

EUROPA DONNA- The European Breast Cancer Coalition
Revised Version voted on and approved at General Assembly 27 October 2019 to
take effect immediately.

CONSTITUTION

PREAMBLE

Breast Cancer is one of the most common malignant diseases of women all over the world and particularly in the U.S. and Europe. Special attention must be given to breast cancer, since it is the major cause of death of women in specific age groups and also affects men. It is recognised that breast cancer requires a global approach in order effectively to advance treatment, care, education and research. Since hitherto all existing advocacy movements on breast cancer in Europe operate exclusively at a national level, the signatories of this constitution wish to declare their commitment to giving breast cancer a European dimension, facilitating the spread of pertinent information among the different European cultures and enhancing the power of action by European women to gain control of this disease.

Article 1 – NAME, REGISTERED OFFICE, OFFICIAL LANGUAGE AND LOGO

A women's independent international non-profit making organisation called EUROPA DONNA - The European Breast Cancer Coalition (hereinafter called 'the Coalition') shall be set up in conformity with the laws of Italy where the Head Office is currently located as a federation of national groups of voluntary citizens as defined under Article 4 of all European countries as defined by the World Health Organisation (WHO) and any country that is a part of the European Union or a potential candidate for admission. The Head Office could be transferred to another European Union Country which is a member of the Coalition. The official language of the Coalition will be English. Records of Board and General Assembly meetings will also be kept in the language of the country of registration. The coalition's logo is the one hereafter shown:

Article 2 – AIMS

The aims of the Coalition are to raise public awareness of breast cancer, to activate the support of breast cancer issues, to promote solidarity of women throughout Europe to press for and ensure 1) better public and professional education, 2) adequate prevention programmes, 3) appropriate early detection and screening, 4) optimal treatment both physical and psychological, 5) adequate rehabilitation, support and follow up after treatment and 6) the promotion of research in this specific field of oncology. The Coalition represents the interests of European women and men regarding breast cancer to local and national authorities as well as to institutions of the European Union.

The Coalition will stimulate initiatives to give the appropriate priority to breast cancer within European health issues while respecting the cultural difference between countries. The aim will be pursued by organising European campaigns, by encouraging and co-ordinating joint projects of member associations, by providing information through conferences, educational exchanges and acting as a resource for breast cancer information.

The Coalition may affiliate itself at the discretion of the Board and with the ratification of the General Assembly to any other associations, foundations or organisations with similar aims. With agreement of Board and by ratification of the General Assembly the Coalition may also conduct advocacy programmes, similar to those conducted for breast cancer, for other female cancers.

Article 3 – STRUCTURE

The Coalition is a federation of National Groups, hereinafter each called a Forum, which enjoy full administrative and organisational autonomy, but must adhere to the aims and goals established by the Coalition as specified by this Constitution.

Organisations and institutions from countries outside Europe may become affiliated with the Coalition. Individuals who have made an important contribution to the efforts of Europa Donna may be proposed for honorary membership by the Board to the General Assembly for approval. Honorary members have no right to vote.

Article 4 – MEMBERSHIP

Full Membership of the Coalition shall depend on the payment of the annual membership fees and on criteria laid down in art. 6. Full membership is open only to National Fora of countries within the European region as defined by the WHO and any country that is part of the European Union or a potential candidate for admission.

Associate membership is open to National Fora who do not fulfil the criteria for full membership. Associate members may attend the General Assembly but may not vote.

In principle members of Fora will be individuals, philanthropic or scientific bodies, and other organisations all committed to carrying out the aims of the Coalition, advancing its goals, and wishing to commit themselves to the breast cancer cause within a European dimension.

Article 5 – NATIONAL FORA AND DELEGATES

Every European member country will host only one National Forum of the Coalition. The National Fora enjoy full administrative and organisational autonomy. Each Forum shall elect one female National Representative as a main contact for the Head Office. Each Forum shall elect one female National Delegate to the General Assembly. The National Representative and the National Delegate may or may not be the same person. These persons must be fluent in English.

Article 6 – GENERAL ASSEMBLY

The General Assembly of the Coalition shall consist of one National Delegate per country appointed by its National Forum. Only National Delegates of those Fora who have paid their annual fees shall have voting rights at the General Assembly and carry one vote per country.

The General Assembly shall hold the full range of powers allowing it to carry out the aims of the Coalition. The General Assembly shall meet not less than once every second year at the Head Office or at the location indicated in the notice, chaired by the President of the Coalition.

The meeting shall be convened by letter or electronic mail (e-mail) sent with 60 days advance notice together with a call for nomination of candidates for election to the Board. The number of vacancies and their nature must be specified. Extraordinary General Assembly meetings may be called by a majority of the Executive Board or by 51% of the National Delegates to the General Assembly.

National Delegates are entitled to forum representation by another member of their own country forum by simple letter of authorisation. All voting members as well as those country members holding the proxy letter must attend the General Assembly and vote in person. No member may hold more than one mandate beyond her own. The quorum for Ordinary General Assembly Meetings is set at 51% of the National Delegates. If there is no quorum, the convocation convened for the second time but within 30 days shall be legally quorate whatever the number of members present or represented. In both cases all resolutions shall be taken by simple majority.

Amendments to this Constitution can be decided by General Assembly meetings provided that the content of such amendments is clearly indicated in the General Assembly agenda which has been distributed to the National Fora at least 30 days in advance

Resolutions by the General Assembly shall be written in a record signed by a secretary appointed by the General Assembly and by the President and will be kept by the Secretariat at the Coalition's headquarters.

Article 7 – EXECUTIVE BOARD

The Coalition shall be run by an Executive Board elected from among National Delegates by the General Assembly comprising a minimum of seven members and not more than nine members, one of whom must be a National Delegate of the

country of registration of the Coalition. Not less than three members shall have had breast cancer.

The period of service shall be 3 years and Board members may be re-elected for one additional 3 year term. After six consecutive years of service there must be a 2-year interval before further re-election.

The Executive Board shall elect from their number a President, thereafter a Vice-President and a Treasurer.

The President may only serve one three year term as President, but she may serve a total of six years as a Board member. In extraordinary circumstances the Executive Board may vote to extend the term of the President for a fourth year. If the President chooses not to run for a second term as Board Member or has already served two 3-year terms she may remain on the Board for one additional year in a non-voting role as Past President.

Other officers are elected for three year terms and may be re-elected during their six years of service.

All terms begin on 1 January of the year following the election. The Italian Delegate is designated by the Italian forum for a period of 3 years starting 1 January of the year following her designation by ED Italy, and is eligible to be designated for a second 3 year term for a total of 6 years. After that time, a new delegate must be appointed so that the term limits for the Italian delegate are the same as for the elected National Delegates. As the Italian delegate is not elected she is not eligible to run for an officer position on the Board. It is understood that should the Coalition change its country of registration and Head Office of Europa Donna be moved to another country, ED Italy would no longer be eligible to designate a delegate to the Board.

In case of resignation of a Board member, the Board is entitled to fill the vacancy by co-option.

Article 8 – FUNCTIONS OF EXECUTIVE BOARD

The Executive Board shall meet at least twice a year. The meetings will take place following a written convocation by the President sent at least thirty days before the established date. The Board can also be convened whenever the President considers it necessary or when a minimum of two board members require so by writing to the President. Resolutions shall be made by simple majority provided that the majority of board members are present. The President has the casting vote.

Special resolutions of the Executive Board shall be written in a record signed by the President of the Board and one other member present.

The Executive Board shall have all powers of management and administration subject to General Assembly attributions.

The Executive Board may delegate the daily administration of the Coalition to one or several of the Board Members and may give special and/or determined powers to one or more members. The President or in her absence or incapacity the Vice-President or one other Board member, have all powers necessary for Ordinary and Extraordinary management of the Coalition. The President, in particular, shall legally represent the Coalition, with separate signature, and shall have the power to appoint appropriate legal representatives.

The Executive Board may also employ and pay a person or persons of choice necessary to organise or carry out the work of the Coalition.

The Executive Board may establish Working Committees as necessary and whose actions must be approved by the Executive Board.

The President, or the Vice President and one other Board member, in consultation with the Board, shall take all legal actions with due care and attention, both as plaintiff or defendant within their mandate.

Article 9 – COLLECTION AND MANAGEMENT OF FUNDS

The Coalition as defined in article 1 undertakes no fundraising campaigns to the general public but instead seeks funds through membership related fees, grants and sponsorship.

Each National Forum is financially autonomous. Each forum is responsible for conducting all of its activities according to the laws applicable in its country. The Coalition is not responsible for any legal or financial, obligations incurred by any National Forum, nor can it be held responsible for any inappropriate activity or fund raising carried out by any forum of the Coalition.

National Fora have an obligation to contribute to the costs of the Coalition through payment of an annual membership fee. The level of these contributions will be fixed by the Executive Board who will delegate the Treasurer to collect the fees.

Article 10 – BUDGETS AND ACCOUNTS

The financial period shall end every year on 31 December. The Board shall annually prepare budget and accounts and final balances.

The accounts of the Coalition shall be independently audited. Financial movements outside the budget must be agreed by a majority of the Board on the recommendation of the Treasurer.

Article 11 – DISSOLUTION

Any proposal whose aim is to dissolve the Coalition must arise from the Executive Board or 51% of the members of the General Assembly and be approved by an extraordinary General Assembly.

At least 30 days in advance, the President must inform the National Delegates of the date and the agenda of the Extraordinary General Assembly.

No decision concerning dissolution of the Coalition shall be adopted unless voted for by two-thirds of the total voting membership of the General Assembly.

However, if within 30 days this General Assembly cannot call on two-thirds of its members, a new General Assembly shall be convened. This shall pass a final and valid ruling on the proposal in question by a majority of two-thirds of its members whatever the number of members present or represented.

The Executive Board shall lay down for approval by the General Assembly the method for dissolving and liquidating the Coalition

Article 12 – GENERAL PROVISIONS

Any member of the Coalition who ceases, for any reason, to be a member of the Coalition shall have no claim on the patrimony.

Anything not provided for by the constitution shall be governed in conformity with the laws of the country of registration.

The Coalition's officers and Board members, except for those persons hired under provision of Article 8, will receive no fee for their activities.