



## *Statutes European Confederation of Conservator-Restorers' Organisations*

### **International non-profit association (AISBL) under Belgian law**

Version of 21 December 2023 adapted to the Companies and Associations Code

The General Assembly of 21<sup>st</sup> March 2024, having been duly convened and having the required number of attendees and the required majority, decided at its meeting to amend the Articles of Association as follows (full text):

#### **1. ESTABLISHMENT**

- 1.1 An international association with cultural and scientific aims, called the European Confederation of Conservator-Restorers' Organisations (E.C.C.O.), hereinafter referred to as "the Confederation", was set up on 14 October 1991 by the undersigned parties as founding members in accordance with the Belgian law of 25 October 1919, amended by the law of 6 December 1964.
- 1.2 It is possible, in the various languages usually used in the European Union, to call the Organisation by any name consistent with its principal title, provided that the acronym "E.C.C.O." remains unchanged. The Organisation has been registered by its Administrative Body with the Belgian databank for enterprises under the company number BE 0447118530.

#### **2. GOAL**

- 2.1 The Confederation is a non-profit organisation dedicated to promoting the conservation-restoration of cultural heritage as an essential activity in achieving a sustainable society. E.C.C.O.'s mandate derives from the democratic representation of its members. Its objectives are pursued without political, religious, linguistic, ethnic, gender or sexual orientation bias.
- 2.2 The aim of the E.C.C.O. is the practical, cultural and scientific development and promotion of the conservation-restoration of cultural heritage. Pursuing a disinterested aim, the Confederation aims to serve its members and the European cultural heritage community. As such, the work of E.C.C.O. focuses on the role of conservator-restorers in safeguarding cultural heritage and their relationship with other professions in this field. E.C.C.O. supports an ethical approach that guarantees a consistently high standard of work and results, achieved in a responsible manner.
- 2.3 E.C.C.O. strives to promote mobility by defining competences and advocating mutual recognition of qualifications throughout Europe and beyond. E.C.C.O. supports transparency and visibility among its member organisations, affiliated organisations, European government bodies and the international community. E.C.C.O. collaborates with European and international organisations to represent the profession and defend its ethical, cultural, scientific and economic interests. E.C.C.O.'s close contacts with various agencies in the cultural heritage sector enable it to play a leading role in the development of policies favourable to conservator-restorers.

#### **3. SUBJECT**

To achieve the above-mentioned goal, the Confederation may, in full compliance with Belgian legislation, develop the following activities:

- 3.1 Support the specificity of the conservator-restorer by mapping the skills of the profession.
- 3.2 Identify the shared responsibilities of the conservator-restorer and associated professionals within the cultural heritage sector.
- 3.3 Raise awareness of the need for conservator-restorers to protect and manage our shared heritage.
- 3.4 Improve the professional status of conservator-restorers by recognising their role in the process of safeguarding cultural heritage.
- 3.5 Identify and develop principles, criteria and values common to the profession in order to contextualise heritage as a socio-cultural right, and incorporate this understanding into conservation-restoration practice.
- 3.6 Improve the quality of conservation-restoration by promoting a high level of professional training, continuing professional development, research and innovation.
- 3.7 Define, advise on and promote a high standard of professional practice, emphasising the ethical approach that lies at the heart of the profession.
- 3.8 Promote communication and collaboration in order to improve the flow of information between the E.C.C.O. and its member organisations, between the members themselves and others at (i) national, (ii) European and (iii) international levels.
- 3.9 Promote public understanding and interest in conservation-restoration through the national and international activities of E.C.C.O. members.
- 3.10 Facilitate the mobility of professional conservator-restorers in Europe by harmonising and recognising qualifications.
- 3.11 Promote the legal definition and official recognition of the conservation-restoration profession at national and European levels, by monitoring legal developments that have an impact on conservation-restoration in Europe.
- 3.12 Assist its member organisations in actions to support the profession at their regional or national level.

#### **4. HEAD OFFICE**

The registered office of the Confederation is located in the Brussels-Capital Region (Belgium). It may be changed by a simple decision of its Administrative Body.

#### **5. DURATION**

The Confederation is formed for an indefinite period.

#### **6. MEMBERSHIP**

Only legal entities may be members of the Confederation.

The Confederation is made up of two categories of members:

- 6.1 Full members: any professional organisation or federation of such organisations, legally constituted according to the laws and customs of its country of origin, whose full members are exclusively conservators-restorers of cultural heritage, which has its registered office in the European Union or in a Member State of the European Free Trade Association (EFTA), which accepts the objectives of the E.C.C.O. and which officially recognises the "Professional Guidelines" adopted by the E.C.C.O.
- 6.2 Associate members: any other organisation or institution whose activities contribute to the development and improvement of the conservation-restoration of cultural heritage, which accepts the objectives of the E.C.C.O. and which recognises the "Professional Guidelines" adopted by the E.C.C.O.

Associate members do not have voting rights at General Assemblies.

## **7. ADMISSION OF MEMBERS**

7.1 An organisation wishing to become a full member or associate member must submit a written application for admission to the Secretariat, accompanied by the following documents:

- A copy of statutes and internal rules;
- Proof of the organisation's activities;
- The current number of full members of the organisation.

7.2 The Administrative Body examines the acceptability of candidates. If accepted, the candidates shall present themselves to the members of the E.C.C.O., at a physical or online meeting, before the next General Assembly. Each candidate must obtain the majority vote of two-thirds of the members present or represented at the General Assembly.

7.3 An organisation can only acquire member status after it has paid its first membership fee.

## **8. RESIGNATION, EXCLUSION AND TERMINATION OF MEMBERSHIP**

8.1 A member's membership will be terminated for the following reasons:

- Dissolution of a member organisation;
- Resignation following a written request to the Committee;
- Failure to pay the membership fees for a period of 3 years and after attempts at amicable settlement have failed;
- The merger, absorption or liquidation of the member organisation, unless the Committee nevertheless recognises the possibility of maintaining membership;
- The loss of one of the conditions provided for in Art. 6 of these statutes, established by a reasoned decision of the Committee;
- The exclusion of a member may be proposed by the Committee and confirmed by the General Assembly by a two-thirds majority of the members present or represented. The member will be duly invited to defend himself for failure to comply with the aims and principles of the E.C.C.O. or for any other serious reason. The following will be considered as serious grounds: a false declaration concerning the members of each organisation and their subscription.

8.2 Members who resign or are excluded have no right to the resources of the E.C.C.O. and cannot claim reimbursement of their membership fees.

## **9. CONTRIBUTIONS**

The amount of the membership fee is decided annually by the General Assembly, on the recommendation of the Committee.

## **10. HERITAGE**

The Confederation's assets are its members' subscriptions, donations and legacies, European, national or regional subsidies, advertising and the sale of its publications.

## **11. GENERAL Assembly**

11.1 Composition. The General Assembly is composed of all the members. It is chaired by the President or Vice-President(s) of the Committee or, if they are unable to attend, by a director appointed for this purpose by the Committee.

11.2 Ordinary and Extraordinary General Assemblies.

The Ordinary General Assembly shall be held once a year during the first half of each year at the place designated in the notice of Assembly, which shall be sent to all members at least one month before the date set and which shall contain the draft agenda for the Assembly.

An Extraordinary General Assembly may be convened either at the discretion of the Committee or at the written request of at least one third of the full members sent by registered post or by e-mail to the official address of the E.C.C.O.

If circumstances so require, the invitation may be sent out as little as one month before the date set.

- 11.3 Holding of the General Assembly. In accordance with article 9:16 of the Companies and Associations Code (CSA), the Committee may provide for the possibility for members to participate remotely and to vote at the General Assembly using electronic means of communication made available by the Confederation. The General Assembly may be held in person, online or in a hybrid format, in accordance with current European legislation. Voting is authorised according to the format of the General Assembly.
- 11.4 Agenda. At least 10 days in advance, any active member of the Confederation may request in writing that an item be included on the agenda of an Ordinary General Assembly. The General Assembly shall only vote on items appearing on the final agenda. The definitive agenda shall be sent to all members convened to the General Assembly at least 5 days before the date of the Assembly.
- 11.5 Representation of legal entities. Organisations that are full members may only be represented by natural persons who are authorised professional conservator-restorers.
- 11.6 Proxies. Members who are unable to attend the General Assembly may be represented by another member organisation, designated by written proxy (maximum one proxy per representative).
- 11.7 The following items must be discussed and voted on by the General Assembly:
- Decisions concerning the number, appointment and dismissal of members of the Committee.
  - Approval of budgets and accounts.
- 11.8 Voting rights.
- Organisations which are full members and whose subscriptions have been paid have voting rights linked to the number of full members of the said confederation. The allocation of votes is set out in the "Voting rights" section of the internal rules.
- one vote if the organisation has between 1 and 80 full members resident in the European Community or an EFTA country;
  - two votes if the organisation has between 81 and 200 full members resident in the European Community or an EFTA country;
  - three votes if the organisation has between 201 and 400 full members resident in the European Community or an EFTA country;
  - four votes if the organisation has between 401 and 600 full members residing in the European Community or an EFTA country;
  - five votes if the organisation has between 601 and 900 full members residing in the European Community or an EFTA country;
  - six votes if the organisation has between 901 and 1300 full members residing in the European Community or an EFTA country;
  - seven votes if the organisation has between 1,301 and 1,800 full members resident in the European Community or an EFTA country;
  - eight votes if the organisation has more than 1,800 full members resident in the European Community or an EFTA country.
- 11.9 Simple and special majorities. Most decisions of the General Assembly are taken by a simple majority of the votes of the members present and represented.

However, certain decisions can only be validly taken by a special majority in accordance with the provisions of the Companies and Associations Code of 23 March 2019.

A decision of the General Assembly by a special two-thirds majority is required for:

- amendment of the statutes;
- the appointment and dismissal of directors and the fixing of their remuneration where remuneration is payable to them;
- where appropriate, the appointment and dismissal of the statutory auditor and the fixing of their remuneration;
- the discharge to be granted to the directors and the auditor and, if necessary, the institution of proceedings by the confederation against the directors or the auditor;
- approval of the annual accounts and budget;
- the exclusion of a full member;
- conversion of the confederation into a non-profit organisation, a foundation or a company;
- make or accept the contribution free of charge of a “*universalité*”.<sup>1</sup>

In addition, a decision of the General Assembly by a special four-fifths majority is required for:

- modification of the Confederation’s purpose;
- dissolution of the Confederation;
- all other cases where required by law or the statutes.

11.10 Attendance quorum. The amendment of these statutes, the exclusion of a member contribution and the dissolution of the Confederation also require the physical presence of two-thirds of the members at the General Assembly.

If the required number of full members is not reached, a second General Assembly will be convened, at the earliest fifteen days after the Assembly initially scheduled.

Irrespective of the number of full members present or represented and of abstentions, the Committee may debate and take decisions by a two-thirds majority, without taking account of absentees, invalid votes or abstentions.

11.11 Modification of the purpose and object of the International non-profit association (AISBL). In the event of a change to the object or disinterested purpose of the Confederation as described in Articles 2 and 3 of the Statutes, or in the event of the dissolution of the Confederation, the decision must be taken by a majority of four-fifths of the votes of the members present or represented, without taking into account absentees, invalid votes or abstentions, and must be approved by means of a Royal Decree (Article 2:5 §4 of the CSA).

## 12. ADMINISTRATIVE BODY

12.1 The Confederation is managed by an Administrative Body, referred to as “Committee”, whose members are elected by the General Assembly from among the representatives of the Full Members. It is composed of a maximum of half plus one of the total number of Full Members, the number being odd and a minimum of seven. The members of the Committee are elected for a three-year term.

The Committee will endeavour to renew its members successively, in order to guarantee the continuity of the Committee’s operations.

If a member of the Committee loses their position as a representative of the organisation they represented at the time of their appointment, they shall immediately lose their mandate as a member of the Committee.

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<sup>1</sup> A “*universalité*” is defined in the Belgian as “a group of assets (or assets and debts) considered as forming a whole subject to rules other than those that would apply to the items that make it up considered in isolation”.

- 12.2 The elected members of the Committee elect from among their number a President, two Vice-Presidents, a Treasurer, a Vice-Treasurer, a General Secretary and a Deputy General Secretary, all of whom should, if possible, be from different countries.
- 12.3 The Committee meets at the request of the President or of one third of its members.
- 12.4 In exceptional circumstances, members of the Committee may be represented by another member of the Committee who holds a written power of attorney. A proxy may accept only one power of attorney.
- 12.5 If one or more members of the Committee fail to fulfil their duties, the Committee may convene an Extraordinary General Assembly to exclude or replace them.
- 12.6 In order to deliberate and take decisions, at least half of the members of the Committee must be present.
- 12.7 Minutes are taken after each meeting and approved at the following meeting.
- 12.8 In the unlikely event that the Committee does not reach the minimum functional number of seven members, it will be dissolved, and an Extraordinary General Assembly will have to be called to elect a new full Committee.
- 12.9 The decisions of the Committee are adopted by a majority of the members present, with the President having the casting vote.
- 12.10 When the Committee has to take a decision or decide on a transaction falling within its remit and in respect of which a director has a conflict of interest, that director must inform the other directors before the Committee takes a decision.

Their declaration and explanations of the nature of the conflict of interest must be included in the minutes of the meeting of the Committee which has to take the decision.

A director is in a conflict of interest situation when they have a direct or indirect interest of a financial nature that is opposed to that of the Confederation.

Any director whose interest is opposed to that of the Confederation may not take part in the deliberations or vote on this item of the agenda.

- 12.11 If all the directors have a conflict of interest, the decision is referred to the General Assembly.
- 12.12 The Committee is solely responsible for the management and administration of the Confederation, with the exception of the powers vested in the General Assembly. It may delegate responsibility for day-to-day management to its President, to a member of the Committee or to a manager. In addition, and under its own responsibility, it may confer clearly defined special powers on one or more persons.
- 12.13 Except in the case of a special power of attorney, decisions binding on the Confederation shall be signed by the President and the General Secretary, who shall not be liable to third parties for the powers conferred for this purpose.
- 12.14 The Committee, represented by its President or a member of the Committee appointed for this purpose by the President, shall follow legal proceedings in its capacity as plaintiff or defendant.
- 12.15 The Confederation shall be liable for faults attributable either to its officers or to those acting as its agents. The members of the Committee shall not incur any personal liability as a result of commitments entered into by the Confederation. Their liability is limited to faults committed during their administration. Member organisations are not individually liable for faults committed by the Confederation.

**13. ACTIVITY REPORTS, BUDGETS AND ACCOUNTS**

- 13.1 Each year, the Committee submits a report on its activities, the accounts for the previous year ended 31 December and the budget for the following year to the General Assembly for approval.
- 13.2 Two Statutory Auditors are appointed at each Ordinary General Assembly. They report to the next Ordinary General Assembly.

**14. DISSOLUTION AND DISTRIBUTION OF ASSETS**

In the event of dissolution of the Confederation, any balance remaining after settlement of its debts shall be transferred to a European or international organisation or foundation with objectives similar to those of the Confederation, as voted by the Extraordinary General Assembly.

**15. LANGUAGE**

- 15.1 In accordance with legal provisions, these Statutes will be published in French in the annexes to the *Moniteur Belge*.
- 15.2 Each member organisation undertakes to translate the official documents of the E.C.C.O. if it deems this necessary.
- 15.3 Each organisation submits the documents required for membership in the language of its country of origin, accompanied by English translations.
- 15.4 Official documents required by law to be published or submitted annually to the *Moniteur Belge*, such as amendments to the statutes, changes to the members of the Committee and their functions within the Committee in accordance with Article 11.2, relocation of the registered office, accounts and budgets, will be published in French in accordance with the law. English translations of all such documents will be produced as a matter of course.
- 15.5 All translations must be marked "translation" and refer to the original text, which alone is authentic.
- 15.6 The working language of the Confederation is English. It may be modified on request by a two-thirds majority vote of the General Assembly.

**16. MISCELLANEOUS PROVISIONS**

- 16.1 The E.C.C.O. is not a party to any dispute involving its members.
- 16.2 For all matters not expressly provided for in these statutes, reference is made to the Belgian Code of Companies and Associations and to the provisions of E.C.C.O.'s internal regulations.