

EARLALL Statute

Approved by the General Assembly on 20 November 2019

TITLE I - Name, place, legal status

Art. 1.1. An international non-profit making association has been established for the purpose of the achievement of scientific and pedagogical actions. The name of the association is: “Association européenne des autorités regionales et locales pour l'apprentissage tout au long de la vie”, or “E.A.R.L.A.L.L.” or “EARLALL” in its abbreviated form.

Art. 1.2. EARLALL is an independent international and not for profit association. This association is governed by the provisions under Title III of the 27 June 1921 Law concerning non-profit associations, European political parties, international non-profit associations and foundations. From 1 January 2020, the association will be ruled by the Companies and Associations Code.

Art. 2. The association's registered office is located in Brussels in Brussels Capital Region. It may be transferred to any other address in Belgium if the move doesn't imply a change in the statutes language according to the linguistic legislation in force, following a simple majority decision of the Board of Directors which shall then be published in the Moniteur Belge (Official Journal of Belgium).

TITLE II - Object

Art.3. The association aims at facilitating collaboration among its member regions, as well as providing an open and flexible forum for debates, exchange of knowledge and practices, promote joint projects, contribute to EU policy making and facilitate the dialogue with the European Union Institutions, international and civil society organisations in the field of Lifelong Learning.

Art. 4.1. The association supports initiatives aiming at achieving the following objectives:

- ▀ Guarantee universal and continuous access to learning (skills acquisition and upskilling) to facilitate active participation in society.
- ▀ Guarantee appropriate investment in human capital to build resilient societies which can rapidly adapt to changing environments.
- ▀ Develop efficient and innovative education and learning methods delivered as close as possible to the learners, learner-centric, at local and community level and with the support of digital structures.
- ▀ Improve recognition processes and assessment of skills and competences acquired in any formal, informal and non-formal environment, as well as the access to support services like lifelong guidance and quality information.
- ▀ Promote socially inclusive principles where education and training rely on the individual needs and demands and adapt the organization of work to allow people to participate in lifelong/life-wide learning while balancing professional, personal and family life.

- Develop and promote quality, flexible and efficient education and training systems that closely match the individual's knowledge and skills to the changing demands as far as professional profiles, organisations and work methods are concerned.
- Promote education and training initiatives and policies that are aligned with regional smart specialization strategies, regional innovation and growth, without depicting personal development.
- Facilitate integration of third country nationals through general inclusion policies with strong education and training components and support to setting up new partnerships.
- Promote excellence principles and the setting up of regional skills ecosystems that gathers regional authorities, education providers, employers and the citizen.

Art. 4.2. The activities of the association are as follows:

- Promotion and management of collaborative EU funded projects, including participation in EU funded projects with own funding (co-funding) as requested by the EU rules.
- Promotion of joint cooperation initiatives between the association and its members and international organisations in the field of lifelong/life-wide learning.
- Organisation of training courses and/or introductory presentations on the association's work and functioning to new members' staff.
- Proposing and setting up working groups dealing with lifelong learning related topics of interest for the member regions.
- Provide its members with any Information relating to their area of interest and activity.
- Platform for dialogue with EU institutions and other international organisations in order to ensure that the principles of lifelong learning and the interest in the work carried out by its members are taken into account.
- Oversee the promotion of good practices identified in each member region.
- Engage in advisory activities and policy influencing in order to convey the viewpoints of regional and local authorities on all subjects related to education and training to organisations, institutions and associations.

TITLLE III - Members

Composition of the association

Art. 5. The association is exclusively made up of regional and local authority and/or legally constituted organisations which may either be full members ('members') or associate members.

Full members are regional and local authorities at the second level of elected government of countries in Europe, with lifelong learning responsibilities.

Any other regional and local authority and/or legally constituted organisations active in the field of lifelong learning can be proposed and approved as associate member.

Associate members can only participate in the Board, the General Assembly and/or other association's activities upon invitation and in an advisory capacity.

Admission of the members

Art 6. The admission of new members (full and/or associate) is submitted to the following conditions:

Art. 6.1. Candidates (full and/or associate) direct their applications to EARLALL President via any official written communication channel. They should adhere to EARLALL's articles of association (statutes) and internal rules. They are approved by the General Assembly upon proposal from the Board.

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

Art. 6.2. Full members agree to pay a contribution and are represented at the General Assembly where they have a deliberation and voting power.

Art. 6.3. Associate members agree to pay a smaller contribution and may take part in some of the association's activities. They shall be informed on a regular basis of the activities underway and may attend the General Assembly upon invitation and with an advisory role and no voting power.

Resignation – Exclusion of a member



Art. 6.4. Members can resign by sending to EARLALL President a letter justifying their resignation.

Art. 6.5. The exclusion of a member can be proposed by the Board after having heard the concerned member's defence and should be pronounced by the General Assembly with a majority of two thirds of the present or represented members.

Art. 6.6. Any organization that is excluded from the association has no legal rights on the social capital (social funds) and will not be entitled to any compensation. It remains bound to pay its full yearly contribution relating to the current year and to fulfil all possible due payments to the association.

Membership Fees

Art 7.1. Full members pay a membership fee that is composed of two elements:

-  A basic yearly contribution of EUR 2500 EUR.
-  An additional amount of which the maximum will be fixed by the General Assembly upon proposal from the Board of Directors, based on the number of inhabitants and on the Gross National Product of the area.

Full member regions with less than the 75% of GPB per inhabitant in relation to the EU average* are exempted from the payment of the additional amount.

Full members that join the association in the last six months of the financial year only pay the basic contribution and do not have to pay the additional amount.

Art 7.2. Associate members pay a yearly membership fee of 1000 EUR. The fee can be reduced by half if the member joins EARLALL in the last six months of the financial year.

Art. 7.3. The amount of the annual contribution made by associate and full members can be revised by the General Assembly upon proposal by the Board.

Art. 7.4. The membership fees should be paid within 3 months following the sending of the invoice by EARLALL Secretariat during the first trimester of the financial year.

Art 7.5. A member who does not pay its contributions during the last two consecutive years may be excluded from the association consistent with articles 6.5 and 6.6. The full debt incurred by the leaving member **can be** claimed by the association.

TITLE IV - Partners

Art 8. The Board may decide to sign a partnership agreement with European or international organisations, in some exceptional cases. A Partner could also be an organisation that meets the criteria to become a full or associate member and that wishes to work in close cooperation with EARLALL whilst not in a position to be able to commit to it as such. The latter may become a partner for a duration not exceeding two years. After this period, the partnership shall automatically lapse, and the organisation may apply to become either a full or associate member.

The General Assembly must be informed of the Board's decision. Full members may express their opposition to this partnership within one month following the sending of the notification. These rules do not apply to partnerships signed within the framework of European projects.

The partnership agreement must specify the aim, objectives and duration of the partnership according to the procedure laid down by the Association's Internal Rules of Procedure.

TITLE V - General Assembly

General Assembly Meetings

Art 9. The General Assembly meets at least once a year. This is the highest level of authority within the association and it has all the powers necessary for achieving the association's objectives.

A decision by the General Assembly is needed for:

1. Where appropriate, the appointment and dismissal of the association's auditor and his/her retribution.
2. the approval of the yearly accounts
3. others, as required by the statutes and/or law.

Art 10.1. Composition

The General Assembly is made up of all of the association's members. However, given that only full members have the right to vote and that associate members attend in an advisory capacity.

Each full member has a vote provided that they are up to date with their membership fees for the year in question.

Art. 10.2. Representation

10.2.1. Each regional and local authority is responsible for the composition of its delegation at the General Assembly

10.2.2. A full member can be represented by another full member through a power of attorney. Each full member can only hold two proxies as a maximum

Art. 10.3. Invitation and agenda

10.3.1. The dates of the annual General Assembly must be determined at least five months in advance.

10.3.2. The General Assembly's agenda must take into account any subject put to the Board of Directors by at least one-third of full members. The request to place any additional question on the agenda must reach the Board of Directors at least four weeks before the General Assembly.

10.3.3. The Board sends the notice and meeting agenda at least two weeks before the General Assembly takes place.

Extraordinary General Assemblies can be called upon if requested by the Board or a quarter of the association's members.

Art. 10.4. Procedures

10.4.1. The President, or in the President's absence the Vice-President who has held the position the longest, shall chair the General Assembly. If both are absent, the General Assembly shall be chaired by an appointed full member, to be decided by the General Assembly. The General Assembly, to take place needs to count with at least one third of the association's members (quorum).

The person chairing the General Assembly shall declare the sessions open and closed, shall appoint a meeting secretary, outline the agenda, lead the discussions, ensure that the rules are respected, give the floor to speakers and announce any decisions that have been made.

10.4.2. The General Assembly, on the condition that at least one third of its members are present, must approve by simple majority before 31 December each year the proposed budget for the following year. The balance sheets of the preceding year must be approved also by simple majority before 30 June each year.

10.4.3. Any decisions to be made regarding items on the agenda shall be made with a simple majority of the members present or represented. Abstentions shall not be taken into account in calculating the majority obtained. A full member with suspended voting rights shall not be counted among the persons present or among those represented when calculating the quorum or majority obtained.

10.4.4. Decisions cannot be taken for topics that are not included in the agenda.

10.4.5. Decisions concerning the elections of the President, Vice-Presidents, Treasurer and other Board members shall be carried out according to the procedure laid down by articles 12 and 13.

10.4.6. The General Assembly's decisions are recorded in the minutes, must be retained by the Secretariat and made available to members through any means of communication and be at their disposal at the Association's official headquarters.

TITLE VI - Amendments to the statutes and dissolution of the association

Art. 11. Any proposal aiming to introduce amendments to the statutes, including the decision to dissolve the association, should be proposed by the Board or at least two thirds of the association's members. The proposal should be announced and sent to the members at least one week before the General Assembly.

The General Assembly cannot deliberate in a valid way if it is not composed of two thirds of the members, present or represented, that have deliberative ability. No decision will be valid if it has not been voted with a majority of two thirds of the ballots.

If the association is dissolved, the General Assembly must nominate two liquidators and determine their role and tasks. The General Assembly must determine the end to which the association's assets must be used. This must correspond with the objectives set by the association and should be affected to a non-profit making legal body of private law.

TITLE VII - Administration

Composition of the Board

Art. 12. The Association is administrated by a Board composed of a minimum of three to a maximum of seven members of the Association. The members of the Board are appointed by the General Assembly from among its members. The General Assembly

elects for a mandate of two years, the members that will be part of the Board, in a first convocation and with the absolute majority of its full members. If a second or more convocations are necessary, the demanded majority is of a third of the members of the Association.

The Board members can be immediately re-elected for an ulterior mandate.

The Board members can be revoked by the General Assembly that deliberates with the majority of two thirds of the effective members present or represented.

The mandate of the Board members is a non-lucrative mandate.

The Board members are responsible for their mandate only.

Presidency

Art. 13.1. The Board elects a President, Vice President, and a Treasurer with tasks of Secretary among its members.

Art. 13.2. The President represents the Association in its external relations and implements the decisions taken by the association's bodies. In agreement with the Board, the President can delegate some tasks to the Vice President. If the President loses his/her quality of member, the Vice President acts as a substitute until the end of his/her current mandate unless during the period of interim an extraordinary assembly is called, and a new President elected. In the case in which the Vice President is unable to carry on his/her mandate the older member of the board will take his place unless an extraordinary assembly is called

Art. 13.3. The Vice president replaces the President in his/her office in case of absence or illness.

Art. 13.4. The Treasurer/Secretary is responsible for the administration of finances and for the organisation and ruling of the secretariat. In particular he carries out his activity of supervision of the accounts and the budgets that he/she illustrates to the Board and to the General Assembly.

The President remains however the only person responsible for the financial activity of the Association.

Art. 14.1. The Board is the executive body of the Association. It represents the interests of the members of the Association and takes the necessary decisions between one General Assembly and another.

Art. 14.2. The Board:

- ▀ coordinates and cooperates in the activities carried out by the members of the Association in the field of lifelong learning;
- ▀ introduces its proposals to the General Assembly for the creation of specific work groups that will assist it in its activities;
- ▀ prepares the decisions for the conventions, declarations and decisions that are submitted to the General Assembly;
- ▀ promotes studies on topics that are related to the aims of the Association and if necessary, it transmits its recommendations to the General Assembly.
- ▀ approves the projects and activities financed or co-financed by the association.

Art. 14.3. The Board is responsible for the preparation of the decisions to submit to the General Assembly; it organises and coordinates the work of the General Assembly.

Art. 14.4. The Board takes its decisions by simple majority of the votes of the present members. When there is equality in the votes the vote of the President decides.

Art.14.5. The Board is composed of a minimum of three (President, the Vice president, the Treasurer/Secretary) and a maximum of four other members (seven in total). The composition of the Board can be reviewed in case of an increase or decrease number of association's members.

Art. 14.6. When a Board member loses the political mandate, an extraordinary election is carried out in the next General Assembly to re-elect a Board member.

Art. 14.7. The Board meets physically at least once every year and whenever else necessary and if proposed by the President. The call for meetings and meeting agenda are sent electronically at least two weeks before the meeting takes place. Other Board members can add items to the agenda. Online and distance meetings are organized whenever necessary and if proposed by any Board member.

Art.14.8. On proposal of the President, the Board adopts internal rules (internal regulation) useful for the ruling of the Association.

Art.14.9. The President, after having heard the Board appoints an office Director who organises the Association's meetings, guarantees the implementation of the decisions taken by the Board and General Assembly and assures that the daily work is carried out. His/her specific tasks are described in the association's internal regulation.

Art. 14.10. The association's internal regulation adopted by the Board must be submitted to the General Assembly for its ratification. The association's internal regulation can be changed following the same procedure.

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

Art. 16. Board's resolutions are recorded in the minutes of the meetings signed by the President and kept by the Treasurer/Secretary and available to the association's members at the association's headquarters.

Signatures

Art. 17. All the actions binding the association are signed by the President (represented by his permanent representative) or by his/her delegate provided that special power of attorneys have been provided.

Legal actions

Art. 18. Legal actions both in accusation and in defence are under the responsibility of the Board represented by its President or by another Board member designated for this purpose by the EARLALL President.

TITLE VIII - Budget and accounts

Budget and accounts

Art 19. 1. The financial year ends on 31 December every year. The Board is due to submit to the approval of the General Assembly the account of the last financial year and the budget of the next financial year.

Art. 19.2. Financial resources of the Association are collected as follows:

- ▀ membership fees;
- ▀ financial means granted by the European Union and by public and private institutions;
- ▀ income from own activities;
- ▀ 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.