

International non-profit association

ARTICLES OF ASSOCIATION (original text in French)

NAME – REGISTERED OFFICE – OBJECT

Article 1 – Name

An international association is hereby established for artistic and cultural purposes with the name “**European Council of Literary Translators’ Associations**” (**Conseil Européen des Associations de Traducteurs Littéraires**).

The association is governed by the provisions contained in Title III of the Act of 27 June 1921 on non-profit associations, foundations and international non-profit associations (hereinafter referred to as “the Law”).

Article 2 – Registered office

The registered office is currently situated at Maison du Livre / VAV, Te Boelaerlei 37, B-2140 Borgerhout.

The registered office may be transferred to any other venue in Belgium following a decision of the annual general meeting published within one month of being adopted in the annexes to the *Moniteur belge*.

Article 3 – Aims of the association

The association, which does not seek financial gain, aims to promote the quality of translation of works of literature and cultural works published in those countries in which its member associations are based.

To that end, the association shall foster cooperation and facilitate the exchange of information between member associations in addition to dialogue with national and European authorities.

MEMBERS

Article 4 – Categories of membership

The association is composed of its signatory members and members that are subsequently admitted.

The association’s members fall into the categories of active members, who are entitled to vote, associate members and honorary members.

Article 5 – Active members

Any literary translators’ association registered and based in a European country may be admitted to the association as an active member.

Each active member is entitled to vote at the annual general meeting.

Article 6 – Associate members

The annual general meeting may permit literary translators' associations in non-European countries and pan-European or international organisations involved in literary translation to join the association as associate members.

Article 7 – Honorary members

An honorary member is any person admitted as such by the annual general meeting.

Article 8 – Admission of members

Applications for active or associate membership are sent to the Secretary-General accompanied by documentary evidence of the representativeness of the candidate association. The annual general meeting has sole discretion in granting or refusing applications. It is not required to explain its decision.

Admission as an honorary member is decided under the same conditions at the annual general meeting following a recommendation from at least three active members.

Article 9 – Obligations, resignation, expulsion

By the mere fact of their membership, the association's members shall abide by the articles of association, the internal regulations and decisions taken at the annual general meeting.

Members may forfeit their membership by:

- a) resigning;
the outgoing association or honorary member shall tender its resignation to the Secretary-General by recorded delivery letter;
- b) expulsion following a decision voted on during a secret ballot at the annual general meeting with a two-thirds majority of members present, excluding the interested party or the delegate(s) of the association concerned, who shall have been invited to the meeting in order to answer questions.

Any member who resigns or is expelled, in addition to the heirs or assigns of a deceased honorary member, shall not be entitled to any share of the association's funds and may not claim a refund of membership dues previously paid.

Article 10 – Membership dues

Active members, by the mere fact of their membership, undertake to pay the annual membership fee, whereof the amount and due date are decided at each ordinary general meeting.

Any member who is expelled, who resigns or whose membership is cancelled shall remain liable for the annual membership fee until it leaves the association.

Any member who is more than six months behind on payment shall be suspended. For active members, such suspension shall deprive the member of its voting rights.

Suspended members shall be served formal notice to pay by recorded delivery letter. If payment is not made within six months of said formal notice, the defaulting member shall be deemed to have resigned.

ANNUAL GENERAL MEETING

Article 11

The annual general meeting shall be fully empowered to achieve the objects of the association. The annual general meeting shall be composed of all active members and shall take place at least once a year.

Article 12

Each active member shall be represented by an individual who it has appointed as a delegate. Each delegate may appoint a substitute.

Article 13

The annual general meeting shall decide the overall policy of the association. It shall appoint and dismiss officers and the Secretary-General, approve budgets and accounts, amend the articles of association, dissolve the association and expel members where necessary.

Article 14

Unless stipulated otherwise, the annual general meeting may only adopt resolutions on the aforementioned matters if half of the active members are present or represented by another active member. Unless the articles of association specifically provide otherwise, decisions shall be adopted by a simple majority of active members present or represented.

Article 15

Unless otherwise required by law, any motion for an amendment to the articles of association shall be tabled by the elected officers or by at least one fifth of the active members of the association.

The elected officers shall inform the association's members at least three months in advance of the date of the annual general meeting due to vote on said motion.

The annual general meeting may only carry motions if two thirds of its active members are present or represented.

No motion shall be carried unless it receives a two-thirds majority of the vote.

However, if the annual general meeting is only attended by two thirds of active members of the association, a new annual general meeting shall be called under the same conditions as before in order to vote on the motion in question, such vote being valid and final irrespective of the number of members present or represented.

Amendments to the articles of association shall be published as required by article 51 of the Law. Amendments to the articles of association in relation to the corporate object and activities shall also be ratified by Royal Decree pursuant to article 50.3 of the Law.

Article 16

Ordinary general meetings shall be called by the Secretary-General. The Secretary-General shall also call extraordinary general meetings at the request of the elected officers or of one fifth of active members. In this case, the general meeting shall be called within a maximum of three months. The agenda and the notice of meeting indicating the venue for the meeting shall be sent to active members at least 30 days prior to the date of the meeting.

Voting may only take place in relation to the business on the agenda.

Resolutions of the annual general meeting shall be recorded in a register signed by two officers and kept by the Secretary-General. Members may consult said register at any time.

ELECTED OFFICERS

Article 17

The association shall be governed by a board composed of at least three members. Elected officers shall be appointed at the annual general meeting for a two-year term. They are re-eligible for office.

The board shall elect one of its members as chairman.

Article 18

The elected officers shall be fully empowered to govern and manage the association, save for those powers reserved for the annual general meeting. It may delegate the day-to-day

management of the association to a chief executive or to a third party recruited for this purpose by the association, either of whom may take the name of Secretary-General. It may also delegate its powers to one or more officers or to the Secretary-General.

Article 19

The elected officers shall meet whenever it may be in the association's interests for it to do so. Resolutions of the board shall only be valid if at least half of its members are present or represented. Each officer may be represented by another officer. Decisions shall be taken by simple majority of officers present or represented.

Resolutions shall be recorded in a register signed by the chairman or by two officers and kept by the Secretary-General. Members may consult said register at any time.

Article 20

In the absence of a special power of attorney, any act binding on the association shall require the signature of two officers.

Article 21

Legal action initiated or defended by the association shall be managed by the elected officers, represented by a officer specially designated for this purpose or by the Secretary-General.

BUDGETS AND ACCOUNTS

Article 22

The financial year shall close on 31 December.

The board is required to submit the accounts for the previous financial year and the budget for the subsequent financial year for the approval of the annual general meeting.

FINAL PROVISIONS

Article 23

The annual general meeting, convened in the same manner as for amendments to the articles of association, may, provided that three quarters of active members are present, declare that the association is to be dissolved.

The annual general meeting shall appoint liquidators, establish their powers in accordance with articles 19 and 19-*bis* of the Law and decide how to allocate the liquidation surplus, which shall be transferred to another association with similar objects.

If said quorum is not reached, the annual general meeting shall be reconvened a month later and may adopt resolutions regardless of the number of those present.

The association may only be dissolved by a decision of two thirds of members present.

Article 24

Any matter not envisaged by the articles of association shall be settled in accordance with the provisions of Title III of the Law.

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