

**International non-profit association (Law of 27 June 1921) Rue
Ravenstein, 18 – 1000 Bruxelles**

ARTICLES OF ASSOCIATION

TITLE I – NAME – REGISTERED OFFICE – AIM - DURATION

Article 1 – Name – Registered office

- 1.1. The name of the association is "EUROPEAN UNION NATIONAL INSTITUTES FOR CULTURE", abbreviated "EUNIC", and hereinafter referred to as the "**Association**".
- 1.2. The Association is governed by the provisions of Title III of the Law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.
- 1.3. The registered office of the Association is on Rue Ravenstein, 18 – 1000 Brussels - Belgium. It may be transferred at any time to any other location within the Brussels – Capital Region by a decision of the Board of Directors, published within one month of its date in the Annexes of the Belgian Official Gazette (*Moniteur Belge*).

Article 2 – Purpose of the Association

The purposes of the Association, which is a non-profit organisation,
- within the available budget - are:

- to create effective partnerships and networks between European Union National Institutes for Culture in order to improve and promote cultural diversity and understanding between European societies and to strengthen international dialogue and cultural cooperation with countries outside the European Union;
- to act as a partner of the European Commission and other European institutions, in defining and implementing European cultural policy;
- to act as an advocate of the value of cultural relations in promoting better international understanding and,

as part of this, argue for a strong and independent voice for the cultural sector;

- to undertake joint research that will be of value to the European Commission and to other organisations (e.g. the Council of Europe) in furthering understanding of European wide cultural issues;
- to share best practices and discuss issues of common interest.

The Association may, directly or indirectly, initiate any action, take any measures and make any representations that may be required in pursuit of its purpose.

Article 3 – Duration

The Association is established for an unlimited duration.

TITLE II – MEMBERS

Article 4 – Member categories

The Association is composed of two categories of Members: Full and Associate Members.

Full Members. Full Members of the Association are national bodies, or legal bodies operating with a certain degree of autonomy at, or on behalf, of a national level, based in a Member State of the European Union engaged in cultural and related activities beyond their national borders. The minimum number of full members is set at three and there is no maximum.

Full Members may accede to the Association by application to the General Assembly through one of these two methods:

- By an application which includes an explicit agreement to be legally bound by these statutes and to initial and sign a copy of these Articles of Association.
- Or in the case of Government Ministries, through a Memorandum of Understanding or appropriate written communication. In all respects such membership shall confer on the ministry the same rights and responsibilities as other Full Members.

Full Members are admitted by the unanimous decision of the General Assembly.

Associate Members. Associate Members are organisations which subscribe to the purposes of the Association but are not eligible for Full Membership.

Associate Members are admitted by the unanimous decision of the General Assembly.

Article 5 – Limited liability of members

Members – whether Full Members or Associate Members - assume no liability for any commitments of the Association above and beyond the subscription they are obliged to pay under these Articles of Association.

Article 6 – Resignation

Every Member - whether a Full Member or an Associate Member - is free to resign from the Association without prior notice at any time, by sending a written letter of resignation to the Board of Directors. The Member remains obliged to pay any subscriptions outstanding.

Article 7 – Exclusion

- 7.1. Without prejudice to Article 7.2 of these Articles of Association, a Member - whether a Full Member or an Associate Member - may be excluded by unanimous decision of the General Assembly (not counting the vote of the Member whose exclusion is under consideration) for failure to comply with these Articles of Association. Before such a decision is taken, the Member must be given a hearing by the General Assembly. The General Assembly shall decide by secret ballot.

The quorum for such a vote is two-thirds of the Members (not counting the vote of the Member whose exclusion is under consideration) at the time of the vote whether they are present at the meeting or not.

- 7.2. Any Member - whether a Full Member or an Associate Member failing to pay the annual subscription within **six** months of the date on which the subscription is due is delinquent. The Board of Directors

shall send the delinquent Member a payment reminder; the Member shall be given a period of **four** months in which to pay. If the subscription is not paid by the end of this **four**-month period, the Board of Directors may submit to the General Assembly a proposal to exclude the delinquent Member. A Member whose membership has been terminated for non-payment of the subscription may recover membership after full payment of all subscriptions due within the year in which renewal of membership is requested as well as all subscriptions remaining due at the time the membership was terminated.

- 7.3. Without prejudice to Article 7.2 of these Articles of Association, a delinquent Member is not entitled to vote, to attend meetings of the Association or to participate in its activities including in any clusters of which it is a member.

Article 8 – Absence of claims

A Member - whether a Full Member or an Associate Member -, who, for whatever reason, ceases to be a Member of the Association, shall have no claim on the assets of the Association; the Member shall remain liable for all subscriptions of the current financial year. In addition, a Member who gives notice of withdrawal less than three months before the end of the current financial year remains liable for all subscriptions for the following financial year.

TITLE III – GENERAL ASSEMBLY

Article 9 – General Assembly

- 9.1. The General Assembly (herein called the "**General Assembly**") is composed of all Full Members of the Association. It is chaired by the President of the Board of Directors.
- 9.2. The General Assembly has all necessary powers for achieving the purpose of the Association, including but not limited to the following:
- a) approval of new Full and Associate Members
 - b) election and recall of the Members of the Board of Directors
 - c) appointment of the auditors of the Association, based on the recommendation of the Board of Directors

- d) approval of the balance sheet and the report of the Board of Directors for the financial year ended and approval of the budget for the following year, including the rate of subscriptions;
- e) all amendments to these Articles of Association;
- f) approval of general policy guidelines for the Association and of the annual activity plan;
- g) dissolution of the Association;
- h) suspension and/or exclusion of one or more Member(s) of the Association;
- i) to determine the competencies and functions not explicitly derived from these statutes for the Board of Directors, amongst others the applicable conditions for the hiring of the staff of its office.

Article 10 – Operation of the General Assembly

- 10.1. Voting rights. Each Full Member is entitled to a single vote. Associate members may attend but have not vote.
- 10.2. Member representatives. Each Full Member is represented by one and only one of its legal representatives or directors.
- 10.3. Proxies. A Full Member unable to attend a General Assembly may be represented by a proxy holder who must be a full member of the Association. No proxy holder may cast more than three votes, including its own.
- 10.4. Agenda. The following items shall be considered as always being implicitly placed on General Assembly agendas:
 - recall and appointment of members of the Board of Directors;
 - programme of activities of the Association;
 - business plan of the Association.

All items submitted to the President in writing by a Full Member shall be placed on the General Assembly agenda if they were notified to the President at least fifteen working days prior to the General Assembly; the President shall notify Members (Full

Members and Associate Members) as well as the representatives of the cluster in Belgium of these items by letter or by fax or by email at least five working days prior to the General Assembly.

- 10.5 Special mandate. The General Assembly may authorize the Board of Directors to delegate some of its statutory responsibilities to the Director of its support office, that will be referred to as the EUNIC Global Office.
- 10.6 The General Assembly has the authority to create national networks (herein called "**Clusters**") in any country of the world with a view to promoting the purposes and or the initiatives and projects of the Association. Clusters remain subject to the decisions of the General Assembly and operate subject to its authority.

The General Assembly has the authority to determine membership criteria for clusters and retains the intellectual property of the name and use of the term "EUNIC" and associated logotypes.

The General Assembly may approve rules for the administration of clusters.

The cluster in Brussels has a special status. Its contracts and finances are an integral part of the Association. The cluster may send an observer to general assemblies. This representative of the cluster in Brussels has no voting right.

The General Assembly will approve rules for the operational activity of the cluster in Brussels.

Article 11 - Quorums – Majorities

- 11.1. Unless otherwise provided in these Articles of Association, decisions of the General Assembly shall be valid only if:
- (A) (i) in the case of an Ordinary General Assembly, at least half the Full Members entitled to vote are present or represented by proxy and (ii) in the case of an Extraordinary General Assembly, at least two-thirds of the Full Members entitled to vote are present or represented and
- (B) they are approved by simple majority of votes cast, except in the case of decisions concerning the suspension or exclusion of Members (whether Full or Associate Members), which require an

unanimous decision, and in the case of decisions concerning the admission of Full and Associate Members or the dissolution of the Association, which require unanimity.

- 11.2. No vote may be taken on a resolution concerning an item that is not on the agenda set out in the invitation to the meeting, unless agreed by all Full Members entitled to vote who are present or represented

Article 12

- 12.1. Ordinary General Assembly. An Ordinary General Assembly shall be held at least once a year. The agenda of the Ordinary General Assembly shall include the approval of the financial position of the Association for the financial year ended, approval of the budget for the following financial year, and granting of discharge to the members of the Board of Directors.
- 12.2. Extraordinary General Assembly. The President shall convene an Extraordinary General Assembly with a view to amending these Articles of Association when the interests of the Association so require and/or at the request of the Board of Directors or at least one-fifth of the Full Members of the Association entitled to vote. The latter must specify the items they wish to submit to the Extraordinary General Assembly for decision.
- 12.3. Invitations to meetings. The President shall convene General Assemblies, whether Ordinary or Extraordinary, at least twenty (20) working days before the date scheduled for the meeting. An invitation to meetings shall be sent to all Members including the Associate members and also to the representatives of the cluster in Brussels. Invitations shall be sent by letter or by fax or by email. Invitations shall set out the date of the General Assembly, the place at which it is to be held and its agenda.
- 12.4. Representation. Each Member is represented by its Head, who may appoint an Alternate. Alternates may attend General Assembly meetings and act in the full capacity of the member. The Head shall inform the President in advance in writing of any such nomination of an alternate.
- 12.5. President. General Assemblies are chaired by the President of the Board of Directors or in his absence by the vice-president.

- 12.6. Secretary. At the beginning of each meeting, the President shall appoint a Secretary responsible for drawing up the minutes of the meeting.
- 12.7. Minutes. The draft of the minutes prepared by the Secretary of the meeting shall circulate among the Members (whether Full Members or Associate Members) as well as the representatives of the cluster in Brussels at the latest one month after the meeting and shall be approved, alterations included, at the beginning of the following General Assembly and then signed by the President and the Secretary who drew them up. Minutes shall be kept at the registered office of the Association and all Members (whether Full Members or Associate Members) as well as the representatives of the cluster in Brussels shall have access to them.

Article 13 – Amendment of the Articles of Association

- 13.1. An Extraordinary General Assembly convened for the purpose may amend these Articles of Association provided that (i) the President has sent an invitation setting out the agenda and the proposed amendment in writing at least twenty working days before the date of the meeting, (ii) at least two-thirds of the Members entitled to vote are present or represented by proxy and (iii) the amendments are adopted by a two-thirds majority of votes cast or by a four-fifths majority of votes cast if the amendment concerns the purpose of the association.
- 13.2. If the quorums are not achieved at the Extraordinary General Assembly convened in accordance with Article 13.1 above, the President shall convene a second Extraordinary General Assembly.
- 13.3. All amendments to these Articles of Association shall be subject to the provisions of Article 50, § 3 of the law of 27 June 1921 on nonprofit associations, international non-profit associations and foundations, and shall be published in the Annexes of the Belgian Official Gazette.

Article 14 – Written decisions

- 14.1. The Board of Directors may decide not to convene a General Assembly and to ask Full Members to take certain decisions in writing. Decisions that may be taken by such written procedure are all those that fall within the powers of the General Assembly.

- 14.2. The President shall send proposals for written decision to the Members (Full and Associates) as well as the representatives of the cluster in Brussels either by registered letter, fax or e-mail, and shall set a deadline of at least twenty days within which the proposals for decision shall be adopted or rejected. Full Members shall inform the President of their decision within the prescribed time by registered letter or fax or *scanned email indicating a signature*; the decision must be signed by the Full Member' representative or director or their nominated alternate.
- 14.3. A decision taken by written procedure is only valid if the majorities provided for General Assemblies have been achieved. Decisions will be sent to all Members (Full Members and Associate Members) as well as the representatives of the cluster in Brussels within five days of the decision.

TITLE IV – Board of Directors

Article 15 – Board of Directors

- 15.1. The Board of Directors shall act as a collegiate body and have broad powers of administration and management of the Association, subject to the powers vested in the General Assemblies under these Articles of Association. The responsibilities of the Board of Directors include but are not limited to the following:
- a) propose general policy guidelines for the Association for adoption by the General Assembly
 - b) propose definition and development of an annual activity plan for adoption by the General Assembly
 - c) an annual meeting at senior level with the European Commission,
 - d) submission of proposals for appointment of its members to the General Assembly;
 - e) supervision of the execution of the budget; and
 - g) preparation of annual accounts, a report relating to it and a proposed annual budget with projections, and submission of these documents to the General Assembly.
- 15.2. The Board of Directors is composed of the President, the Vice President and four ordinary members.

- 15.3. The President, the Vice-President and the ordinary members of the Board of Directors are elected and appointed by the General Assembly.

Candidates for the Board of Directors can only be proposed by Full members of the Association.

The mandates of the President, the Vice President and the ordinary Members of the Board of Directors begin at the time specified in the agenda of the General Assembly.

All mandates in the Board of Directors are personal and not transferable. They are not remunerated. The General Assembly may adopt rules regarding the direct expenses incurred by the President and the Vice President.

- 15.4. The President serves a term of one year, after which he is succeeded by the Vice President for a term of one year.

If the President is unable to perform his duties, the Vice President shall assume the Presidency as of right for the remainder of the President's mandate. In this case a new Vice President shall be elected at the next General Assembly.

If the Vice-President is unable to perform his duties, the Board of Directors will appoint an acting Vice President from among its members for the remainder of the Vice President's mandate.

Should the President and the Vice President resign at the same time, the elections for their vacant posts shall be organized to take place on the same occasion.

- 15.5. Ordinary members of the Board of Directors serve a term of two years, after which they can be re-elected for a consecutive term of another two years.

The outgoing President and Vice President are eligible for election as members of the Board of Directors, as long as their membership of the Board of Directors does not exceed a period of four consecutive years.

15.6. The President, the Vice President or any of the ordinary members of the Board of Directors may be removed at any time by the General Assembly provided that (i) half of the Members are present or represented by proxy and (ii) the decision is taken by a majority of three-quarters of those represented and voting.

15.7. The Board of Directors may create committees, chaired by a member of the Board, to take charge of specific issues.

Article 16

16.1. Meetings of the Board of Directors are convened by the President. The President shall convene the Board of Directors when requested to do so by the VicePresident.

16.2. A meeting of the Board of Directors may be held by video or telephone conference.

16.3. Except in urgent cases, invitations shall be sent at least fifteen working days before the date of the meeting.

16.4. Unless unanimously adopted by the Board of Directors, no resolution may be adopted regarding an item not listed on the agenda set out in the invitation to the meeting.

Article 17

17.1. The Board of Directors in chaired by the President or, in his absence, by the Vice-President.

17.2. Each Member of the Board of Directors has a single vote.

Article 18

The draft of the minutes prepared by the Secretary, who shall be appointed at the beginning of the meeting shall circulate among the members of the Board of Directors at the latest one month after the meeting and shall be approved, alterations included, at the beginning of the following meeting and then signed by the President and the Secretary who drew them up. Minutes shall be sent to all Members (Full Members and Associate Members) as well as the representatives of the cluster in Brussels and kept at the registered office of the Association and Members of the Association

(Full Members and Associate Members) as well as the representatives of the cluster in Brussels shall have access to them.

Article 19 – Written decisions by the Board of Directors

The Board of Directors may take decisions in writing, provided its members vote unanimously in favour, in writing.

Article 20 – Liability

Members of the Board of Directors do not contract any personal liability by virtue of their functions and are responsible only for executing their mandate, except in the case of fraud on their part.

TITLE V – BYLAWS

Article 21

The Board of Directors may propose bylaws to the General Assembly. The General Assembly may adopt or amend the bylaws by simple majority of the Members present or represented.

TITLE VI – TREASURER

Article 22 – Treasurer

- 22.1. The Board of Directors shall appoint a member of the Board as the Treasurer.
- 22.2. The Treasurer shall assist the Board of Directors in preparing draft budgets, draft financial positions and draft financial plans.

TITLE VII - REPRESENTATION OF THE ASSOCIATION

Article 23

- 23.1. The Association is validly represented with regard to third parties by the President of the Board of Directors or the Vice President for commitments up to €50,000 and by both of them for commitments exceeding €50,000 within the financial plan approved by the General Assembly.

- 23.2. With respect to day-to-day administration, the Association is validly represented with regard to third parties by the President of the Board of Directors and/or the Vice President.
- 23.3. With respect to legal and judicial proceedings, the Association is represented with regard to third parties, as both plaintiff and defendant, by the President of the Board of Directors or by two members of the Board of Directors.
- 23.4. The Association may also be validly represented with regard to third parties by other persons acting in accordance with special mandates granted by the Board of Directors or by the President of the Board of Directors.

TITLE VIII - BUDGET – SUBSCRIPTIONS – FINANCIAL STATEMENTS

Article 24

- 24.1. The funds of the Association are composed as follows:
- annual subscriptions paid by Members;
 - donations or voluntary contributions made by Members;
 - - compensation for services rendered;
 - - subsidies.
 - other funds for the purposes of the association.
- 24.2. The annual budget shall be prepared by the Board of Directors with the assistance of the Treasurer and shall be submitted to the General Assembly for approval.

Article 25

- 25.1. The annual budget plan approved by the General Assembly shall set the amount of annual subscriptions to be paid by full and associate Members.
- 25.2. New Members accepted for membership during a financial year for which a budget has already been approved by the General Assembly shall pay the annual subscription provided for in this budget.

Article 26 – Financial year

The financial year begins on 1 January and ends on 31 December.

Article 27 – Financial audit of the Association

- 27.1. The General Assembly will appoint an external auditor appointed for a term of one year renewable.
- 27.2. The annual financial statements prepared by the Board of Directors for the financial year ended 31 December shall be audited by the external auditors.
- 27.3. The Board of Directors shall prepare, with the assistance of the Treasurer, the annual financial statements for the financial year ended. These annual financial statements shall be submitted to the General Assembly for approval.
- 27.4. The President of the Board of Directors shall forward the annual financial statements to the Belgian Ministry of Justice (*Service Public Fédéral Justice*).

TITLE IX – DISSOLUTION

Article 28 – Dissolution

- 28.1. The Association may be dissolved by decision of an extraordinary General Assembly, subject to the quorums and majorities provided for in Article 11.1 of these Articles of Association.
- 28.2. In the case of dissolution, the General Assembly shall appoint a receiver, set out the rules governing the liquidation procedure and determine the remuneration to be paid to the receiver.
- 28.3. In case of liquidation, the General Assembly shall decide on the distribution of the remaining assets, which shall be in accordance with the purpose of the Association, i.e. assigned to a disinterested purpose.

TITLE X – MISCELLANEOUS

Article 29 – Bylaws

The Board of Directors may establish and amend bylaws compatible with these Articles of Association and any bylaws adopted by the General Assembly, for the purpose of ensuring smooth management and administration of the Association.

Article 30 – Notifications

All written notifications required under these Articles of Association may also be sent by fax or by email.

Article 31 – Applicable law

Any dispute among members and the Association regarding the validity, interpretation, execution or alleged infringement of these Articles of Association shall be governed by the Articles of Association and by Belgian law, including Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

Article 32 – Jurisdiction

Any dispute among members and the Association regarding the validity, interpretation, execution or alleged infringement of these Articles of Association shall be subject to the exclusive jurisdiction of the courts of Brussels, Belgium.