



*Making dementia a priority:
changing perceptions, practice and policy.*

Alzheimer Europe Statutes

With changes adopted by Annual General Meeting in Bucharest on 17

October 2022



Alzheimer Europe Statutes

With changes adopted at Annual General Meeting in Bucharest on 17 October 2022

I. Name and Registered Office

Art. 1. Name of the association

This association is a non-profit association labelled: *Alzheimer Europe* and is subject to the law of 21 April 1928, amended by the law of 4 March 1994.

Art. 2. Registered office of the organisation

The registered office is situated in the municipality of Luxembourg. It may be removed to any other address in Luxembourg on a decision of the Board of Directors alone.

Art. 3. Duration of the organisation

The association is founded without limit of time.

Art. 4. Rules and Regulations

For matters not included in these Statutes, the association establishes its own rules and regulations.

II. Aims of the Association

Art. 5. Principle of non-discrimination

The association shall be non-political and without religious or philosophical affiliation.

Alzheimer Europe and its member organisations promote a policy of non-discrimination and welcome the participation of all, regardless of gender, racial or ethnic origin, religion or belief, disability, age or sexual orientation.

Art. 6. Aims

Alzheimer Europe is a voluntary organisation whose purpose is to enhance the dignity, respect and self-determination of the person with dementia and his/her family and other supporters throughout the course of the disease and to improve the quality of life, the care and treatment of people with dementia, their families and their carers through collaboration amongst its members.

Alzheimer Europe fully commits to promoting the rights of people living with dementia. These rights are universal, and guaranteed in the European Convention of Human Rights, the Universal Declaration of Human Rights, the International Covenants on Economic, Social and Cultural Rights and Civil and Political Rights, and the United Nations Convention on the Rights of Persons with Disabilities.

Alzheimer Europe affirms that every person living with dementia has:

- The right to a timely diagnosis;
- The right to access quality post diagnostic support;
- The right to person-centred, coordinated, quality care throughout their life;
- The right to equitable access to treatments and therapeutic interventions;
- The right to be respected as an individual in their community.

Alzheimer Europe sees its mission as changing perceptions, policy and practice in order to improve the lives of people affected by dementia.

Alzheimer Europe will achieve this mission by

1. providing a voice to people with dementia and their carers
2. making dementia a European priority
3. changing perceptions and combating stigma
4. raising awareness of brain health and prevention
5. strengthening the European dementia movement and
6. supporting dementia research.



Alzheimer Europe Statutes

With changes adopted at Annual General Meeting in Bucharest on 17 October 2022

Art. 7. Other activities

Alzheimer Europe may take any action which is directly or indirectly related to its aims.

The organisation will have the possibility to develop the above-mentioned activities par means of the creation of one or several separate entities with a similar statutory purpose.

III. Membership - Conditions of Admission - Disqualification

Art. 8. Full member organisations

The membership of *Alzheimer Europe* shall consist of national organisations of and for people with dementia, their families and their carers. The number of members of the organisation will be of at least three members at any time. Present members of the organisation are the following entities:

- Alzheimer Angehörige Austria (Obere Augartenstraße 26-28 Vienne 1020 Autriche) ;
- Alzheimer Nederland (Kosterrijland 3 Postbus 183 Bunnik 3980 CD Pays-Bas) ;
- Alzheimer Scotland (22 Drumsheugh Gardens Edinburgh EH3 7RN Royaume Uni) ;
- Alzheimer Society of Ireland (Alzheimer House 43 Northumberland Avenue Dún Laoghaire, Co. Dublin Irlande) ;
- Alzheimer Vakfi (Halaskargazi Caddesi no. 115/4 Harbiye Istanbul Turquie) ;
- Alzheimerforeningen (Sankt Lukas Vej 6,1 Hellerup 2900 Danemark) ;
- Alzheimerföreningen i Sverige (Box 197 Karl XII gatan 1 Lund SE 221 00 Suède) ;
- Alzheimer-keskusliitto (Luotsikatu 4 E Helsinki FIN -00160 Finlande) ;
- Alzheimer's Society (Gordon House 10 Greencoat Place London SW1P 1PH Royaume Uni) ;
- APFADA (Avenida de Ceuta Norte Quinta do Loureiro Lote 1, lojas 1 e 2 Lisbon 1350-410 Portugal) ;
- Association Alzheimer Suisse (8E, rue des Pêcheurs Yverdon-les-Bains 1400 Suisse) ;
- Association Luxembourg Alzheimer (BP 5021 L-1050 Luxembourg) ;
- CEAFA (Confederacion) (C/ Pedro Miguel Alcatarena nº 3 Pamplona / Navarra 31014 Espagne) ;
- Ceska Alzheimerovska Spolecnost (Centre of Gerontology Simunkova 1600 Prague 8 182 00 République Tchèque) ;
- Demensförbundet (Drakenbergsgatan 13 nb Stockholm 117 41 Suède) ;
- Deutsche Alzheimer Gesellschaft (Friedrichstr. 236 Berlin 10969 Allemagne) ;
- Federazione Alzheimer Italia (Via Tommaso Marino 7 Milan 20121 Italie) ;
- Fundacion Alzheimer Espana (Pedro Muguruza 1 6c Madrid 28036 Espagne) ;
- Greek Association of AD and related Disorders (petrou sindika 13 Thessaloniki PS54643 Grèce) ;
- Jersey Alzheimer's Association (Town Hall, seal St. Saint-Hélier JE4 8PU Jersey) ;
- Ligue Nationale Alzheimer Liga (16-18 Rue Sainte Catherine Bruxelles B-1000 Belgique) ;
- Malta Dementia Society (University of Malta, room 135 Departement of Pharmacy Msida Malte) ;
- Nasjonalforeningen Demensforbundet (Oscargt. 36A Postboks 7139 Majorstua Oslo 0370 Norvège) ;
- Pancyprian Alzheimer Association (Stadiou Street 31A Larnaca 6020 Chypre) ;



Alzheimer Europe Statutes

With changes adopted at Annual General Meeting in Bucharest on 17 October 2022

- Polish Alzheimer's Association (E.Plater str. 47 Varsovie 00-118 Pologne) ;
- Slovak Alzheimers Society (Dubravaka 9 Bratislava 84246 République Slovaque) ;
- Societatea Alzheimer (Bd. Mihail Kogalniceanu 49 Sc. A, et. 1, apt. 8, sector 5 Bucharest 70603 Roumanie) ;
- Union Nationale des Associations Alzheimer (21, bd Montmartre Paris 75002 France).

Organisations may apply for full membership of *Alzheimer Europe*:

1. which are non-profit organisations that are registered as such in their own country,
2. whose main object is the support and care of people with dementia and their carers,
3. which are willing to co-operate with other organisations within Alzheimer Europe,
4. which are independent of governments, political parties and economic pressure groups,
5. which are acting within the voluntary sector.

Furthermore, full member organisations of *Alzheimer Europe* shall abide by the following principles:

1. Inclusion: People with dementia, their families and their carers shall be adequately represented in the governing bodies of full member organisations.
2. Transparency: Full member organisations shall disclose their sources of funding and make available annually their audited financial accounts.

In principle, a country will be represented by only one full member organisation. Nevertheless, under exceptional circumstances laid down in the rules and regulations, a country can be represented by more than one full member organisation.

Full membership is open to organisations which are established in a country of the World Health's Organization's European Region or which is a member of the Council of Europe.

Art. 9. Provisional Members

Organisations which have applied for full membership and do not fulfil all the criteria for full membership may be granted provisional membership as laid down in the rules and regulations.

Art. 10. Procedure for admitting new members

Each candidate for admission shall submit to the Board of Directors an application for membership. The rules and regulations of the association determine which documents will have to be submitted with the application. Such application shall be placed before the next meeting of the Board for consideration.

Any candidate for membership may be admitted on the recommendation by the Board, by a two thirds majority vote of the full members present or represented at a General Meeting of the members of the association. The decisions of the General Meeting need not be justified and cannot be challenged. Any application which has been rejected may be re-submitted.

Art. 11. Membership fees

The membership fee shall be determined annually at the General Meeting. Members are committed only to payment of this fee.

The maximum amount of the annual membership fees per member shall not exceed EUR 10,000.- or its equivalent in any other foreign currency.

Membership fees are payable on 31 March of each year. If any member has not paid the membership fees for the current year beginning by the time of the General Meeting, the right of any such defaulting member to vote by delegate or proxy shall be suspended.

Any member remaining in arrears on 31 December in the relevant year shall cease to be a member of *Alzheimer Europe* except by special decision by the Board.

Art. 12. Termination of membership

Membership may be terminated:

- voluntarily by any member giving three months' notice;
- automatically if a member has not paid its membership fee in due time having received notice three months' prior to the disqualification date;
- by a General Meeting of the members of the association if a member contravenes these statutes or no longer meets the conditions laid down in Article 8. Any such decision of the General Meeting must be made by a two thirds majority vote of the full members present or represented.

Any member which has resigned or been disqualified shall not be entitled to any repayment of membership fees.

IV. General Meetings

Art. 13. Notice of meetings

A General Meeting of the association shall take place annually. The place, date and time of the meeting shall be determined by the Board. Notice of meetings shall be sent at least 30 days prior to the date of the meeting. The notice shall include the agenda for the meeting and a call for proxies, where required.

Items for inclusion on the agenda shall be so included with the approval of a simple majority of the members of the Board. Items for inclusion proposed by at least one fifth of the members of the association shall be included if submitted in writing and received at least one week prior to the General Meeting.

An Extraordinary General Meeting of the association shall be convened on the written request of one fifth of the full members of the association. Notice of such meeting shall be sent at least 30 days prior to the date of the meeting and shall state the reason for the meeting being called.

Art. 14. Voting rights

The full members in general meeting constitute the governing body of the association. The Chairperson of the Board or in his/her absence another office bearer shall preside over the meeting. Each full member, which has paid its membership fee shall have one vote. Provisional members may be represented at General Meetings, but have no vote.

Art. 15. Powers of full members

The full members in general meeting shall have power to:

1. agree the general policy of the association,
2. elect the Chairperson, Vice-Chairperson, Secretary and Treasurer and the other members of the Board of Directors,
3. endorse budgets, adopt accounts and appoint auditors,
4. conduct any business which has been duly notified,
5. adopt and amend the rules and regulations of the association,
6. fix the membership fees of full and provisional members,
7. disqualify members in accordance with article 12,
8. amend these statutes in accordance with article 18,
9. dissolve the association voluntarily in accordance with article 19.

Art. 16. Proxies and quorum

Full members of the association may be represented at a General Meeting by any other full member of the association which must be the bearer of a written proxy.

The Chairperson is the sole judge of the validity of a proxy and his (or her) decision shall be final and binding.

Decisions of a General Meeting shall be valid only when half or more of the full members are present or represented by proxy.

Art. 17. Decisions and minutes

Unless otherwise stipulated in these statutes, decisions shall be made by a simple majority of votes. If there is a tie, the Chairperson has a casting vote.

Minutes of the General Meeting shall be circulated no later than one month after the meeting and shall be approved by e-mail or fax and signed electronically by members within three months of the meeting.

The signed minutes shall be kept at the registered office of the association where they may be consulted by members.

V. Amendment of the Statutes - Dissolution of the Association

Art. 18. Amendment of the statutes

Any proposal for the General Meeting to amend these statutes must originate with the Board of Directors or at least half the members of the association.

The Board shall inform all members in writing of the proposals to be discussed no less than 30 days before the General Meeting convened for either of the above purposes.

For these decisions, the General Meeting may only make a valid decision if not less than two thirds of the full members are present or represented by proxy. A decision may only be reached with a majority of not less than two thirds of the votes cast.

If at least two-thirds of the members are not present or represented at the first meeting, a second meeting can be called and may deliberate whatever the number of members present. In this case, the decision will be subject to approval by a Luxembourg civil court.

However, if the amendment relates to one of the objects for which the association was formed, the foregoing rules are amended as follows: a) The second meeting shall be duly constituted if at least half of its members are present or represented b) the decision may be made in one or the other meeting, if it is approved by a majority of three quarters of the votes c) if, in the second meeting, two-thirds of members are not present or represented, the decision must be approved by a Luxembourg civil court.

Art. 19. Dissolution of the association

Any proposal for the General Meeting to dissolve the association must originate with the Board of Directors or at least half the members of the association.

The General Meeting may only dissolve the association if two-thirds of its members are present or represented. If this condition is not met, a second meeting may be called to validly deliberate regardless of the number of members who are present. Dissolution shall not be allowed unless it is approved by a two-thirds majority of members being present.

Any decision declaring the dissolution, taken at a meeting which does not meet the two-thirds of the members of the association shall be further approved by a Luxembourg civil court.

In the case where the dissolution of the association is voted by the General Meeting, this latter shall also appoint a liquidator, determine his powers and decide how the net assets of the association shall be distributed, taking into account that any beneficiary must have aims the same as or similar to those of the association.

VI. Board of Directors

Art. 20. Composition.

The Board of Directors shall be comprised of the four office bearers, as well as up to eight further members directly elected by a General Meeting.

The Chair of the European Working Group of People with Dementia and the Chair of the European Dementia Carers Working Group are ex-officio members of the Board of Directors with full voting rights.

All directors must be members of full member organisations of Alzheimer Europe.

Art. 21. Election and nomination of candidates

Members of the Board of Directors are elected by a General Meeting for two years with the exception of the Chairpersons of the European Working Group of People with Dementia and the European Dementia Carers Working Group.

The following procedure applies:

1. Two months before an Annual General Meeting at which elections to the Board of Directors will take place, the Executive Director sends an application form to all full members asking for candidates.
2. Only a legal representative of the full member organisation is entitled to put forward a candidate and must return the signed application form no later than 28 days before the Annual General Meeting.
3. Each application form shall also be signed by the proposed candidate who shall declare his/her willingness to take on the position if elected.
4. Only one candidate can be put forward by each full member organisation.

The application form for candidates to the Board of Directors constitutes an Appendix to the Rules and Regulations.

Art. 22. Confirmation of candidates without formal elections

1. Before any election to the Board of Directors, the Annual General Meeting declares the number of vacancies to be filled.
2. If there is only one candidate for any of the office bearers, that candidate is deemed elected for the position in question, unless more than a quarter of members present or represented ask for a secret ballot.
3. If there are the same number of candidates as there are vacancies for the remaining posts on the Board, these candidates are elected, unless more than a quarter of members present or represented ask for a secret ballot.

Art. 23. Secret ballots

A secret ballot takes place if:

- a) there are more candidates than vacancies,
- b) more than a quarter of members present or represented so request.

For a secret ballot, the following procedure applies:

1. Each full member organisation has as many votes as there are vacancies.
2. Any ballot paper with more votes than there are vacancies is void.
3. The ballot papers will be counted by the Executive Director assisted by two members of the Annual General Meeting who are not themselves candidates for election.
4. The ballot papers will be counted in the following order: Chairperson, Vice-Chairperson, Secretary and Treasurer.

5. A list of the votes each candidate has received will be drawn up and read to the Annual General Meeting.

Art. 24. Election of the office bearers

1. For the elections of Chairperson, Vice-Chairperson, Secretary or Treasurer, that candidate is elected who has received the most votes.
2. If there is a tie between candidates, a second ballot between these candidates takes place. Should this vote lead to a second tie, a draw will decide which one of the candidates is elected.
3. If there is only one candidate for any of the office bearers and a secret ballot has been requested, the candidate is only elected if he/she receives more than half of the votes. Should this not be the case, the General Meeting shall be adjourned for at least an hour. Full members may propose other candidates for the vacant position when the General Meeting reconvenes. Full members may not nominate an already elected member of the Executive Committee to this position. If an already elected Board member is elected to the vacant position of the Executive Committee, his/her position on the Board shall remain vacant until the next election unless filled by co-option.

Art. 25. Election of other members of the Board

1. Elected to the Board are those members who have received the most votes up to the number of seats declared vacant by the Annual General Meeting.
2. If there is a tie for the last place, a second ballot between these candidates takes place. Should this vote lead to a second tie, a draw will decide which one of the candidates is elected.
3. If there are as many candidates as vacancies and a secret ballot has been requested, only those candidates will be elected who have received more than half of the votes. Positions on the Board which are not filled due to this process shall remain vacant until the next election.

Art. 26. Termination and suspension of a Director's appointment

The appointment of a Director may be terminated by the General Meeting by the decision of not less than two thirds of the full members present or represented.

The appointment of a Director may be suspended by the Board of Director on a two thirds majority

- if a Director is no longer a member of a full member organisation of Alzheimer Europe,
- if a Director fails to attend three consecutive Board meetings,
- if a Director has contravened the conflict of interest policy of the organisation following the procedure set out in the Rules and Regulations.

Such suspension will need to be confirmed by the next General Meeting.

The Board may co-opt a director in emergency cases. Such co-option will need to be confirmed by the next General Meeting.

Art. 27. Meetings

The Board of Directors shall meet at least twice a year. The meeting shall be convened by special notice from the Chairperson, the Secretary or the Executive Director.

Art. 28. Powers

The Board shall exercise all policy and administrative powers, as determined by a General Meeting. The Board may delegate any of its functions to a sub-committee or working group.

The Board shall consider all requests submitted by the members of the association. The Board shall prepare a budget and determine the priorities of the association for the consideration and approval of a General Meeting.

All contracts to be signed and all financial transactions to be approved on behalf of the association shall be signed or approved by the Chairperson and one other Director.



Alzheimer Europe Statutes

With changes adopted at Annual General Meeting in Bucharest on 17 October 2022

Nevertheless, a proxy signed by half or more of the members of the Board of Directors may entitle one of its members or an appointed Executive Director to sign on behalf of the association.

All legal actions shall be followed up by the Board of Directors, who may delegate the responsibility to any director or other qualified representative.

Art. 29. Proxies and quorum.

The Board may make valid decisions if half of its members are present or represented.

Directors may be represented at meetings by any other Director who must be the bearer of a written proxy. The Chair of the European Working Group of People with Dementia and the Chair of the European Dementia Carers Working Group may be represented by another member of the Working Group who must be the bearer of a written proxy.

The Chairperson is the sole judge of the validity of a proxy and his (or her) decision shall be final and binding.

The decision of the Board shall be made by a simple majority of the votes of those present or represented. In the case of a tied vote, the Chairperson shall have a casting vote

VII. Financial Regulations

Art. 30. Budgets and accounts

The financial year shall close on December 31.

The Annual General Meeting shall appoint an auditor to examine and verify the accounts.

The accounts shall be available for perusal to all members at the registered office and shall be made available to the public.

Every year, the Board of Directors shall submit the accounts to the General Meeting for approval. At the same time the budget for the next year shall be submitted for endorsement.

Art. 31. Gifts and loans

The association may receive gifts and loans, on the condition that these do not violate its independence and its rights to determine its priorities.

VIII. Other Regulations

Art. 32. Executive Director

The Board of Directors may appoint an Executive Director. The Executive Director will not be regarded as representing a member organisation and will not be entitled to vote. He/She shall attend all meetings of the Board of Directors.

The duties of the Executive Director will be stated in a job description agreed by the Board of Directors.

Art. 33. Decisions without face-to-face meetings

For the purpose of these statutes, e-conferences are considered as meetings at which valid decisions may be taken as long as all other statutory requirements for notice of meetings and quorums are met.

Art. 34. Voting procedures without formal meetings

When it is deemed impractical by the Board of Directors to convene a General Meeting, a meeting of the Board or one of its sub-committees, the members of the respective meeting may be asked to vote electronically, by mail, fax or by e-mail. Any such decisions will only be valid as long as the statutory requirements for notice and quorums are met.

Art. 35. European Working Group of People with Dementia

Alzheimer Europe will set up a European Working Group of People with Dementia comprised of people with dementia nominated by the member organisations of Alzheimer Europe. The



Alzheimer Europe Statutes

**With changes adopted at Annual
General Meeting in Bucharest on 17
October 2022**

composition and terms of reference of this Working Group will be determined in the Rules and Regulations of the organisation.

Art. 36. European Dementia Carers Working Group

Alzheimer Europe will set up a European Dementia Carers Working Group comprised of carers, relatives and supporters of people with dementia nominated by the member organisations of Alzheimer Europe. The composition and terms of reference of this Working Group will be determined in the Rules and Regulations of the organisation.