

EARLALL STATUTE



March 2011, Brussels

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TITLE I.- Denomination and headquarters

Denomination

Article 1. An international non-profit making association has been incorporated for the purpose of the achievement of scientific and pedagogical actions, under the denomination “Association européenne des autorités régionales et locales pour l’apprentissage tout au long de la vie”, in short “E.A.R.L.A.L.L.”

The association is governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit making associations, international non-profit making associations and foundations (articles 46 to 57).

Headquarters

Art. 2. The headquarters of the association are located in Rond-Point Schumann 14 in 1040 Brussels.

They can be transferred to any place in Belgium through mere decision of the Board of Directors published in the appendices to the Belgian Official Gazette during the month it was made, upon compliance with the linguistic laws.

The association can through a decision of the Board of Directors, establish and move any administrative offices, secretariats, offices, sections, and permanent as well as temporary representatives and correspondents in Belgium as well as abroad.

TITLE II.- Object

Art. 3. The association that is deprived of any profit making, aims at reaching a collaboration degree among the members within the framework of the policies relating to permanent education as well as at establishing a narrow collaboration with the institutions of the European Union and with the international and public organisations throughout the world.

Art. 4. 1.- The association supports the policies aiming at the achievement of the following objectives:

Ensure universal and continuous access and learning through the acquisition and renewal of the basic skills and know-how necessary to guarantee the active participation in the society of knowledge.

Ensure visible investment levels in human resources in order to give priority to the most important potential in Europe: its inhabitants.

Develop efficient education and learning methods and frameworks for the continuation of learning throughout one’s life.

Improve significantly the level of understanding and assessment of the participation to learning and of its results, especially for what regards non-formal and informal learning.

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See to it that any individual can accede easily throughout its life to quality information and orientation on the learning opportunities in Europe.

Offer permanent education opportunities as close as possible to the students, within their communities, if necessary with the support of ICT structures.

Promote a pattern of “inclusive” society able to assure for each individual the equality of opportunity in the access to quality permanent education, whereby education and training rely first and foremost on the individual needs and demands.

Adapt the education and training methods and the organisation of work in order to allow people to participate in the permanent education actions and to reconcile learning, professional life and family life.

Reach high educational and qualification levels in all sectors, in order to ensure educational and cultural actions, quality training patterns, while ensuring that the individuals’ knowledge and skills coincide with the changing demand as far as professional profiles, organisation and work methods are concerned.

Encourage and allow the individuals to participate more actively in all the realms of modern public life, especially in the social and political life at all levels, including European.

Further the wage-earners’ selective retraining and the installation of professional services.

2. The activities of the association are as follows:

- promotion and management of common Community projects;
- promotion of common cooperation initiatives within the framework of permanent education, with the public institutions and international organisations at world scale;
- organisation of courses for the new members, directors and managerial staff, introducing them to the work and activities of the association, including the problematics, themes and political projects;
- installation of thematic work groups dealing with selected matters of permanent education, involving the members in the work of the association and supply of training for the exchange of experiences and innovation beyond the association;
- promotion and management of the projects and/or participation in the projects by means of own funds or in co-financing; establishment of common projects on its members’ initiative.

TITLE III.- Members

Composition of the association

Art. 5. The association comprises active members who are either full members or partner members, observers and honorary members.

The full members of the association are the regional and local authorities at the second-level of elected government of countries of the European Union, or countries that are members of a European free trade agreement, with responsibility for permanent education policy.

Other regional and local authorities can be approved as partner members.

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The observers and the honorary members can only participate in the Board of Directors, the General Meeting and/or the work groups upon invitation by the Chairman of the association and only in an advisory capacity.

Admission of the members

Art. 6. The admission of new members is submitted to the following conditions:

1. The active members agree to pay a contribution and are represented at the General Meeting where they have a deliberation and voting power.
2. The honorary members are appointed by the General Meeting upon proposal from the Board of Directors and are natural persons who distinguished themselves in the field of permanent education.
3. The honorary members do not pay a contribution and have only an advisory role.
4. The observers are representatives of the institutions or public organisations that may contribute to the realisation of the objectives of the association.
5. The active member candidates direct their application to the Chairman of the Board of Directors through any means of communication. They should adhere to the articles of association and rules of the association. They are approved by the General Meeting upon proposal from the Board of Directors.

The General Meeting can decide without appeal and without any motivation not to accept a candidate as active member.

6. The members can resign from the association by sending to the Board of Directors a letter justifying their resignation.
7. The honorary members can present their resignation directly to the General Meeting by sending a letter justifying their resignation.
8. The exclusion of a member from the association can be proposed by the Board of Directors after having heard the defence of the concerned party and should be pronounced by the General Meeting with a majority of two thirds of the present or represented members. For the honorary members, the simple majority is sufficient.
9. Any member that for any reason stops to be a member of the association has no right on the social funds and will not be entitled to any compensation as from the discontinuance of his quality of member. It remains bound to pay its full yearly contribution relating to the current year.

Contributions of the members

Art. 7. The active members pay a base yearly contribution of EUR 2,500 as a minimum.

The full members pay furthermore an additional amount of which the maximum will be fixed by the General Meeting upon proposal from the Board of Directors, based on the number of inhabitants and on the Gross National Product of the area. The full members of the Eastern countries are exempted from the payment of the additional amount.

The yearly contribution and the additional amount should be paid within 3 months following the approval of the budget. The regional and local authorities admitted as active members in the six

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last months of the financial year, only pay the base contribution and do not have to pay the additional amount.

An active member who does not pay its contributions during two consecutive years may be excluded consistent with article 6.8 of these articles of association.

TITLE IV.— General Meeting (general management organ)

Meeting of the General Meetings

Art. 8. The General Meeting gathers at least once a year. The meetings are chaired by the Chairman of the Board of Directors or by a person delegated to this end and are held at the headquarters or at the place indicated in the notice.

The Board of Directors sends the notice and agenda to the active members at least one week before the date fixed for the meeting. If the Board of Directors or one quarter of its members so asks, the Chairman is bound to convene an extraordinary general meeting.

The decisions

Art. 9. 1. The General Meeting gathers the active members of the association. Each regional and local authority is responsible for the composition of the delegation that will represent it at the General Meeting.

2. Each active member has one seat and a voting right at the General Meeting. Each active member has one vote.

3. A member can be represented by another member upon the basis of a special power of attorney. Each member can however only hold two proxies as a maximum.

4. The General Meeting, on the condition that at least one third of its members is present and with a simple majority, approves before 31 December of each year, the projected budget of the coming year and upon proposal from the Board of Directors, approves before 31 March of each year, the balance sheet of the preceding year.

5. Upon proposal from the Board of Directors, the meeting deliberates at the simple majority and in the presence of at least one quarter of its members over:

- the decisions relating to the political strategy of the association;
- the yearly contributions;
- the annual reports from the Board of Directors and its work programmes;
- the acceptance or refusal of its members.

The essence of the work and activities of the association is decided and launched by the General Meeting.

6. The General Meeting elects the directors consistent with article 12 of the articles of association.

Art. 10. Save particular cases provided for in these articles of association, the decisions made within the meeting at the simple majority of the active members present or represented are spread among all the members by electronic mail or any other communication means. The decisions

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cannot be taken if they were not foreseen in the agenda. The resolutions of the General Meeting are recorded in the minutes of the meeting signed by the Chairman and kept by the secretary who holds them at the disposal of the members at the headquarters of the association.

TITLE V.- Modifications of the articles of association and winding-up of the association

Art. 11. Each proposal aiming at the modification of the articles of association or at the winding-up of the association should be issued by the Board of Directors or at least two thirds of the active members of the association. The Board should announce such proposals to the active members of the association at least one week prior to the date of the General Meeting that will decide over the aforementioned proposals.

The Meeting cannot deliberate if it is not represented by two thirds of its members, present or represented, with a deliberation power. To be valid the decisions should be taken at a majority of two-thirds.

However if the General Meeting does not gather two thirds of the active members of the association, a new meeting is called according to the conditions already mentioned. It will then be decided finally and validly over the proposal in question, whatever the number of active members present or represented.

The General Meeting establishes the winding-up and liquidation means of the association.

The net assets, if any, after liquidation will be affected to a non-profit making legal body of private law carrying on a similar corporate object.

TITLE VI.- Administration

Composition of the Board of Directors

Art. 12. The association is administered by the Board of Directors comprising three members as a minimum and seven, as a maximum. The members of the Board of Directors are appointed by the General Meeting among the full members.

The directors should appoint a permanent representative, namely a natural person, among their political representatives. Such permanent representative will act for the account and on behalf of the director. In case of death, resignation, revocation or loss of the permanent representative's political term in office, the director will appoint his successor.

The General Meeting elects in one time for a term of two years the members of the Board of Directors upon a first convening and with the absolute majority of its active members. Should such quorum not be reached and other convening be necessary, the requested majority will be one third of the active members of the association. The members can be re-elected immediately for the next term of office. The directors can be revoked by the General Meeting deliberating with a majority of two thirds of the active members present or represented.

The directors' term of office is carried out for no consideration.

The directors are personally responsible only for the exercise of their term in office.

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Chairmanship

Art. 13. 1. The Board of Directors elects among its members the chairman, vice-chairman, treasurer with the functions of secretary. The Board of Directors can elect two vice-chairmen.

2. The chairman represents the association in its external relationships and implements the decisions of the association organs. In line with the Board of Directors, the chairman can delegate part of its functions to the vice-chairman.

The Chairman can delegate special specific powers to the treasurer-secretary and/or to the Business Manager, acting jointly or separately, as well as to any third person.

Should the chairman lose his/her quality of member, his/her function will be carried out by the vice-chairman (or should there be 2 vice-chairmen, by the one appointed by the Board of Directors). If no vice-chairman is able to take care of that office, the Board of Directors will appoint a chairman among the other directors.

3. The vice-chairman replaces the chairman in his/her functions, in case of absence or sickness of the chairman's permanent representative.

4. The treasurer-secretary is in-charge of the administration of the finances as well as of the organisation and administration of the secretariat. He/she carries out among others his/her activity of supervision of the bookkeeping and of the budgets to present to the Board of Directors and to the General Meeting.

The chairman remains however sole responsible for the financial activity of the association.

Art. 14. 1. The Board of Directors is the executive body of the association. It represents the interests of the members of the association and takes the necessary decisions between the convening of one meeting and the next one.

2. The Board of Directors:

- coordinates and cooperates to the activities conducted by the members of the association within the framework of permanent education;
- presents its proposals to the General Meeting for the implementation of specific work groups that can assist it in their activities;
- prepares the decisions for the conventions, statements and measures to be presented to the General Meeting;
- promotes studies on items linked to the objectives of the association and transmits, if necessary, its recommendations to the General Meeting;
- approves the projects financed or co-financed by the association.

3. The Board of Directors is responsible for the preparation of the decisions to be submitted to the General Meeting. It organizes and coordinates its works.

4. The Board of Directors deliberates at the simple majority of the votes of the present members.

In case of parity of votes, the chairman's vote is a casting one.

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In case of circular consultation in the cases provided by article 14.7 of the articles of association, the decision will be taken with a simple majority of the votes of the directors having answered within a time-period of one week following the sending of the draft agenda of the general meeting.

5. The Board comprises at least the chairman, vice-chairman, treasurer-secretary and in its maximum composition, four other members. The composition of the Board can be modified in case of increase of the number of regional or local regions applying for membership.

6. The director's term in office ends by his/her resignation, revocation or by the expiry of his/her office.

7. The Board meets at least three times a year and whenever necessary, upon convening by its chairman. The notice is forwarded by electronic mail at least 1 week prior to the meeting. The agenda is fixed by the chairman after consultation with the other directors who are entitled to propose items to put on the agenda.

The decisions of the Board of Directors relating to the convening of a general meeting and determination of its agenda can be taken through circular consultation.

8. Upon the chairman's proposal, the Board adopts the rules of procedure useful for the operation of the association.

9. The chairman, after having heard the Board, appoints a Business Manager who will be the technical coordinator in-charge of the organisation of the meetings of the association, of the smooth development of the daily activities and of the political councils.

10. The text of the rules of procedure adopted by the Board should be presented to the General Meeting for ratification. The rules of procedure can be modified according to the same procedure.

Art. 15. The Board has all management and administration powers that are not entrusted to the General Meeting.

Art. 16. The resolutions of the Board are entered in the minutes of the meetings signed by the chairman and kept by the treasurer-secretary who holds said minutes at the disposal of the members of the association at the headquarters of the association.

Signatures

Art. 17. All the actions binding the association are signed by the chairman of the Board of Directors (represented by his permanent representative) or by special attorneys within the limits of their term of office.

Legal proceedings

Art. 18. The legal proceedings as plaintiff as well as defendant are followed by the Board of Directors represented by its chairman or by a director appointed by the latter.

TITLE VII.— Budget and accounts

Budget and accounts

Art. 19. 1. The financial year ends on 31 December of each year.

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The Board of Directors should present the bookkeeping relating to the past financial year and the projected budget for the coming financial year for approval by the General Meeting.

2. The financial means of the association are represented by:

the contributions of the members;

the financing granted by the European Union and by the public and private institutions;

the income from the actions conducted by the association;

any means authorised by the law.

Art. 20. Any provision not provided for in these articles of association will be governed by the legislation in force.

Certified true translation of a document written in French (traduction ne varietur d'un document de français en anglais)

15 September 2010

The sworn translator,

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