

In accordance with the Law of 25 October
1919as amended by the Law of 6 December
1954

INTERNATIONAL NOT-FOR-PROFIT
ASSOCIATION
"EUROPÆ ARCHÆOLOGIÆ CONSILIUM"
("EAC" in abbreviation) Registered Office:
Brussels

It is agreed to set up an international not-for-profit association of which the **STATUTES** are decreed as follows:

CHAPTER I: Name and Registered Office

Article 1 :

The association bears the Latin name "Europæ Archæologiæ Consilium" *association internationale sans but lucratif*, or "EAC" *aisbl* in abbreviation.

Article 2:

The registered office is established at 1040 Bruxelles, rue Champ du Roi 37.

It can be transferred by simple decision of the Board to any other place in Belgium. This decision will be published within the month in the *Moniteur Belge*.

The association may carry out its activities anywhere in the world.

CHAPTER II: Objectives and Duration

Article 3:

The association, which has an educational and scientific corporate aim and is devoid of all motive of profit, has as its essential objective the support of the management of archaeological heritage in the countries of Europe.

A specific objective of the association is to promote the exchange of information and co-operation between the bodies charged by law with the management of the archaeological heritage of (as well as the archaeological departments of the bodies charged by law with the management of the heritage of) the countries of Europe.

A specific objective of the association is to provide these organisations with a forum for discussion and for exchange of information

A specific objective of the association is to act as interlocutor for working towards common goals and as a monitoring and advisory body on all issues relevant to the management of the archaeological heritage in Europe and above all in relation to the European Union and the Council of Europe.

A specific objective of the association is to promote the management, protection, scientific interpretation, publication, presentation, and public enjoyment and understanding of the archaeological heritage in Europe.

A specific objective of the association is to work together with other bodies which share its aims.

The association may watch over, and act for, the well-being of archæology, in Europe and anywhere in the world.

The association may at all times achieve its objectives in the way which seems to it the most appropriate.

Article 4 :

In view of achieving its objectives, the association may acquire, receive or manage assets, whether capital or property, solicit subsidies, receive gifts and legacies (without prejudice to Article 4 of the Law of 25 October 1919) and dispose of all contributions, advances, loans and other income, regular or otherwise.

Article 5 :

The duration of the association is unlimited. It can at any time be wound up by decision of the General Assembly of members.

CHAPTER III: Membership

Article 6 :

(1)

- (a) In this Article, the term "European country" means a state which is a member of the Council of Europe. Where a European Country or a country with Observer status at the Council of Europe has a federal structure or has devolved administrations with substantial legislative or executive powers and which operate above local or municipal level, "national" in relation to an organisation (as used in this Article) includes the level of federal units or devolved administrations.
- (b) The categories of member composing the Association are full members, alternate full members, associate members and honorary members as provided for below.
- (c) The membership is unlimited but the number of full members may not be lower than five.
- (d) There can only one full member for the time being per European country but the number of alternate full members per European country is unlimited, but there cannot be alternate full members for any European country unless there is a full member for the time being for that country.
- (e) Organisations charged under the law of a European country with undertaking a national strategic role in the management of the archaeological heritage in a European country are (subject to paragraph (d)) eligible to be full members.
- (f) Organisations charged under the law of a European country with undertaking a national strategic role in the management of the archaeological heritage in a European country, not being organisations which are for the time being full members, are eligible to be alternate full members.
- (g) Where in respect of a European country there are for the time being a full member and one or more alternate members, those members shall determine by arrangements agreed amongst themselves (which shall be made known to the Board) which of them is to be the full member for the time being from that European country and shall communicate their decision in that regard as soon as may be to the Board.
- (h) Organisations charged under the law of a state having Observer status at the Council of Europe with undertaking a national strategic role in the management of the

archaeological heritage are eligible to be associate members.

- (i) Organisations accepted by the Board as undertaking a national strategic role in the management of the archaeological heritage in a European country which lacks a body charged under the law with such management are also eligible to be associate members.
- (j) Individual persons accepted by the Board as possessing special merits in the context of the management of the archaeological heritage in Europe are eligible to be honorary members.

(2)

Admission of members of any category is by decision of the Board, taken by a simple majority of votes cast by the members of the Board present and voting.

(3)

Subject to sub-article (4), full members form the General Assembly of the Association. The other members may participate in the General Assembly of the Association as provided under Article 11, but subject to sub-article (4) of this Article.

(4)

An organisation, whatever category of membership it holds, shall be represented at the General Assembly of the Association by a duly authorised officer of that organisation, appointed for that purpose by the organisation's director or equivalent. Voting by such persons on behalf of their organisations (insofar as such organisations are eligible to vote in accordance with these Statutes) shall be in accordance with Article 11.

Where a representative appointed under this sub-article is a representative of a full member, that full member shall inform any alternate full members from the same European country of the identity of the representative not less than 6 weeks before any General Assembly of the Association.

Article 7 :

Members are free to withdraw from the association by addressing their resignation in writing to the Board. Resignations will not be effective until the date of 31 December of the year in the course of which the letter of resignation is received.

The General Assembly may exclude any member who no longer fulfils the conditions in Article 6 required for being a member. It can nevertheless approve that his/her exclusion does not enter into force until the date of admission of his/her successor as member of the association.

The Board may suspend, pending decision of the General Assembly with two thirds of the members present or represented, members who are guilty of serious breaches of the statutes. Any member excluded or suspended will be so warned and will have the right to defend him/herself by letter written to the secretary. The latter must bring the letter to the attention of the General Assembly which will vote on the final exclusion of the member.

Article 8 :

The banning of a member entails his withdrawal in full from the association. Members who resign, are excluded or leave under a ban, as well as the heirs of a deceased member, have no right on the corporate funds. They cannot claim back the amount of subscriptions paid by them or by a third party. They cannot claim or require accounts, imposition of seals or inventories.

Article 9 :

Members incur no personal obligation under civil liability and are responsible only for the execution of their mandate.

Article 10 :

Full members, alternate full members and associates may be required to pay an annual subscription the amount of which will be fixed each year by the Board within the upper and lower limits approved by the General Assembly and written into the internal regulations. The subscription may vary according to the category of membership to which members belong.

CHAPTER IV: The General Assembly**Article 11 :**

The General Assembly is the sovereign power of the association.

Reserved particularly to its competence are: the amending of the statutes, the election and dismissal of directors, the exclusion of a member, the approval of the upper and lower limits of subscriptions, the approval of accounts and budgets, and the winding up of the association. All other matters fall within the competence of the Board. Each year the Board reports and justifies to the General Assembly its policy of the past year.

The General Assembly is composed of full members of the association. Alternate full members may participate in debate but without the right to participate in votes on resolutions, except as provided below. Associate and honorary members may attend with a consultative voice only.

The full members vote through the ballots cast by the representatives appointed in accordance with Article 6(4), each full member having a single vote.

Before voting at a General Assembly, a full member is obliged to consult all the alternate full members from the same European Country as are represented at that particular meeting.

The alternate full members of a European country may elect from among themselves the member who will replace, with the right to vote on resolutions, the full member from the same country whenever the latter is not represented. The Board shall be informed of any such election as soon as may be.

Where such election has taken place, the elected alternate full member shall appoint a representative to fulfil the duties the representative of the full member would carry out, and Article 6(4) shall apply to such appointment with all necessary amendment.

Article 12 :

The General Assembly is presided over by the president of the Board or, failing him/her, by the vice-president or, failing him/her, by the oldest director present.

Article 13 :

At least one General Assembly must be held each year, during the first quarter of the year.

Every Assembly is held on the day and at the place and time indicated in the summons.

All the full members and alternate full members must be summoned to it.

The association can come together in Extraordinary General Assembly at any time by decision of the Board or at the demand of at least five full members by letter written to the secretary which must specify the purpose of the General Assembly demanded.

Article 14 :

Summonses are made by the Board, by letter sent by ordinary post addressed to each member at the last address given to the secretary of the association, at least three months before the meeting, and signed by the president or two directors.

The summonses contain the agenda. As a general rule, the Assembly can deliberate only on the points contained in the agenda. Nevertheless the Assembly may vote to deliberate on points outside the agenda by a majority which includes members from at least one third of the different countries of full members present or represented.

Any proposal signed by the full members or the alternate full members of at least three different countries must be included in the agenda.

Article 15 :

As a general rule, the General Assembly is validly constituted as long as members from at least five full members of the association are present or represented.

Its decisions are taken by simple majority of votes cast.

Decisions involving the exclusion of members will be taken only in the conditions set down in Article 7. Decisions involving the amending of the statutes or the premature winding up of the association will be taken only in the conditions set down in Article 17.

All full members have one vote. In case of being prevented from attending, each full member has the right, unless he/she has been replaced by an alternate full member as provided for in Article 11, to be have him/herself represented by a proxy chosen among the full members. A member can carry only one proxy.

In case of equality of votes, that of the president, or of the one who replaces him/her, is dominant.

Article 16 :

The decisions of the General Assembly are consigned to a special register signed by the president and the secretary and kept at the registered office of the association, where all the members can consult it, but without taking it away.

CHAPTER V: Amending the statutes and Winding up**Article 17 :**

Without prejudice to Article 5 of the Law of 25 October 1919, as amended by the Law of 6 December 1954, any proposal having as its object an amendment to the statutes must emanate from the Board or from at least three full members from different countries and any proposal having as its object the winding up of the association must emanate from the Board or from at least two thirds of the full members of the association.

The Board must bring the proposal for the amendment of the statutes or for the winding up of the association to the knowledge of the full members of the association at least three months before the date of the General Assembly which will rule on the said proposal.

The General Assembly can validly deliberate only if it brings together, present or represented, two thirds of the full members of the association.

No decision can be carried unless it is voted by a majority of two thirds of the votes.

However, if the General Assembly does not bring together two thirds of the full members of the association, a new General Assembly will be summoned under the same conditions as above, which will rule finally and validly on the proposal in question whatever the number of members present or represented.

Amendments to the statutes will not have effect until after approval by Royal Decree and until after the conditions of publication required by Article 3 of the Law of 25 October 1919 have been fulfilled.

Article 18 :

The General Assembly will fix the means of winding up and of liquidation of the association. It will designate the liquidator or liquidators, determine their powers and indicate the allotment of the net current corporate assets to a charitable organisation. This charitable organisation, to which the current assets will be allocated in case of winding up, will be not-for-profit.

CHAPTER VI: Board

Article 19 :

The association is directed by a Board composed of a minimum of five members, of which at least one is of Belgian nationality.

A maximum of two members of the Board can be from the same country.

They are appointed by the General Assembly, as a general rule from among the full members and alternate full members, and can at any time be dismissed by it. By exceptional decision, the Assembly General may elect as director a person who does not meet the conditions required for being a full or alternate full member.

From its members, the Board designates a president, a vice-president and a treasurer.

Board members carry out their duties unpaid, but they may receive a reimbursement of the expenses of attending Board meetings.

Outgoing directors remain in office after the expiry of their mandate until provision has been made for their replacement.

Article 20 :

1. The board members are appointed for three years and are re-electable for a second term of three years, after which they are re-electable only after an interval of three years.

2. When a board member is no longer re-electable as per paragraph 1, an additional term of one, two or three years may be permitted to him, if he is elected to the position of president or treasurer, before the end of his term.

3. The maximum period that any board member can serve as president or treasurer, without an interval of three years, is six years.

Article 21 :

In the event of a vacancy during the term of a mandate, a new, temporary director may be appointed by the General Assembly. He finishes the term of the director that he replaces.

If by death, voluntary resignation, expiry of notice or dismissal, the number of directors is reduced below the minimum, the Board nevertheless exercises its powers throughout the term of office of the directors who remain.

Article 22 :

The Board meets on the summons of the president or of two directors. A summons is obligatory if at least two thirds of directors demand it. All members of the Board must be summoned.

In case of prevention or absence of the president, Board meetings are presided over by the vice-president, or, failing him, by the oldest director present.

The Board meets validly only if at least three directors are present or represented.

Decisions are taken by a simple majority of votes. In case of equality of votes, that of the president, or of the one who replaces him, is dominant. A director can have another director stand proxy for him but a person can hold only one proxy.

Minutes are kept of each meeting. They are signed by two directors and filed in a special register reserved for that purpose.

These minutes are regularly communicated to the members and that is enough to be taken as a regular notification of the Board's decisions. Extracts which may have to be produced, as well as all other acts, are signed validly by the president or by two directors.

The Board meets at least twice a year.

Article 23 :

The Board is invested with the powers devolved to it by these present statutes and with those which are delegated to it by the General Assembly or by the internal regulations.

It carries out all actions required to ensure the activity of the association and the execution of decisions taken by the General Assembly.

It represents the association validly to all third parties, without having to justify its powers.

The Board appoints a person, from itself or not, as secretary charged with the carrying out of current business. The secretary cannot be paid except by future decision of the Board.

By future decision, the Board may appoint a person from its members as "delegated director" with all the competences in daily management given by these statutes to the secretary. The "delegated director" cannot be paid except by future decision of the Board.

The secretary reports to the Board on business matters and makes all useful suggestions.

He has competence of signature concerning daily management.

The treasurer will follow EAC Internal Regulations. He will report to each Board meeting and annually to the General Assembly.

Concerning acts committing the association, other than those of daily management, if it is a matter of an amount of more than 2,500 euros (two thousand five hundred euros) they are signed, apart from special delegation by the Board, by the president or the treasurer and by another director and if it is a matter of less than 2,500 euros (two thousand five hundred euros) they are signed by the secretary.

The proposal of donations to EAC below an amount of 5,000 euros must be announced to the board in advance. The proposal of donations over 5,000 euros and up to 25,000 euros must be approved by the president and at least one other director. The approval must be recorded in writing. The proposal of donations over 25,000 euros must be approved by the board by decision. This decision will be recorded in the minutes of the board meeting.

Signatories do not have to justify to third parties the powers given to this end by the Board. Judicial actions, whether as plaintiff or as defendant, are pursued through the diligence of the president of the Board or of a director designated to this end.

The Board sets up all the necessary internal regulations that it judges necessary, without prejudice to the law of 25 October 1919 and these statutes.

Article 24 :

The Board can equally confer any special powers to any representative of its choice, in membership or not, who will not have to justify to third parties the powers given to this end by the Board.

CHAPTER VII: Miscellaneous

Article 25 :

Official documents must be written in any Belgian official language.
However, working documents can be written in English, which will be nevertheless only working documents.

Article 26 :

The fiscal period starts on the first of January and ends on 31 December.
The first fiscal period starts on signature of the statutes and ends on 31 December 2000.

Article 27 :

All that is not provided for in these present statutes is regulated by the Law of 25 October 1919, as amended by the law of 6 December 1954.