



*STATUTES OF THE EUROPEAN COUNCIL OF OPTOMETRY AND OPTICS
(ECOO)*

This version dated 13 May 2023 shall replace in entirety all previous versions and incarnations of the Statutes (formerly Memorandum and Articles of Association).

Art.	I. NAME, LEGAL BASIS, SEAT AND PURPOSE	
1	The name of the Association is “EUROPEAN COUNCIL OF OPTOMETRY AND OPTICS”, which shall be referred to as ECOO.	Name
2	ECOO is an association according to Art. 60 ff. ZGB	Legal basis
3	The registered office of the Association (“ECOO”) is in Switzerland. ECOO’s directors and service providers may be located wherever ECOO decides.	Seat
4	The statutes are available in English. The language of business including all meetings, documents and correspondence of ECOO is English but German will be used as required for Swiss authorities.	Language
5	<p>ECOO is established for the following purposes:</p> <ul style="list-style-type: none">a) To promote the high standards and the harmonisation of the professional education and professional service to the public within Europe for the professions of optometry and optics. ECOO uses the concept of the World Council of Optometry for the profession of Optometry but recognises that the professions of Optometry and Optics use different titles in different countries and asserts the rights of professionals to use the titles that they have qualified to do so in accordance with relevant local and EU law.b) To act as a representative body for the optometric and optical professions within Europe on all matters involving the application of Treaties of the European Union and European Union Law to those professions. ECOO shall not act in relation to the affairs of the professions of optometry and optics in any state within Europe without the consent or agreement of the national organisations within that state who are members of ECOO.c) To constitute a forum within which the members of ECOO may consult and work together.d) To represent members in their dealings with other organisations in the professions of optometry and optics and with other authorities and third parties.e) To promote the uptake and recognition of the European Diploma in Optometry and European Qualifications in Optics across Europe.	Purpose



II. MEMBERSHIP		
6	<p>a) ECOO is a membership body. Members are national associations. The eligibility criteria and procedures to be followed for new membership applications are stipulated in the Rules of Procedure.</p> <p>b) ECOO does not have a passive membership category or membership for individuals or academic institutions.</p> <p>c) ECOO operates an affiliates scheme for private sector companies, details of which are set out in the Rules of Procedure.</p>	Types
7	<p>a) Upon recommendation of the Executive Committee, the General Assembly has the right to terminate the membership of any member. The rules and procedures for a termination of membership are stipulated in the Rules of Procedure.</p> <p>b) A member of ECOO may cease to be a member by giving written notice, as set out in the Rules of Procedure. The subscription fee is due for the started year.</p>	Termination
III. FINANCES		
8	<p>a) ECOO is financed by annual subscriptions paid by members and affiliates. The rules and procedures governing the subscription fees and payments terms are stipulated in the Rules of Procedure.</p> <p>b) Other sources of finance are acceptable including sponsorship and income from projects.</p>	Membership fees
9	Where a member of ECOO is in financial difficulties they may apply to the Solidarity Fund for assistance with payment of their fees. The details governing the Solidarity Fund are outlined in the Rules of Procedures.	Solidarity fund
10	ECOO shall keep detailed accounts of all funds and transactions, and shall operate bank accounts as applicable. The currency of the ECOO accounts shall be the EURO.	Accounts
11	<p>The income and property of ECOO shall be applied solely towards the promotion of its objects as set forth in the Statutes and no part thereof shall be paid or transferred, directly or indirectly, by the way of dividend, bonus, or otherwise howsoever by way of profit, to members of ECOO provided that nothing herein shall be deemed to prevent any payment or transfer in good faith by ECOO.</p> <p>a) ECOO shall remunerate or reimburse expenses of representatives of ECOO or the Secretariat engaged in work or activities for the furtherance of the objectives of ECOO subject to rules as agreed by the Executive Committee. These shall be available to all members (or their representatives) upon request.</p> <p>b) ECOO may purchase or lease anything deemed necessary furtherance of the objectives of ECOO subject to budgetary considerations.</p> <p>c) ECOO may borrow or invest monies on behalf of the members as is deemed necessary furtherance of the objectives of ECOO subject to relevant local law and subject to approval and oversight of the GA.</p>	Expenditure



12	ECOO's fiscal year is equivalent to the calendar year.	Fiscal year
13	Personal liability of the members for the liability of the association is excluded, for individuals that act on behalf of the association, Art. 55, paragraph 3 ZGB applies ("The acting persons are personally liable for their own indebtedness." The organs are liable for unlawful actions).	Liability
IV ORGANISATION		
14	<p>The organs of the association are:</p> <ul style="list-style-type: none"> a) General Assembly b) Executive Committee c) Secretariat d) Auditors e) Standing Committees 	Organs
15	<p>The General Assembly is a meeting of national delegations of the members of ECOO.</p> <ul style="list-style-type: none"> a) The General Assembly is the highest organ of the association. b) There shall be two General Assemblies held each year, one in Spring and one in Autumn. They shall include a meeting of any standing committees of ECOO. c) The General Assembly shall be called with at least 30 days written notice. Electronic notice is acceptable. d) An extraordinary General Assembly may be called by at least 60 days written notice if requested by at least 20% of the members. Electronic notice is acceptable. e) A General Assembly must have a quorum to transact any business of ECOO, which will be one half of all members eligible to vote to be present or to have provided in writing to the Secretary General the name of a proxy who will vote on their behalf. Where a member has provided a proxy vote, they will be considered to be in attendance. f) Voting of the General Assembly is by simple majority, unless otherwise specified in the Statutes or Rules of Procedures. The rule of one vote per country applies without exception. g) Where a vote is required outside of the General Assembly, voting by circulation including electronic notice is possible and a decision can be made if no dissenting opinions are received. h) The General Assembly has the following competences: <ul style="list-style-type: none"> i. Amendments to the Statutes and any rules of procedure by 2/3 majority ii. Adoption of the annual accounts, auditor reports, membership fees, budget of current year and budget projection for the next year iii. Elections iv. New membership applications v. Redress of Executive Committee decisions vi. Members' motions vii. Dissolution of the association 	General Assembly



16	<p>The Executive Committee consists of the President, President-elect, Immediate Past President, Treasurer, Standing Committee Chairs, Chair of the European Qualifications Board and a maximum of two co-optees. All members of the Executive Committee are directors of ECOO and have full voting rights. The Executive Committee has the authorisation of the members to conduct business for the furtherance of the objectives of ECOO. This may include, but is not limited to:</p> <ul style="list-style-type: none"> a) engaging the services of a professional secretariat. b) arranging (via partnership or otherwise) at least two General Assemblies each calendar year. c) creating and maintaining standing committees as agreed by the General Assembly. d) facilitating the work of committees for the furtherance of the objectives of ECOO. e) facilitating partnerships with other organisations that may assist ECOO in the furtherance of its objectives. f) ensuring that ECOO, and those working for or on behalf of ECOO, are suitably insured and indemnified as applicable. g) making provisions for co-option to the Executive Committee. 	Executive Committee
17	<p>The Secretary General advises the Executive Committee and attends all meetings but does not have a vote. The Secretary General has delegated powers from the Executive Committee to run the day to day activities of the association, take decisions on behalf of the association and make payments to an agreed threshold. The delegated powers and activities of the Secretariat are stipulated in the Rules of Procedure and the description of tasks included in the contract(s) with the service provider(s).</p>	Secretariat
18	<p>The General Assembly appoints two auditors from amongst its members at its autumn meeting to review the account reports of the year in question. Auditors can be reappointed. The auditors perform a 'limited review', which entails enquiries and analytical assessments as well as where appropriate, verification of details based on the documents of the association.</p>	Auditors
19	<p>The standing committees are established and dissolved by the General Assembly. Their composition and tasks are defined in the Rules of Procedure.</p>	Standing committees
20	<p>The legal binding signature of the association rests with the President and one other Director of ECOO, who is not the President-elect. In case the President is unavailable, the President-elect has the legal binding signature together with another Director of ECOO. The Secretary General may sign documents specified in the description of tasks or with written consent from the President.</p>	External representation
21	<p>ECOO must hold elections every two years for the election of directors and every three years for the appointment of the Secretary General. Candidates will be elected by the General Assembly. The rules and proceedings of the elections are stipulated in the Rules of Procedure.</p>	Elections of directors
22	<ul style="list-style-type: none"> a) Dissolution of ECOO can only be decided by the General Assembly in an extraordinary meeting, which may be held in person or electronically. For 	Dissolution



	<p>the dissolution to be agreed, three-quarters of those eligible to vote are required to be present.</p> <p>b) If upon the winding up or dissolution of ECOO there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of ECOO, but shall be given or transferred to some other body having objects similar to the objects of ECOO, or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of ECOO) chosen by the members of ECOO by resolution at or before the time of dissolution.</p> <p>c)</p>	
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Poznan, 13 May 2023

European Council of Optometry and Optics

President

Secretary General

Dr Matjaž Mihelčič

Ms Fabienne Eckert