



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

Registered Office: Avenue Maurice 1, Brussels 1050

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

Article 1. A non-profit international association called the “ENCATC, the European network on cultural management and policy” is hereby incorporated. This association is governed by the provisions of the Companies and Associations Code applicable to non-profit international associations.

Article 2. The registered office is at Avenue Maurice 1, Brussels 1050 (Brussels-Capital Region).

To the full extent permitted by law, the registered office of the association may be transferred by a decision of the Board of Directors to be published in the Annexes to the Belgian Official Gazette. In such case, the Board of Directors is authorized to modify the registered office of the association in the statutes and to proceed with the publication of the coordinated version of the statutes in the Annexes to the Belgian Official Gazette.

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

TITLE II. – AIMS

Article 4. ENCATC promotes and advances the fields of cultural management, cultural policy education, and research; connects stakeholders and ideas; and fosters an inclusive, sustainable, and democratic environment for the development of arts and culture.

To achieve the above mission ENCATC will pursue the following objectives and priorities:

- Facilitate and promote networking by connecting, empowering, expanding and diversifying the cultural management and cultural policy community gathering educators, researchers, students, practitioners, policy makers and artists.
- Improve education by contributing to the development of a sustainable, inclusive and democratic cultural management and cultural policy education at international, European and international level.
- Contribute to the European Research Area by pursuing, publishing, presenting and disseminating research in the fields of cultural management and cultural policy.
- Advocate for cultural management and cultural policy education and research as an academic discipline and as a field of practice by playing an active role at international, European and Local level

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- Promote evidence based sustainable, inclusive and democratic cultural policies at international, European and local level

ENCATC achieves these aims in any way possible, in close collaboration with its members. It may carry out any activities directly or indirectly, entirely or partly connected with its aims or which might lead to the development of these aims or to making them possible, and may therefore purchase, rent all appropriate movable and immovable assets and implement all human, technical and financial resources as necessary.

It may lend support and become involved in activities similar to its aims.

It establishes 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 composed of the following membership categories:

I. FULL MEMBERS

Full members must be training or education bodies which are represented by the person of their choice. The capacity of full member is attached to the concerned body and not to the representative of this body for the purposes of the association. Each full member has all powers for the designation and dismissal of this representative and informs the association on the identity of its representative and any modification of this representative. Full members have at least three years of experience in providing publicly-recognised training services.

II. ASSOCIATE MEMBERS

Associate membership may be attributed to natural persons or legal persons that, while adhering to the aims of the association, do not fulfil the conditions for joining as a full member.

Associate members are split into three groups all with the same rights:

- **Organisation-associate members**: bodies that have not offered training or education services for at least three years; institutions playing a significant role in the field of training and education; cultural associations or networks.
- **Personal-associate members**: individuals such as educators, trainers, and media and culture managers.
- **Support-associate members**: individuals or bodies providing financial support or otherwise to the association.

III. HONORARY MEMBERS

Honorary membership may be attributed, on the basis of voluntary support given or work undertaken to support the organisation, to a limited number of natural persons adhering to the aims of the association. Honorary membership is attributed by invitation only by the Board of Directors.

Article 6. The Board of Directors of the association decides on the written applications for full membership and associate membership, as well as on the attribution of honorary membership, with a simple majority of the votes cast by directors present or represented. Applicants must demonstrate an interest for the achievement of the aims of the association and meet the membership requirements foreseen in article 5. The decision made does not need to be justified. The decision cannot be appealed.

Article 7. **Full members** have the right to:

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- attend or be represented at the General Assembly and vote;
 - to take part in the activities organised by ENCATC;
 - only be expelled after having been summoned and heard by the General Assembly deciding with a majority of two thirds of the members present or represented;
 - withdraw by sending a registered letter to the association's Secretariat.

Article 8. **Associate and honorary members** have the right to:

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

Article 9. **Full and associate members** commit to:

- actively contribute to the development of the association and the achievement of the aims of the association as set out in Article 4;
- respect the provisions of these statutes;
- promote the dissemination of information and initiatives of the association at national, European and international levels;
- pay the membership fees and any other financial obligation that would be set;
- refrain from actions conflicting with the association's interests.

The same obligations are applicable to honorary members, to the exception of the one related to the payment of membership fees or any other financial obligation that would be set.

TITLE IV. – AFFILIATION, RESIGNATION, SUSPENSION AND EXCLUSION

Article 10. All requests for affiliation as full or associate member are sent in writing to the Secretariat of ENCATC and examined by the Board of Directors as per the procedure set out in article 6 of these statutes.

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

Failing any reaction from the non-paying member, on the 2nd of April, ENCATC will suspend this member. For this purpose, the email address of this member will be deleted from the ENCATC database as well as its online profile. However, despite the suspension, the member will continue to be liable to pay any outstanding membership fees.

Article 12. A member will be regarded as resigning when:

- the conditions required for affiliation are not met; and
- membership fees have not been paid after a reminder by email or registered letter has been sent with no further change for 6 weeks counting from the date the reminder was sent.

The Board of Directors takes note of the conditions foreseen in the present article.

Article 13. The Board of Directors may suspend a member that seriously fails to observe the obligations imposed on it by virtue of the present statutes or if the member deliberately impedes achieving the aims of the association. Suspension is temporary and is valid only until the next meeting of the General Assembly.

Article 14. Any member may be expelled if the member seriously fails to observe the obligations imposed on it by virtue of the present statutes or if the member deliberately impedes achieving the aims of the association. The expulsion is decided by the General Assembly upon a vote by a majority of two thirds of the votes cast by the members present or represented. The expulsion takes effect at the time of the decision. The member facing possible expulsion is invited to be heard by the General Assembly. The expelled member remains liable for the outstanding membership fees. The decision of the General Assembly does not need to be justified.

Article 15. Any member of ENCATC that ceases to be a member, for whatever reason, has no claim on the assets of ENCATC.

Article 16. Unless otherwise provided for in the statutes, annual membership fees are to be paid by all members of the organisation. The membership fees are determined by the Board of Directors and approved by the General Assembly.

Article 17. Members must send all appropriate information to ENCATC for the achievement of its aims in order to allow to establish the amount of membership fees. Members commit to abide by the decisions made by the bodies of ENCATC.

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 the powers expressly recognised to it by law or by the present statutes.

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

- Modification of the statutes as well as adoption and modification of the Internal Regulations;
- Appointment and dismissal of directors and determination of their remuneration in the cases where a remuneration is awarded;
- Appointment and dismissal of the statutory auditor and determination of its remuneration;
- Discharge granted to the directors and to the statutory auditor;
- Approval of the budget and the annual accounts;
- Dissolution and liquidation of the association;
- Expulsion of a member;
- 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 a convening notice sent by the President of the Board of Directors or when the President is prevented from doing it, by a Vice-President or by one of the directors. The agenda is attached to the convening notice. The convening notice is sent by email or ordinary mail at least 21 days before the meeting.

At least one General Assembly must be held each financial year.

A meeting must be called if one third of the full members requests it in writing from the President, outlining the agenda items that they wish to be discussed.

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

The associate and honorary members are convened to the General Assembly and may voice their opinion but do not have the right to vote. They are not taken into account in the attendance quorum.

Third parties may be invited to attend a meeting of the General Assembly as observers, on proposal of the Board of Directors. They may voice their opinion but do not have the right to vote.

Unless otherwise provided for in the law or in the statutes, the decisions of the General Assembly shall only be valid if members holding at least one third of the total number of votes are present or validly represented. If the quorum is not met, a second meeting needs to be called. At this second meeting, it shall legitimately be deliberated and decided, on the basis of the same agenda as of the first meeting, irrespective of the number of members entitled to vote present or validly represented.

Each full member can receive a proxy from another full member; the member can only hold a maximum of two proxies.

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

Resolutions are made by a simple majority of votes, except in the cases where it is decided otherwise by law or the present statutes. Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator). In the case of a tied vote, the President of the Board of Directors, or in his/her absence, the Vice-President or any other member representing the President, has a casting vote.

The meetings of the General Assembly can also be validly held by conference call, videoconference or web-conference.

Decisions of the General Assembly may also be taken by written resolutions of the members entitled to vote provided that each member entitled to vote has been informed at least 21 calendar days in advance of the decisions to be taken. The absence of a reply within this period of 21 days will be considered as an approval of the decisions to be taken. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the association.

Article 22. The General Assembly resolutions are kept in a register of the association's deeds, under the form of minutes, signed by the President, the Secretary General and the Secretary of the General Assembly. The minutes are sent to all members within thirty days after the date of the meeting.

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

Article 23. The Board of Directors sets out the policy to be followed concerning the aims of the association. 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 persons appointed and dismissed by the General Assembly.

For one of these seven positions, priority is given to a candidate presented by the associate members. All other members of the Board of Directors are appointed on the basis of a list of candidates presented by the full members. In case no candidate has been presented by the associate members, all members of the Board of Directors will be appointed on the basis of a list of candidates presented by the full members.

Directors are appointed in that capacity and not as representative of a member. As such, they shall be above specific national interests or interests of concerned institutions and are allowed to voice their personal opinions.

Third parties may be invited to attend a meeting of the Board of Directors as observers, on proposal of the Board of Directors. They may voice their opinion but do not have the right to vote.

In the event that a vacancy occurs (including as a result of a resignation), a new director may be coopted by the Board of Directors, pursuant to the rules foreseen in this article. The term of office of the new director shall expire at the same time as the term of the replaced director. The confirmation of the appointment of the new director is submitted for approval, either by the General Assembly at its forthcoming meeting, or by written resolutions of the members.

Elections for Board members are held every two years. Each Board member is appointed for a period of two years. At the end of this period, each director can run for office again at the next elections. No Board member can carry out this function over more than 6 continuous years. If a director wishes to be re-appointed beyond a period of 6 continuous years, a period of two years must separate the end of the previous function from their new appointment.

To ensure a spread of interests, only one director per country can be appointed.

The vote will be based on a simple majority. If two or more candidates receive the same number of votes, and if this result affects the final decision, a new round of elections will be held among these candidates. At each round of these Board of Directors elections, each full member of ENCATC will have the right to vote.

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

Article 25. The Board of Directors chooses a President, one or two Vice-Presidents, a Secretary and a Treasurer from within its members.

A director 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 agendas. 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 acts binding the association are, except for proxies of the Board of Directors, signed by the President who shall not be obliged to offer proof to third parties of the powers granted for that purpose.

Both plaintiff and defendant related legal proceedings are dealt with by the Board of Directors represented by its President or a director appointed for this by the Board of Directors.

Article 26. The Board of Directors meets at least twice a year following an electronic convening notice sent by the President, or the Secretary General, and as often as is necessary for the interests of ENCATC. During these meetings, the quorum is reached when half of the Board members are present or represented and the decisions are taken with a simple majority of the votes. Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator). Each director has one vote.

A director prevented from attending a Board of Directors meeting may confer a proxy to another director, the number of proxies held by a proxyholder being limited to two.

The agenda attached to the convening notice is established by the President or the Secretary General and will be accompanied by the points listed at the agenda.

The meetings of the Board of Directors can also be validly held by conference call, videoconference or web-conference.

Decisions of the Board of Directors may also be taken by written resolutions of directors provided that each director has been informed at least 10 calendar days in advance of the decisions to be taken. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the association.

Article 27. Each year, the Board of Directors submits to the General Assembly the accounts for the previous financial year. The Board of Directors also submits to the General Assembly the draft budget for the following financial year for approval.

Article 28. Under its responsibility, the Board of Directors may grant special and specific powers to one or more persons.

Moreover, the Board of Directors has the right to set up committees with an advisory role. The composition and operating procedures of the committees are defined with more details in the Internal Regulations.

Article 29. The Secretary General is responsible for the daily management of ENCATC. He is appointed and dismissed by the Board of Directors upon proposal from the President.

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

- sign daily correspondence;
- represent the association towards 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 the General Assembly.

Under its responsibility, the Secretary General may sub-delegate one or more special powers, that are part of the daily management, to employees of the association or to any other person of his choice, without however being authorised to sub-delegate the daily management as such to anyone.

Even beyond the limits of daily management, following prior authorisation from the Board of Directors which is able to set financial limits to its intervention, the Secretary General will possess the special powers exhaustively listed below:

- take or give any movables assets and rent and conclude any leasing contract relating to these assets;
- 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, promotions or dismissal;
- claim, earn and receive any sum of money, any documents and goods of any type and acquit themselves of them;
- conclude any contract with any self-employed service provider or supplier of the association;
- negotiate and conclude 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, make and accept any order, and conclude any contract concerning the purchase or the sale of any movable asset;
- take or give any immovable asset and rent and conclude any leasing contract relating to these assets;
- conclude any contract relating to the purchase or the sale of any immovable asset.

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

TITLE VI. – INTERNAL REGULATIONS

Article 30. Internal Regulations may be presented by the Board of Directors to the General Assembly.

Modifications to these Internal Regulations can be approved by a General Assembly deciding with a simple majority of votes of the members present or represented.

The last version of the Internal Regulations was approved on 8 December 2019.

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 one third of the full members of the association.

The Board of Directors must inform the members of the association, at least 30 days in advance, of the date of the General Assembly that will decide on the aforementioned proposal.

The General Assembly can only legitimately decide on such a proposal if members holding at least two thirds of the total number of votes are present or validly represented. No decision will be made if it is not voted for with a majority of two thirds of the votes.

If the quorum is not met, a second meeting needs to be called. At this second meeting, it shall legitimately be deliberated and decided, on the basis of the same agenda as of the first meeting, irrespective of the number of members entitled to vote present or validly represented.

Article 32. In case of voluntary or judicial 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 to be designated by the General Assembly.

TITLE VIII. – GENERAL MATTERS

Article 33. The mandates of President, Vice-President as well as those of the Board of Directors members are not remunerated. These persons, as well as the Secretary General, bind ENCATC only in the carrying out of their mandate.

Article 34. Anything not explicitly provided for by the present statutes is governed by the provisions of the Companies and Associations Code applicable to non-profit international associations.

Any dispute in connection with the statutes, the Internal Regulations or any decision of one of the bodies of the association shall be governed by Belgian law and shall be submitted to the (French-speaking) Courts of the judicial district of Brussels.

Article 35. These statutes shall be written in the French and English languages. The French version is the official version of the statutes and shall take precedence.

English shall be the working language of the association.