

The Leuven Institute for Ireland in Europe

Statutes

Title I: The Association

Article 1: Legal entity

The Association is formed as a legal entity and as an international not-for-profit association in accordance with the Belgian law of 25 October 1919, the law of 27 June 1921, the law of 6 December 1954 and the laws of 2 May 2002 and 16 January 2003.

Article 2: The Name

The Association is called “The Leuven Institute for Ireland in Europe”, or in the Dutch language “Het Leuvens Instituut voor Ierland in Europa”.

Article 3: The Seat

1. The seat of the Association is established in 3000 Leuven at the Janseniusstraat 1.
2. The Board of Directors can change the seat to any location in Belgium. The General Assembly will ratify the change at the first assembly meeting following the Board’s decision.

Article 4: Duration

The Association is established for an unlimited duration.

Article 5: Aims, objectives and activities

1. The Association has the objective of establishing, managing and organising in the Irish College in Leuven, Belgium, over which the Association has the trusteeship, an international centre for educational training and research in European and international affairs in the broadest sense. This includes the fields of economy, sciences, social organisation, social provisions, philanthropy, arts and culture etc. to maximise the exposure and opportunities for Ireland (Northern Ireland and the Republic of Ireland), to help maximise the benefits, for both Northern Ireland and the Republic of Ireland, of EU membership through the provision of high quality education/training programmes for business, the public sector, higher education and the voluntary sector, to facilitate the promotion, in continental Europe, of all forms of cultural expression from both parts of Ireland, including the visual arts, the performing arts and literature.

2. The Association will be able to develop its activities in all areas that contribute to the aforesaid objectives. The Association will organise lectures colloquia, courses, seminars, conferences, workshops, visits; it will manage residential facilities; it can organise and facilitate arts and culture happenings and events such as theatre, dance, music performances and art exhibitions; it can be in charge of publications, etc. The Association can

participate in any commercial and financial activity in order to help and realise its aims.

Title II: Membership

Article 6: Members

Membership of the Association will consist of at least seven effective members and may also have honorary members. The members can be legal entities. The maximum number of members is not limited. The members enjoy all the rights the law and these statutes provide.

Article 7: Effective members

Are effective members:

- the members of the Board of Directors of the Association and the former members of the Board of Directors for a period of five years from the date of their retirement from the Board
- every person or legal entity accepted by the Board of Directors as an effective member

The Board of Directors has the supreme and final decision on membership without the possibility of appeal and does not have to motivate its decision.

Article 8: Honorary members

Every person or legal entity supporting the objectives of the Association can be accepted as honorary member by the Board of Directors.

The Board of Directors has the supreme and final decision on honorary membership without the possibility of appeal and does not have to motivate its decision.

Article 9: Resignation – Exclusion – Suspension

Every effective and honorary member is at liberty to resign from membership of the Association after written notification to the Board of Directors.

Membership of the Association ends automatically by exclusion, death or, in the case of a legal entity, by its dissolution, merger, split or bankruptcy, or, in the case of the former members of the Board of Directors mentioned in article 7, first paragraph, at the end of the five year period after their retirement from the Board.

The General Assembly can exclude an effective member with a simple majority of the present or represented votes, after the concerned member has been heard.

The Board of Directors can exclude an honorary member.

The decisions of the General Assembly and the Board of Directors in these matters are supreme and final.

Any member who ceases by death or another reason, to belong to the Association, shall have no rights to the property of the Association.

The Board of Directors can suspend an effective member who is in breach of these statutes or who acts against the

objectives and aims of the Association, until the exclusion deliberation of the General Assembly.

Article 10: Fee – Obligations

The effective and honorary members do not pay a membership fee.

Members are not personally liable for the obligations engaged in by the Association.

Title III: Management – Supervision

Article 11: Board of Directors – Directors

A Board of Directors of at least seven persons or legal entities manages the Association. The Board of Directors has responsibility for the appointment of its members for a period of six years. The outgoing members of the Board are eligible for re-election. The members of the Board are automatically effective members of the Association.

The Board of Directors elects among its members a chairman, possibly a vice-chairman, a secretary and a treasurer.

The members of the Board can be dismissed by a two-thirds majority of the present and represented members at the General Assembly.

Article 12: Meetings

The Board of Directors meets at the invitation of the chairman or the secretary. The chairman chairs the meeting, or, in his absences, the vice-chairman or the oldest of the members present.

The Board meets whenever the interest of the Association requires or when two board members demand, and at least once a year.

The meetings take place at the seat of the Association or at any other place mentioned in the invitation.

Article 13: Decisions

The Board of Directors can only meet when the majority of its members are present or represented. It decides with a simple majority of the present or represented members of the Board, not taking in account the abstentions. In case of a stalemate the chairman's vote is decisive.

Every absent member of the Board can give proxy to any other member of the Board by letter, telegram, telex, telefax, e-mail or by any other means of written telecommunication to represent him/her and to vote in his/her place. This way the absent member will be regarded as present.

Article 14: Minutes of the meeting

The secretary of the Board, or any other member of the Board appointed for that purpose, puts the decisions of the Board in a written report which is approved by the Board. The proxies are attached to the report.

The copies or extracts are signed by the chairman or by two members of the Board.

Article 15: Powers

The Board of Directors manages the Association and represents it legally and factually. The Board has all the powers to act to realise the objectives and aims of the Association, except those reserved for the General Assembly, by law or these statutes.

Article 16: Day to day Management - Directors' Committee - Delegation

The Board of Directors can delegate the day-to-day management, as well as the power to represent,

- to one or more delegated directors appointed amongst its members who will be called "General Director"
- to a Directors' Committee appointed by the Board for a certain period and with certain powers.

The board can delegate special powers to any mandatary.

Article 17: External Representation

Notwithstanding the general representational competences of the Board of Directors, the Association will be represented legally

- a. or by two members of the Board acting together
- b. or, within the limits of the day to day management for payments up to twenty-five thousand euro (25.000)

- euro), by a delegated director (general director) acting on his own or by two members of the Board acting together
- c. or by special mandataries within the limits of their mandate

Article 18: Supervision

The supervision of the financial situation of the Association, the yearly accounts and the conformity with the law and the statutes will be delegated to one or more commissioners when the law so requires or when the Board of Directors so decides.

Title IV: General Guiding Organ – The General Assembly

Article 19: Members

The general leading and guiding organ is called the General Assembly and is composed of all effective members of the Association. Only the effective members have the right to vote.

Honorary members can participate in the General Assembly with a consultative vote.

Article 20: Powers

The General Assembly has the powers described in these statutes and especially the power to

1. Change the statutes
2. Discharge the members of the Board of Directors and the commissaries

3. Approve the accounts of the past year and the budget for the coming year
4. Dissolve the Association
5. Exclude an effective member

Article 21: Meetings – Invitation

The ordinary general assembly of the members of the Association will be held once a year on the date set by the Board of Directors.

An extraordinary general assembly can be held whenever the interests of the Association are at stake. An assembly has to be called whenever one fifth of the effective members so demand.

Every meeting will be called on such day, hour and place as indicated in the invitation.

The invitation will be sent by the Board of Directors by ordinary letter, telefax or e-mail to every effective member, at least eight days before the meeting and signed for the Board of Directors by the chairman, the delegated director or two directors. The agenda of the meeting is attached to the invitation.

The General Assembly will be presided by the chairman of the Board of Directors or, in his absence, by the vice-chairman or by the oldest of the members of the Board present. The chairman appoints the secretary. The General Assembly elects one or more observers.

Article 22: Representation

Another member can represent an absent member. One member can represent more than one absent member.

Article 23: Voting rights

All effective members have equal voting rights. Every member has one vote.

Article 24: Deliberation – Decisions

Except in the cases described by these statutes, the General Assembly can only validly deliberate when the majority of the members are present or represented. The decisions are made by simple majority of the votes cast. In case of a stalemate, the chairman's vote is decisive.

The General Assembly can only decide on the items mentioned in the agenda unless the present and represented members agree with a simple majority.

Article 25: Changing of the Statutes – Dissolution of the Association

Notwithstanding the provisions of articles 50, § 3, 55 and 56 of the laws on not-for-profit associations, international not-for-profit associations and foundations, every proposal to change the statutes or to dissolve the Association will emanate from the Board of Directors or from at least half of the effective members of the Association.

The Board of Directors will send the proposed changes and date of the General Assembly to the effective members at least one month beforehand.

The General Assembly can validly deliberate on the proposals when one half of the effective members are

present or represented. Simple majority can make a decision.

If less than one half of the effective members are present or represented, a new General Assembly shall be convened at a date, two weeks at the earliest, after the first General Assembly. The majority of the then present or represented effective members will validly decide on the said proposals.

Every change to the objectives, aims and activities of the Association will be subject to an approval by Royal Decree. Other changes to the statutes shall be notified to and accepted by the Minister for Justice or his representative.

The General Assembly will decide on the conditions and the procedure for dissolution and liquidation of the Association.

Any assets of the Association after the liquidation will go to a not for profit legal entity with similar objectives and aims as the Association, or will be spent on a not-for-profit objective concerning the promotion of arts and culture from Ireland in Europe.

Article 26: Minutes – Publication

The General Assembly's decisions will be written down in a report signed by the chairman and the secretary.

Members can consult the decisions and minutes of the meetings at the seat of the Association. Copies or extracts of the minutes shall be signed by the chairman or by two members of the Board.

Title V: Financial year – Annual Accounts – Budget

Article 27: Financial Year

The financial year of the Association ends on 31st December each year.

Article 28: Annual Accounts – Budget – Discharge

At the end of each fiscal year the Board of Directors shall decide on the accounts of the past year, the budget for the coming year and submit them for approval to the General Assembly.

After the approval of the accounts and the budget the General Assembly will decide on the discharge of the members of the Board of Directors and the commissioners.

Title VI: Diverse provisions

Article 29: Choice of Residence

Every member of the Association, every member of the Board of Directors, every commissary or liquidator, residing outside Belgium will be considered as having chosen the seat of the Association as his legal residence only for the purpose of these statutes.

Article 30: Applicable Laws

Everything that is not provided for in the present statutes shall be handled in accordance with the Belgian laws on the international not-for-profit associations.

08.06.2006

(Translated from Dutch by Dr. Roppe)