

THE STATUTES

Pursuant to amendments made by the Administrative Council on 20th January 2000

Chapter One – Name and location

Art.1 - The association shall have the name "Avignon Academy aisbl"

Art.2 - Its present seat shall be in Brussels, at 4, rue Jacques de Lalaing. The seat can be changed by decision of the Administrative Council to any other location within this city. Any change of seat has to be published within one month of the decision in the Moniteur belge.

Chapter Two – Aims and Objectives

Art.3 - The association shall have the following aims:

1. To elaborate and propose initiatives for the development of enterprise culture, especially in the light of new challenges for innovation and globalisation.
2. To undertake studies and research together with universities and institutes of the various Member States about the role of SMEs and craft, trades in Europe.
3. To add value to the role of entrepreneurial associations, especially in the light of its capacity to represent the interests of the enterprises and to promote the development of collaborative economic ventures.
4. To motivate the exchange of experience and know-how for employers and their employees as well as helping to offer respective training programmes.
5. To develop support concepts with regard to the creation of these structures in countries other than those of the European Union.

The association may undertake all actions which are directly or indirectly connected with its objectives. In particular, it can give support to and show interest in all activities which are related to its objectives.

Chapter Three - Members

Art.4 - The members of the Avignon Academy are:

1. Full members:
 - o The signatories to this document
 - o New members have to be proposed by a minimum of 2 full members and appointed by a minimum of a two-thirds majority of the present and voting members of the General Assembly

These are regarded as full members and have the right to vote by their representative whomsoever they may nominate.

2. Associate members
Associate members are:
 - o European or national cross-sectoral organisations of craft/trades and/or small and medium-sized enterprises of the manufacturing industries or trades of European member states;
 - o European sectoral organisations, European organisations of young entrepreneurs or organisations of women working in the enterprise of their husband;

- National organisations of craft and/or SMEs of the European countries, which are not members of the European Union;
- All kinds of institutions and associations which are involved in any way with craft, trades and/or SMEs and which do not qualify as full members.

The associate members may attend and speak at the Academy's meetings, with the exception of the Administrative Council, but have no right to vote.

Art.5 - A new member can be admitted by written declaration to the Administrative Council. The Administrative Council examines the request at its next meeting. The decision is final and does not have to be explained. The candidate is informed of the decision by written procedure. A refused candidate can only introduce a new request for admission from one year after the decision of the Administrative Council.

Art.6 - The full and associate members can terminate their membership at the end of each calendar year. Notice of termination must be communicated by registered letter before 1st October.

A full or associate member can be expelled from the association if it does not pay its fee within one month following a warning sent by registered letter.

The Administrative Council may, until the decision of the General Assembly, suspend the membership of a member, which has violated the statutes or general rules of good behaviour and good manners

The expulsion of a full member or an associate member can only become effective with the decision of a two-thirds majority of the persons present. The member to be excluded shall be invited to the meeting in order to give it the possibility to explain/defend itself.

Art.7 - The members who withdraw or are expelled from the association (or its legal successors) are not entitled to the assets of the association.

Chapter Four – Membership free

Art.8 - The full members and the associate members pay an annual membership fee. The Administrative Council fixes the amount of the fee. The amount may not exceed 20,000 Euro.

Chapter Five – General Assembly

Art. 9 - The General Assembly is composed of all full members. The President of the Administrative Council is chairman of the General Assembly. The General Assembly meets at least once per year. The place of the meeting must be indicated in the convocation letter.

Art. 10 - The General Assembly has the right to:

1. Modify the Statutes and to decide on the dissolution of the association in accordance with the law;
2. Elect and remove members of the Administrative Council;
3. Approve annually the budget and the final accounts;
4. Exercise all other powers derived from law or these statutes.

Art. 11 - The President of the Administrative Council invites the full members to the General Assembly. The full members may be represented during the General Assembly by written proxy given to another full member, and who is not permitted to represent more than one other full member.

The invitations have to be sent out not later than 3 weeks before the General Assembly. They have to include the agenda.

Art. 12 - The Administrative Council must convene the General Assembly, when at least a one-third majority of full members request it. Furthermore, any proposal signed by at least one-third of the full members must be placed on the agenda.

Art. 13 - Resolutions are taken by simple majority of those present and voting, except where otherwise stated by law or in these statutes. [The General Assembly reaches a quorum when at least half of its members are present.](#)

Art. 14 - Modification of statutes & dissolution

Without prejudice to article 5 of the law of 25th October 1919, any proposal aiming at the modification of the statutes or the dissolution of the association must emanate from either the Administrative Council or at least half of the full members of the association.

The Administrative Council must inform the members of the date of the General Assembly at least three months in advance where such a proposal is to be made.

The General Assembly has a quorum when at least two-thirds of the full members are present (or represented).

Where less than two-thirds of the full members are presenting this General Assembly, another General Assembly will be called under the same conditions as above. This assembly will then pass final and valid resolutions on the proposals in question, notwithstanding the number of present or represented members.

A resolution is only valid when it has the approval of at least a two-thirds majority of present or represented members.

Modifications of the statutes only become effective after approval of Royal Law and after the conditions, required by art. 3 of the law of 25th October 1919, are fulfilled.

The General Assembly will decide upon the procedure of dissolution and liquidation.

Art. 15 - The decisions of the General Assembly are signed by the President and by a member of the Administrative Council and are kept in a minute book. This book is kept at the association's registered office to allow any member to consult it.

These decisions may be communicated to interested third parties in writing.

Any change to the statutes must be published within one month in the annexes of the [Moniteur belge](#). The same is valid for any nomination, designation or withdrawal of a member of the Administrative Council.

Chapter Six – Administrative Council

Art. 16. - The association is administered by an Administrative Council composed of 8 representatives of the full members. The members of the Administrative Council are appointed and removed by the General Assembly. At least one member of the Administrative Council has to be of Belgian nationality. The Administrative Council reaches a quorum when at least half of its members are present.

Art. 17 - The term of office is fixed at four years. The retiring members of the Administrative Council may be re-elected.

Art. 18 - The Administrative Council appoints, from its members, a President, two Vice-Presidents and one Treasurer. In the case that the President is unable to perform his function, he is represented by one of the Vice-Presidents.

Art. 19 - The resolutions of the Administrative Council are adopted by a majority of the present or represented members. Each member of the Administrative Council has one vote. In event of a tied vote, the vote of the President or the Vice-President is decisive.

Art. 20 - The Administrative Council has all powers for the administration and management of the association. It may especially, without being limited to and without having any effect on other competencies derived from the law or these statutes, act and sign acts and contracts, compound and

transact, buy and deal in objects, sell all mobile and immobile tangibles and debts, get a loan, justify rent and lease obligations of any length, accept legal transfers and duties to financial support, gifts and change of the names, may exclude any rights, may transfer rights and duties to any representative of their choice, whether or not members defendant or plaintiff as well as represent the association as in any action before the courts. It may also employ or dismiss workers, request and receive any amount or value, take from the account any amount and redeem any value as well as execute any action of the bank and post office.

Art. 21 - The Administrative Council may, in the frame of its duties, transfer the management of the association's daily matters to one of its members or a third person, who does not have to be member of the association and who may be appointed as Secretary General. The General Assembly has to give its confirmation.

Art. 22 - Actions that bind the association have to be signed by the President and the Treasurer, who do not have to justify their authorisation to third parties. The standing orders may regulate internal authorisations.

Art. 23 - The members of the Administrative Council do not carry in the frame of their role any personal liability and are only responsible for their acts according to their function.

Chapter Seven – Secretary General

Art. 24 - To fulfil its objectives and those of its various bodies, the association may set up a Secretariat under the authority and responsibility of a Secretary General.

The Secretary General is responsible for the everyday affairs within the framework of the resolutions passed by the General Assembly and in accordance with the instructions on the part of the Administrative Council and the President. His mandate has to be confirmed by the General Assembly every five years. In case, the Secretary General is unable to perform his duties, the Administrative Council can nominate a substitute.

During the meetings of the General Assembly and the Administrative Council, the Secretary General has a consultative voice.

Art. 25 - The Administrative Council can establish a code of conduct for the Secretary General.

Chapter Eight – Scientific Committee

Art. 26 - A Scientific Committee accompanies the scientific work of the association. The General Assembly nominates its members. The number of members may not exceed **fifteen**. The personalities and experts, dealing with the objectives of the association, have to be elected. The Scientific Committee elects a director and two adjunct-directors, whose mandates last for four years. They may be re-elected.

Art. 27 - The Scientific Committee proposes concrete subjects for possible actions of the association, it supports its work and analyses the results scientifically.

Art. 28 - The Secretariat calls, in the name of the Administrative Council, the Scientific Committee twice a year. The administrators, the Secretary General and the full members or their representatives are admitted to the meetings of the Scientific Committee without having the right to vote.

Art. 29 - The Administrative Council proposes an order of affairs for the Scientific Committee which then has to be approved by the General Assembly.

Chapter Nine – International Code of Conduct

Art. 30 - The Administrative Council may propose to the General Assembly an internal code of conduct. A single majority of the present or represented members of the General Assembly may modify the internal code of conduct.

Chapter Ten - Budget and Question of Account

Art. 31 - The business year starts on the 1st January and ends on the 31st December of each year. The first business year starts 10 days after the publication of the statutes in the *Moniteur belge* and ends on the 31st December 1997.

Art. 32 - The Administrative Council shall prepare the accounts for the year for presentation to the General Assembly, which must approve the accounts.

Art. 33 - The General Assembly shall appoint two auditors, who control the accounts and who annually report to the General Assembly. They are elected for two years and may be re-elected.

Chapter Eleven - General Arrangements

Art. 34 - The languages used by the association are the official EU-languages. Owing to practical reasons and costs, a limitation to one or several of the EU-languages is possible. Nevertheless, French and English are compulsory.

Art. 35 - All those matters not mentioned in the present statutes, particularly the publications in the annexes of the *Moniteur belge*, are subject to the law.

Original version : Brussels, General Assembly the 13th February 1997

Modifications : Brussels, General Assembly the 29th February 2000

The French version is the original legally -binding basis of this document.
