

Translation into English of the Articles of Association European League of Institutes of the Arts (ELIA) 2020-04-21

FOR TRANSLATION PURPOSES ONLY

This draft is a translation into English of the Dutch text of the deed of incorporation of association European League of Institutes of the Arts (ELIA); in the event of any inconsistency between the Dutch and the English wording, the Dutch text shall prevail.

Article 1

Name

The name of the association shall be:

EUROPEAN LEAGUE OF INSTITUTES OF THE ARTS (ELIA).

Article 2

Registered Office

The associations registered office shall be in Amsterdam, The Netherlands.

Article 3

Objectives

The association objectives shall be:

1. to promote and to encourage the specific needs of education in the arts;
2. to represent the interests of Higher Arts Education Institutions and to advise national and international institutions involved in co-operation in the field of education of arts;
3. to provide support and promote Higher Arts Education Institutions' contribution to the development of culture;
4. to promote international co-operation between students, faculty and other staff members of Higher Arts Education Institutions throughout Europe;
5. to help establish and maintain adequate social, economic and political conditions for the free development of education in the arts;
6. to collect and provide information among Higher Arts Education Institutions with a view to establish and/or improve exchange programmes and joint projects;
7. to uphold and defend the diversity of cultures and to foster communication between European and non-European cultures as partners in a global cultural society.

Article 4

Members

1. The association may have ordinary and associate members.
2. Members will normally be all Higher Arts Education Institutions in Europe providing advanced degree or degree equivalent diplomas or courses of training recognized at the highest professional level.

3. Non-European member status is given to all applicant institutes outside Europe that otherwise fulfil the criteria of ordinary membership as stated in article 4.2. Associate membership is open to institutions which do not fulfil the requirements to be ordinary member and to natural as well as legal persons. Associate members as well as Non-European members have no voting rights.
4. Each ordinary member shall have one vote.
5. The Representative Board shall keep a list of the names and addresses of the ordinary, the non-European and associate members.

Article 5

Admission

1. The association's Executive Group shall decide on the admission of ordinary, non-European and associate members.
2. In the event of non-admission the general meeting may decide on the admission in the last resort.

Article 6

Termination of membership

1. The membership shall terminate:
 - a. in the case of an individual member upon their death;
 - b. due to the member's resigning by means of a registered letter to the Executive Director of the association;
 - c. when a member does not comply with the requirements of the membership or does not fulfil all of his financial obligations as a member towards the association, through a registered letter from the President
2. Termination of the membership either by the member or by the association may only take place as per the end of the associations' financial year subject to -one year's notice. However, the membership may be terminated with immediate effect if either the association or the member cannot reasonably be expected to continue the membership.
3. If termination of membership by the association is repudiated by the member concerned, the member may take his case to the General Assembly which will decide on the termination in the last resort.

Article 7

Annual subscription

1. The members shall be obliged to pay an annual subscription that shall be decided upon by the association's Representative Board. To that end they might be classified in categories depending on the number of students receiving regular daytime education at the institution concerned at the beginning of the association's financial year. These categories shall all pay a different subscription.
2. In special cases the Association's Executive Group shall be entitled to grant complete or partial exemption from the obligation to pay a subscription.

Article 8

The Association's Representative Board and Executive Group

1. The members of the Association shall elect a Representative Board. The Representative Board and Executive Group as mentioned in article 8.8. may set up other committees or working groups.

2. Each ordinary member may nominate one Representative Board member for election, membership is on a personal basis.
3. The Representative Board will normally consist of a maximum of twenty-one (21) persons with a minimum of eight (8) persons to be elected by and from the registered members of the Association for a period of two years with the possibility to continue another two (2) years, without having to stand for re-election. Each member institution may only have one member on the Representative Board. A maximum of two additional non-European members of the Representative Board will have equal rights to vote in the Representative Board meetings.
4. Each Representative Board member will endorse a Governance and Management Paper and will evaluate its functioning on a biannual basis.
5. The Executive Group, nominated from the Representative Board by the President (article 8.8), will serve for a period of two (2) years, that can be extended twice, each time for a period of two (2) year, and will normally consist of six (6) persons to be endorsed by the Representative Board.
6. An incomplete Representative Board or Executive Group shall remain competent.
7. After the first period of four (4) years as mentioned in article 8.2, each member of the Representative Board may be re-elected for two (2) years up to a maximum of ten (10) years in total.
8. The Association shall have an elected President who will normally chair the Representative Board and the Executive Group, and speak on behalf of the organisation, in accordance with article 9.2. The President is elected from the Representative Board by the General Assembly for a period of four (4) years, immediately after the Representative Board elections. The elected President shall take up office in the same Representative Board meeting he/she is elected. The Representative Board will endorse the proposal for an Executive Group; comprising Vice President(s), Treasurer and members as nominated by the President.

Article 9

Board and Executive Duties and Representation

1. The Representative Board shall be entrusted with the Association's administration including the administration of the association's funds and other properties, whereby the Executive Group, more in particular, shall be entrusted with:
 - the daily routine;
 - the affairs delegated to it by the Representative Board;
 - the affairs falling within the scope of the budget authorised by the Representative Board respectively suiting the budget.
2. Judicially and extra-judicially the association shall only be represented by the Representative Board acting jointly or by two members of the Executive Group acting jointly, with the exception of the situation in article 9.5.
3. The Representative Board's resolutions shall be adopted with an absolute majority of votes.

4. By means of a written resolution the General Assembly may stipulate that the Representative Board decisions described by the General Assembly in that written resolution may not be taken without the General Assembly's prior consent.
5.
 - a. The representative Board may appoint an official with the title Executive Director who shall primarily be entrusted with the managing of the offices of the association and furthermore with the performance of duties assigned to him/her by the Executive Group.
 - b. The Executive Director operates within the organisational and financial limitations as annually set out by the Executive Group. If in a year these limitations are not set by the Executive Group, the limitations of the preceding year will remain in force.
 - c. The Executive Director shall report to the Executive Group and account for his/her management.
 - d. The Executive Director is authorised to attend the Executive Group, Representative Board and General Assembly meetings, to speak and give advice at these meetings.
 - e. Towards this Executive Director the Executive Group and Representative Board shall be represented legally by the President.

Article 10

Annual Reports and Annual Accounts

1. The Association's financial year shall be from the first of January up to and including the thirty-first day of December.
2. The Representative Board shall be obliged to keep account of the Association's rights and obligations which may be derived from the records at all times.
3. Within six months from the end of a financial year of the association the Executive Group shall publish its annual report and a balance sheet and a profit-and-loss statement and give account of the administration performed in the preceding financial year.

Article 11

General Assembly

1. If and as often as the Representative Board thinks necessary, however, once in a years period at least, the Representative Board members shall hold a members meeting
2. Resolutions may be adopted with an absolute majority of votes unless stipulated otherwise by the law or the articles of association.
3.
 - a. Each ordinary member shall be entitled to attend the meeting, to address the meeting, to present proposals as well as to cast a vote.
 - b. Prior to the meeting each member shall inform the Representative Board which person shall exercise the right to vote within the General Assembly.
 - c. Each associate member shall be entitled to attend the meeting. At the meeting associate members may only address the meeting at the invitation of the

- Representative Board and they shall not have the right to vote.
- d. All sessions of the General Assembly are open to the public except for such items of an agenda in which protection of person-related data (as in a debate on candidates for office) requires the exclusion of the public.
 - e. A member with voting rights, that cannot attend the General Assembly, may appoint another member with such rights to vote on that members behalf. Such a mandate must be presented in writing to the Executive Director up to one hour before the General Assembly starts. No member attending the meeting may vote on behalf of more than five (5) members not being present.

Article 12

Convocation of the General Assembly

The General Assembly's shall be convened by the Representative Board. The convocation shall take place in writing to the address registered in the membership list mentioned in article 4. The term of convocation shall be at least six (6) weeks before the meeting.

The presence for the General Assembly be determined by the signing of the attendance list which is available during the whole event during which the General Assembly is organised. Once an attendant of the meeting has signed the attendance list his/her presence is established and the signer is considered to be present throughout the whole event unless the signer in leaving the meeting has expressly noted in writing on the attendance list the moment of his/her departure.

Article 13

Membership Agreements

1. On behalf of the members the Association may stipulate rights
2. On behalf of the members the Association may undertake obligations.
3. For the undertaking of such obligations the General Assembly's prior consent shall be required.

Article 14

Amendment to the Articles of Association

1. A resolution with regard to the amendment of the articles of association may only be adopted with a majority of two thirds (2/3) of the votes cast at a meeting, at which at least half of the members entitled to vote shall be present.
2. If the required quorum is not present at a meeting a resolution with regard to the amendment of the articles of association may be adopted at the next meeting, irrespective of the number of members entitled to vote being present, provided that the possibility to do so will have been pointed out in the notice. The resolution must be adopted with a majority of two thirds (2/3) of the votes cast.

Article 15

Liquidation

1. A resolution with regard to the liquidation of the association may only be adopted by the General Assembly subject to the stipulations in article 14, sections 1 and 2.

2. Funds remaining after the dissolution of the association must be allocated to an association with charitable status striving for a public benefit objective comparable to the association's objective.

Final clauses

This deed was executed in Haarlem on the date stated at the beginning of this deed. The person appearing has sufficiently proved *his/her* identity to me, the civil-law notary. The substance of this deed was communicated and explained to the person appearing. The person appearing stated that *he/she* did not require this deed to be read out in full, had read and understood its contents in good time before this deed was executed and agreed to them. Immediately after a limited reading this deed was signed by the person appearing and by me, the civil-law notary.