

AMENDMENT

“European Association for Architectural Education / Association Européenne pour l’Enseignement de l’Architecture (EAAE/AEEA) ”

International Non-Profit Association

Registered office: Paleizenstraat 65/67, 1030 Brussel

Enterprise Number: 0432.722.443

Register for Legal Entities Brussels

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During the General Meeting on 1 September 2023 has been agreed to amend the articles of Association in accordance with the Companies and Associations Code (hereinafter referred to as "CAC"), and to approve the following Articles of Association:

ARTICLES OF ASSOCIATION

TITLE I. THE ASSOCIATION

Article 1. **Name**

The Association is established with the name “European Association for Architectural Education / Association Européenne pour l'Enseignement de l'Architecture”, abbreviated “EAAE/AEEA” (hereafter referred to as the Association)

All acts, bills, announcements, publications, letters, orders, websites and other documents, whether or not in electronic form, provided by the INPA (international non profit Association) will mention the following data: 1°) the name of the INPA, 2°) the legal form, in full or abbreviated form, 3°) the full address of the registered office, 4°) the company number, 5°) the mention “register of legal entities” and the competent court according to the address of the registered office, 6°) if applicable: the email address and the website of the INPA, and 7°) if applicable, whether the Association is under liquidation.

Article 2. **Registered office**

The registered office of the Association is located in Paleizenstraat 65/67, 1030 Brussel, in the Brussels Capital Region.

The registered office may be transferred to any other place within Belgium by decision taken by a simple majority of votes cast by the members of the Council. It can under no circumstances be transferred to any other location abroad.

Every act recording the transfer of the registered office must be filed (in extenso) with the Association’s file kept in the clerk’s office of the Commercial Court where the registered office is located and must be published in the Annexes to the Belgian Official Gazette.

Article 3. **Purpose of international utility**

The purpose of the Association is to advance the quality of architectural education. The Association should provide a forum for generating and exchanging information on aspects of architectural education and architectural research. The Association aims at improving the knowledge base and the quality of architectural and urban design education.

The mission statement of the Association is therefore to build a network of European Schools of Architecture fostering the discussion, the exchanges and a common policy in Europe to advance the quality of architectural education.

Article 4. Objectives

To achieve the above-mentioned purposes, the Association will carry out the following activities:

- organize a yearly General Meeting which is linked with network opportunities and discussing the general Association policy.
- establish relations with governmental, international and professional organizations and authorities
- coordinate and encourage the dialogue between the different member schools
- promote the organization of thematic networks through conferences and workshops
- articulate critical issues in the context of architectural education, as well as architectural research
- strive for academic excellence

The Association may carry out all actions that are directly or indirectly related to its purpose. In particular, it can lend its support and take an interest in any activity similar to its purpose.

It is authorised to carry out all useful legal and commercial acts insofar as they are in accordance with its purpose and insofar as profits are used to achieve this purpose. It may own or acquire all movable and immovable property that it requires for the achievement of its purpose and exercise all property and other rights over it including rent and lease. It may also conclude agreements, recruit staff, sign contracts, explicitly including insurance policies, acquire subsidies, both from public and private institutions, engage in sponsorship and send representatives at home and abroad and act as its own representative.

Article 5. Duration of the Association

The Association is established for an indefinite period.

However, it can be dissolved by decision of the General Meeting deliberating according to the rules required for an amendment to the purpose(s) for which the Association was created.

TITLE II. MEMBERSHIP

Article 6. Members

The Association is composed of three categories of members:

- The full members: The status of full member in year x is only open to European schools or institutions delivering a diploma of architect that is recognized either by the state or by the professional organization ruling the access to the profession in the home country, and having paid their annual contribution to the Association before 30 June of the current year. Full members have the full rights and duties of membership.
- The associated members: A distinction is drawn between institutional members and individual members in the category of associated members.

The status of **associated institutional member** in year x is open for non-European schools or institutions willing to join the Association, AND having paid their annual contribution to the Association before 30 June of the current year. Associated members benefit from limited rights and obligations, and have no voting right at the General Meeting.

The status of **associated individual member** in year x is given exceptionally. It is open for individuals who are involved in teaching architecture either through their profession or in their duties, in Europe or abroad and pay their contribution before 30 June of the current year. They have proven that it is impossible for their affiliated school to become a member. They have been involved in one of the bodies of the Association before their application. Involvement before and after the membership application in the bodies of the Association is required. They have no voting right at the General Meeting. Associated members benefit from limited rights and obligations, and have no voting right at the General Meeting.

- Honorary members: Honorary members are appointed by the General Meeting for lifetime. They are exempted from a yearly contribution. Honorary members have no voting right at the General Meeting.

The number of full members is unlimited but may not be less than three. The number of associated and honorary members is unlimited.

Article 7. Admission - Conditions

The applications for membership must be submitted in writing to the Council who will assess their admissibility.

To be admissible, the application must include the following information:

- Proof of registration of the school (copy of the application form)
- the name(s) of the natural person(s) representing the applicant with regard to the Association;

- a statement indicating whether the applicant applies for full, associated institutional or associated individual membership

The Council submits the list of applicants to the General Meeting of members, which shall decide on the application according to the articles of Association and the Internal Rules. The General Meeting is not required to justify its decision. Candidate-members are free to re-apply if their application is unsuccessful.

Article 8. Membership rights

The rights and obligations of the full members are set out by the law and these articles of Association. They have the right to vote during the General Meeting and have their representative elected for duty in the bodies of the Association.

Each full member has a single vote, and the Head of school, faculty or program at each member institution nominates an official delegate to vote on their behalf at the General Meeting.

The rights and obligations of the associated and honorary members are set out by these articles of Association. These members have the right to attend the General Meeting, they have no voting rights.

Article 9. Membership fee

The full and associated members will pay an annual membership fee as determined by the General Meeting on the Council's recommendation.

The Internal Rules specifies the procedure to be followed by the Council to determine the amount of the annual membership fees.

The annual membership fees of the members are due each calendar year before the 30th of June.

Article 10. Resignation of members

The resignation of a member is officially submitted to the President of the Council in writing, by e-mail or letter. The President includes this item for information purposes on the agenda of the following meeting of the Council.

The resigning member must fulfill its financial obligations towards the Association for the full calendar year during which its resignation is submitted or is deemed to have been submitted, if the case be, for all the previous years.

Article 11. Exclusion of members

All members can be excluded by the Council by a decision taken by a two-thirds majority of votes cast, in case of:

- violation of the provisions of the articles of Association or the Internal Rules;
- in the event of no-payment of the annual membership on its due date;
- or by reason of serious grounds if the latter constitute a major obstacle to the achievement of the Association's purposes or are likely to harm the Association's reputation.

Before being excluded, the member can appear before the Council to present their defense.

The Council is not required to justify its decision.

The excluded member must fulfill its financial obligations towards the Association for the full calendar year during which its exclusion takes place or is deemed to have taken place, if the case be, for all the previous years. The excluded member is still liable for the contributions in arrears, including all costs which are borne by the Association in order to recover those contributions.

If excluded because of unpaid contribution, members can be re-admitted automatically if the outstanding contribution is paid within one year after exclusion. The member is reinstated one month after the outstanding contribution has been paid.

If excluded for other reasons, a member can be re-admitted by decision of two thirds of the General Meeting quorum.

Non-members are excluded from the EAAE online guide.

Article 12. Suspension

Members may be temporarily suspended by the Council until the following General Meeting, if the member is found to actively violate EAAE's work according to the purpose of the Association. The member must be notified in writing by the Council about the reason for the suspension. The member has the right to be heard by the General Meeting prior to the formal decision of suspension.

Article 13. Exclusion of rights to the property of the Association

No member, nor the heirs or beneficiaries of a deceased member, can assert or exercise any claim or right on the Association's assets or income. Nor can they reclaim the memberships fees of contributions they made to the Association, or other amounts paid for the benefit of the Association.

This exclusion of rights to possession of the Association applies at all times: during membership, upon termination of membership for whatever reason, upon dissolution of the Association, etc.

Article 14. Register of members

The President of the Council keeps a register of the members at the Association's headquarters. This register includes the names, first names, home addresses of the members, or, in case of a legal entity, the name, the address of the registered office and name of the contact person or legal representative.

All the decisions related to the admission, resignation or exclusion of the members are recorded in the register by the Council.

TITLE III. GENERAL MEETING OF MEMBERS

Article 15. Composition of the General Meeting

The General Meeting of members consists of all the full members. Associated, regardless of the category, and honorary members of the Association are invited to the meetings of the General Meeting.

Article 16. Powers of the General Meeting

The following matters must be deliberated within the General Meeting:

1. Modifications to the statutes of the Association
2. Decisions on the objectives and the mission of the Association
3. Approving acceptance and exclusion of members by the Council
4. Approving the annual contributions determined by the Council
5. Election, discharge and dismissal of members of the Council.
6. Approval of the budget and annual accounts
7. Dissolving the Association
8. All other matters required by the articles of Association or by law

Article 17. Meetings of the General Meeting

The meetings of the General Meeting are chaired by the President, in his absence by the vice-president.

The General Meeting meets at least once every year physically, or by web-conferencing if a physical meeting is impossible.

The members may unanimously adopt in writing all resolutions falling within the competence of the general meeting, with the exception of amendments to the articles of Association. In that case, the formalities for convening a meeting need not be fulfilled. The members of the governing body and, where applicable, the auditor, may take note of such resolutions at their request.

A meeting that decides on the approval of the annual accounts of the previous fiscal year takes places at the latest within six months following the end of the fiscal year.

Article 18. Special General Meeting

The President may call for an extraordinary General Meeting whenever the purpose or the interest of the Association requires this. A Special General Meeting may also be held at the request of one fifth of the full members. The President should announce the date of a Special General Meeting within 1 month of being requested to do so and the meeting should occur within 4 months of the announcement.

The attendance and decision-making quora are the same as for the annual General Meeting, taking into account the deviated quora in case of amendments.

Article 19. Convocation and Agenda

The General Meeting is convened by the President, or in his absence the Vice-President, of the Council. In absence of the latter, the authority is given to the oldest Council member.

The convocations are sent by letter or email, at least one month prior to the date of the meeting. The Convocation includes the time, place and preliminary agenda, and is signed by the President or in his absence by the Vice-President.

Article 20. Attendance Quorum

The General Meeting can only validly deliberate and decide if one third of the full members are present or duly represented.

If the required attendance quorum is not met, a second meeting of the General Meeting will be convened by the President of the Council, within three months after the date of the initially scheduled General Meeting. This second meeting can validly deliberate and decide irrespective of the fact whether or not the required attendance quorum is met.

Article 21. Decision-making

The resolutions are adopted by simple majority of the votes cast.

At least two-thirds majority of votes by the full members present or represented is required for decisions on subjects that are not part of the agenda circulated by the President as part of the General Meeting convocation. The full members can be represented at the meetings of the General Meeting by a proxy holder who has to be the official representative of a full member of the Association. Each official representative can hold up to four proxies in addition to the vote of his/her own member institution. A draft of proxy is attached to the General Meeting convocation, with the request to return the signed proxy within the timeframe determined by the President.

Article 22. Publicity - Minutes

The decisions of the General Meeting are recorded in the Association's legal documents and deeds register in the form of minutes.

This register is kept at the registered office of the Association where it must be available to all members for consultation purposes. However, they are not allowed to take it with them.

The decisions of the General Meeting duly recorded in the minutes are provided to the members by letter or email.

TITLE IV. GOVERNANCE AND REPRESENTATION

Article 23. Composition of the Council

The Council is the body responsible for executing the Association's general policy. It consists of the President, the Vice-President and at least four and at most nine additional Council members. A Treasurer is appointed among the Council members. In case a legal entity is appointed as Council member, this legal entity must designate a natural person as its permanent representative.

The Council Members are voted by the GM for a period of three years. The mandate of Council member can only be renewed immediately once for a second three-year period, upon reelection by the General Meeting.

The office of Council member is not remunerated. Representation remuneration conditions are specified in the Internal Rules.

Article 24. The President

The President of the Association presides over the Council. S/he represents the Association. The President is elected by the General Meeting for a period of three years, and a maximum of two consecutive terms.

In case of premature vacancy of the mandate of President, the Vice-President will be appointed as President. If there is no Vice-President, the procedure to elect a Vice-President will be used to select and appoint the new President. If there is a vacancy, the new President must be appointed within four months.

In his absence, the President of the Council entrusts the chairmanship of the Council to the Vice-President.

Article 25. The Vice-President

The General Meeting elects a Vice-President for a period of three years, and a maximum of two consecutive terms.

The Council may nominate a candidate for Vice-President among its members.

In case of absence of the President, the Vice President has the duties of President, or when presidential duties are delegated by the President.

Article 26. Termination of the term of office of Council members

The mandate of a Council member will terminate in case of death, resignation, civil incapacity or placement under temporary judicial supervision, dismissal or the expiry of the duration of their mandate.

The resignations of Council members are submitted in writing to the President. The President includes this item for information purposes on the agenda of the next meeting of the Council.

The resigning Council member continues to fulfil his duties during the period that is considered reasonably necessary to find a substitute Council member.

The Council members can be dismissed by the General Meeting, deciding with a majority of two thirds of the full members present or represented. The Council members are removed from their office by the General Meeting if they commit actions or omissions that cause serious harm to the interests of the Association or that may damage the Association's reputation, or if they deliberately hamper the achievement of the Association's purposes.

If the mandate of a Council member becomes vacant before the end of his mandate, the remaining Council members have the right to co-opt a new Council member.

Article 27. Powers

The Council is entitled to perform all the acts and take all the decisions that are necessary and useful to achieve the object or the disinterested purpose of the International Non-Profit Association, with the exception of the decisions that fall under the exclusive competence of the General Meeting, in accordance with the CAC or the articles of Association.

In particular, the Council is invested with the power to:

- Execution of the Association's general policy and thus the regulations and methods of applying it
- Organizing the Association's activities, in particular the conferences, seminars and fora.
- Raising funds and supervision of the use of these funds
- Preparing the annual report and the accounts to be presented to the General Meeting
- Proposal of candidates of members of the Council to the General Meeting
- Setting the internal rules

Article 28. Internal rules

The Council is entitled to set up internal rules. The latest version of the internal rules is available at the registered office of the Association.

All the organizational, administrative and operational procedures that are not included in these articles of Association are governed by the Internal Rules, set up by the Council and approved by the General Meeting. The Internal Regulations may not contain provisions that conflict with the CAC of the Articles of the Association.

Any modification to the Internal Rules that is deemed necessary and approved by the Council, will be subject to the approval of the General Meeting. Changes thereto are communicated to the members in accordance with article 2:32 of the CAC.

Article 29. Representation

The Association is validly represented by the President or two Council members acting jointly to perform all acts on behalf of the Association or a special delegation of powers. The power to represent the Association may be delegated to a third party by granting a special proxy, provided that these powers are subject to well-defined and appropriate limitations.

For the representation of the Association in light of administrative obligations and formalities (declaration, extracts, deposit, registered mail, etc.), the signature of one director is sufficient.

Article 30. Publication Requirements

The appointment of the members of the Council and the persons authorized to represent the Association and their term of office are made public by depositing the Association file at the Registry of the corporate court and publishing an extract in the Appendices to the Belgian Official Gazette. These documents must in any case indicate whether the persons representing the Association bind the Association individually, jointly or as a body, as well as the extent of their powers.

Article 31. Meetings

The meetings of the Council are convened by the President or, in his absence, by the Vice-President, at least three times per year, as often as required by the interests of the Association, and if one of the Council members so requests in writing addressed to the President.

The convocation is made by email or letter, at least one day prior to the meeting. The convocation contains the date, time and place of the meeting of the Council, as well as the agenda.

The President prepares the agenda after having consulted the Council.

The meetings of the Council may be held physically, or by videoconferencing or conference call.

Article 32. Attendance Quorum and Decision making

The Council can only validly deliberate if at least half of its members, including either the President or the Vice-President, are present.

The decisions are taken by a simple majority of the votes cast. In the event of equality of votes, the President or his replacement has the casting vote.

Each Council member has one vote. It is not possible to be represented and therefore prohibited to hold a proxy for the meetings of the Council.

Additional items to those listed in the convocation of a Council meeting may be included by unanimous decision among the present Council members.

Minutes are drawn-up for each meeting. The minutes must be approved by the Council and signed by the person chairing the meeting.

Article 33. Languages

The official and working language of the Association is English.

Article 34. Projects

The Council may establish projects, i.e. short term activities carried out by a project leader appointed by the Council.

Tasks, responsibilities, financial matters and authorizations of project leaders must be defined in an agreement signed by the project leader and the President or Vice-President.

A project established by the Council remains the property of EAAE, and not the project leader, who is operating on a mandate from the Council.

TITLE V. EXECUTIVE COMMITTEE

Article 35. **Composition**

The day-to-day management includes both the acts and decisions that do not go beyond the needs of the daily life of the Association, as well as the acts and decisions that, either because of their lesser importance, or because of their urgency, do not justify the intervention of the Council.

The Council may delegate the day-to-day management of the Association, as well as the representation of the Association as regards that management, to one or more persons.

If it concerns more than one person, these persons will act as a college, both with regard to the internal day-to-day management and the external representation power for that day-to-day management.

The persons responsible for day-to-day management cannot take decisions and / or take legal acts in connection with the representation of the Association in the context of day-to-day management in transactions that go beyond the needs of daily life without the permission of the Council of the Association. These cannot be invoked against third parties, even after they have been made public. Non-compliance does jeopardize the internal liability of the representatives involved.

The Council is responsible for supervising the Executive Committee.

Article 36. **Publication requirements**

The appointment of the members of the Executive Committee and the end of their mandate are made public by depositing the Association file at the Registry of the Company Court and publishing an extract in the Appendices to the Belgian Official Gazette. These documents must in any case show the extent of their powers and whether the persons representing the Association with regard to day-to-day management bind the Association individually, jointly or as a college.

TITLE VI. LIABILITY

Article 37. Liability of Council members

The Council members and members of the Executive Committee (and all other persons who have had actual governmental authority with regard to the Association) are liable vis-à-vis the Association for errors committed in the performance of their duties. This also applies to third parties insofar as the error committed is an extra-contractual error. However, these persons are only liable for decisions, actions or conduct that are clearly outside the margin within which normally prudent and careful Council members, placed in the same circumstances, can reasonably disagree.

Since the Council forms a college, their liability for the decisions or negligence of this college is jointly and severally.

However, for errors in which they have not participated, they are relieved of their liability if they have reported the alleged error to the collegiate Council. This report, as well as the discussion, must be stated in the minutes.

This liability, together with any other liability arising from the Belgian Companies and Associations Code or other laws or regulations, as well as the liability for the debts of the legal person referred to in Articles XX.225 and XX.227 of the Economic Law Code is limited to the art. 2:57 of the Belgian Code of Companies and Associations.

TITLE VII. ACCOUNTANCY

Article 38. Fiscal year

The fiscal year starts on 1 January and ends on 31 December.

Article 39. Budgets and annual accounts

Every year, the Council submits for approval to the General Meeting the budget estimates for the next fiscal year and the accounts of the previous fiscal year, established in accordance with article 3:47 of the CAC and the royal decree of 29 April 2019.

Article 40. Auditor

As from the moment that the INPA falls within the scope of art. 3:47, § 6 of the CAC with regard to its last ended fiscal year, the General Meeting must appoint between the members of the Belgian Institute of Company Auditors a statutory auditor who will be in charge of monitoring the financial situation, the annual accounts and the regularity

of the operations included herein, pursuant to the legal and statutory provisions in this matter. The General Meeting also determines the remuneration of the auditor. The statutory auditor is appointed for a term of 3 years.

TITLE VIII. DISSOLUTION - LIQUIDATION

Article 41. Dissolution

Without prejudice to the powers of the Minister of Justice and article 2 :113, §1 of the CAC, the voluntary dissolution of the Association is adopted by the General Meeting, that appoints a liquidator if required, and determines his powers.

If no liquidator is appointed, the Council members will act in the capacity of liquidators.

Article 42. Allocation of the assets of the Association

In case of a voluntary or judicial dissolution (at any time and for any reason), the net assets of the dissolved Association must be allocated to a disinterested purpose that pursues a similar purpose than the one pursued by the Association, in accordance with article 2 :10, §2, 10° of the CAC.

The allocation of the assets is decided by the General Meeting, or, by default, by the liquidator.

TITLE IX. GENERAL PROVISIONS

Article 43. Amendments

The Council must inform the members of any proposal to amend the articles of the Association or to dissolve the Association at least two months prior to the General Meeting at which the resolutions will be decided on, as well as the date of this General Meeting.

No decision is valid unless it has been voted by a two-thirds majority of the full members of the Association. If the required attendance quorum is not met, a second meeting of the General Meeting will be convened under the same conditions as stated above. This second meeting can validly deliberate and decide irrespective of the fact whether or not the required attendance quorum is met.

The Association should be governed in accordance with the valid version of the statutes at any given time. Changes to the statutes are not retroactive.

Following to article 2 :5, §4, 1° CAC, an amendment to the articles of Association on one of the following items must be established by a notarial deed:

- the powers of the General Meeting, the manner that it is convened, the decision-making by the General Meeting;
- the conditions under which the resolutions of the General Meeting are reported to the members,
- the conditions for amending the articles of Association;
- the conditions for dissolution and liquidation of the INPA and the disinterested purpose to which the Association's nets assets should be allocated at its dissolution.

Article 44. Common law

The parties agree to fully comply with the CAC.

As a consequence, the provisions of this code that are not lawfully derogated from by these articles of Association are deemed to be included in this deed, and the clauses that are in conflict with the imperative provisions of this code are deemed not to have been written.

Article 45. Jurisdiction

Any dispute between the Association, its members, associates, bondholders, Council members, auditors and liquidators, related to the Association and the execution of these articles of Association, is subject to the jurisdiction of the competent courts according to the location of the registered office, unless the Association expressly waives this provision.