

INTERNATIONALE VERENIGING  
"European Network of Cultural Centres"  
"ENCC"

Statutes for an international association

**TITLE I – Name, registered office, purpose, duration**

***Article 1. juridical form***

Hereby an international association, more specific an international non-profit-making organisation (hereinafter called "IVZW"), for artistic and educational purposes is established, in accordance with the Belgian law of October 25th, 1919, which was last amended by the law of December 6th, 1954 and in accordance with the Belgian law of May 2<sup>nd</sup>, 2002 en the law of January 16<sup>th</sup>, 2003 (hereinafter called "V&S-wet")

***Article 2. name***

The association carries the name 'Europees Netwerk Culturele Centra', of which the abbreviated equivalent is 'ENCC'.

This name has to be used in all written documents, announcements, orders, letters from the association, followed by the words 'internationale vereniging zonder winstoogmerk' or its abbreviation 'IVZW', with mentioning of the registered office.

The Dutch name of the association is: "Europees Netwerk Culturele Centra.

The French name of the association is: Réseau Européen des Centres Culturels.

***Article 3. registered office***

The association's registered office is established in a district of the Brussels conurbation. At the present moment it is situated at 164 Van Overbekelaan, 1083 Ganshoren.

The seat may be moved to any other place within this conurbation by decision of the board of directors, if this change is published in the Annexes of the Belgian State Gazette.

***Article 4. mission and activities***

The mission of the association is to stimulate the socio-cultural and artistic life in Europe, especially via cultural centres and their action.

Activities to realise the aims of the association are: the looking after and lobbying for the cultural centres and the members' interests (in particularly in relation to management issues, content issues and image building), the improvement of consultation amongst cultural centres; the consult with several governments en third parties and representation in the appropriate international structures.

The association can use all means that, directly or indirectly, contribute to the realisation of its purposes.

Within the scope of realising its purposes, the association can organise additional commercial and profitable activities, within the limits of what is legally allowed and from which the profits will be used at all times to realise the ideal non-profitable goals.

***Article 5. duration***

The association is established for an indefinite duration

## **TITLE II – Members**

### ***Article 6. members***

The number of members is unrestricted, but should at least be three.

The association is composed of voting members and conditional members.

The voting members represent the national coordinating organisations of cultural centres and individual centres that are accepted as members.

When there is no national coordinating organisation, individual centres can become conditional members. When a coordinating organisation from that country later joins the association, every conditional membership from the country involved will then be taken into the representing coordinating organisation, or will become a full member.

### ***Article 7. criteria to join***

The members represent the national coordinating organisations of cultural centres or the individual cultural centres, which are accepted by the board of directors on the basis of the following criteria.

Cultural centres, arts-centres, community centres or coordinating organisations of those categories of institutes can become member when they:

- Employ at least one staff member
- Are recognised by a government
- Are preferably active in more than one discipline of the arts

### ***Article 8. duration***

Membership of the association lasts as long as the member fulfils the criteria of membership as mentioned in article 7 and pays the membership fee as mentioned in article 10.

### ***Article 9. acceptance of statutes and domestic regulations***

Each member accepts the statutes and the domestic regulations by its membership.

### ***Article 10. membership fee***

The board of directors lays down the annual contribution of the member organisations. It should not exceed the sum of 1.500 Euro.

### ***Article 11. resignation***

Each member can resign at all times, provided that this resignation is announced to the chairman of the board of directors by means of a written notification.

The resignation will follow one month after receiving the written request.

The member still is committed to pay the membership fee of the running year and to pay the costs approved in the year of the resignation.

### ***Article 12. membership ending***

When a member acts contrary to the goals of the non-profit-making organisation, its membership can, at the suggestion of the board of directors or at the request of at least 1/5 of all members, be ended by special decree of the general assembly, whereby the decision requires a 2/3 majority of the attendant or represented members at the assembly. That majority, however, is not required when the member no longer meets the conditions summed up in article 6.

The member, whose membership ending is suggested, has the right to be heard.

### ***Article 13 claim to funds or restitution***

Members, who have, for whatsoever reason, lost their capacity as representatives of the association, nor their legal successors, nor the institution that delegated them, can claim the association's funds or any restitution of or compensation for any amounts paid or any financial contributions that have been made.

This exclusion from rights applies at all times: during membership, when the membership is ended for whatsoever reason, when the non-profit-making organisation is dissolved, etc.

## **TITLE III – General Assembly**

### **Article 14. authorities**

The general assembly is the association's sovereign authority.

The general assembly has the power to do the following:

- The amending of statutes
- The appointment and dismissal of administrators
- The approval of budgets and accounts
- The decision of the membership fee
- Discharge the board of directors
- The exclusion of members
- The voluntary dissolution of the association

### **Article 15. composition**

The general assembly is composed of all the association's members and is presided by the chairman of the board of directors or by the eldest of the attendant administrators. Each member can give authority to another member to represent him or her at the general assembly. Each member can however represent only one other member.

### **Article 16. voting right**

Only the voting members have the right to vote.

Each voting member has one vote.

### **Article 17. number of meetings**

The general assembly shall be convened at least once a year by the board of directors to approve the accounts and budgets.

### **Article 18. invitation, agenda and notification**

The general assembly will be held on the day, hour and location set in the notification letter. All voting members must be invited.

The convening is done by ordinary letter, signed in name of the board of directors, by the chairman and the secretary or by two administrators, and sent to every voting member, at least one month before the assembly. The letter mentions the agenda. Matters that do not occur on the agenda cannot validly be voted upon, unless two thirds of the representatives agree upon doing so.

The board of directors determine the agenda. Every proposal, however, that is signed by at least one twentieth of the representatives that occur on the latest annual member list, must be put on the agenda.

Minutes are drawn up from every assembly, are signed by the secretary or one of the administrators and are entered in a special register. The secretary or an administrator will sign excerpts there from. Members as well as third parties that show interest, have the right to demand access to or to ask a copy of the minutes, in accordance with the modalities stipulated in article 9 of the Royal Decree of June 27<sup>th</sup>, 2003.

The general assembly can be convened for a meeting, can deliberate and can decide, by electronic means of communication.

### **Article 19. voting**

Decisions are made by a simple majority of vote of the voting members present and lawfully represented, as long as the "V&S"-law or these statutes do not provide for a special majority.

If a voting on persons or functions takes place, or at the request of at least one third of the attendant representatives, the voting will be held in secret.

In case of a tie, the vote of the chairman is decisive, except in a secret voting.

In a secret voting on accepting or rejecting an item, the item will be rejected in case of a tie. In a secret voting on persons, a new voting round will take place for the candidates with the equal amount of votes. When this new voting round does not come up with a decisive result, the youngest candidate will be chosen.

#### **Article 20. special majorities**

A decision, covered by article 13, concerning an amendment of the statutes, exclusion of a member, or the dissolution of the association should be originated by at least two thirds of the present or represented members.

#### **Article 21. amendments on the statutes or dissolution of the association**

On all decisions concerning amendments on the statutes or dissolution of the association, the general assembly can only lawfully deliberate when the following conditions are fulfilled:

1° the proposed amendments on the statutes or the dissolution of the association should be explicitly mentioned on the agenda of the meeting in which those issues will be deliberated.

2° two thirds of the association's voting members have to be present or represented.

If in these cases the general assembly does not reach the quorum of two thirds of the members, a second general assembly will be convened, under the same stipulations as the first one. This second meeting will be authorized to take final and valid decisions, regardless of the number of members present or represented. This meeting can only take part with at least 15 days between the second and the first meeting.

3° The proposals to amend the statutes or to dissolve the association, must be accepted by at least two thirds of the attendant or the represented voting members. The proposals only demand a majority of 4/5 of the votes of the attendant or represented members, when the amendment is related to the goals and aims of the association for which the association was created.

### **TITLE IV – Board of Directors**

#### **Article 22. composition**

The association is governed by a board of directors, which consists of at least seven members representing at least five European countries.

At least one of the members has the Belgian nationality. They are appointed by the general assembly and they are at all times dismissible by this assembly with a majority of two thirds of the votes present or represented.

#### **Article 23. duration**

The members of the board are elected for four years with a common majority of the present and represented members. The members are eligible for re-election.

#### **Article 24. functions**

The board of directors chooses among its members a chairman, a secretary and a treasurer.

#### **Article 25. number of meetings**

The board of directors meets at least twice a year. An administrator is allowed to be represented by another administrator. Administrators are however not allowed to have more than two of these mandates. The board can only confer validly if at least half of its members are present or represented.

Decisions of the board of directors can be taken on the basis of a simple majority vote of the administrators present and represented. In case of a suspension of the votes the chairman's vote is decisive.

The board can be convened for a meeting, can deliberate and can decide, by electronic means of communication.

The conclusions are recorded in the minutes, which are signed by the secretary or a member. The minutes are kept at the association's office in a register.

#### **Article 26. internal administration**

The board of directors is authorised to perform all actions necessary or useful to realising the purpose of the non-profit-making organisation, except those actions for which the general assembly has the exclusive authority according to article 4 of the "V&S"-law, and the actions summed up in article 14.

#### **Article 27. external mission of representation**

The board of directors represents the non-profit-making organisation as a board, in all actions in and out of court. It represents the associations by majority of its members.

Without prejudice to the general authority of representation of the board of directors as a board, two administrators that act collectively will also represent the non-profit-making organisation, in and out of court. The deeds that are endorsed by the association will be considered valid when the chairman or the secretary or the treasurer signs them, unless they are about exceptional transactions that exceed the sum of 5000 euros. Such cases require the autograph of the treasurer together with the autographs of the chairman and the secretary.

#### **Article 28. responsibility of the administrator**

The administrators and the executive administrators are not personally committed by the obligations of the non-profit-making organisation.

Their responsibility towards the non-profit-making organisation or third parties is limited to the fulfilling of their given assignment, according to the common law and according to what is stipulated in the law and in the statutes. They are also liable to shortcomings in their (daily) management.

#### **Article 29. co-opt**

The board of directors is allowed to co-opt individuals because of their expert contribution to the association. These individuals however do not have a right to vote.

#### **Article 30. enrolment**

The board of directors appoints and dismisses the staff members of the association. It stipulates their tasks and their salary. Staff members cannot be members of the association.

### **TITLE V – Various stipulations**

#### **Article 31. domestic regulation**

The board of directors promulgates any domestic regulations it deems necessary.

#### **Article 32. bookkeeping**

The financial year runs from January 1st till December 31st.

The board of directors shall be required to submit the accounts of the previous financial year and the budget for the following financial year to the general meeting for approval.

#### **Article 33. dissolution and settlement**

The general assembly will be convened to discuss the proposals regarding dissolution presented by the board of directors or by at least 1/5 of all members. The assembly will be convened and the proposal will be entered on the agenda according to what is stipulated in article 21 of these statutes.

Once the decision to dissolve is made, the non-profit-making organisation will always mention that it is “an international non-profit-making association in settlement”, according to article 23 of the “V&S”-law.

When the proposal to dissolve is approved, the general assembly will appoint a liquidator whose assignment they will describe.

In case of dissolution and settlement, the extraordinary general assembly will decide on the destination of the funds of the non-profit-making organisation. Those funds must be assigned to a non-profit-making organisation whose goals are, for as much as possible, the same as the ones of the association.

All decisions regarding the dissolution, the settlement conditions, the appointment and the termination of office of the liquidators, the closing of the settlement and the destination of the assets, will be filed at the registry and publicised in the Annexes of the Belgian State Gazette, according to what is stipulated in article 23 and 26novies of the “V&S”-law and the related implementing orders.