

CONSEIL EUROPEEN POUR LES LANGUES / EUROPEAN LANGUAGE COUNCIL

abbreviated to "CEL"/"ELC"

International Association

ARTICLES OF ASSOCIATION

I. Name - Registered Office – Duration

Article 1. Name

The association is an International Non-profit Organization, called the "CONSEIL EUROPEEN POUR LES LANGUES/EUROPEAN LANGUAGE COUNCIL", abbreviated to "CEL"/"ELC" (hereinafter: "ELC" or "the association").

The association is governed by title III of the Belgian law of June 27, 1921 regarding non-profit organizations, international non-profit organizations and foundations (hereafter: the "Act").

All acts, invoices, announcements, publications and other documents originating from the association, must mention its name preceded or followed by the words "association internationale sans but lucrative", or the abbreviation "AISBL", as well as the address of the registered office.

Article 2. Registered Office

The registered office of the association is established in a commune of the Brussels conurbation.

It is currently located at the Vrije Universiteit Brussel (Arts Faculty), 2, Avenue de la Plaine, 1050 Brussels.

The registered office of the association can be transferred to any other location within this conurbation by simple decision taken by the board of directors, published in the month of the decision in the Appendices to the Belgian Official Gazette.

The registered office of the secretariat of the association is determined by the board of directors.

Article 3. Duration

The association is formed for an unlimited period.

II. Aim of the association

Article 4. Aim of the association

The aim of the association, which is entirely non-profit-making, is:

- to promote a quantitative and qualitative improvement in the knowledge of all the languages and cultures of the European Union;
- to promote the knowledge of other languages and cultures;
- at European level, to promote cooperation between higher educational establishments with a view to achieving a certain integration in training and research in the fields of languages and cultures;
- to gather, exchange and disseminate information relating to the objectives referred to above;

- to create a forum for discussion and the development of policies and strategies for European higher educational establishments, centres of linguistic training, continuing education establishments and professional and university organisations specialising in the fields of languages and cultures;
- to design, launch and manage European projects relating to education, training and research intended to meet the cultural, social and professional needs of an integrated Europe;
- to evaluate teaching and research methods in the fields of languages and cultures with a view to improving their quality;
- to further the interests of its members with respect to the institutions of the European Union and other European and international bodies in all fields likely to promote the multilingual and multicultural nature of Europe.

III. Members

Article 5. Categories of member

The association comprises three categories of member: the active members, the associate members and the honorary members.

Article 6. Active members and associate members

§1 The following legal entities may be admitted as active members:

- Higher educational establishments recognised as such by the competent public authorities of the country where they have their main establishment;
- Specialist associations whose main field is languages;
- Undertakings, organizations and institutions supporting the aim of the association.

In order to be admitted as an active member, a legal entity must be legally formed in accordance with the laws and customs of the country where its registered office is located.

Every legal entity, which is an active member of the association, is represented by a natural person. This natural person is appointed by the management bodies of the legal entity which he represents and exercises the recognised voting rights of active members.

Without prejudice to the preceding paragraph, every legal entity which is an active member of the association can appoint several natural persons who will take part in the activities of the association; the maximum number of natural persons who can be appointed in this way will be determined by the internal rules.

§2 The natural persons whose activities correspond to the aim of the association may be admitted as associate members.

Article 7. Honorary members

Natural persons of whatever nationality can be admitted as honorary members, who are distinguished by their academic and/or professional competence in the field of languages.

Article 8. Voting rights

Each active member has voting rights.

Associate members and honorary members are present in an advisory capacity.

Article 9. Admission procedure

Admission applications for active and associate membership must be sent in writing to the president of the association on a form drawn up by the executive committee.

Legal entities, which satisfy the conditions envisaged in the present articles of association, are admitted as active members by a decision by the board of directors passed by a simple majority of votes. A refusal to admit must be supported by reasons

and notified by registered letter with signed receipt. It may form the subject of an appeal to the general meeting. The appeal is made by registered letter with signed receipt addressed to the president of the association within thirty (30) days of the refusal to admit; the general meeting shall rule at its first meeting following the date of the appeal.

Natural persons willing to become a member of the association are admitted as associate members by a decision by the board of directors passed by a simple majority of votes.

Honorary members are proposed by the executive committee for the approval of the board of directors, which rules by a simple majority of votes.

Article 10. Resignation – Expulsion

Active members, associate members and honorary members can resign by sending a registered letter with signed receipt to the president of the association currently in office.

Active members and associate members who fail to pay their annual subscription by 30 June of the current year are assumed to have resigned automatically.

The board of directors may propose the expulsion of members of the association by simple majority after having heard the case for the defence of the party in question and passed by the general meeting by a majority of two-thirds of the votes of those members present or represented.

A member who ceases (by death or otherwise) to form part of the association has no right to the assets of the association.

Article 11. Subscription

Active members and associate members pay an annual subscription. The amount of this subscription is fixed every two years by the general meeting following a proposal from the board of directors.

Honorary members do not pay subscriptions.

IV. General Meeting

Article 12. Register of members

A register containing an up to date list of all members of the association is kept at the registered office of the association. The register is considered to be the only valid proof of the quality of member excluding all other forms or documents.

The register is kept at the disposal of all members of the association at the registered office, on written and prior demand to the President.

On written and prior demand to the President, a certified excerpt can be put at the disposal of all members.

Article 13. Composition

The general meeting is composed of active members and honorary members.

Only active members have voting rights.

Associate members and honorary members are present in an advisory capacity.

Article 14. Powers

The general meeting has full powers allowing it to achieve the aim of the association.

Specifically, it is authorised to:

- approve budgets and accounts;
- elect and dismiss board members;
- amend the articles of association;
- dissolve the association;
- expel members from the association under the conditions laid down in Article 10.

Article 15. Meetings

The general meeting meets ipso jure every year at the registered office or at a location stated on the convocation sent to members.

The convocation is prepared and sent by the secretary of the association - by post or by fax - at least thirty (30) days before the date of the meeting. The convocation states, in addition to the location of the meeting, its date, time and agenda.

The agenda is compiled by the executive committee.

Moreover, an extraordinary general meeting can be convened when the board of directors deems this to be necessary.

General meetings are chaired by the president of the association or, in his absence, by a member of the executive committee whom he shall appoint for this purpose.

Article 16. Representation – Quorum

Every active member can have himself represented at the general meeting by another active member holding a proxy.

However, no active member may hold more than three (3) proxies.

Only the proxies drawn up according to a model appointed by the board of directors and appended to the convocations will be regarded as valid.

The general meeting can only debate validly if at least 30 active members are present or represented.

However, if a general meeting does not have at least 30 active members of the association present, a new general meeting will be convened under the conditions provided in Article 14 and will rule finally and validly on the proposal(s) in question, regardless of the number of active members present or represented.

Article 17. Resolutions

Resolutions are passed by simple majority of the active members present or represented, with the exception of the cases envisaged by the present articles of association.

Resolutions can only relate to a subject included on the agenda.

The resolutions of the general meeting are entered into a register signed by the president and the secretary and held by the secretary, who will make it available to members. The resolutions will also be brought to the attention of the members through publication on the website of the association.

V. Amendment of the articles of association - Dissolution of the association

Article 18.

Without prejudice to Article 55 of the Act, any proposal intended to amend the articles of association or to dissolve the association must emanate from the board of directors or at least half of the active members of the association.

The board of directors draws to the attention of the members of the association any proposal to amend the articles of association or to dissolve the association at least three (3) months before the date of the general meeting which will rule on this matter.

The general meeting can only debate validly if half of the active members of the association are either present or represented at it.

The decision of the general meeting is accepted by a two-thirds majority of votes.

However, if this general meeting does not include half of the active members of the association, a new general meeting will be convened under the conditions provided for above and will rule finally and validly on the proposal in question regardless of the number of active members present or represented.

The amendments to the articles of association will not become effective than after their filing with the Commercial Court's Clerk's office and their publication in the annexes of the Belgian State Gazette, as required by article 51 of the Act.

Every amendment to the aim of the association or to the activities pursued by the association, provided for in article 4, is subject to the prior royal approval in accordance with article 50, third paragraph of the Act.

Every amendment to the attributions, to the manner of convocation, to the manner of passing resolutions of the general meeting and to the manner those resolutions are communicated to the members, as well as to the conditions of amendment of the articles of association, to the dissolution and liquidation of the association and to the allocation of the assets of the association, as currently described in the articles 13, 14, 15, 16, 17 and 18, is decided on before a notary public.

The general meeting will establish the method of dissolution and liquidation of the association. In the event of a dissolution of the association, the general meeting of extraordinary members determines the allocation of the patrimony, which has to be allocated to a non-profit aim.

VI. Management of the association - Board of directors

Article 19. Composition

The association is managed by a board of directors composed of a minimum of three representatives of the active members and a maximum of seventeen representatives of the active members; at least one director must hold Belgian nationality.

The directors are elected by the general meeting under the following conditions:

- between two and sixteen directors are to be representatives of legal entities belonging to the category of "higher educational establishments";
- between one and two directors are to be representatives of legal entities belonging to the category of "specialist associations" or to the category of "undertakings";
- the board of directors can invite the associate members to participate in the board with an advisory capacity.

A maximum of two members of the board of directors may be affiliated to a higher educational establishment whose registered office is located on the territory of the same country.

Article 20. Role

The board of directors holds all powers of management and administration subject to the powers of the general meeting. It can delegate the day-to-day management of the association to an executive committee.

The board of directors can decide to form working groups on particular subjects which form part of the aims of the association. Once formed, the members of these groups will propose a co-ordinator from among their number for approval by the board of directors.

This co-ordinator will not be appointed unless approved by the board of directors; this appointment is valid for one year and can be renewed by the board of directors.

The board of directors approves the internal rules proposed by the executive committee.

The board of directors prepares the annual accounts for the previous year and the budget for the following year and submits these for the approval of the general meeting.

The board of directors can also decide to create a permanent secretariat.

Article 21. Term of office – Dismissal

The directors are elected for a term of four years.

The directors can be dismissed by the general meeting ruling by a majority of two-thirds of the active members present or represented.

Article 22. Meetings

The board of directors meets at least once per year and at any time the president of the association - or three other members of the executive committee - shall deem necessary.

The board of directors is convened by post or by fax sent at least twenty (20) days before the meeting, stating the date, time and place of the meeting, as well as its agenda.

The agenda is compiled by the executive committee.

Meetings of the board of directors are chaired by the president of the association or, in his absence, by a member of the executive committee whom he shall appoint for this purpose.

Article 23. Quorum – Representation

The board of directors cannot debate validly unless at least two-thirds of its members are present or represented.

A director can have himself represented by another director who cannot, however, hold more than three (3) proxies.

Only proxies drawn up according to a model appointed by the board of directors and appended to the convocations shall be regarded as valid.

Article 24. Resolutions

The resolutions of the board of directors are taken by the majority of directors present or represented. If votes are tied, the president has the casting vote.

The resolutions are entered into a register signed by the president and the secretary and held by the secretary, who will make it available to the members of the association.

Article 25. Legal action

Legal action, whether as plaintiff or defendant, is monitored by the board of directors represented by its president or a director appointed for this purpose by the president.

VII. Management of the association - Executive committee

Article 26. Composition

The board of directors elects from among its number an executive committee comprising a president, a vice-president, a secretary and a treasurer.

In addition, the outgoing president is an ex officio member of the executive committee for a period equal to the term of office of his successor. He is assumed to resign automatically when his successor's term of office expires. He has voting rights.

Article 27. Term of office

The members of the executive committee are elected for a period of two years.

The office of members of the executive committee is renewable without limit.

Article 28. Meetings

The executive committee meets when convened by the president of the association.

Meetings of the executive committee are chaired by the president of the association or, in his absence, by a member of the executive committee whom he shall appoint for this purpose.

Article 29. Powers to commit the association

Any act, which commits the association, is signed by the president or, in his absence, by three members of the executive committee who will not have to justify to third parties the powers conferred upon them for this purpose.

VIII. Budgets and accounts

Article 30. Financial year

The financial year starts on January 1 and ends on 31 December of each year.

Article 31. Adoption of accounts

Under the conditions envisaged in Article 20, the board of directors has to submit for adoption by the general meeting the accounts for the financial year ended and the budget for the following year.

IX. General provisions

Article 32.

Anything, which has not been provided for in the present articles of association, specifically the publications to be made in the Appendices to the Belgian Official Gazette, shall be governed in accordance with the provisions of the law.