



## **Réseau Art Nouveau Network**

(non-profit association)

### **NEW COORDINATED STATUTES**

**(approved by the General Assembly of 25 January 2013)**

#### **Section 1 – Designation, head office, duration**

##### **Article 1 - Designation**

1. An Association named “**Réseau Art Nouveau Network**”, or “RANN” for short, has been formed for the pursuance of philanthropic, scientific, artistic and pedagogical aims.
2. The said Association is governed by the Belgian law of 27 June 1921, amended by the law of 02 May 2002 (M.B. 11 December 2002).

##### **Article 2 – Head office**

1. The headquarters of the **Réseau Art Nouveau Network** and the secretarial office are established in the judicial district of Brussels (Belgium) at the Ministry of the Brussels-Capital Region, Administration de l’Aménagement du Territoire et du Logement (Public Service for Housing and Spatial Planning), Direction des Monuments et des Sites (Board of Monuments and Sites), C.C.N., Rue du Progrès 80 box 1, 7<sup>th</sup> floor, B-1035 Brussels.
2. The Head Office may be transferred to any other location in the Brussels-Capital Region following a decision by the Executive Board and published the same month in the Appendices of the *Moniteur Belge*.

##### **Article 3 – Duration**

The **Réseau Art Nouveau Network** has been formed for an indefinite period. It may be dissolved at any moment following a decision made by the General Assembly in the conditions defined in Section 10 of these statutes.

## Section 2 -Definitions, objectives

### Article 4 -Definitions

1. The sphere of activity of the **Réseau Art Nouveau Network** is designated by the generic term "Art Nouveau", comprising both movable and immovable heritage and material and immaterial heritage, belonging to the period between, generally, 1890 and 1920.

2. Other terms are also used to indicate this period, such as Jugendstil, Modern Style, Ecole de Nancy, Glasgow Style, Nieuwe Kunst, Stile Liberty, Secession, Modernisme, Sapin Style and any other term that refers directly or indirectly to Art Nouveau.

### Article 5 -Objectives and activities

1. The **Réseau Art Nouveau Network** is entirely non-profit-making. Its aim is to establish active co-operation and an exchange of experiences among the many European participants actively involved in the study, protection and extensive promotion and dissemination of the European and international "Art Nouveau" heritage. It also aims to stimulate the interest of the public and authorities responsible for preservation with regard to this heritage, certain aspects of which remain unrecognized or at risk.

2. In order to achieve these aims, the **Réseau Art Nouveau Network**:

a) Brings together the governing bodies, local authorities, institutions publics and private, interested individuals or organizations and associations legally recognized through their own State legislation, whose aim is to protect and develop the Art Nouveau heritage, ensuring that it is represented at national or international institutions.

b) Accumulates, develops and disseminates information concerning the principles, techniques and policies of saving, conserving, protecting, presenting, using and developing the Art Nouveau heritage;

c) Participates at national and international level in the establishment and development of research centres dedicated to conserving, protecting and developing the Art Nouveau heritage, as well as promoting its study;

d) Develops exchanges and shares experiences of scientific research, skills and professional expertise relating to the preservation of the Art Nouveau heritage, training and raising awareness, in order to reach a wide section of the public;

e) Communicates the results of its research to the general public with a view to raising awareness and providing information, organizing events and activities relating to the protection and development of the Art Nouveau heritage, such as exhibitions, seminars and specialized lectures, as well as through information tools



such as the internet, publications, etc;

f) Encourages greater understanding and cooperation between administrations, institutions and private individuals on a local level;

g) Promotes a greater level of co-operation between members and European institutions, ensuring that the protection and development of the movable and immovable Art Nouveau heritage is achieved in an appropriate manner;

h) Publicizes and promotes the results of their work (in particular regarding European research and development programs in progress, as well as current, ongoing projects) on an extensive scale;

i) Helps members to obtain European and other funding for projects relating to Art Nouveau;

j) Promotes operational links between members of the Association.

k) Has the capacity to raise funds through a series of promotional and commercial activities, in addition to donations from private benefactors, to realize and strengthen its various programs.

l) Develops, organizes and produces educational resources to be used by any group, children or adults of all ages in order to inform and stimulate their interest in cultural heritage, through the example of Art Nouveau.

## Section 3 -Members

### Article 6 -Membership

1. The **Réseau Art Nouveau Network** has at least 3 active members and registered members.

It includes:

- a) founder members (active members)
- b) institutional members (active members)
- c) supporting members (registered members)
- d) honorary members (registered members)

a) The title of founder member is conferred upon publics and private institutions, legal persons, associations or other organizations that created the **Réseau Art Nouveau Network**.

A list of the founder members is appended to these statutes.

b) Institutional members are institutions, of whatever nature, involved in the preservation, conservation, restoration, utilization, coordination or promotion of the Art Nouveau heritage; institutions to which they belong or on which this heritage depends and institutions devoting all or some of their activities to one or more of the previously listed functions relating to the Art Nouveau heritage.

c) Supporting members are the natural persons or corporate bodies and the institutions that wish to support the objectives and activities of the **Réseau Art Nouveau Network** and contribute to international cooperation in favour of the preservation of Art Nouveau heritage.

d) The title of honorary member is conferred, at the proposal of a member of the Network by the General Assembly of the **Réseau Art Nouveau Network**, to physical or legal persons who have made a substantial contribution to the conservation, restoration and development of the movable and immovable Art Nouveau heritage.

2. Only the founder members and the institutional members are active members and are eligible to hold all posts within the **Réseau Art Nouveau Network**.

3. Supporting members and honorary members are entitled to attend the General Assembly, but do not have the right to vote.

4. The Coordination Office registers and manages the inscriptions of these registered members and takes charge of the publicity and promotion for this category of member. A list of registered members is sent to the active members, at the latest one month before every General Assembly.

### **Article 7 -Fees and benefits**

1. Each founder or institutional member pays an annual subscription of *2,000 euros maximum*, the exact amount of which is fixed annually at the General Assembly according to the category of membership.
2. The annual subscription fee covers one calendar year (from 1 January to 31 December) and has to be paid no later than the 1 April into the bank account of the RANN.
3. In return for the subscription, each member receives a membership card, as well as the regular publications and other benefits decided by the Executive Board. They are entitled to attend the General Assembly, to consult the **Réseau Art Nouveau Network's** research centre and to participate in work carried out by the Network.
4. The entire yearly membership is due from members who resign, are suspended or excluded in the course of the year in which the General Assembly has been notified of this decision.
5. Honorary members are exempted from contributions.
6. The General Assembly shall provide instructions to the Executive Board concerning the conditions for setting the contributions of supporting members.

### **Article 8 – Loss of membership**

1. Any member is free to leave the **Réseau Art Nouveau Network** at any time. The Board of Directors is to be notified of all resignations by registered letter. The resignation shall take effect only after a six-month period has elapsed from the sending of the registered letter, as indicated by the postmark.
2. The expulsion of a member may only be pronounced by the General Assembly with a two thirds majority of the present or represented members.
3. Any member who fails to pay their contribution for more than six months and who then fails to do so after two reminders of payment pending have been communicated to them by registered letter by the treasurer or the general secretary shall automatically be expelled from the **Réseau Art Nouveau Network**.
4. Pending a decision made at the General Assembly, the Executive Board may suspend any member guilty of having seriously infringed the statutes or internal regulations of the **Network**.
5. Members who have resigned or been excluded have no rights of any description to the Association's assets and are not entitled to any compensation or to the reimbursement of their subscription.

### **Article 9 -Responsibility**



The liability of members for the Association's financial obligations does not extend to their personal assets.



## **Section 4. Institutions within the Association**

### **Article 10 -Official Structures and Bodies**

The General Assembly

1. The General Assembly.
2. The Executive Board, elected by the General Assembly,

## Section 5 -The General Assembly

### **Article 11 -Participation**

1. The General Assembly is made up of all the members of the **Réseau Art Nouveau Network**.
2. The General Assembly must hold a meeting at least once a year. It is chaired by the President of the Association.
3. Each active member has one vote in the Assembly and appoints an official representative to attend each General Assembly.
4. A member may be represented by another member, but each member cannot represent more than one other member at a time.
5. Proof of representation may be sent via fax.

### **Article 12 -Powers**

1. The General Assembly is the supreme authority of the **Réseau Art Nouveau Network**. It holds all the power specifically granted to it by law and by these statutes.
2. It is principally responsible for:
  - a) Approval and modifications to the statutes and the internal regulations;
  - b) The election and removal of members of the Executive Board;
  - c) Approving budgets and accounts;
  - d) The voluntary dissolution of the **Réseau Art Nouveau Network**;
  - e) The exclusion of a member;
  - f) The final decision regarding the agenda for the General Assembly;
  - g) The election of a host member for the next General Assembly.

### **Article 13 -Convening a General Assembly**

1. General Assemblies are convened by decision of the Executive Board and sent by letter signed by the President or Vice-President of the Association, at least one month before the General Assembly takes place.
2. These notifications shall indicate the date, time, place and agenda of the General Assembly.
3. Any proposal signed by at least two of the Association's active members must be included on the agenda.
4. Additional details relating to the means of convening a meeting shall be specified in the internal regulations.

5. The Executive Board may convene an extraordinary General Assembly whenever this is in the interests of the Association.

6. One fifth of the active members of the Association may summon the Executive Board to convene an extraordinary General Assembly.

#### **Article 14 – Method of decision-making**

1. Apart from the exceptions envisaged in these statutes, any decision made by the General Assembly requires a simple majority of active members either present or represented, whatever the number of active or represented members present. If there is no majority, the vote cast by the Association's President prevails.

2. The General Assembly is not authorized to deliberate upon modifications to the statutes, to internal regulations or upon any envisioned dissolution of the **Réseau Art Nouveau Network**, unless these items are included on the agenda of the General Assembly and only if two-thirds of the active members are present or legitimately represented. Only after the absence of two-thirds of members at the first General Assembly has been duly noted may a second General Assembly be convened, having the authority to consider such questions whatever the number of members present or legitimately represented. This second General Assembly may under no circumstances be held within a period of fifteen calendar days following the initial General Assembly which contained the item "statute modifications" on its agenda. Decisions concerning statute modifications are taken with a two third majority of votes of present or legitimately represented active members. A majority of four fifths of the votes has to be obtained for decisions concerning modifications with a social objective or for decisions concerning the dissolution of the **Réseau Art Nouveau Network**.

3. Modifications made to the statutes must be filed with the clerk of the commercial court and published in the Appendices to the *Moniteur Belge*.

#### **Article 15 -Minutes**

1. Minutes are drawn up at each General Assembly. They are signed by the Association's President and General Secretary and sent to members of the **Réseau Art Nouveau Network** within four weeks of the General Assembly.

2. Any members disputing the contents of the minutes should notify the Executive Board of their objections within four weeks of receiving the minutes. The decision made by the Executive Board in such cases is final.

## Section 6 -The Executive Board

### Article 16 -Participation

1. The **Réseau Art Nouveau Network** is managed by the Executive Board, which is responsible for the management of the Association in between General Assemblies and led by the President of the Association, who is assisted by a treasurer, the Vice-Presidents and a General Secretary.

2. Board members are elected by the General Assembly for a term of three years by secret ballot during the annual General Assembly. An active membership is required in order to be elected as a board member. The appointment of a board member is approved by simple majority of present and/or represented active members.

3. The Executive Board is headed by the President of the **Réseau Art Nouveau Network**.

4. The President of the Association is a physical person directly elected by the General Assembly by secret ballot for a term of 3 years. The President may be a founder member or an institutional member, but cannot represent this member or another at the General Assembly. He shall commence his duties immediately after the annual assembly which elects him.

If the President relinquishes his mandate or leaves the **Réseau Art Nouveau Network**, the Vice-President shall temporarily assume the role of President until the election of a new president at the next General Assembly.

5. The Executive Board is the governing body of the **Réseau Art Nouveau Network**. It comprises a minimum of 5 members and a maximum of 9 members.

6. The Executive Board may not include more than two members of the same nationality. In cases where more than two candidates of the same nationality receive a sufficient number of votes to have been elected in theory, only the two members with the highest number of votes shall actually be elected to the Board.

7. At least one board member must represent the Brussels-Capital Region's Direction des Monuments et Sites in cases where the Brussels-Capital Region's Direction des Monuments et Sites is the leader in a European contract or any other form of contract and assumes contractual liability for it.

8. Board members must formally accept their election and appoint a physical person to represent them.

9. Any member of the Board is free to resign from their duties at any time.

10. The members are non-salaried.

11. Further conditions relating to appointments are set out in the Internal Regulations.

### **Article 17 -Powers**

1. The Executive Board has extensive administrative and managerial authority. It holds all powers not specifically reserved for the General Assembly by law or by these statutes.

2. In cases of extreme urgency, the Executive Board may make a provisional decision relating to areas that would normally be the responsibility of the General Assembly. A decision made in such circumstances shall be upheld until the following meeting of the General Assembly.

3. The Executive Board must then explain the circumstances of its provisional decision in a detailed report presented at this General Assembly.

4. The principal collective powers of the Executive Board are:

- a) Directing and supervising the Association's budget;
- b) The general supervision of the Coordination Office;
- c) Keeping the legal register of the active members;
- d) Decisions concerning the creation, pursuit or dissolution of the scientific committee;
- e) Representing the Réseau Art Nouveau Network externally;
- f) Determining the working programme and general activities of the Association in accordance with the decisions of the General Assembly;
- g) Co-operating with other organizations;
- h) Establishing close working links with the Directorates General and officials within the European Commission, with the European Parliament and other organizations of interest to the **Réseau Art Nouveau Network**.

5. The Executive Board is responsible for appointing and dismissing all representatives and members of staff, either directly or through intermediaries; it also determines all terms and conditions of their contracts.

6. The Executive Board may delegate the powers within its remit to one or more members, or to one or more employees of the Association. In particular, the Board may delegate the day-to-day management of the Association to other members.

7. The Board's decisions are taken by simple majority of votes. Abstentions are not taken into account in the calculation of the majority.

8. In the event of parity, the vote of the meeting's President shall prevail.

9. In cases of a seat on the Board falling vacant, the Executive Board elects a replacement, chosen from among the active members, to serve for the remainder of its term of office with the approval of the following General Assembly.



10. Any legal proceedings are conducted either by the Executive Board, represented by the President, or by an appointed Board member in the name of, and on behalf of, the **Réseau Art Nouveau Network**, whether as plaintiff or defendant.

11. Unless stated to the contrary in the minutes of a meeting of the Executive Board, all individual Board members are authorized to sign the administrative decisions regularly made by the Board.

12. The Executive Board is responsible for setting out plans for any modifications to internal regulations which they deem necessary. These are then presented for approval at the General Assembly.

13. The Executive Board is required to convene as a college for all deliberations. However, it may deliberate validly via any electronic means offered by technology or multimedia provided that all of the administrators are virtually present or validly represented. The conditions governing this alternative shall be specified by the Executive Board.

#### **Article 18 -Responsibility**

The Directors act as representatives of the **Réseau Art Nouveau Network**. Their obligation in this regard is limited to the fulfillment of their official duties.

#### **Article 19 -Personal Interest**

Before the Executive Board makes a decision or embarks upon any undertaking in which any of its members might have a personal interest, whether direct or indirect, it is incumbent upon that member to declare their interest and to ensure that the declaration is included in the minutes of the Executive Board' meeting. This Director shall not participate in discussions or vote on issues relating to that decision or undertaking.



## **Section 7 – The General Secretary**

### **Article 20 – Rights and responsibilities**

1. A General Secretary may be appointed by the Executive Board. He shall be responsible for the day-to-day management of the Association.
2. He shall maintain all the financial and official documents (ex. minutes, letters and membership forms).
3. The General Secretary is assisted by the Coordination Office and monitors the latter's implementation of the decisions made by the General Assembly and the Executive Board.
4. A progress report (including the administrative activities of the Association's Coordination Office) is compiled by the General Secretary and distributed at each board meeting.



## **Section 8 -The Coordination Office of the Réseau Art Nouveau Network**

### **Article 21 -Rights and Responsibilities**

The Coordination Office of the **Réseau Art Nouveau Network**:

- a) Assists members of the **Réseau Art Nouveau Network**;
- b) Provides support to members of the Executive Board and to the General Secretary in the clerical, accounting and administrative areas;
- c) Publicizes the activities of the **Réseau Art Nouveau Network** on an extensive scale;
- d) Establishes close working links with other organizations of interest to the **Réseau Art Nouveau Network**;
- e) Promotes the aims of the **Réseau Art Nouveau Network** among the general public;
- f) In the event of problems, prepares a report for the Executive Board, who shall make a decision.



## Section 9 -Financial Year and Accounts

### **Article 22 -Book-keeping**

1. The accounting year begins on 1st January and ends on 31 December.
2. However, the first accounting year begins in 2007.
3. The Treasurer, on behalf of the Executive Board, prepares the accounts for the previous year as required by Belgian law of 17 July 1975 on the accounts of companies, together with the financial plan for the coming year. These are then presented for approval at the General Assembly, at the latest six months after the closure of the financial year.
4. The accounts and the budget may be examined by all members at the Association's head office from the 20th day preceding the General Assembly at which they are due to be submitted for approval.
5. Within 30 days of their approval by the General Assembly, the Board shall deposit the official annual accounts of the Association with the clerk of the commercial court, in accordance with the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations and in accordance with the model imposed by the Royal Decree of 26 June 2003.
6. In case of resignation or non re-election, the Treasurer delivers all account books to his or her successor.



## Section 10 -Modification and Dissolution

### Article 23 -Modification

The modification of the statutes may only be decided by the General Assembly with a majority of two-thirds of the votes cast, after members of the **Réseau Art Nouveau Network** have been informed of the projected modification at least 15 days before the General Assembly.

A modification of the statutes relating to the purpose of the association requires a majority of four fifths of the votes.

### Article 24 -Dissolution

1. **Réseau Art Nouveau Network** may only be dissolved following a decision made by the General Assembly. The General Assembly may only take that decision if a written communication revealing the reasons for the proposed dissolution has been sent to all members at least four months before the start of the General Assembly.

2. Any decision to dissolve the **Réseau Art Nouveau Network** may only be taken following a majority of four fifths of the votes cast by all members of the **Réseau Art Nouveau Network** at the General Assembly.

3. The assets belonging to the **Réseau Art Nouveau Network** at the time of its dissolution shall be transferred to an organization pursuing aims similar to those of the **Réseau Art Nouveau Network**.



## Section 11 -Miscellaneous

### **Article 25 -Languages**

The **Réseau Art Nouveau Network** has adopted French as the official language for its statutes. Its working languages shall be English, French or any other language useful to the successful administration of the **Réseau Art Nouveau Network**.

### **Article 26 -General Provisions and Implementation**

1. Any issue not dealt with in these statutes, in particular publications to appear in the Appendices of the *Moniteur Belge*, shall be governed by the provisions set out in Belgian law.

2. These statutes were adopted at the General Assembly of the Réseau Art Nouveau Network, on 20.10.2006 at Riga. They came into effect immediately after the conclusion of said Assembly.

### **Transitional provisions**

The operations accomplished by virtue of the mandate and carried out on behalf of the association being formed and the undertakings resulting from them shall be deemed to have been entered into from the start by the association constituted here.