

European Federation for Architectural Heritage Skills

An international non-profit-making association

Abbreviated to: *FEMP AISBL*

ARTICLES OF ASSOCIATION

SECTION I: NAME - REGISTERED OFFICE - OBJECT - DURATION

Art. 1:

An international non-profit-making association (AISBL) under Belgian law is hereby established under the name *European Federation for Architectural Heritage Skills* (abbreviated to *FEMP AISBL*). The association shall exist within the framework of the perspectives and continuity of previous initiatives by the Council of Europe and its European network on heritage skills aiming to promote the advancement and transfer of heritage skills.

Art. 2:

The association's registered office is hereby established at the following address: Institut du Patrimoine wallon - Heritage Skills Centre "la Paix-Dieu", Rue Paix-Dieu 1b (former abbey of Paix-Dieu), 4540 Amay. Such registered office may be moved to any other location in Belgium.

Art. 3:

The association shall fulfil a cultural, educational and scientific purpose at the international level. Its objective is to support and further develop the traditional know-how and techniques associated with architectural heritage skills.

In order to achieve this goal the association shall carry out all or some of the following activities, it being understood that the list below is not exhaustive:

1. setting up initiatives to increase awareness of the traditional know-how and techniques associated with the preservation and restoration of architectural heritage sites;
2. establishing a network which connects the various training centres active in the area of architectural heritage skills, for the purpose of harmonising practices as well as improving the exchange of knowledge and skills;
3. creating a platform for discussion and information exchange among the players involved by means of appropriate multilingual terminology;
4. taking on the role of central point of contact with a view to defining common objectives, and of monitoring and advisory body for all matters involving the safeguarding, management and further development of heritage skills in Europe;
5. organising activities involving publications, conferences, meetings, events and training programmes in the field of heritage skills in Europe, or encouraging initiatives of this type;

6. setting up and managing shared databases and systems;
7. measures to assist in the free circulation of services provided by heritage professionals;
8. developing and updating technological tools which allow the association to carry out its activities.

The association's activities shall be non-profit-making and may be carried out anywhere in the world.

Art. 4:

The association is established for an unlimited duration.

SECTION II: MEMBERS - ADMISSION - EXIT - LIABILITY

Art. 5:

Membership in the association shall be open to any private individual or legal entity, whether public or private. Association members shall either be full members, observer members or honorary members.

1. Full membership shall be open to legal entities which, in Europe, are responsible for training programmes involving heritage skills or for further developing such skills.
2. Observer membership shall be open to private individuals or legal entities having a connection with the association's objectives.
3. Honorary membership shall be open to private individuals upon whom the association wishes to confer this distinction based on their personal merits or the exceptional role they have played, or continue to play, in the establishment or development of the association.

The number of members shall be unlimited, but the minimum number of full members shall not be less than five.

Art. 6:

All candidates shall submit their membership request in writing to the chairman of the association.

Membership applications shall be evaluated by the board of directors, which shall decide to accept or reject the candidate by a simple majority vote of the members present or represented. No appeal shall be possible and the decision shall not have to be justified.

However, candidates for the status of honorary member shall be presented by the board of directors to the general meeting, which shall decide on the matter by a simple majority vote of the members present or represented.

Any member who changes name or whose legal structure is modified must inform the chairman of such situation. The chairman shall then assess the extent of the continuity provided by the new structure and shall decide whether or not to confirm membership status. Moreover, this decision shall have to be confirmed by the board of directors. In the

event that continued status as a member is confirmed, the member shall be considered as having accepted the decisions of the association applicable to the former member and it shall be bound by all its obligations towards the association, including those of a financial nature.

In the event of non-confirmation the new structure shall be entitled to submit a new membership application.

Art. 7:

All association members shall accept and comply with the articles of association and, where applicable, the internal regulations.

Art. 8:

Members may be required to pay an annual membership fee, the amount of which shall be set by the board of directors.

Membership fees shall be waived for honorary members.

Art. 9:

Members may exit the association at any time by sending written notification of their resignation to the chairman. Resignation shall take effect immediately but a resigning member shall continue to be bound by its financial obligations towards the association until the end of the financial year during which the resignation takes effect.

Members failing to pay their annual membership fee at the end of the financial year underway despite having received a reminder to that effect shall be considered as having tendered their resignation. Such resignation shall be formally acknowledged during the general meeting.

The proposed expulsion of a member shall be submitted by the board of directors to the general meeting. Such expulsion must be decided upon based on serious grounds, such as an infringement of the articles of association or the internal regulations or a failure to comply with ethics rules, and only after the person in question has been given an opportunity provide a defence in writing.

The board of directors shall be entitled to suspend, with immediate effect and until the general meeting has made a final decision, members who have infringed the articles of association.

Members who have been suspended or expelled shall continue to be bound by their financial obligations towards the association until the end of the financial year during which their suspension or expulsion takes effect.

Art. 10:

Members having resigned or having been expelled, as well as the rightful claimants of resigning, expelled or deceased members, shall not have any right of entitlement vis-à-vis the association's assets. Such persons shall not be entitled to request or demand any statement, rendering of accounts, affixing of seals, inventory of assets, or the reimbursement of membership fees paid by themselves or by a third party.

Art. 11:

Members shall not be held personally liable for the association's obligations.

SECTION III : GENERAL MEETING

Art. 12:

The general meeting is the general governing body of the association. It is responsible for determining the association's strategic and policy orientations and decides upon all matters related to its object.

The general meeting's remit includes:

1. modifying the articles of association;
2. appointing and dismissing administrators;
3. appointing and dismissing auditors and determining their salary, if any;
4. deliberations regarding the activities and decisions proposed by the board of directors;
5. adopting the internal regulations for the association as proposed by the board of directors;
6. approving budgets and accounts;
7. granting discharge to administrators and auditors;
8. setting the maximum amount for membership fees;
9. appointing honorary members;
10. voluntarily dissolving the association;
11. expelling members;
12. any decisions the scope of which exceeds the board of directors' legal or statutory authority.

Art. 13:

The general meeting shall consist of all association members, the rights of which are set out below:

1. Full members participate as of right in general assemblies and are entitled to voice opinions, introduce motions and vote.
2. Observer and honorary members participate as of right in general assemblies and are entitled to voice opinions, but they are not allowed to introduce motions or to vote.

Art. 14:

A general meeting shall be held as often as necessary, and at least once a year during the first six months of the year.

Association members may be convened to an extraordinary general meeting at any time pursuant to a decision by the board of directors or if requested to do so by one-fifth of full members. In such case the agenda shall indicate the reason for the convocation.

Art. 15:

Convocations shall be sent to all members by the association's chairman and shall indicate the date, place and time of the meeting. The agenda shall be drawn up by the board of directors and must be appended to the convocation. Any proposal signed by one-fifth of full members must be added to the agenda.

Convocations may be sent by any means, including e-mail or fax. Each one shall include a copy of the agenda and must be sent at least three months before the meeting date.

Documents shall be drawn up either in English or in French.

The general meeting shall not be entitled to deliberate, or vote on resolutions regarding, items which are not on the agenda.

Art. 16:

The general meeting shall be considered as validly constituted if at least five full members are present or represented.

Each full member shall be entitled to only one vote.

Any full member unable to attend the meeting may appoint another full member as his or her proxy.

The meeting shall be chaired by the association's chairman or, in the latter's absence, the vice-chairman, or, in the latter's absence, by the oldest administrator.

Art. 17:

Resolutions of the general meeting other than those referred to in the second paragraph of this article shall be adopted further to a simple majority vote of the members present or represented. In the event of a tie the person chairing the meeting shall cast the deciding vote.

Resolutions dealing with a modification to the articles of association, the expulsion of a member or the voluntary dissolution of the association shall be adopted in accordance with the following special conditions: a) the general meeting must issue an opinion regarding the proposal but it may only validly deliberate if a quorum of two-thirds of full members has been attained, and b) the decision must be approved by a two-thirds majority vote.

However, if the quorum of two-thirds of full members is not attained during the general meeting, a new general meeting shall be convened under the same conditions as those set out above. This general meeting shall be authorised to validly and definitively decide based on a two-thirds majority vote regardless of the number of members present or represented.

Art. 18:

The resolutions adopted by the general meeting shall be recorded in a special register signed by the chairman of the association or, failing that, by two administrators, and such register shall be kept at the association's registered office.

SECTION IV: BOARD OF DIRECTORS

Art. 19:

The board of directors is the management body of the association and holds the broadest powers as regards the administration and management of the association. It exercises the authority granted to it by the articles of association, carries out the resolutions adopted by the general meeting, and reports on the association's work to the general meeting.

In particular, the board of directors is responsible for:

1. defining the association's work programme in accordance with the strategic and policy orientations decided upon by the general meeting;
2. managing the association's affairs, among other things through the drawing up of an annual budget and accounts which are then submitted to the general meeting for approval;
3. validly representing the association for legal matters and vis-à-vis all third parties without having to supply proof of its signing authority;
4. delegating day-to-day management activities, including the related signing authority, to a director who is an employee of the association; deciding to grant special authority to any representative of its choice;
5. filing, each year, the annual accounts approved by the general meeting;
6. submitting a proposal for internal regulations for the association to be approved by the general meeting.

Art. 20:

The board of directors shall consist of at least two and at most twelve administrators.

There may not be more than two administrators from the same State and one position shall be reserved for a Belgian member.

Administrators shall be appointed by the general meeting for a renewable two-year term of office. An administrator's term of office may be terminated at any time pursuant to a simple majority vote of the general meeting. Administrators shall carry out their duties free of charge but may be reimbursed for the costs incurred to attend meetings.

Outgoing or resigning administrators shall hold their position until the general meeting during which their replacement is appointed.

Art. 21:

The board of directors shall appoint a chairman and vice-chairman from among the administrators. It shall also appoint a secretary and a treasurer.

Art. 22:

The board of directors shall be convened by the chairman, who shall draw up the agenda. Convocations, which shall include the agenda and the minutes for the previous meeting, shall be sent at least 45 days before the date of the meeting. If the chairman is absent, the meeting shall be validly chaired by the vice-chairman or, in the latter's absence, by the oldest administrator.

The board of directors shall meet at least three times per year and shall only be able to make valid decisions if at least one-half of the administrators are present or represented. Any administrator unable to attend the meeting may appoint another administrator as his or her proxy. However, no administrator shall be entitled to act as proxy for more than one other administrator.

Decisions shall be made with a simple majority of votes.

In the event of a tie, the chairman or the latter's replacement shall cast the deciding vote.

Art. 23:

The proceedings for each meeting shall be recorded in minutes, signed by the chairman or two administrators, which shall then be included in a register used exclusively for that purpose. These minutes shall be provided to administrators on a regular basis in accordance with article 22 of these articles of association. The approval of the minutes of a particular meeting must be the first item on the agenda for the following meeting. Any excerpts or other certificates which must be produced shall be valid when signed by the chairman or, in the latter's absence, by two administrators.

Art. 24:

All the association's documents, notably minutes of meetings, accounting ledgers, bank statements, invoice registers, correspondence sent or received, covenants, etc. shall be kept at the association's registered office where they shall be available for consultation by all members and third parties with a legitimate interest. Such documents, however, shall at all times have to remain at the registered office. Consultation requests shall be submitted to the chairman or, failing this, to two administrators. The maximum period of time between the submission of the consultation request and the answer shall not exceed 15 days.

Art. 25:

Legal action shall be carried out at the request of the chairman of the board of directors or an administrator appointed for this purpose.

SECTION V: FINANCIAL MATTERS

Art. 26:

The association shall be funded through:

- membership fees;

- financial contributions, contributions in kind and subsidies received from members, other organisations and legal entities;
- donations and legacies; testamentary provisions shall only be accepted subject to an inventory of assets and liabilities.

The association shall be entitled to receive, manage or acquire all movable and immovable goods as well as have at its disposal all contributions, advances, loans or other financial income, whether periodically or not, within the conditions provided for in the law.

Art. 27:

The association's financial year shall begin on 1 January and end on 31 December. Exceptionally, the first financial year shall begin on the date the association is established.

Art. 28:

The auditor having been appointed by the general meeting, where applicable, shall submit his or her report on the financial year ended to the board of directors before the agenda for the general meeting is drawn up. In addition, the auditor shall also present his or her report to the general meeting.

Art. 29:

Each year, the board of directors shall submit to the general meeting for approval the accounts for the financial year ended as well as the projected budget for the upcoming financial year.

Art. 30:

All official documents shall be drawn up in French. However, it shall be possible to draw up working documents in either French or English.

SECTION VI: DISSOLUTION - WINDING UP

Art. 31:

Save in the case of judicial or de-facto dissolution, the general meeting shall be entitled to dissolve the association. In the event of voluntary dissolution, the general meeting shall appoint one or several liquidators and determine their powers as well as how the dissolution is to take place.

Art. 32:

Once all debts have been discharged, net assets shall be allocated to a purpose which is as close as possible to the original object of the dissolved association. If such allocation is not carried out within two years, the net assets shall be allocated to a disinterested institution.

SECTION VII: RIGHTS

Art. 33:

Specific covenants set out the ownership of the rights to the documents produced either by the association or within the framework of its work or that of its employees.

Unless stated otherwise, association members shall be free to copy, disseminate or share with the public at large the data and documents produced by the association.

Drawn up in as many copies as there are founding members in XXX on XXX, with each founding member acknowledging receipt of a copy.