



ENCATC

The European network on cultural
management and policy

STATUTES

ENGLISH VERSION



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ENCATC, the European network on cultural management and policy International Non-Profit Association

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TITLE I. - LEGAL STATUS, HEAD OFFICE, DURATION, FINANCIAL YEAR

Article 1. A non-profit international organisation called the “ENCATC, the European network on cultural management and policy”. This association is governed by the Belgian law dated 27 June 1921 referring to non profit international associations, international non profit association and foundations.

Article 2. The registered office is at Avenue Maurice 1, Brussels 1050 in the legal arrondissement of Brussels. The registered office may be moved anywhere in Belgium by a decision made by the Board of Directors to be published in the Annexes of the *Moniteur Belge*

Article 3. The association is formed for an unlimited period. The financial year corresponds to the calendar year.

TITLE II. - AIMS

Article 4. The association's aims are the development of training for cultural managers, the development of cultural management, and co-operation between centres organising this training, all from a European perspective.

To achieve the above, the association will undertake the following activities:

- providing opportunities and encouraging the training of trainers through staff and information exchange, seminars, etc. between members of the different Member States;
- facilitating the exchange of information between centres offering training in cultural administration;
- identifying and supporting areas of research which are of common interest to members;
- organising projects and other activities that will contribute to the association's goals;
- organising the Annual General Assembly and Conference;
- advising European bodies on education and training policies in the field of cultural administration;
- representing the interests of European cultural administration training centres at a European level.

ENCATC achieves its aims in different ways through direct work with its members. It may carry out any activities directly or indirectly, entirely or partly connected with its aims or which lead to the development of

these or to making them possible, and may therefore purchase, rent all appropriate movables and immovables and implement all human, technical and financial resources as necessary. It may lend support and become involved in activities with similar aims. It forges appropriate relations with other associations. The Board of Directors is authorised to interpret the nature and extent of the association's goals.

ENCATC may act at a provincial, regional, community, federal, European and international level.

TITLE III. - MEMBERS

Article 5. The association is made up of training bodies and individuals with professional interests in the cultural sector and who support the association's objectives. The training bodies hold civil status.

Membership of the association is open to education and training institutions in the cultural sector with an interest in its development, to individuals involved in education and training in the field, and to individuals involved in the cultural field and who support the aims of the association.

ENCATC has two categories of membership: full members and associate members.

I. FULL MEMBERS

Full members must be training or education bodies which are represented by the person of their choice. Members have at least three years of experience in providing and delivering publicly-recognised training services.

II. ASSOCIATE MEMBERS

Associate members are split into three groups all with the same rights (see article 9 below):

- **Organisation-associate members**: these are training bodies that have not offered training or education services for a minimum of three years, institutions playing a significant role in areas of training and education, and institutions with related activities such as cultural associations or other networks.
- **Personal-associate members**: Individual such as educators, trainers, and media and culture managers can become associate members.
- **Support-associate members**: Similarly individuals or bodies providing financial support or otherwise to the association may become associate members.

Article 6. The association's Board of Directors votes on full member written application submissions by a simple majority of votes present or represented. The decision made does not require justification. The decision can not be appealed.

Full members promise to pay an annual membership fee with a maximum of 1000 Euro. The fee is fixed annually by the General Assembly.

Article 7. Full members have the right to:

- be informed of GA decisions. To do so, the members send a written request to the Board of Directors based on which a date and time will be arranged for consulting the documents and papers. These must not be removed; and
- attend or be represented at the GA; and
- vote at the GA, each having an equal vote; and
- only be excluded after having been summoned and heard by the GA deciding by a majority of two thirds of the members present or represented; and
- withdraw by sending a registered letter to the association Secretariat; and
- to take part in certain activities organised by ENCATC.

Article 8. Associate membership can be given to legal entities or natural persons that, while conforming to the aims of the organisation do not fulfil the conditions for joining as a full member.

An associate member is any legal entity or natural person that applies (in writing) to the Board of Directors who then decide by a majority of the votes present or represented.

The decision made does not require justification. The decision can not be appealed.

Associate members promise to pay an annual membership with a maximum amount of 800 Euro. The fee is fixed annually by the General Assembly.

Article 9. Associate members have the right to:

- take part in certain activities organised by ENCATC; and
- be heard by the Board of Directors with its prior approval; and
- attend General Assemblies without however being able to vote; and
- withdraw by sending a registered letter to the association Secretariat.

TITLE IV. - AFFILIATION, RESIGNATION, SUSPENSION AND EXCLUSION

Article 10. All requests for affiliation as a full or associate member are sent in writing to the Secretary General at ENCACT and reviewed by the Board of Directors as per the procedures set out in articles 6 and 8 of the present statutes.

Article 11. Any member is entitled to resign its membership, provided it gives written notice by registered letter to the association **before the 30 of March of the current financial year.**

Without any reaction from the non-paying member, on the 2nd of April ENCATC will suspend all the services to the member. For this purpose the email account of the member will be deleted from the ENCATC database as well as its online profile. However, despite the service will be suspended the member will continue to be liable to pay any outstanding **amounts.**

Article 12. Upon meeting the following criteria, a member will be regarded as resigning:

- the conditions required for affiliation are not met; and
- fees have not been paid after **a reminder by email or letter** has been sent with no further change for **4 weeks after the date the reminder** was sent.

The Board of Directors notes the list of conditions included in the present article.

Article 13. The Board of Directors may suspend a member if the member falls seriously short of their duties given to them by virtue of the present statutes or if the member conscientiously impedes achieving the objectives of the organisation. Suspension is temporary and is valid only until the next annual General Meeting.

Article 14. A member may be excluded if the member falls seriously short of their duties given to them by virtue of the present statutes or if the member conscientiously impedes achieving the aims of the organisation. The exclusion is decided by the General Assembly upon a vote by a majority of two thirds of the member votes present or represented. This step begins at the time of the decision. The member facing possible exclusion may have a hearing with the General Assembly. The excluded member is still liable for fees outstanding. The decision of the General Assembly requires no justification.

Article 15. Any member of ENCATC losing this position, for whatever reason, has no claim to the assets of ENCATC.

Article 16. Annual membership fee is due by all members of the organisation. The membership fees are determined by the Board and approved by the GA. The Board may suggest an increase of membership fee at the General Assembly every three years based on inflation

Article 17. Members must send all appropriate information to ENCATC for the achievement of its aims and for establishing the fee amount. Members promise to abide by the decisions made by ENCATC bodies and to provide all that is necessary for having them respected by their affiliates.

TITLE V. ENCATC STRUCTURE, METHOD OF REPRESENTATION AND POWERS, LENGTH OF MANDATES

Article 18. The structure of ENCATC includes:

- a) a General Assembly;
- b) a Board of Directors
- c) a President of the Board of Directors
- d) one or two Vice-Presidents
- e) a Secretary
- f) a Treasurer
- g) a Secretary General

Article 19. The General Assembly is the most important body of ENCATC. It possesses powers expressly recognised by law or by the present statutes.

The holding of a General Assembly is necessary for the following objectives:

- Modification of the statutes;
- Appointing and dismissal of Directors;
- Discharge granted to Directors;
- Approval of budgets and the accounts;
- Dissolution of the association;
- The exclusion of a member;
- Changing the association into a company with social aims;
- Discussion and approval of recommendations made by the Board of Directors;
- Participation in setting out policies and projects undertaken by the association;
- Giving opinions to the Board of Directors

Article 20. The General Assembly meets following an invitation from the President of the Board of Directors or where this is not possible, from a Vice-President or from one of the Directors. The agenda is attached to the invitation. The invitation is sent by email or regular post at least 21 days before the meeting unless otherwise decided by the President.

At least one General Assembly must take place each financial year.

A meeting must be called if one third of the full members request it from the President, outlining the agenda points that they wish to discuss.

Article 21. The General Assembly is made up of all the full members of ENCATC.

It is quorate if two thirds of the full members are present or represented.

Each full member can receive a proxy from another member; however s/he can only hold a maximum of two proxies. The status of full member is granted to the organisation and not to a natural person. Therefore, a full member can send any member of their staff to take part in the GA. It can be represented only by another member of ENCATC.

If a General Assembly does not achieve a quorum, decisions will be made as the result of an electronic vote. The relevant papers will be sent to all Full (voting) Members, who will have 14 days from the despatch of the papers to register their electronic vote, the whole of this procedure to take place within two months of the failed General Assembly. If at the end of this procedure fewer than thirds of the Full (voting) Members have voted, then a further physical General Assembly will be called, following the procedure identified in Article 20. This meeting will be deemed quorate and valid regardless of the number attending.

All full members have an equal vote, each having one voice.

Resolutions are made by a simple majority of votes, except in the case where it is decided otherwise by law or the present statutes. In the event of a tie in the voting, the casting vote will be that of the President of the Board of Directors. If he/she is not present, the casting vote will be that of the Vice-President or that of any other member representing the President.

Article 22. The General Assembly resolutions are to be kept in a register of the association's proceedings, in the form of minutes, signed by the President, the Secretary General and the Secretary of the General Assembly.

This register is kept at the registered office where all members can consult them, without however removing the register.

Article 23. The Board of Directors sets out the policies to follow for the aims. All powers not expressly given by law to the General Assembly fall to the Board of Directors.

Article 24. The Board of Directors consists of seven people elected and dismissed by the General Assembly.

For one of these seven posts, priority is given to an associate member. All other members of the Board of Directors are full members. In case of no candidate application from an associate member, all members of the Board of Directors will be full members. Members of the Board of Directors are elected to in a personal capacity and not to represent their country or institution. If need be, for the completion of a particular project or for skills required, the Board of Directors may co-opt up to two new members of the Board for a period not running beyond the next annual General Assembly.

Elections for Board members are held every two years. Each Board member is elected for a period of two years. At the end of this period, each member can put themselves forward at the next elections. No Board member can carry out this function over a continuous period of 6 years or two re-elections. If a Board member wishes to be re-elected beyond this period, a period of two years must separate the end of the previous function from their new election.

To ensure a spread of interests, only one Board member from each country can be elected. If there are several candidates coming from the same country, a first round of elections will be organised to determine which member of this country may take part in the second round of elections which the member will participate in with all other candidate members for the post of Board member. The vote will be based on a simple majority. If two or more candidates receive the same number of votes at one of the two election rounds, and if this result affects the final decision, a new round of elections will be held among the candidates. At each round of these Board member elections, each full ENCATC member will have the right to vote.

Where the Association is subsidized by an intergovernmental organisation such as the Council of Europe, the Commission of European Communities or UNESCO, a representative of this organisation may take part in the Board meetings as member ex-officio. This person has no voting right.

Where for whatever reason a Board member is in the irreversible position of not being able to fulfil their mandate, the Board of Directors may arrange for a replacement. This appointment must be ratified by the next General Assembly.

Article 25. The Board chooses a President, one or two Vice-Presidents, a Secretary and a Treasurer from within its body. A Board member may assume the role of President for a maximum of four years.

The President presides over the General Assembly and the Board of Directors and sets out the agenda. In the President's absence, s/he is replaced by one of the Vice-Presidents or by a Director. The President represents ENCATC at the highest level.

All activities undertaken by the association are, except for proxies of the Board of Directors, signed by the President who need not justify powers given for this purpose to third parties. Both plaintiff and defendant related legal proceedings are dealt with by the Board of Directors represented by its President or a Board member appointed for this by the Board of Directors.

Article 26. The Board of Directors meets following the invitation from the President or the Secretary General as often as is necessary for the interests of ENCATC. The Board meets at least twice a year following a call by the President or Secretary General. During these meetings, the quorum is reached when half of the Board members are present and the decisions are reached on a simple majority of the votes. Each Board member has one vote.

The agenda attached to the invitation is set out by the President or the Secretary General and will be accompanied, where necessary, by a summary of points listed.

Article 27. At each annual General Assembly, the Board of Directors submits the accounts for the previous year. The budget plan for the following year is also submitted for approval.

Article 28. As part of its responsibility the Board may grant special and specific powers to one or more persons.

Article 29. The Secretary General is responsible for the daily management of ENCATC and is appointed or dismissed by the Board of Directors following the President's proposal.

For information only, and without this listing being restrictive, the daily management includes the power to:

- sign daily correspondence;
- represent the association in respect of any authority, administration or public service;
- sign all receipts for registered letters, documents or packages sent to the association by Postal Services, from any courier company or other company;
- take whatever steps necessary or appropriate for enforcing decisions made by the Board of Directors or General Assembly.

As part of their responsibility, the Secretary General may delegate one or more special powers, as part of the daily management, to employees of the association or to any other person of their choice, without however being authorised to delegate the daily management as such to anyone.

Even beyond daily management activities and following prior authorisation from the Board of Directors which is able to set financial limits on the involvement, the Secretary General will possess the special powers specifically listed below:

- take or give any movables rented and seal any leasing contract relating to these movables;
- hire and dismiss any salaried worker of the association, whatever their function or hierarchical position, and determine the functions, remuneration, as well as the employment terms, of promotions or redundancies;
- claim, earn and receive any sum of money, any documents and goods of any type and acquit themselves of them;
- seal any contract with any self-employed service provider or supplier of the association;
- negotiate and seal any transaction contract; represent the association in court (including before the Council of State) or in arbitration proceedings, as plaintiff or defendant; take all necessary or appropriate steps for these proceedings, obtain all judgements and have them enforced;
- make and accept any price offer, pass and accept any order, and seal any contract concerning the purchase or the sale of any movable;
- take or give any immovables rented and seal any leasing contract relating to these immovables;
- seal any contract relating to the purchase or the sale of any immovables.

Remuneration of the Secretary General: The Secretary General will receive remuneration for carrying out his post of Secretary General such as determined by the Board of Directors.

TITLE VI. – INTERNAL REGULATIONS

Article 30. An internal regulation may be put forward to the Board of Directors at the General Assembly.

Modifications to this regulation can be approved by a General Assembly upon a simple majority vote by present or represented members.

TITLE VII. – CHANGES TO THE STATUTES – ALLOCATION OF PROPERTY IN THE CASE OF DISSOLUTION

Article 31. Any proposal aiming to modify the statutes or dissolve the association must come from the Board of Directors or from a third of the full members of the association.

Association members must receive at least eight days advance notice from the Board of Directors of the date of the General Assembly which will vote on the proposal concerned.

The General Assembly can only legitimately discuss such a proposal if there are at least two thirds of the association's members with a vote either present or represented. No decision will be accepted if it is not voted for by a majority of two thirds of the votes.

However, if this General Assembly does not have the required quorum, a new General Assembly will be convened with the same conditions of the first one. A new procedure will follow as mentioned in article 21.

Article 32. In the case of voluntary or legal dissolution, the net assets of the association are to be given to the association or associations that succeed ENCATC or to one or more associations with similar aims or as decided upon by the General Assembly.

TITLE VIII. -- GENERAL MATTERS

Article 33. The functions of the President, Vice-President as well as those of the Board of Director members are unpaid. These people, as with the Secretary General, work with ENCATC only in the carrying out of their mandate.

Article 34. Anything not explicitly provided for by the present statutes is governed by the law of 27 June 1921 regarding non-profit associations, non-profit international associations and foundations.

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