



MENTAL HEALTH EUROPE – SANTE MENTALE EUROPE aisbl
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REVISED STATUTES

I. NAME AND STATUS

Article 1

Mental Health Europe-Santé Mentale Europe aisbl, hereafter referred to as “the Association” or “MHE-SME (aisbl) has been constituted and incorporated as a not for profit international association in accordance with the provisions of Title III of the law of 27 June 1921 on the not for profit associations, foundations and international not for profit associations.

The registered office of the association is established in Belgium and is currently located at Boulevard Clovis 7, 1000 Brussels. The registered office may be transferred to any other place in Belgium by decision of the Board published in the annexes of the Belgian Official Journal (Moniteur Belge) within 1 month following the decision.

The duration of the association is unlimited.

II. AIMS AND OBJECTIVES

Article 2

MHE-SME’s aim is to promote mental health, to prevent mental illness and to protect and advance the interests of all people with mental health problems, persons at risk, and their relatives and families.

MHE-SME’s values are based on dignity and respect, equal opportunities, freedom of choice, anti-discrimination, democracy and participation.

MHE-SME’s objectives will be achieved through:

- contacts with and lobbying of the relevant institutions and consultative bodies of the EU, WHO and Council of Europe;
- promotion of mental health care in Europe and protection of the rights of people with mental health problems and supporting the users of mental health services to have a voice in the planning and management of the services;
- co-operation and dialogue with all the stakeholders as users, families, carers, professionals media, service providers, employers, civil society, etc;
- preparation and publication of Newsletters, information bulletins and all other relevant

- documents;
- organisation of meetings, conferences, seminars and/or participation in these;
 - promotion of national co-ordinating groups in the European countries;
 - undertaking such additional activities as shall further the aims of MHE-SME.

MHE shall also defend the interests of its member organisations called upon by them to do so at the European level.

MHE shall further the interests of the World Federation for Mental Health in Europe, as far as they are in accordance with MHE-SME's objectives and rules.

III. MEMBERSHIP

Article 3

The Association shall have three membership categories:

- full membership;
- associate membership;
- individual membership.

The rights and obligations of the members shall be set forth in these statutes and in the internal rules.

Membership of all categories shall be by written application to the Secretariat of the Association who will transmit to the Membership Accreditation Committee for scrutiny, according to the procedures determined in the Statutes and Internal Rules.

Members may at any time request a change in the category of their membership following the rules set out for admission to the relevant category.

Article 4 – Full members

Full members are all European, national, regional or local organisations active in the field of mental health in Europe, which wish to fully participate. They must have legal status conform to the laws and customs in their own country.

Full members have complete membership of the Association. They set the policies, guidelines and priorities and make ongoing contribution to its activities.

They have full voting rights and the right to stand for election to the Board and other organisational structures of the Association.

Full members shall be informed and consulted on ongoing basis about the activities of the Association.

Article 5 – Associate members

Associate members are all European, national, regional or local organisations active in the field of mental health in Europe, which wish to support the Association. They must have legal status conform to the laws and customs in their country.

Associate members have neither voting rights nor the right to stand for election.

Article 6 – Individual members

Individual members are all physical persons resident in Europe, who wish to support the Association.

They can stand for election as Voting Individual Member at the General Assembly. The number of Voting Individual Members will be limited to one fifth of the number of Full members.

Article 7

All members will be required to pay a fee or subscription as determined by the General Assembly of the Association. Reduction or waiving of the fee is possible as foreseen in the Internal Rules.

All members shall adhere to the Association's Statutes and Internal Rules.

Decisions relevant to European Union matters, shall be made only by members from the European Union Member States.

Members may terminate their membership at any time by notice of resignation to the Board of MHE-SME.

The Board of MHE can terminate the affiliation of a member by simple resolution. An appeal against termination may be made to the General Assembly whose decision is final.

IV. STRUCTURE

Article 8

MHE-SME shall have the following organisational structure:

- the General Assembly;
- the Board;
- the Executive Committee;
- the Membership and Accreditation Committee.

They are assisted in their work by the Secretariat of the Association.

Article 9 - the General Assembly

The General Assembly is composed of all the Full members and the Voting Individual Members, as defined in the Internal Rules. All other members may attend the General Assembly but will have no voting rights.

Those members who have not paid the membership fee of the previous year will have no voting rights.

Voting members may be represented by another member nominated as their proxy.

The General Assembly is the highest authority of the Association and is responsible for formulating the Association's policy.

It shall have power to:

- set the policy and priorities of the Association on recommendation of the Board;
- elect and revoke the Board members;
- approve the accounts and budget of the Association;
- fix the annual membership fee on proposal by the Board;
- appoint internal auditors;
- approve the annual work programme on proposal by the Board;
- approve the annual report;
- approve the modification of the Statutes and Internal Rules;
- dissolve the Association;
- admit and exclude members;
- grant discharge to the Board members.

The General Assembly shall be convened annually by the President, by e-mail and postal mail. The invitation shall mention the Agenda, together with the venue and date of the meeting, and shall be sent to all members, not less than 30 days before the date of the General Assembly. The Agenda shall contain any item submitted in written to the Executive Committee by any delegate of the General Assembly.

An extraordinary General Assembly may be called by the President, or in his absence by the Vice-President, or on written request of two third of the Board members, or upon request of one fifth of the full members of MHE-SME.

A quorum for the conduct of business of the General Assembly shall be 51 % of the voting membership, either attending or represented.

Decisions shall be reached by simple majority of the voting members, either attending or represented.

An exception is made for decisions regarding modification of the Statutes or dissolution of the Association, which require a two third majority of the votes present or represented.

Voting by proxy is allowed provided that delegates shall have only two proxies.

The General Assembly will be chaired by the President or Vice-President.

The procedures of deliberations and decision making in the General Assembly shall be set forth in the Internal Rules.

The deliberations of the General Assembly are entered in a register, and signed and kept at the registered office of the Association at the disposal of the members.

Article 10 - the Board

The Board is composed of 15 members of which maximum one fifth are elected from the list of Voting Individual Members.

The Board of the Association is the body elected by the General Assembly to develop a strategy for implementing the Association's policy and to carry out such further specific duties as may be delegated by the General Assembly.

The Board of the Association shall include members from at least eight different European countries.

Each country can only have 2 representatives on the Board.

The Board shall be convened by the President. The agenda, together with the venue and date of the meeting shall be sent by e-mail not less than 30 days before the date of the meeting.

Decisions of the Board shall only be legally binding when at least 51 % of its members are in attendance or represented.

The Board shall have the following powers;

- prepare the annual work plan;
- prepare the annual budget and accounts;
- supervise the finances and manage the association;
- decide on membership applications according to the procedure established in the Internal Rules;
- exclude members;
- appoint and dismiss the Director;
- determine the seat of the association;
- and all powers conferred by the General Assembly.

The Board shall have power to co-opt additional members with special interests or skills of value to the Association. They shall have no voting rights.

The Board members shall make every effort to decide by consensus.

Should this not be possible, then the Board will decide by majority of its members, not counting abstentions.

In the event of equal voting the President shall have a casting vote.

Board membership shall be for 3 years. Board members can stand for re-election.

No member shall receive remuneration for acting in the capacity of Board member.

The Board members may receive reimbursement of expenses incurred on approved business of the Association.

Article 11 - the Executive Committee

The Board shall elect from its membership the five members of the Executive Committee:

- a President;
- a Vice President;
- a Treasurer;
- a Secretary;
- a fifth member without portfolio.

The Executive Committee members are elected for the same period as the Board members.

They shall have the following powers:

- daily management of the Association;
- supervision of the work of the Secretariat;
- appointment and dismissal of staff members;
- preparation of the Board meetings and execution of the decisions taken by the Board;
- all other powers conferred by the General Assembly or Board.

The Executive Committee members are accountable to the Board.

The Executive Committee meets at least 3 times a year. When required, decisions may be taken by written procedure.

Article 12 – the Secretariat/Director

The Secretariat is based at the registered office of the Association.

The Secretariat shall be accountable to the Executive Committee.

The Secretariat's role is to implement the decisions made by the governing bodies. Its tasks and powers will be laid down in the Internal Rules.

The Director is responsible for the co-ordination of the Association. He/she shall represent the Association in the daily management as defined in article 14.

Without prejudice to the other tasks, the Director shall have full operational and administrative responsibility and shall manage the staff. He/she shall assist the meetings of the Executive Committee, Board and General Assembly.

The members of the Executive Committee are responsible for the recruitment procedure; the nomination shall be approved by the Board.

V. MEMBERSHIP AND ACCREDITATION COMMITTEE

Article 13

The Membership and Accreditation Committee (MAC) shall consist of five representatives of the membership elected by the Board.

Their term of office shall be three years. Members can stand for re-election.

They shall meet once a year, and work by written consultation in between.

The rules for their election and the working rules will be set out in the Internal Rules.

They shall have the following tasks:

- make recommendations to the Board regarding new candidatures and applications to the change of category
- exercise a permanent review of the Statutes and objectives of the member organisations, in order to ensure that they comply with the membership criteria;
- make recommendations for reducing or waiving the membership fee.

VI. REPRESENTATION VIS-À-VIS THIRD PARTIES

Article 14

The Association shall be validly represented vis-à-vis third parties by the President acting individually, or by the Vice President and another member of the Executive Committee acting jointly, or by two Board members acting jointly.

Legal proceeding either as plaintive or defendant shall be conducted by the Executive Committee represented by the President or two Executive Committee members.

Within the framework of the daily management, the Association shall be validly represented vis-à-vis third parties by the Director.

In addition, the Association shall be validly represented by a proxy holder, duly mandated by the President or two Executive Committee members, and within the framework of the daily management by the Director.

VII. FUNDING AND FINANCE

Article 15

The financial year of the Association shall run from 1 January to 31 December.

Sources of income shall include:

- membership fees;
- subventions from the European Union, the Council of Europe and other governmental and intergovernmental bodies;
- donations;
- grants from charitable foundations;
- fundraising, sponsorship and other activities;
- income from work undertaken by MHE-SME necessary for the realisation of the non-profit objectives of the Association.

Subsidies from the European Union shall be used as permitted by EU rules.

VIII. MODIFICATION OF THE STATUTES OR DISSOLUTION OF THE ASSOCIATION

Article 16

Any proposal to modify the Statutes or to dissolve the Association must come from the Board or from at least two-thirds of the delegates entitled to speak and vote at the General Assembly.

The Board must inform the members of the Association at least two months in advance of the proposal, and the date of the General Assembly which shall have to decide.

The requested modifications cannot be taken into consideration by the General Assembly unless they were distributed formally with the invitation.

Any decision to modify the Statutes shall be taken by a two-thirds majority of the voting members present or represented.

Amendments to the Statutes will be effective after fulfilling the formalities required by article 50 § 3 of the law of 27 June 1921, and publication in the annexes of the Moniteur Belge conform article 51 § 3 of the same law.

Article 17

The decision on the dissolution of the Association can only be take by the General Assembly following the same conditions foreseen for modification of the Statutes.

If the Association has to be dissolved, the General Assembly shall appoint two liquidators from the voting members and determine their powers.

In the event of net assets after liquidation, the General Assembly will decide on the devolution to another not for profit organisation.

IX. LANGUAGE

Article 18

The language used for all official documents shall be French when required by Belgian law.

The working languages of the Association shall be English and French.

Taking into account MHE-SME's financial possibilities, the most relevant final documents of the organisation will also be translated in German.

X. TRANSITIONAL PROVISIONS

Article 19

Once the current statutes have been officially registered according to Belgian law, a general membership review, which will need to be completed within six months, will be undertaken.

The membership review will be undertaken by the Association's Membership and Accreditation Committee.

XI. MATTERS NOT COVERED BY THESE STATUTES

Article 20

Matters not covered by these Statutes shall be settled according to Title III of the Belgian law of 27 July 1921 on the not for profit associations, the foundations and the international not for profit associations.

Brussels, 4 June 2005.