking account of abstentions. Each director shall have one vote.
- 21.5 The Board as a collective body shall have all powers that are not expressly reserved to the General Meeting by law or by the Constitution. The Constitution may lay down special duties for individual Board members and further regulate the composition, election, replacement, meetings, terms and internal affairs of the Board.

## **22 Day-to-day management**

- 22.1 The Board may entrust one or more persons, each acting individually, jointly or collectively as determined upon their appointment, with the day-to-day management of EPOA and with the representation of EPOA in respect of such management. A director appointed to the day-to-day management shall bear the title of delegated director; a non-director shall have the title of general director.
- 22.2 Day-to-day management includes both acts and decisions that do not go beyond the needs of EPOA's day-to-day life, and acts and decisions that, either because of their minor importance or because of their urgent nature, do not justify the intervention of the governing body.

## **23 Audit**

- 23.1 Where necessary and in any event where required by law, EPOA shall entrust the audit of EPOA's finances, of the annual accounts and of the regularity of the transactions stated in those accounts, for a term of three years, to one or more auditor(s) appointed by the General Meeting.
- 23.2 The auditor shall report to the General Meeting on the audit and shall be accountable only to the General Meeting. The auditor may not be part of the Board or of any other body appointed by the Board. The auditor is in no way obliged to carry out assignments from the Board. Retiring auditor(s) may be re-elected.

## **24 Legal representation**

- 24.1 Two directors, acting jointly, shall duly represent EPOA in court or elsewhere.
- 24.2 In the context of day-to-day management, the delegate for day-to-day management or the general director shall validly represent EPOA.

## **TITLE V - FINANCIAL YEAR AND AUDIT**

### **25 Financial year**

- 25.1 The financial year shall begin on 1 July and end on 30 June of each year. Each year, and no later than six months after the closing date of the financial year, the Board of Directors shall submit the annual accounts for the past financial year, as well as

the budget for the financial year following the financial year to which those annual accounts relate, to the General Meeting for approval.

- 25.2 After approval of the annual accounts and the budget for the following year, the General Meeting shall decide by separate vote on the discharge to be granted to the directors and the auditor. This discharge shall not be valid if the annual accounts do not comply with the law and the rules on annual accounts and/or the Code of Companies and Associations, or do not give a true and fair view of EPOA's financial position.
- 25.3 The annual accounts shall be filed in EPOA's file, unless the annual accounts are legally required to be filed with the National Bank of Belgium.

## **TITLE VI DISSOLUTION**

### **26 Article 26 - Dissolution**

- 26.1 EPOA may be dissolved at any time by decision of the General Meeting, taken in the manner required for the amendment of the Constitution.

### **27 Article 27 - Liquidators**

- 27.1 In the event of the dissolution of EPOA, for whatever reason and at whatever time, the directors in office shall be appointed as liquidators pursuant to the Constitution, if no other liquidator has been appointed, without prejudice to the right of the General Meeting to appoint one or more liquidators, to define their powers and to determine their remuneration.

### **28 Article 28 - Allocation of the net assets**

- 28.1 After payment of all debts, charges and liquidation costs or of the amounts required for their settlement, the net assets shall be allocated to an association with a similar disinterested purpose.

## **TITLE VII - GENERAL PROVISIONS**

### **29 Article 29 - Internal Regulations**

- 29.1 The General Meeting may lay down supplementary instructions to the Board in internal regulations in accordance with the provisions of the Belgian Code of Companies and Associations, provided that such regulations do not conflict with any mandatory legal provisions or with the Constitution. The internal regulations and any amendment thereto shall be communicated to the members in accordance with the legal provisions.
- 29.2 If internal regulations are drawn up or amended, a reference to the most recently approved version of the internal regulations shall, through the action of the governing body, be included in the Constitution and made public.

### **30 Article 30 - Legal provision**

- 30.1 EPOA shall be subject to the provisions of the Belgian Code of Companies and Associations for all matters not expressly provided for in the Constitution.
- 30.2 The provisions of the Code of Companies and Associations shall be deemed to be incorporated into the Constitution, subject to any derogating provisions in the Constitution (to the extent permitted by law). Clauses in the Constitution that conflict with the mandatory provisions of the Belgian Code of Companies and Associations shall be deemed unwritten.

### **31 Article 31 - Election of domicile**

- 31.1 For the purposes of the Constitution, every member, director, auditor or liquidator who resides abroad shall elect domicile at the registered office, where all communications, demands, notices of meeting and notifications may validly be served on him/her, if he/she has not elected another domicile in Belgium for all dealings with EPOA.

### **32 Article 32 - Jurisdiction**

- 32.1 For all disputes concerning EPOA's affairs and the implementation of the Constitution, between EPOA, its members, its directors, its auditors and its liquidators, exclusive jurisdiction shall lie with the court in the district in which the registered office is located, unless EPOA expressly waives this.