ARTICLES

Article 1
Name
The name of the association is:
EUROPEAN LEAGUE OF INSTITUTES OF THE ARTS (ELIA).

Article 2
Registered office
The association has its registered office in Amsterdam, the Netherlands.

Article 3
Objectives
1. The association’s objectives are:
   1. to promote and encourage special requirements of arts education;
   2. to represent the interests of art colleges and to advise national and international institutions involved with cooperation in the field of arts education;
   3. to support and promote the contribution of art colleges to the development of culture;
   4. to promote international cooperation between students, faculty staff and other staff members of art colleges throughout Europe;
   5. to promote the creation and maintenance of appropriate social, economic and political conditions for the free development of arts education;
   6. to collect and provide information among European art colleges in order to effect and/or optimize the exchange of experience and knowledge, exchange programmes and joint projects;
   7. to maintain and safeguard the diversity of cultures and to promote communication between European and non-European cultures as partners in a global cultural society.
2. Where in these articles reference is made to Europe, this means the countries of Europe as represented in the Council of Europe as it will be constituted from time to time.
3. The association is a non-profit organization.

Article 4
Members
1. The association has ordinary members and extraordinary members.
2. Ordinary members will, in principle, be all European institutions for higher arts education established in a country that is a member of the Council of Europe and which issue diplomas at secondary education level or a comparable level, or provide training courses that are recognized at the highest professional level.
   In addition, ordinary members of the association may be applicant institutions established in a country that is not a member of the Council of Europe and which otherwise meet the criteria for ordinary membership set out in the preceding
3. Extraordinary membership will be open to institutions that do not meet the requirements for ordinary membership referred to in Article 4(2) and to both natural and legal persons. Extraordinary members will not have the right to vote.

4. Each ordinary member will have the right to cast one vote.

5. The Representative Board will keep a membership register, containing the names and addresses of ordinary and extraordinary members. If a member has agreed to the sending of notices convening a general assembly by electronic means, the address given by that member for this purpose will be included in the membership register.

**Article 5**

**Admission**

1. The Executive Group decides on the admission of ordinary and extraordinary members. The Executive Group may draw up further regulations concerning the application and admission procedure.

2. If a member is not admitted, the general assembly may still resolve to admit this member.

**Article 6**

**End of membership**

1. The membership will end:
   a. upon the death of an extraordinary member who is a natural person;
   b. if an institutional member ceases to exist, unless this is caused by a merger or division. In the event of a merger the membership will pass to the acquiring legal person and in the event of a division the membership will pass to the legal person entitled to the membership pursuant to the description made on division.
   c. on termination by the member;
   d. on termination by the association;
   e. on disqualification.

2. The membership may only be terminated by the member taking effect from the end of a financial year and provided that notice of termination is given in writing with due observance of a notice period of at least one month. The membership may be terminated with immediate effect if the member cannot reasonably be required to continue the membership. In this case, too, the member will be required to pay the contribution for the current year. If the notice of termination is not given in good time, the membership, including the accompanying obligations, will only be terminated at the end of the following financial year, unless the Representative Board decides otherwise in the light of special circumstances.

Except in the situation described in the following paragraph, by giving notice of termination a member cannot evade a resolution resulting in more onerous
financial obligations of the members.
Members may terminate their membership with immediate effect within one month of being informed of a resolution to convert the association into another legal form, to merge or to divide. In that case, the member will be required to pay the contribution originally set for the relevant year.

3. Termination of the membership by the association will be effected by the chairperson of the Executive Group by means of a written notification to the member, stating the reason(s) for termination. Termination is possible:
- if a member no longer meets the requirements for membership as set out in the association’s articles; or
- if a member, despite a written demand to this effect, fails to comply with the obligations that membership entails; or
- if the association cannot reasonably be required to allow the membership to continue.

The resolution to terminate must also state the date of termination of the membership. The contribution for the current year will remain payable.

4. Disqualification from membership will be effected by the Representative Board by means of a written notification from the President to the member, stating the reason(s) for disqualification. A member may only be disqualified if the member acts or has acted contrary to the association’s articles, regulations or resolutions, or prejudices or has prejudiced the association in an unreasonable manner.

The disqualification will take effect immediately. The contribution for the current year will remain payable.

5. The member concerned will be entitled to appeal to the general assembly and put up a defence within one month of receiving the notification of the termination or disqualification. The Representative Board is obliged to convene the general assembly for this purpose within four weeks of receiving the notice of appeal. During the appeal period and pending the appeal the member whose membership has been terminated will be suspended.

6. The requirement that notice of termination or a notification of disqualification must be made in writing will not be met if the notice of termination or a notification of disqualification is communicated exclusively electronically.

**Article 7**

**Annual contribution**

1. Members are obliged to pay an annual contribution, the amount of which will be determined by the Representative Board. For this purpose they will be divided into categories, depending on the number of students attending regular daytime classes at the start of the association year, which categories will all pay a different contribution.
2. In special cases, the Executive Group is authorized to grant full or partial discharge from the obligation to pay a contribution.

**Article 8**

**The Representative Board and the Executive Group**

1. The association will be managed by the Representative Board and the Executive Group.

2. The Representative Board will consist of at least eight (8) and at most twenty-three (23) persons and will be composed in such a manner that it will comprise members from countries that are members of the Council of Europe as well as members from countries that are not members of the Council of Europe, with the proviso that no more than two members of the Representative Board may be from countries that are not members of the Council of Europe. Membership of the Representative Board is personal and non-transferable. With due observance of the provisions of the preceding sentence, the Representative Board will determine the number of members of the Representative Board.

3. Each ordinary member may recommend one natural person from the member's institution, for election to the Representative Board. The members of the Representative Board will be elected by and from the members for a term of four (4) years and will have the option to stand down in the interim after the expiry of a period of two (2) years. After the first term of four (4) years a member of the Representative Board may be re-elected for a term of two (2) years, with a maximum of ten (10) years in total.

4. The chairperson of the Representative Board will be elected by the general assembly from the members of the Representative Board immediately after the Representative Board has been elected. The chairperson will have the title of President. The President will be elected for a term of four years. A newly elected President will assume office during the general assembly at which he or she is elected.

5. On the nomination of the President, the Representative Board will appoint an Executive Group from among its members consisting of no more than six (6) persons. The chairperson of the Representative Board will also be the chairperson of the Executive Group. The Executive Group will appoint a treasurer from among its members.

6. The Representative Board may draw up further regulations for the appointment of its members.

7. To support them in their work, the Representative Board and the Executive Group may appoint advisors and form committees and working groups. Advisors appointed by the Representative Board may attend and address the meetings of the Representative Board. Advisors will not have any voting rights.

8. Each member of the Representative Board must subscribe to the *Governance and
Management Paper and will evaluate its functioning once every two years.

9. An incomplete Representative Board and Executive Group will remain authorized.

10. A member of the Representative Board or the Executive Group may not have any family ties with another member of the Representative Board or the Executive Group. A ‘family tie’ is understood to mean a relationship by blood or affinity to the fourth degree and the capacity of spouse, registered partner or other life partner.

11. The members of the Representative Board and the Executive Group will not benefit financially from the performance of their duties. If any attendance fee is paid, this will be modest. The costs incurred by them in the performance of their duties may be reimbursed, for which purpose the Representative Board may set guidelines.

**Article 9**

**Duties and representation**

1. The Representative Board is charged with managing the association, which includes managing the funds and other property of the association, in which respect the Executive Group will more specifically be charged with:
   - the day-to-day affairs;
   - the matters delegated to it by the Representative Board;
   - matters that fall within or serve to implement a budget adopted by the Representative Board.

2. The association will be represented in and out of court exclusively by:
   - the Representative Board, acting jointly;
   - two members of the Executive Group, acting jointly.

3. The Representative Board may resolve to grant occasional or continuing power of attorney to one or more members of the Representative Board and/or to the Executive Director and to one or more others, jointly as well as individually, to represent the association within the limits of this power of attorney.

4. Resolutions of the Representative Board will be adopted by an absolute majority of votes.

5. The members’ meeting may resolve by written resolution that the resolutions of the Representative Board described by it in this written resolution may not be adopted without the prior approval of the members’ meeting.

6. a. The Representative Board may appoint a Executive Director who will primarily be charged with managing the various offices of the association and furthermore with performing the duties entrusted to him or her by the Executive Group.
   b. The Executive Director will perform his or her duties within the organizational and financial limits as determined annually by the Executive Group. If the Executive Group has not determined these limits in any given year, the limits determined in the preceding year will apply.
c. The Executive Director will report to the Executive Group and will be accountable for the policy pursued by him or her.
d. The Executive Director will be authorized to attend and address meetings of the Executive Group and the Representative Board and the general assembly and to give advice in these meetings.
e. The Executive Group and the Representative Board will be represented by law by the President towards the Executive Director.

7. A member of the Representative Board or of the Executive Group may not take part in deliberations and the adopting of resolutions if the member has a direct or indirect personal interest in them which conflicts with the interests of the association and its organization.
   In the case of a conflict of interests involving all members of the Representative Board and if a board resolution cannot be adopted as a result, the Representative Board will adopt the resolution and lay down in writing the considerations underlying the resolution.

8. If one or more members of the Representative Board or the Executive Group are absent or unable to act, the remaining members or the sole remaining member of the Representative Board or the Executive Group will be charged temporarily with the management of the association. If all the members of the Representative Board or the Executive Group are absent or unable to act, a person to be appointed by the Representative Board for an indefinite period for this purpose will be charged temporarily with the management of the association.
   ‘Absent’ is understood in any case to mean suspension and the situation in which, for whatever reason, during a continuous period of at least seventy-two hours the association or a fellow officer is unable to contact a member of the Representative Board or the Executive Group, with the proviso that the Representative Board may resolve that a different period will apply.

Policy plan/work plan/budget

Article 10
1. The Representative Board will draw up a multi-year policy plan providing insight into the long-term plans for the work to be performed to achieve the objectives, the manner of raising funds and the management and spending of the association’s assets.
2. The Representative Board will furthermore draw up a working plan for each financial year providing insight into the manner in which the multi-year policy plan referred to in paragraph 1 is implemented for the relevant financial year.
3. In addition, the treasurer must submit a budget for the working plan referred to in paragraph 2 for the following financial year, provided with a clear explanation.

Article 11
Annual report and accountability
1. The association year runs from the first of January to the thirty-first of December.
2. Within six months of the end of the financial year, except where this period has been extended by the general assembly, the Representative Board will present a committee report at a general assembly on the course of events within the association and the policy pursued. It must submit the balance sheet and the statement of assets and liabilities with explanatory notes to the general assembly for approval. These documents must be signed by all members of the Representative Board. If the signature of one or more of them is lacking, the reason for this omission will be stated. If the association has one or more businesses which must be listed in the Commercial Register by law, the net turnover of these businesses must be shown in the statement of income and expenditure.

3. The Representative Board will submit the annual report and accounts to the general assembly for approval. If no opinion on the truth and fairness of these documents is provided by an auditor within the meaning of Section 2:393(1) of the Dutch Civil Code, the annual report and accounts will first be audited by an audit committee appointed by the general assembly consisting of at least two members who may not form part of the Representative Board. A member of the audit committee may serve on the audit committee no longer than two consecutive years. The Representative Board is obliged to make the entire accounts and related documents available to the audit committee and to provide it with all the information it may require. The committee may call upon the assistance of an external expert if it deems such necessary for the proper performance of its duties. The committee will submit a report on its findings to the general assembly, accompanied by a recommendation as to whether or not to approve the annual report and accounts.

After the annual report and accounts have been approved by the general assembly, a motion will be made to the general assembly to grant discharge to the Representative Board for the report given by it in this manner.

Article 12
The general assembly
1. A members' meeting will be held if and as often as the Representative Board deems such necessary, but at least once a year.

2. A general assembly – the annual meeting – must be held annually no later than six months of the end of the financial year. The following matters must be included on the agenda of the annual meeting:
   a. the report of the Representative Board on the past financial year;
   b. the motion whether or not to approve the annual report and accounts for the past financial year;
   c. the motion to grant discharge to the Representative Board;
d. the appointment of the members of the audit committee for the new financial year;
e. the appointment of board members if there are any vacancies on the Representative Board; and
f. any motions by the Representative Board or the members, as announced in the notice convening the meeting.

3. All resolutions will be adopted by an absolute majority of the votes cast unless the law or these articles prescribe otherwise. Blank and invalid votes will not be taken into account when adopting resolutions but will be taken into account to determine a quorum prescribed by these articles.

4. All voting will be by voice, unless prior to the vote the President or at least three members request(s) a vote by ballot. Written votes are cast by unsigned, sealed ballots. Resolutions may be adopted by acclamation, unless a member requires a vote by roll call.

Members with voting rights may exercise their right to vote using an electronic means of communication, provided that the member can be identified, take direct note of the subjects being discussed at the meeting and exercise his/its right to vote by means of the electronic means of communication.

The Representative Board may attach conditions to the use of the electronic means of communication. These conditions must be made known in the notice convening the meeting.

Members with voting rights may cast their vote by an electronic means of communication prior to the general assembly, however not before the thirtieth day before that of the meeting. Such a vote will be considered equivalent to votes cast at the meeting. A vote cast in this manner cannot be revoked.

5. a. Each ordinary member has the right to attend and address the meeting, to submit motions and cast one vote.

b. Each member must inform the Representative Board prior to the meeting who will exercise that member’s right to vote attached to the membership.

c. Each extraordinary member has the right to attend the meeting. Extraordinary members may only address the meeting on the invitation of the Representative Board and have no voting rights.

d. All meetings are open to the public, with the exception of those meetings or parts thereof that require the public to be excluded in view of the personal details to be discussed at these meetings.

e. A member with voting rights who is unable to attend the general assembly may authorize another member to vote on that member’s behalf. This authorization must be submitted in writing to the Executive Director, not later than one hour before the start of the general assembly. Members attending the meeting may cast no more than five (5) votes on behalf of members unable to attend the meeting.
Article 13
Convening general assemblies
1. General assemblies are convened by the Representative Board.
2. Meetings are convened by sending notices to the members’ addresses as contained in the membership register referred to in Article 4. The period for convening a meeting is at least two (2) weeks.
3. The presence of the quorum of the general assembly is established by signing the attendance list, which will available during the entire meeting. As soon as a person attending the meeting has signed the attendance list, his or her presence has been established and the signatory is deemed to have been present during the entire meeting, unless on leaving the meeting the signatory has expressly stated on the attendance list at what time he or she has left the meeting.

Article 14
Member contracts
1. The association may stipulate obligations in the name of the members.
2. The association may enter into obligations in the name of the members.
3. Entering into such obligations requires the prior written permission of the general assembly.

Article 15
Amendments to the articles
1. The articles of the association may be amended by a resolution of the general assembly. If a motion to amend the articles is to be put to the general assembly, this must always be stated in the notice convening the general assembly.
2. The persons responsible for sending the notice convening the general assembly at which the motion to amend the articles will be discussed, must make a copy of the motion, in which the proposed amendment is set out verbatim, available at a suitable location for inspection by the members. This copy must be available for inspection until the end of the day on which the meeting is held.
3. A resolution to amend the articles must be adopted by a majority of at least two thirds (2/3) of the votes cast. At least half of the members must be present or represented at that meeting. If the required number of members is not present or represented, a new meeting may be convened at which the resolution can be adopted by a majority of at least two thirds (2/3) of the votes cast, irrespective of the number of members present or represented at this meeting. The notice convening the new meeting must state that and why a resolution can be adopted irrespective of the number of members present or represented at the meeting. The aforementioned second meeting must be held not earlier than one month and no later than six months after the first meeting.
4. An amendment to the articles will take effect immediately after it has been recorded in a notarial deed. Each member of the Representative Board is
authorized to lay down an amendment to the articles in a notarial deed.
An officially certified copy of the deed of amendment and the continuous text of
the amended articles must be filed with the Commercial Register.

**Article 16**

**Merger, division, conversion**
The provisions of the preceding article apply as much as possible by analogy, without
prejudice to statutory requirements, to a resolution of the general assembly to conclude
a merger or division within the meaning of Title 7 of Book 2 of the Dutch Civil Code and
to a resolution of the general assembly to convert the association into another legal
form, in accordance with Section 2:18 of the Dutch Civil Code.

**Article 17**

**Dissolution**
1. A resolution to dissolve the association may exclusively be adopted by the general
members’ meeting, with due observance of the provisions of Article 15 (1), (2) and
(3).
2. Any credit balance of the dissolved association will be used for the benefit of a
public benefit organization, acknowledged as such by the Tax and Customs
Administration, with similar objectives.