

CONSEIL EUROPEEN POUR LES LANGUES / EUROPEAN LANGUAGE COUNCIL

abbreviated "CEL/ELC"

International Association

STATUTES

I. Name - Registered Office – Duration

Article 1. Name

The "CONSEIL EUROPEEN POUR LES LANGUES / EUROPEAN LANGUAGE COUNCIL", abbreviated "CEL/ELC" (hereinafter: "ELC" or "the association"), is an international non-profit association.

The association is governed by the Belgian Code on Companies and Associations (hereinafter: "the Code").

All acts, invoices, announcements, publications and other documents issued by the association must mention its name preceded or followed by the words "association internationale sans but lucratif", or the acronym "AISBL", as well as the registered office address.

Article 2. Registered Office

The registered office of the association is located in the Brussels-Capital Region.

The registered office may be moved to anywhere in the Brussels-Capital Region or the Walloon Region by decision of the Board of Directors published in the annexes of the Moniteur belge within one month of the date of the decision.

The location of the association's secretariat is determined by the Board of Directors.

Article 3. Duration

The duration of the association is unlimited.

II. Aims and objectives of the association

Article 4. Mission

CEL/ELC is a non-profit association with the following mission:

- promote a quantitative and qualitative improvement in the knowledge of all languages and cultures of the European Union, the Council of Europe and their partners in other continents;
- promote the knowledge of other languages and cultures;
- promote cooperation between higher education institutions in Europe with a view to achieving some degree of integration in education, training and research in the fields of language and culture;
- collect, exchange and disseminate information about the aforementioned aims and objectives;
- create a forum for discussion promoting the development of policies and strategies for European higher education institutions, language training centres, continuing education institutions, and professional and university organisations specializing in the fields of language and culture;
- design, launch and manage European projects in the fields of education, training and research aiming at meeting the cultural, social and professional needs of an integrated Europe;
- evaluate teaching and research methods in the fields of language and culture with a view to improving their quality;
- further the interests of its members in relation to the institutions of the European Union and other European and international bodies in all fields promoting and supporting the multilingual and multicultural nature of Europe.

The association will pursue its aims and objectives fully respecting the principles of pluralism, non-discrimination, tolerance, justice, solidarity and equality, and embracing the fundamental European values of human dignity, freedom, democracy, the rule of law, and human and linguistic rights.

III. Members

Article 5. Members

The association is composed of full members, associate members and honorary members.

Article 6. Full members and associate members

§1 Full membership may be granted to legal entities such as:

- Higher education institutions and/or administrative entities thereof recognised as such by the competent public authorities of the countries where their main headquarters are located;
- Associations and institutions specializing in the field of languages;
- Companies, organisations and institutions supporting the non-profit purpose of the association.

In order to be admitted as full members, legal entities must be legally constituted in accordance with the laws and customs of the countries in which they are established.

A legal entity that is a full member of the association is represented by a natural person appointed by its governing body.

§2 Associate membership may be granted to individuals whose activities are in line with the non-profit purpose of the association.

Article 7. Honorary members

Honorary membership may be granted to individuals who have distinguished themselves for their academic and/or professional competence in the field of languages.

Article 8. Admission procedure

Aspiring full or associate members must apply for membership using the application form approved by the Executive committee. Application forms must be sent to the President of the association.

Legal entities meeting the requirements for membership defined in the association's bylaws are granted full membership by decision of the General Assembly taken by simple majority following a recommendation by the Board of Directors.

Individuals wishing to become associate members are granted associate membership by decision of the Board of directors taken by simple majority.

Honorary membership is granted by decision of the Board of directors taken by simple majority following a proposal by the Executive committee.

Article 9. Resignation – Expulsion

Full members, individual members and honorary members may resign by sending a registered letter or certified email (with read and/or delivery receipt) to the Board of Directors.

Full members and individual members who fail to pay their annual membership fees over two consecutive years are assumed to have resigned.

The Board of directors may decide, by simple majority and after hearing the arguments of the party concerned, to propose the expulsion of a member. The final decision is taken by the general assembly by qualified majority (two thirds of the members present or represented). The proposed expulsion must be mentioned in the convening notice.

Whoever ceases for whatever reason to be a member of the association has no right to the social fund and cannot claim reimbursement of contributions or fees paid.

Article 10 Membership fee

Full members and associate members pay an annual membership fee. The amount of the membership fee is determined every two years by the General Assembly on the basis of a proposal by the Board of Directors.

Honorary members pay no membership fees.

IV. General Assembly

Article 11. Register of members

A register containing an updated list of the members of the association is kept at the registered office of the association. The register is the only valid proof of membership.

Members wishing to have access to the register should address a written request to the Board of Directors.

Members wishing to have a certified extract should address a written request to the Board of Directors.

Article 12. Composition

The General Assembly is composed of full members who have the right to vote. Each full member is represented by one delegate.

Associate members and honorary members may take part in General Assembly meetings in an advisory capacity with no voting rights.

Article 13. Powers

The General Assembly possesses all powers necessary for realising the association's purpose.

Specifically, it has the power to:

- approve budgets and accounts;
 - elect and dismiss board members, and determine their remuneration;
 - discharge the directors and the auditors, if any;
 - amend the statutes;
 - dissolve the association;
 - expel members from the association under the conditions laid down in Article 9.
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Article 14. Meetings

The General Assembly is convened every year at the registered office or at a location stated in the convening notice.

The convening notice is drawn up and sent by the Board of Directors by email at least thirty (30) days before the date of the meeting. The convening notice indicates the location of the meeting as well as its date and agenda. It also specifies that, for the purposes of Article 15, two calls are envisaged, the second one hour after the first.

The agenda is drawn up by the executive committee.

Moreover, special meetings of the General Assembly may be convened when the board of directors deems it necessary or when requested by one-fifth of full members

The General Assembly meetings are chaired by the President of the association or, in his/her absence, by the Vice-president.

Article 15. Representation – Quorum

Any full member may be represented at General Assembly meetings by another full member.

No full member may serve as proxy for more than three (3) other members.

Members wishing to be represented by other members must make use of the forms prepared by the Board of Directors and included in the convening notice.

The General Assembly can validly deliberate only if at least 50% of full members plus one are present or represented at the first call or if at least one third of full members are present or represented at the second call one hour later.

Article 16. Decisions

Decisions are adopted by simple majority of the full members present or represented, unless otherwise indicated in the statutes.

Decisions may only be adopted with regard to items included in the agenda.

Decisions adopted by the General Assembly are entered into a register signed by the President and the secretary and kept by the secretary. Members may have access to the register. Decisions will also be brought to the attention of the members through publication on the association's website.

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

Article 17.

Any proposal to amend the statutes or to dissolve the association must be brought forward by the Board of Directors or by at least 50% of the full members of the association.

At least three months (3) in advance, the Board of Directors notifies the members of the association of the proposals and the date of the general assembly at which the proposals will be considered.

The general assembly can validly deliberate only if 50% of the full members of the association plus one are present or represented.

Decisions of the General Assembly are adopted by a two-thirds majority.

If fewer than 50% of the full members are present, a new General Assembly is convened following the aforementioned procedure. The newly-convened general assembly can validly deliberate irrespective of the number of full members present or represented.

The amendments to the statutes only come into force after completion of the registration at the Commercial Court and the publication in the annexes of the Moniteur belge.

The association may be dissolved at any time by a decision of the general assembly adopted under the same conditions as those provided for the modification of the purpose of the association, i.e. a four-fifths majority. The reporting obligations, if any, applicable according to the law shall be complied with in this context.

In the event of a dissolution of the association, for whatever reason and at whatever time, the directors in office shall be appointed as liquidators if no other liquidator has been appointed, without prejudice to the right of the General Assembly to appoint one or more liquidators and to determine their powers and remuneration.

In the event of a dissolution and liquidation of the association, the extraordinary General Assembly decides about the allocation of the assets. The assets must in any case be destined to a non-profit purpose.

This allocation shall be made after all debts, charges and liquidation costs have been settled or the necessary amounts have been deposited.

VI. Management of the association - Board of directors

Article 18. Composition

The association is managed by a Board of Directors composed of a minimum of five and a maximum of fifteen representatives of full members; at least one director must represent a Belgian institution.

Directors are elected by the general assembly by simple majority. The following requirements must be met:

- between five and thirteen directors must be representatives of "Higher education institutions";
- no more than two board members may be affiliated with higher education institutions having their headquarters in the same country;
- one to two board members may be representatives of "Specialised Associations" or "Companies, organisations and institutions".

The Board of Directors may invite one or more associate members to join the Board with an advisory role.

Article 19. Role

The Board of Directors has full powers of management and administration, other than those reserved for the General Assembly. It may delegate the day-to-day management to the Executive committee.

The Board of Directors may decide to form working groups on particular subjects which form part of the aims of the association. The Board of Directors decides on the procedure to be followed by those full members who wish to create a working group. Each working group is coordinated by a member of the Board, appointed by the Board, who must submit to the Board an annual report of activities. The Board of Directors decides on the schedule and procedure to be followed. This appointment is valid for two years and may be renewed by the Board of Directors. If the

coordinator of a working group fails to submit an annual report or if the report of activities is considered inadequate, the Board of Directors may dissolve the working group at any time, but not before the submission of the first annual report. At the end of a working group's activities, after two years or, in case of renewal, after four years, the working group coordinator submits a final report to the Board of Directors.

The Board of Directors approves the internal rules proposed by the executive committee.

The Board of Directors draws up the financial documents for the elapsed year and the budget for the following year and submits them to the General Assembly for its approval.

The Board of Directors may decide to create a permanent secretariat.

Article 20. Term of office – Resignation and Dismissal

The directors are elected for a term of four years.

Members of the Board of Directors may resign by sending a resignation letter to the President of the association. Their resignation is submitted for approval to the General Assembly at its first subsequent meeting.

Directors may be dismissed by the General Assembly with a decision adopted by two-thirds of the full members present or represented. If a member of the Board is dismissed, the Executive committee may decide to proceed to the election of a member replacing the dismissed member. In such a case the new member is elected in accordance with article 18 for the remainder of the 4-year term.

If the statutes are amended in accordance with article 17, the election of the members of the Board of Directors must be organised at the earliest possible date and at the latest two months after the publication of the amended statutes in the annexes of the Moniteur belge.

Until a new Board of Directors is elected, the incumbent Board and Executive committee members remain in office with all the powers described in articles 18-24 and 25-28.

Article 21. 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 consider a meeting to be necessary.

Meetings of the Board of Directors are convened by email at least twenty (20) days in advance. The convening notice indicates the date, time and place of the meeting as well as its agenda.

The agenda is drawn up by the Executive committee.

Meetings of the Board of Directors are chaired by the President of the association or, in his/her absence, by the Vice-president.

Article 22. Quorum – Representation

The Board of Directors can validly deliberate only when at least two-thirds of its members are present or represented.

Any Board member may be represented by another Board member. No Board member may serve as proxy for more than three (3) other Board members.

Members wishing to be represented by other members shall make use of the forms prepared by the Board of Directors and included in the convening notice

Article 23. Decisions

Decisions of the Board of Directors are made by simple majority of the members in attendance or represented. In the case of an equality of votes, the President has the casting vote.

Decisions are entered into a register signed by the President and the secretary and kept by the secretary, who will make it available to the members of the association.

Article 24. Legal action

Legal actions, either as plaintiff or defendant, are pursued by the Board of Directors represented by the President or by a Board member appointed for this purpose by the President.

VII. Day-to-day management - Executive committee

Article 25. Composition

The Board of Directors may entrust one or more persons with the day-to-day management of the association and with the representation of the association in relation to the day-to-day management.

The Board of Directors elects from among its members an Executive committee consisting of a President, a Vice-president, a Secretary and a Treasurer, each with the power to act jointly.

The day-to-day management includes acts and decisions which do not exceed the needs of the daily life of the association as well as acts and decisions which, either because of their minor importance or because of their urgent nature, do not justify the intervention of the administrative body.

The Vice-President acts on behalf of the President in the latter's absence.

In addition, the outgoing President is an ex officio member of the Executive Committee with voting rights for a period equal to the first term of office of his successor.

Article 26. Term of office

Members of the Executive committee are elected for a period of two years. They may be re-elected with no term limit.

Members of the executive may resign by sending a resignation letter to the President of the association.

Article 27. 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/her absence, by the Vice-president.

Article 28. Powers to commit the association

Any act that binds the association is signed by the President or, in his/her absence, by a member of the Board of Directors, who will not be required to justify to third parties the powers conferred for this purpose.

All acts of day-to-day management that bind the association are signed by a member of the Executive committee, who will not be required to justify to third parties the powers conferred for this purpose

VIII. Budgets and accounts

Article 29. Financial year

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

Article 30. Adoption of accounts

The Board of Directors will be required to submit the accounts of the elapsed year and an estimated budget for the following financial year to the General Assembly for its approval.

IX. General provisions

Article 31.

Anything not provided for in these statutes, and in particular the publications to be made in the Annexes of the Moniteur belge, will be settled in accordance with the provisions of the law.