

## **8. PROPOSTA DE ADESÃO DE BRAGA À REDE DE CIDADES EUROCITIES:**

Submete-se proposta de adesão de Braga à rede de cidades Eurocities, bem como Estatutos e Regras Internas, cujos documentos aqui se dão como reproduzidos e transcritos.

## **Proposta: adesão de Braga à rede de cidades Eurocities**

No âmbito da política de afirmação internacional do Município de Braga e dentro do espírito da cooperação institucional com outros países da União Europeia, o Executivo propõe a adesão formal como membro de pleno direito à Eurocities, a rede das maiores cidades europeias.

No passado mês de Maio, o Comité Executivo de Eurocities aprovou a candidatura de Braga como membro de pleno direito da Eurocities, aprovação esta que viria a ser ratificada pelos seus membros do comité político em Junho.

A Eurocities foi fundada em 1986 por seis grandes cidades: Barcelona, Birmingham, Frankfurt, Lyon, Milão e Roterdão, e pretende promover o intercâmbio das melhores práticas e representar os interesses das grandes cidades junto das instituições comunitárias, promovendo a inclusão das exigências urbanas nas políticas europeias. Integra atualmente 139 cidades de mais de 40 países. Portugal está por Lisboa e Porto como membros de pleno direito, às quais irá juntar-se agora Braga.

Esta rede integra seis fóruns temáticos, um leque amplo de grupos de trabalho, projetos, atividades e eventos, e oferece aos seus membros uma plataforma de partilha de conhecimentos e de troca de ideias e boas práticas. Funciona ainda como membro fundamental junto das instituições europeias na defesa dos interesses das grandes cidades e partilha posições de destaque em diversos projetos financiados pela União Europeia para as cidades.

A Eurocities é também uma plataforma que serve como rede de partilha de parceiros para diversos projetos com financiamento de fundos europeus.

Anexo: Estatutos e Regras Internas



Ricardo Rio

Presidente da Câmara Municipal de Braga



## Internal Rules

*Adopted by the EUROCITIES Annual General Meeting in Lyon on 22 November 2005*

### 1. CONDITIONS FOR MEMBERSHIP, PARTNERSHIP, SUBSCRIBING

#### 1.1. Full and associate members

The conditions for full and associate members are outlined in the statutes. These stipulate the following:

- 1.1.1. Full membership of the association is open to major cities of the European Union and the European Economic Area (EEA) with a democratically elected city government and should take into account for its admission the following criteria:
  - Preferably to have a population over 250,000 inhabitants;
  - The international and regional importance of the applicant city;
  - The urban structure in the country the applicant city comes from.
- 1.1.2. Associate membership of the association is open to major cities of Europe from outside the European Union and the European Economic Area (EEA) with a democratically elected city government and should take into account for its admission the following criteria:
  - Preferably to have a population over 250,000 inhabitants;
  - The international and regional importance of the applicant city;
  - The urban structure in the country the applicant city comes from.
- 1.1.3. Full and associate membership of the association are also open to metropolitan areas according to the following criteria:
  - The core administrative entity must exceed a population of 200,000 and the wider metropolitan area should be at least around 400,000.
  - There must be established a coherent political structure and a legally recognised political representation for the wider metropolitan area.
- 1.1.4. The written application must be made on the standard application form and be accompanied by a letter and/ or additional documentation relating to the size, national and international role of the city.

- 1.1.5. Annual fees and benefits of full and associate members are outlined in the annexed table.

## **1.2. Associated partners and associated business partners**

- 1.2.1. Cities not eligible for EUROCITIES membership can become EUROCITIES associated partners in the frame of one or several forums or Executive Committee working groups.
- 1.2.2. Private businesses can become EUROCITIES associated business partners in the frame of one or several forums or Executive Committee working groups. Eligibility criteria are defined in the Vade Mecum for forums and working groups.
- 1.2.3. The written application must be made on the standard application form and be accompanied by a letter and/ or additional documentation relating to the specific profile and expertise of the applicant body. The application will be considered by the steering committee of the concerned forum. The final decision will be taken by the Executive Committee.
- 1.2.4. Those non EUROCITIES members which were previously members of ACCESS or TeleCities have automatically been granted the status of EUROCITIES associated partner.
- 1.2.5. The maximum number of associated partners allowed to take part in any given forum is limited to 15% of the number of EUROCITIES member cities.
- 1.2.6. Annual fees and benefits for associated partners and associated business partners are outlined in the annexed table.
- 1.2.7. In the event that a conflict of interest emerges between a company and EUROCITIES that is felt to compromise either the partnership or EUROCITIES' political position, the forum may review the company's status as an Associated Business Partner; the final decision lies with the Executive Committee

## **1.3 Subscribers**

- 1.3.1. Any stakeholder not eligible for EUROCITIES membership can subscribe to EUROCITIES information channels on a yearly basis.
- 1.3.2. Annual fees and benefits for subscribers are outlined in the annexed table.

## **2. ANNUAL GENERAL MEETING**

### **2.1. Participation at the Annual General Meeting**

The Annual General Meeting is made up of all the members of the association and is presided over by the President of the association.

### **2.2. Rules**

The rules governing the Annual General Meeting are outlined in the statutes.

### **3. EXECUTIVE COMMITTEE**

#### **3.1. Elections**

Procedures for election of Executive Committee members are outlined in the statutes.

#### **3.2. Role and responsibilities of the Executive Committee**

- 3.2.1. The Executive Committee will prepare the annual EUROCITIES Work Programme and provisional budget, and present them at the Annual General Meeting for discussion and approval.
- 3.2.2. The Executive Committee will implement the EUROCITIES Annual Work Programme, in line with the voted budget, and monitor the activities of the forums, the working groups and the Brussels Office.
- 3.2.3. The Executive Committee will organise a minimum of three Executive Committee meetings per year. From these, at least one must be a joint meeting between the Executive Committee, forums chairs and Executive Committee working groups chairs.
- 3.2.4. The Executive Committee will approve all EUROCITIES policy papers.
- 3.2.5. The Executive Committee will approve the use of EUROCITIES logo in different contexts such as events, conferences, or projects. In urgent cases, the decision on these issues can be made by the Secretary General and the President.
- 3.2.6. The Executive Committee will represent EUROCITIES with EU institutions, acting in consultation with the chairs of the relevant forums.
- 3.2.7. The Executive Committee will propose the location of the next Annual General Meeting to the members of the General Assembly.
- 3.2.8. The Executive Committee will resolve all matters outside the competence of EUROCITIES General Assembly, as indicated in the Statutes.
- 3.2.9. The Executive Committee will prepare and approve the Internal Rules, which will be formally approved by the Annual General Meeting.

#### **3.3. Elections of the President, Vice-President, Secretary and Treasurer**

Procedures for election of the President, the Vice-President, the Secretary and the Treasurer are outlined in the statutes.

#### **3.4. Role and responsibilities of the President**

- 3.4.1. The President will lead the preparation of the EUROCITIES Work Programme.
- 3.4.2. The President will report to the Annual General Meeting on forums and working groups outputs.

- 3.4.3 The President will prepare agendas and minutes for Executive Committee meetings, in cooperation with the Secretary General.
- 3.4.4 The President will participate in joint Executive Committee/ forums chairs meetings whenever they are held.
- 3.4.5 The President will represent EUROCITIES in high level political events and conferences.
- 3.4.6 The President will be responsible for overseeing the performance management of the Secretary General on behalf of the Executive Committee in line with EUROCITIES human resources procedures. The President will subsequently report all relevant performance outcomes, progress, and issues back to the Executive Committee.

### **3.5. Role and responsibilities of the Vice-President**

- 3.5.1 The Vice-President will deputise for the President in his/ her absence.
- 3.5.2 The Vice-President will assume the presidency in the event that the President resigns mid-term.
- 3.5.3 The Vice-President will assume other responsibilities as agreed with the President.

### **3.6. Role and responsibilities of the Treasurer**

- 3.6.1 The Treasurer will present EUROCITIES interim and annual accounts to the Executive Committee.
- 3.6.2 The Treasurer will - on behalf of the Executive Committee - present the EUROCITIES annual accounts to the Annual General Meeting.
- 3.6.3 The Treasurer will examine the draft budget and submit it to the Executive Committee.
- 3.6.4 The Treasurer will - on behalf of the Executive Committee - submit the draft budget to the approval of the Annual General Meeting.

### **3.7. Role and responsibilities of the Secretary**

- 3.7.1 The Secretary will be fully and wholly responsible for ensuring that the Statutes and Internal Rules of the association are respected.
- 3.7.2 The Secretary will supervise the elections of the Executive Committee, which take place during the Annual General Meeting.
- 3.7.3 The Secretary will be responsible for co-signing the Minutes of the Annual General Meeting with the President.

#### **4. FORUMS**

##### **4.1. Thematic Activities**

EUROCITIES is active through six thematic forums (and their working groups) as set up by the Annual General Meeting 2004: culture forum, economic development forum, environment forum, knowledge society forum - TeleCities, mobility forum - ACCESS, social affairs forum, and through the Executive Committee working groups set up under the participation and cooperation pillar.

##### **4.2. Conditions of forums/ Executive Committee working groups membership**

- 4.2.1. Membership of forums/ Executive Committee working groups is open to all cities members of EUROCITIES, and to associated partners and associated business partners under the conditions outlined under item 1 of the internal rules.
- 4.2.2. Membership of forums/ Executive Committee working groups may be terminated at any time, through a recorded letter to the forum/ working group chair.

##### **4.3. Elections**

- 4.3.1. Voting in all elections within forums/ Executive Committee working groups will take place by secret ballot on the basis of a simple majority of votes cast. At least 25% of all members and associated partners that are eligible to vote have to participate in the election for the result to be valid. There will be a re-ballot in the event of a tie.
- 4.3.2. In the event that the only standing candidate is not elected, a new call for candidates will be launched electronically. There will be an electronic vote following the submission of applications among all eligible members and associated partners.
- 4.3.3. In the event that there are insufficient nominations, the unfilled posts will remain vacant, unless additional candidates come forward during a meeting prior to the EUROCITIES Annual General Meeting.

##### **4.4. Chair and vice-chair**

- 4.4.1. The chair and vice-chair will be elected annually during the forum/working group meeting prior to the EUROCITIES Annual General Meeting by the members of the forum/ working group.
- 4.4.2. The chair and the vice-chair are elected for a term of one year renewable once.
- 4.4.3. The chair and vice-chair have to respect the decisions of the steering committee and are responsible for the following:
  - Leading the preparation of the forum work programme;
  - Reporting to the Executive Committee on forum and working groups outputs;
  - Calling up to three forum thematic seminars per year, one of which

- partly dedicated to the annual work programme;
- Preparing agendas and minutes for meetings, in cooperation with the policy officer in charge of the forum;
- Monitoring the information on the web site;
- Participating in joint Executive Committee/ forums chairs meetings whenever they are held;
- Authorising the setting up of working groups, taking into account the need for a clear mandate and timeframe, and adequate financial and human resources.

#### **4.5. Steering committee**

- 4.5.1. The steering committee of a forum consists of the chair and the vice-chair of the forum, together with the chairs of the forum working groups.
- 4.5.2. The steering committee will meet at least three times a year. One of these meetings should take place in connection with the last forum's meeting prior to the EUROCITIES Annual General Meeting.
- 4.5.3. The steering committee members will contribute to the responsibilities of the chair and vice-chair.

### **5. EUROCITIES COOPERATION PLATFORM**

#### **5.1. Composition of the Cooperation Platform**

The EUROCITIES Cooperation Platform is composed of the principal EUROCITIES contact officers in all member cities.

#### **5.2. Objectives**

The main objectives of this platform are:

- Facilitate networking among EUROCITIES contact officers;
- Provide members with opportunities to obtain and exchange information on EUROCITIES activities across all policy sectors;
- Provide a space for exchanging information on EU funded projects and programmes and new opportunities for access to funding.

#### **5.3. Chair**

The EUROCITIES Cooperation Platform is chaired by the EUROCITIES Vice-President.

#### **5.4. Organisation of the work**

- 5.4.1. The EUROCITIES Cooperation Platform meets at least once a year half-way between two Annual General Meetings, possibly in link with an Executive Committee meeting.
- 5.4.2. Meetings of the Platform can also be organized on an ad hoc basis, e.g. on the occasion of a new European funding programme.

## **6. BRUSSELS OFFICE**

### **6.1. Role and responsibilities of the Secretary General**

- 6.1.1. The Secretary General and the Brussels Office will be responsible for the day-to-day running of the association, and for establishing and maintaining contact with the European institutions.
- 6.1.2. The Secretary General and the Brussels Office will be accountable to the Executive Committee and through it to the Annual General Meeting and to the general membership.
- 6.1.3. The Secretary General and the Brussels Office will be accountable to the Executive Committee through its Treasurer for all budgetary matters.
- 6.1.4. The Secretary General and the Brussels Office will be responsible both for internal and external communication of the association.
- 6.1.5. The Secretary General and the Brussels Office will be responsible for reporting to the Executive Committee on the activities of the forums, in cooperation with the forum chairs.

### **6.2. Role and responsibilities of the Policy Officers**

- 6.2.1. The policy officers will attend (preferably) a maximum of three forum meetings per year.
- 6.2.2. The policy officers will attend the start meeting of (preferably) up to four working groups within the forum.
- 6.2.3. The policy officers will support the preparation of agendas and work programmes for forums and working groups.
- 6.2.4. The policy officers will support forums and working groups in establishing and maintaining relevant contacts with the European Institutions.
- 6.2.5. The policy officers will support the forums and working groups in the preparation of policy statements.
- 6.2.6. The policy officers will support members of the forums and working groups with requests for information concerning the policy areas covered by the forum.
- 6.2.7. The policy officers will ensure an appropriate flow of information throughout the organisation in cooperation with the EUROCITIES communications department.

## **7. PAYMENT OF THE FEES**

### **7.1. Amount of the fees**

The amount of the fees for members, partners and subscribers is proposed every year by the Executive Committee and is formally approved by the Annual General Meeting during the approval of the budget of the following year.

## **7.2 Deadline for payment of fees**

- 7.2.1. All payments must be made in the first six months of the year. Members/ partners who have not paid their fee within the first six months of the year will be charged interests.
- 7.2.2. Members who have not paid their fee by the Annual General meeting will forgo their voting rights at that meeting.

## **7.3. Cancellation of membership**

If a member/ partner cancels its membership, no fee will be refunded.

## **7.4 Members/ partners accepted late in the year**

Members/ partners accepted by the Executive Committee in the second part of the year will only have to pay 50% of the annual fee.

## ANNEX TO THE INTERNAL RULES

### EUROCITIES members, partners and subscribers - Fees and benefits -

Type	Fees 2014	Benefits
<b>Members</b>		
<b>Full members</b> <ul style="list-style-type: none"> <li>• Executive Committee</li> <li>• EU &amp; EEA</li> </ul>	€21,540  €15,820	<ul style="list-style-type: none"> <li>• Full rights.</li> <li>• Full rights but cities based in a non-EU Member are not eligible to be candidate for election to the Executive Committee.</li> </ul>
<b>Associate members</b> <ul style="list-style-type: none"> <li>• non-CEEC (Central and Eastern Europe)</li> <li>• CEEC</li> </ul>	€15,820  €4,260	<ul style="list-style-type: none"> <li>• Full rights with one exception: not eligible to be candidate for election to the Executive Committee.</li> </ul>
<b>Partners</b>		
<b>Associated partners</b> <i>per forum</i>	€4,420	<ul style="list-style-type: none"> <li>• Be welcome to participate in all the activities of a given forum:               <ul style="list-style-type: none"> <li>- have the possibility to chair working groups and/ or to be the vice-chair of the forum.</li> <li>- have the possibility of voting for the appointment of the forums chairs and vice-chairs and of the working groups chairs.</li> </ul> </li> <li>• Receive the EUROCITIES electronic newsletters and publications.</li> <li>• Have access to the EUROCITIES web site, including some protected parts, namely those related to search for partners.</li> <li>• Be welcome to participate in transnational projects or campaigning activities on an ad-hoc basis.</li> </ul>

Associated business partners <i>per forum</i>	€11,040	<ul style="list-style-type: none"> <li>• Be welcome to participate in all the activities of a given forum.</li> <li>• Receive the EUROCITIES electronic newsletters and publications.</li> <li>• Have access to the EUROCITIES web site, including some protected parts, namely those related to search for partners.</li> <li>• Be welcome to participate in transnational projects or campaigning activities on an ad-hoc basis.</li> </ul>
<b>Subscribers</b>	€2,570	<ul style="list-style-type: none"> <li>• Receive the EUROCITIES electronic newsletters and publications.</li> <li>• Have access to the EUROCITIES web site, including some protected parts, namely those related to search for partners.</li> <li>• Be welcome to participate in transnational projects or campaigning activities on an ad-hoc basis.</li> </ul>

*Latest update: 4 November 2015*



## EUROCITIES STATUTES

*Adopted by the EUROCITIES AGM in Lyon on 22 November 2005*

*Amended by the EUROCITIES AGMs in 2006, 2008, 2009 and 2015*

### Chapter I: Name, Seat, Aims and Duration

#### Article 1

The Association will be called "*EUROCITIES*", a non-profit making organisation.

#### Article 2

The seat of the Association is in the Brussels judicial region at 18 Square de Meeûs, 1050 Brussels until 31<sup>st</sup> March 2007. From 1<sup>st</sup> April 2007 on, the seat will be in the Brussels judicial region at 1 Square de Meeûs, 1000 Brussels. The registered seat of the Association may only be moved upon decision of the General Assembly. Any modification to the seat must be published in the annexes of the Belgian Official Journal in the same month.

#### Article 3

The aims of the Association are as follows:

- a) to establish a network for cooperation between the major metropolitan cities of Europe (hereafter "*EUROCITIES*") and to promote the common interests of the *EUROCITIES* in their capacity as centres of economic, technological, social and cultural development, and at an international level;
- b) to promote and represent the common interests of the *EUROCITIES* in the consultative and decision making process of the institutions of the European Union;
- c) to represent the reciprocal interests of the *EUROCITIES* in the framework of any area or question relating to the institutions of the European Union;
- d) to disseminate, publish or otherwise provide information, as well as organise and promote conferences, conventions, assemblies, seminars and meetings;
- e) to participate in seminars, conferences and conventions for training and education;
- f) to seek funds and subsidies for the benefit of *EUROCITIES*. Also to accept any other form of aid, or material donations, such as office equipment or office space, in such condition as benefits the aims of the Association.

To further these aims, the Association may also, in a minor capacity, take part in commercial activities, on condition that all benefits made from such activities are used solely for the purposes for which the Association was created.

The Association can undertake all acts which relate either directly or indirectly to its aims. It can, in particular, give its support to or take an interest in any other activities similar to its own aims.

#### Article 4

The Association shall be set up for an undetermined period. It may be dissolved at any time by a decision of its Annual General Meeting, following the conditions required for changing the Statutes, as laid down in articles 18 and 20.

### **Chapter II : Members**

#### Article 5

The Association is made up of full members and associate members. The number of members is unlimited, but must be a minimum of three. Without contravening the present Statutes or Belgian law, the rights and obligations of the different categories of members will be determined by the current Statutes.

The initial members are the founder members, as mentioned when setting up the organisation.

#### Article 6

Full membership of the Association is open to major cities of the European Union and the European Economic area (EEA) with a democratically elected city government and should take into account for its admission the following criteria:

- Preferably to have a population over 250,000 inhabitants;
- The international and regional importance of the applicant city;
- The urban structure in the country the applicant city comes from.

Associate membership of the Association is open to major cities of Europe from outside the European Union and the European Economic area (EEA) with a democratically elected city government and should take into account for its admission the following criteria:

- Preferably to have a population over 250,000 inhabitants;
- The international and regional importance of the applicant city;
- The urban structure in the country the applicant city comes from.

Full and Associate membership of the Association are also open to metropolitan areas according to the following criteria:

- The core administrative entity must exceed a population of 200,000 and the wider metropolitan area should be at least around 400,000.
- There must be established a coherent political structure and a legally recognised political representation for the wider metropolitan area.

Any eligible city may be admitted to the association, as approved by the Executive Committee. The prospective candidate is required to provide a formal written request of acceptance, to be submitted to the Executive Committee. The decision of the Executive committee will be without appeal.

The written application must be made on the standard application form and be accompanied by a letter and/or additional documentation relating to the size, national and international role of the city.

#### Article 7

Both full and associate members of the Association will be required to pay an annual subscription fee. A city who has not paid its subscription fee will automatically drop out of the members list. The amount of this fee will be proposed by the Executive Committee and formally approved by the Annual General meeting. The maximum annual fee will be fixed at 50.000 EURO.

#### Article 8

All members are free to end their membership of the Association at any time. Any resignation must be made known to the Executive Committee by means of a registered letter. The end of the membership will come into force only after a period of 6 months, from the date of the registered letter.

The exclusion of a member may only be decided upon by the Annual General Meeting, by a majority of two thirds of the members there present or represented.

The Executive Committee may, until formal decision of the Annual General Meeting, suspend any member guilty of serious infringement(s) of the Statutes.

#### Article 9

Any member who has either resigned or been excluded, as well as their successors, will have no rights whatsoever to the social funds of the Association, and will have no right to any form of compensation.

#### Article 10

Members are in no way responsible for the obligations of the Association.

### **Chapter III : Administration and Management**

#### Article 11

The Association will be run by an Executive Committee, made up of members of the Association; their number will not exceed 12. In any case, the number of members of the Executive Committee shall be inferior to the number of Members of the Association.

Except in the case that it is necessary to nominate a member of the Executive Committee for a single term, a term being the period between two Annual General Meetings, members of the Executive Committee will be nominated by the Annual General Meeting for a period of three years. Members of the Executive Committee will be eligible for re-election. They will exercise their duties free of charge.

The Executive Committee will be presided over by a President, elected by the Annual General Meeting for a one year term, on the proposal of the Executive Committee. The President may serve a maximum of two terms.

All members of the Executive Committee will be free to resign from their duties by sending notice to

the President, or, if the President resigns, by sending notice to the Vice-President. If all members of the Executive Committee wish to resign, such resignation shall occur by sending notice to all members of the Association. The members of the Executive Committee can be dismissed by the General Meeting at any moment.

The nomination, revocation or resignation of a member of the Executive Committee will be published in the annex of the Belgian Official Journal, during the month in which this takes place.

#### Article 12

In the case of a member of the Executive Committee vacating a position during the course of a mandate, a new member of the Executive Committee may be provisionally appointed by the Annual General Meeting. The new member of the Executive Committee would, in that case, take over until the end of the mandate period of the person whom he replaces.

#### Article 13

The Executive Committee will choose from among its members a secretary and a treasurer annually immediately after the elections for a term of one year renewable.

The Executive Committee will meet when convened by the President, or at the request of two members of the Executive Committee, or by the Secretary General.

A meeting of the Executive Committee will only be considered valid if a majority of members of the Executive Committee are present. A member of the Executive Committee may be replaced by another member of the Executive Committee, but a member of the Executive Committee may not act as proxy for more than one person at a time. Proof of proxy may be shown by means of a facsimile message.

Decisions will be taken by a simple majority of votes put forward by the members of the Executive Committee present or represented. In the case of an even vote, the President shall have the casting vote.

Minutes will be taken at each meeting and will be formally approved at the next meeting. All members will have the right to consult these Minutes and the decisions taken at the registered seat of the Association. Any extracts to be produced, as well as any other acts, may validly be signed by the President, the secretary or any other two members of the Executive Committee, or by the Secretary General.

#### Article 14

- ELECTION OF THE EXECUTIVE COMMITTEE

There will be a maximum of two cities per EU member state elected to the Executive Committee. The same city may not be represented in the Executive Committee by two institutions at the same time.

Membership of the Executive Committee is only open to full members of the Association based in an EU Member State.

Cities are elected to the Executive Committee by the Annual General Meeting for a three-year term.

The method of election will be as follows:

Nominations for election to the Executive Committee must be received by the Executive Committee not later than six weeks prior to the date of the Annual General Meeting.

The vote on the election to the Executive Committee will take place by secret ballot.

Without prejudice to the other articles of the statutes, the cities, which receive the largest number of votes will be elected to the Executive Committee until the seats on the Executive Committee have been filled. This will be true except where this would include cities which have polled less than 10 per cent of the votes.

In case of tie in the number of votes received by two or more cities, the Executive Committee determines a way of resolving the issue of the tie.

Each city represented on the Executive Committee may nominate one officer to support its political representative. That officer may vote on behalf of the member in his/her absence.

- ELECTION OF THE PRESIDENT and the VICE-PRESIDENT

Nominations for election of the President and the Vice-President must be received in writing by the Executive Committee not later than 6 weeks prior to the date of the Annual General Meeting.

The President and the Vice-President are always members of the Executive Committee.

The Vice-Presidency is to be seen as a preparatory position for the future Presidency in order to ensure continuity during a change of Presidency. It does not commit the Annual General Meeting in any way as to the election of the President the following year.

The President and the Vice-President are elected by the Annual General Meeting, on recommendation of the Executive Committee.

- MANAGEMENT OF THE ASSOCIATION

The Executive Committee holds the overall responsibility for the administration and management of the Association.

The Executive Committee manages the current affairs of the association and represents it in all legal and extra-legal sectors. All powers which are not explicitly reserved by the law or the present Statutes to the General Assembly are held by the Executive Committee.

The Executive Committee will nominate or dismiss, either directly or by the means of an intermediary, all agents, employees and members of staff of the Association; it will also decide upon their work and conditions.

The Executive Committee can, within the powers reserved to it, delegate its powers to one or more of its members, or to one or more employees of the Association. The Executive Committee may, in particular, delegate the daily management of the Association to the Secretary General, by which is meant any action which are necessary in the normal course of business or which can be taken without a formal decision of the Executive Committee due to their minor importance or their urgency, including the use of the signature necessary for this management. Without prejudice to formalities imposed by the labour law then in force, the Executive Committee may dismiss said delegate at any moment and said delegate may resign by sending notice of his/her intention to do so to the President.

Unless otherwise specified in the Minutes of an Executive Committee meeting, any member of the Executive Committee may validly sign individually an act regularly decided upon by the Executive Committee.

The Executive Committee will establish all internal rules and regulations, which it deems necessary or which are provided for in the Statutes.

#### Article 15

Members of the Executive Committee incur no personal obligations deriving from their functions, and may be held responsible only for the fulfilling of their mandate.

#### Article 16

Before the Executive Committee takes a decision or undertakes an operation whatsoever in which any of their number may have a personal interest, either direct or indirect, that member of the Executive Committee is held to declare the interest and ensure that his declaration is mentioned in the Minutes of the meeting of the Executive Committee.

That member of the Executive Committee may not vote in the Executive Committee in matters regarding that operation or decision.

### **Chapter IV : Annual General Meeting**

#### Article 17

The Annual General Meeting is made up of all the members of the Association and is presided over by the President of the Association.

A member may be represented by another member at the annual general meeting, but each member may only represent one other member at any one time. Proof of proxy sent to the registered seat of the association at least two weeks before the AGM may be made by means of facsimile message or email.

All full and associate members that have paid their fees for all preceding years of their membership have one vote at the annual general meeting

#### Article 18

The Annual General Meeting holds the final decision making power of the Association. It is endowed with all powers which are mentioned in the present Statutes, or are reserved for it according to law.

The following powers are notably reserved for the Annual General Meeting:

- a) the modification of the Statutes;
- b) the nomination and dismissal of President, Vice-President and members of the Executive Committee;
- c) the nomination and dismissal of the auditors and the amount of their fees if such fees are due;
- d) the release granted to the members of the Executive Committee and to the auditors;
- e) the approval of budgets and accounts together with the Work Programme and Report of Activities;
- f) the voluntary dissolution of the Association;
- g) the exclusion of a member.

## Article 19

The Annual General Meeting will convene during a conference organised by the Association, when such a conference is scheduled to take place, or at any other time of the year, as judged necessary by the Executive Committee, to approve accounts of the previous year, or to approve budgets for the following year. An Annual General Meeting must be convened at least once a year. An extraordinary Annual General Meeting may be convened at any time, by decision of the Executive Committee or by request by one fifth of the members of the General Assembly, this as and when the aims or interest of the Association so demands.

Notification will be made by means of a simple letter, signed by the President, or two of the members of the Executive Committee, and sent out at least one month before the Annual General Meeting is due to take place. Notifications should mention the date, place, time and agenda of the Annual General Meeting. All proposals signed by at least one twentieth of the members must be put on the agenda.

The Annual General Meeting may discuss points, which do not figure on the agenda, except in those cases foreseen in articles 8, 12 and 20 of the Belgian law of 27 June 1921 as amended by the law of May 2nd, 2002.

## Article 20

Except in cases foreseen by law or by the Statutes, all decisions will be taken by a simple majority of votes of members present or represented. In the case of an even vote, the President will have the casting vote.

The Annual General Meeting may only decide on any changes to the Statutes if said changes are explicitly foreseen in the call to assembly, and if two thirds of the members are present or represented. Any modification may only be adopted by a majority of two thirds.

However, if the modification to the Statutes concerns one of the aims for which the Association was created, the vote will only be held as valid if it is adopted by a majority of four fifths of the members present or represented at the Annual General Meeting.

Any modification of the Statutes must be published within the month in the annex of the Belgian Official Journal.

If two thirds of the members are not present or represented at the first meeting, a second meeting may be called, at which the matter may be discussed, regardless of the number of members present.

Such second General Meeting shall be able to deliberate upon the changes referred to under paragraphs 2 or 3 here-above. However, such second General Meeting may not be held before a period of at least fifteen days after the first meeting.

The Annual General Meeting may only decide on the dissolution of the Association if four fifths of the members are present or represented. If this condition is not fulfilled, a second meeting may be called, which may decide no matter what number of members are present. However, such second General Meeting may not be held before a period of at least fifteen days after the first meeting.

A two-thirds majority will be required in the case of exclusion of a member. No quorum will be necessary.

## Article 21

Minutes will be taken at each meeting, to be signed by the President and the secretary, and written into a register reserved for this purpose.

Members or third parties who express a valid interest will have the right to consult at the registered seat of the Association the documents, and/or an extract.

The extracts will be validly signed by the President or by two members of the Executive Committee.

## **Chapter V : Financial Year and Accounts**

### **Article 22**

The financial year of the Association will start on the 1st January and end on 31st December.

The Executive Committee will prepare the accounts of the year ended, as well as the budget of the next year. The Executive Committee will present the accounts of the year ended to the approval of the members at an extraordinary Annual General Meeting to be held during each annual cooperation platform before the end of June and present the budget to the approval of the Annual General Meeting in November. The accounts must be sent out at least one month before the extraordinary Annual General Meeting is due to take place. The budget may be seen by members at the seat of the association as from the tenth day preceding the regular Annual General Meeting.

## **Chapter VI : Dissolution and liquidation**

### **Article 23**

In the event of a voluntary dissolution, the Annual General Meeting, or, failing this, a tribunal will appoint one or more liquidators. It will also determine their powers and the method of liquidation.

### **Article 24**

In the case of dissolution of the Association, the net balance, after payment of debts, will be donated to one or more associations with a similar objective, as designated by the Annual General Meeting.

## **Chapter VII : Final comments**

### **Article 25**

Any points not specifically mentioned in the above Statutes will come under the legislation of the Belgian law of 21 June 1921 as amended by the law of May 2nd, 2002.