

## ASSOCIATION TO SUPPORT THE EUROPEAN FORUM FOR ARCHITECTURAL POLICIES AISBL

Rue Ravenstein 23, 1000 Brussels

### TITLE I – NAME – REGISTERED OFFICE – DURATION – OBJECT

#### **Article 1. - Name – context**

The association has been founded under the name « **ASSOCIATION TO SUPPORT THE EUROPEAN FORUM FOR ARCHITECTURAL POLICIES** », in Dutch « Vereniging ter Ondersteuning van het Europees Forum voor het Architectuurbeleid », and in French « Association de Support du Forum Européen des Politiques Architecturales », as well as its translation into other European languages, with the acronym « **EFAP** ».

All deeds, invoices, announcements, publications and other documents originating from the association must mention the name of the association, immediately preceded or followed by the words « international non-profit association » or by the acronym « AISBL », as well as the address of the registered office of the association.

In addition to the international non-profit association, there also exists a group of persons carrying the name “European Forum for Architectural Policies” (EFAP), which is an informal network of experts in the field of architectural policies in Europe. This concerns 1) representatives of authorities (for example ministries or public services), 2) cultural institutions (architecture museums, research institutes and comparable establishments) or 3) professional organisations of architects in the widest sense of the word, each of these three categories being referred to hereinafter as « pillar ». The informal grouping « European Forum for Architectural Policies » usually meets twice per year in the country which at that moment exercises the presidency of the European Union. On the occasion of the meetings of the EFAP a meeting of the « Steering Committee » is held as well, which discusses the situation within the forum, exchanges information concerning current developments and discusses the schedule of the meetings to come as well as particular activities.

#### **Article 2. - Registered office**

The registered office is situated in Brussels, rue Ravenstein, 23, judicial district of Brussels. The registered office may be transferred to any other place in Belgium, by means of a simple decision of the Board of Administrators published in the month of its date in the appendices to the Belgian Official Gazette.

#### **Article 3. - Duration**

The association has been founded for an indefinite duration

#### **Article 4. - Object**

The object of the international association is to support the informal grouping « European Forum for Architectural Policies » in the promotion of architectural policies in Europe. To this

end the association assures the organisation and the secretariat and may proceed with fund raising.

The international association sees to it that its activities are always in accordance with the policy of the informal grouping “European Forum for Architectural Policies” and with the directives of the « Steering Committee of the Forum».

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The international association sees to a well-balanced representation of the three pillars within its organisation.

Moreover, it may carry out any activities, which directly or indirectly contribute to the realisation of the above-mentioned non-profit objective including, to the degree allowed by the law, the exercise of commercial and profit-generating activities the benefits of which will be dedicated entirely to the realisation of the non-profit objective.

## TITLE II – MEMBERSHIP

### Article 5. - Members

Any natural persons and legal persons who belong to one of the three pillars in the member-states of the European Union may become members.

Each member-state of the European Union may designate a maximum of three representatives to become members (one member per pillar in order to assure a well-balanced representation). More in particular, the countries which have exercised the last presidency of the European Union, which exercise the current presidency, or which will exercise the next presidency and the one after that, are strongly invited to designate representatives for each of the three pillars.

All other natural persons or legal persons originating from candidate countries of the European Union and from the member-states of the European Economic Area or the European Free Trade Association, from organisations which are associated with them, and from « umbrella » organisations of which the members or part of them are established within the European Union or from one of the countries mentioned above, may lodge a request for accession with the Board of Administrators. The Board of Administrators may invite natural persons or legal persons to become members.

The admission of members is approved by the General Assembly by a simple majority of the votes of the members present or represented.

The founders are members by force of law :

The Board of Administrators may propose the admission of honorary members. Honorary members have an advisory vote. They are appointed by the General Assembly by a simple majority of the votes of the members present or represented.

### Article 6. - Resignation - Exclusion

Members are free to leave the association at any time. They submit their resignation by means of a registered letter addressed to the president of the Board of Administrators, at the registered office of the association.

A member who does not pay his membership fee within three months after a summons to pay has been sent to him by registered letter is deemed to have resigned.

The quality of member is lost by death, winding up, bankruptcy or bankruptcy settlement.

A member may be suspended or excluded by the General Assembly, after a hearing, upon a proposal from the Board of Administrators. For this a simple majority of the members of the meeting who are present or represented is required.

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### TITLE III – FINANCING

#### Article 7. - Financing

The financial means of the association consist of :

- the annual membership fees of the members ;
- subsidies, donations and bequests; testamentary dispositions can be accepted only with the benefit of inventory ;
- any other revenues.

The amount of the membership fee is determined by the General Assembly upon a proposal from the Board of Administrators.

The association may exempt members from the payment of the membership fee if this is justified. This exemption may be granted by the General Assembly upon a proposal from the Board of Administrators.

Honorary members are not obliged to pay the membership fees mentioned above.

### TITLE IV – GENERAL ASSEMBLY

#### Article 8. - Composition

The General Assembly is the general directing body of the association.

All members may attend the General Assembly, take the floor in this meeting, and express their vote in this meeting.

Members of the « Steering Committee » may attend the meetings of the General Assembly, but without being entitled to participate in the votes.

#### Article 9. - Meetings

The General Assembly meets as often as necessary, if the circumstances so require, or for any other reason.

The meetings are held preferably during each presidency of the European Union (twice per year) and on the occasion of the meetings of the informal grouping « European Forum for Architectural Policies », but at least once per year for the purpose of approving the accounts of the past financial year and the budget for the year to come.

#### Article 10. - Convocation

The members are invited to the meetings by means of a convocation issued by the Board of Administrators.

The convocations are sent to all members by ordinary mail, by E-mail or by fax, and are drafted in French and in English. The convocations are sent at least one month before the meeting. The convocation must state the agenda, as well as the date and the place of the General Assembly.

### **Article 11. - Competencies**

The General Assembly determines the policy of the association and decides on all questions resulting from its object. The General Assembly supervises the Board of Administrators and reviews and approves the acts committed and the measures taken by the Board of Administrators.

The competencies of the General Assembly include :

1. the appointment and dismissal of the Administrators ;
2. if applicable, the appointment and dismissal of the supervisory directors ;
3. the creation and abolishment of any committees, work groups or other groups ;
4. the deliberation on the activities and decisions proposed by the Board of Administrators ;
5. the determination of the amount of the membership fee ;
6. the adoption of internal rules and regulations ;
7. the approval of the budget and of the annual accounts, and discharge granted to the Administrators and supervisory directors ;
8. the amendment of the articles of association ;
9. the voluntary dissolution of the association ;
10. the exclusion of the members ;

### **Article 12. - Quorum and majority - Representation**

Except in the cases provided for in the law or in the present articles of association, the General Assembly can take valid decisions regardless of the number of members present or represented, and this by a simple majority of the votes cast.

The articles of association of the association, including the object, can be amended in a valid way by a decision of the General Assembly in so far as a two-third part of its members is present or represented, and by a majority of two-thirds of the votes cast.

If less than a two-third part of the members is present or represented during the first meeting, a second meeting can be convened during which decisions can be discussed and adopted in a valid way regardless of the number of members present or represented.

The decisions of the General Assembly are communicated to all members by circular letter, E-mail or fax.

Each member can have himself represented at the General Assembly by another member carrying a special power of attorney. This power of attorney can be granted by ordinary letter, cable, fax or electronically, under the condition that it can be printed and attached to the minutes. If necessary, the Board of Administrators may decide the format of this power of attorney.

## **TITLE V – MANAGEMENT – AUDIT**

### **Article 13. - Composition**

The Board of Administrators constitutes a body and represents the association.

Its members are appointed by the General Assembly for a duration of two years at the most, and their mandate can be terminated at any time by a decision of the General Assembly taken by a simple majority of the votes.

Their mandate is renewable.

The Board of Administrators consists of thirteen persons at the most, who must be members of the association. Its composition is as follows :

- One representative from the three pillars originating from the country which exercises the previous presidency of the European Union, from the country exercising the current presidency, from the country exercising the next presidency, and from the country exercising the presidency after that, in accordance with internal agreements.
- A maximum of five members appointed by the General Assembly to assure a well-balanced representation of the pillars ;
- One representative of the « Architects' Council of Europe (ACE-CAE) ».

The Administrator originating from the country exercising the presidency of the European Union can have himself assisted by two advisers at the most who can not be chosen from the midst of the Administrators of the association and who must resign at the termination of the presidency of the European Union by this country. These advisers have no right of vote.

#### **Article 14. - Competencies**

The Board of Administrators has the widest powers for the direction and the management of the association.

The Board of Administrators is responsible for its management and is accountable for this management to the General Assembly.

It prepares an annual budget and annual accounts, which it submits for approval to the General Assembly.

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#### **Article 15. - Presidency - Secretariat**

The Board of Administrators designates from the midst of its members a president, a vice-president, a general secretary and a treasurer.

The Board of Administrators designates the members of the secretariat and defines their tasks and functions.

#### **Article 16. - Meetings - Deliberations**

The board meets upon a convocation made by the president at his own initiative or upon a request from two Administrators.

The Board of Administrators can only discuss the items on the agenda in a valid way if at least half its members are present or represented.

The convocations are sent fifteen days in advance to the members of the board by ordinary mail, by E-mail or by fax.

Each Administrator who is prevented from attending may, even by ordinary letter, E-mail, cable or fax, designate another member of the board to represent him and to vote in his name. However, no Administrator can represent more than two other Administrators.

The decisions are taken by a simple majority of the votes cast.

#### **Article 17. - Day-to-day management**

The Board of Administrators may entrust the day-to-day management of the association, as well as the representation of the association concerning this management, to an Administrator. This person, who also carries the title of delegated Administrator, acts individually, under the responsibility of the Board of Administrators.

The deeds of appointing or dismissing the representative of the association for the day-to-day management will be submitted to the "Service Public Fédéral Justice", to the Ministry, and abstracts of them will be published in the appendices to the Belgian Official Gazette, in accordance with the law.

#### **Article 18. - Audit**

If necessary and in the cases in which the law so requires, the association entrusts the audit of the financial situation of the association, of the annual accounts, and of the correctness of

the operations laid down in these accounts, to one or several supervisory directors chosen from the midst of the members of the Institut des Réviseurs d'Entreprise (Institute of Business Auditors) and appointed for a period of two years by the Board of Administrators.  
The remuneration of the supervisory director(s) is determined by the Board of Administrators at the time of their appointment.

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Retiring supervisory directors can be re-elected.

#### **Article 19. - Representation**

The association is represented in legal and other matters by two Administrators acting jointly. Within the limits of the day-to-day management the association is represented in a valid manner by the delegated Administrator. Within the limits of their mandate, also persons carrying a special power of attorney may engage the association.

The deeds of appointment or dismissal of the persons who have been granted power of attorney to represent the association will be submitted to the Service Public Federal Justice, to the Ministry of Justice, and abstracts thereof will be published in the appendices to the Belgian Official Gazette, in accordance with the law.

### **TITLE VI – FINANCIAL YEAR – DISSOLUTION**

#### **Article 20. - Financial year and books**

The accounting year commences in the first day of January and ends on the thirty-first day of December of each year.

#### **Article 21. - Dissolution - Liquidation**

In the event of dissolution of the association, the General Assembly designates the liquidator(s), determines their competencies and indicates to them the destination of the net assets of the association.

This destination must concern a disinterested cause in line with the object of the association.

### **TITLE VIII – GENERAL PROVISIONS**

#### **Article 22. - Common law**

Reference is made to the law for all matters not provided for by the present articles of association.