



## EUROPEAN FEDERATION OF FORTIFIED SITES

Non-profit organisation  
Association Sans But Lucratif (ASBL)

### \*\*\* STATUTES \*\*\*

#### The undersigned:

Frank Petter, président  
Peter Ros, vice-président  
Andrea Bonifacio, trésorier  
Huib van Olden, secrétaire

having met on 10 November 2017 have agreed to set up an Association Sans But Lucratif (ASBL) under the dispositions of Titre III of the Law of 27<sup>th</sup> June 1921 concerning the ASBL foundations and international no-profit associations and the new law of 2<sup>nd</sup> May 2002 on ASBLs have agreed the following Statutes:

#### Name

##### Article 1

The Association is called: « European Federation of Fortified Sites », shortened to « **EFFORTS** ».

#### Registered Office

##### Article 2.

The Registered Office is: .....(address) .....

The Registered Office can be transferred anywhere in the legal district of Brussels by simple decision of the Council published in an annex to the Moniteur Belge. The judicial district corresponding to the registered office is that of Brussels.

#### Aims

##### Article 3

The aims of the Association are to

- Establish and maintain an on-going European network of fortified heritage sites
- Highlight and raise the **profile** of fortified heritage - such as walled towns, fortresses, defensive lines
- Recognise the tangible and intangible **values** and social and economic **significance** of fortified heritage
- Understand and promote the **regeneration** and **redevelopment** of fortified sites and their surrounding urban and rural landscape
- Provide an international **exchange** of information and **research** expertise on re-use of fortified heritage
- Establish permanent and practical **partnerships** between scientific experts, policy makers, enterprises and practitioners

- Promote **accessibility** for citizens and meaningful **sustainable reuse** of fortified heritage

## **Duration – Financial year**

### **Article 4**

The Association is set up for an unlimited period. The financial year coincides with the calendar one.

## **Members**

### **Article 5**

The Association brings together two categories of Members:

- Full Members: corporate bodies such as NGOs, , organs of state, governmental bodies such as Municipalities, Provinces, Regions etc. and other bodies who by their actions further the aims of the Association.
- Associate Members: professional practices, individuals and corporate bodies who support the Association but whose activities do not justify their becoming Full Members.

There is no limit to the number of Members. However, the number cannot be less than three. Each Full Member will name an individual as its permanent representative to the Association. The Executive Board will approve the admission of new Members by a simple majority of votes of those present or represented. The decision does not need to be motivated and is without appeal.

Annual Membership dues are at a maximum of 2000 euro. They will be set by the General Meeting on recommendation of the Council.

A Members Register will be kept fully up to date at the Registered Office of the Association containing the identity and relevant information on each Member including their admission with its date and, as appropriate, their resignation, death, suspension or exclusion. The identity of the permanent representative of each Full Member will also be included in the Register.

Members benefit from the activities of the Association and participate within the constraints set out in the Statutes and the Internal Rules.

### **Article 6**

Members are free to leave the Association at any time by addressing their resignation to the Executive Board Chairman.

Members who have resigned, or have been excluded or suspended have no rights to a share in the Association's assets and must pay any outstanding dues.

A member is considered to have resigned if:

- He no longer fulfils the conditions justifying his membership
- He has not paid his dues 16 weeks after being required to do so by recommended letter.

The Council interprets the terms of this clause.

The exclusion of a Member is decided following a vote in the General Meeting with a majority of two-thirds, the Member concerned having been allowed beforehand to present his arguments to the General Meeting. The decision of the General Meeting does not need to be motivated.

The Council may suspend, until decision of the General Meeting, Members who are guilty of serious disrespect of the Statutes, Internal Rules, rules of honour or correct behaviour.

## **General Meetings**

### **Article 7**

The General Meeting is the sovereign decision making body of the Association. It approves:

- changes to Statutes
- the nomination and demission of Council Members
- the nomination and demission of Auditors and the setting of their remuneration if this

is to be paid

- discharge for Council Members
- approval of budgets and accounts
- dissolution or transformation of the Association
- exclusion of Members

#### **Article 8**

The General Meeting is convened by any suitable means, including electronic, at least 21 days prior to the meeting together with a detailed agenda.

The General meeting is presided by the Chairman of the Council or if he is not present by a Council Member.

Only Full Members have the right to vote, one vote per Member.

The Associate Members may participate at General Meetings and express their views, but do not have the right to vote.

Members can be represented at General Meetings by giving a Member who is present a written, signed and dated proxy. Each Member present can accept a maximum of two proxy votes. The number of proxies to be accepted by Members of the Council is not limited.

The General Meeting is only valid if over half the Full Members are present or represented.

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If a quorum is not reached, the Full Members will be convened at least 21 days in advance by any means, electronic included, to a new General Meeting. This General Meeting will be valid irrespective of the numbers of Members present or represented.

All decisions are taken by a simple majority of votes present and represented, unless this is decided otherwise by law or by the Statutes.

If there is a tie, the Chairman or the Council Member fulfilling this function who replaces him has a casting vote.

The decisions of the General Meeting are recorded in a Register of resolutions signed by the Chairman and the Secretary. The Register is held at the Registered Office and may be consulted by Members, but without the Register leaving the office.

At least one General Meeting will be held each year.

#### **Article 9**

The General Meeting is convened by the Council:

- once a year to approve the accounts and the budget;
- at any other time when at least a third of Full Members require in writing.

In the same way, any issue proposed by at least one third of Full Members must be included in the Agenda.

The Meeting can validly discuss subjects that are not included on the Agenda if a simple majority of Full Members present or represented agree and that this does not run counter to articles 8, 12 or 20 of the Law of 27 June 1921 and modifications contained in the Law of 2 May 2002.

#### **Article 10**

Decisions that concern third-parties who justify a legitimate interest are communicated by a certified extract from the minutes signed by the Chairman and the Secretary and addressed in writing.

Any change to these Statutes as well as any nomination, demission or revocation of an Executive Board Member must be published within a month of the event or its formal approval in the annex to the Belgisch Staatsblad / Moniteur Belge. The Secretary is responsible for all essential formalities.

### **Executive Board**

#### **Article 11**

The Association is administered by a Council composed of a minimum of three and maximum of twelve Members.

These are appointed and dismissed by the General Meeting and are chosen from the Full or Associate Members of the Association for terms of three years renewable up to two times.

In case of vacancy during a term, the Council Member appointed to fill such a vacancy shall

hold office for the rest of the duration of the one they replace.

#### **Article 12**

The Council has the widest powers in the administration and day-to-day management of the Association.

It can, without this list being limiting and without prejudice to any other powers that may derive from the law or from the Statutes, make or receive payment, call in debts and give receipts; make and receive deposits; acquire, exchange, alienate or take on or give a lease including for over nine years, property or other assets; accept or give subventions both private and state; accept and make bequests and gifts; grant and conclude all contracts, deals and ventures; contract loans, with or without guarantees; give and accept waivers and securities; mortgage buildings; contract and set up loans and overdrafts; renounce any legal or material obligation as well as any guarantee both material or personal; give discharges, before or after payment, for any prior or mortgage charge, transcription, seizure or other constraint; plead both as a claimant and as a plaintiff in any legal jurisdiction and carry out or have carried out any legal judgment; negotiate and compromise.

The Council establishes Internal Rules and decides how the Association functions. It can take on and dismiss, either itself or by delegation, the Association's staff. It decides their conditions and their remuneration.

#### **Article 13**

The Council designates out of its Members a Chairman, a Treasurer and a Secretary. In the absence of the Chairman, his functions are devolved to one of the Executive Board Members named by him or by the Executive Board.

The Council can name a Delegated Council Member chosen from among its ranks and fix his powers and, as appropriate, his remuneration.

Within his mandate, he can manage on a day-to-day basis and bind the Association.

#### **Article 14**

The Council will meet at least twice a year when convened by the Chairman or the Secretary. Valid decisions of the Council can only be taken if at least half the Council Members are present or represented by a proxy given to another Council Member.

No Council Member can be given more than one proxy.

Executive Board decisions are taken by an absolute majority of votes, the Chairman has a casting vote, in the case of a tie.

Decisions are minuted and the minutes signed by both Chairman and Secretary.

#### **Article 15**

Decisions that bind the Association, other than those agreed in the ordinary course of business, are signed jointly by the Chairman and an Council Member unless otherwise stipulated in the Council minutes.

#### **Article 16**

Council Members do not contract any legal obligation through their function and are only required to carry out their mandate in a prudent and vigilant way.

They are not remunerated.

### **Change in Statutes – Dissolution**

#### **Article 17**

Any proposition to change the Statutes or to dissolve the Association, must be initiated either by the Council or a third of the Full Members and this without prejudice to the legal constraints in this matter.

The Council must inform all Members of the Association at least three months in advance of the date of the General Meeting which will decide on the proposition.

The General Meeting can only validly discuss such a proposition if at least two-thirds of the Full Members are present or represented.

No decision will become final unless it is voted by a two-thirds majority of the Full Members present or represented.

Nevertheless, if this General Meeting does not obtain a quorum, a new General Meeting will be convened under the same conditions, and the decisions taken at this Meeting will become

binding irrespective of the number of Full Members present or represented.

The General Meeting can only validly deliberate on a dissolution of the Association or on a change to the Statutes if these satisfy articles 8 et 20 of the Law of 27 June 1921, and modifications, relating to Associations Sans But Lucratif.

Changes to the Statutes will only take effect once these are published in the Moniteur Belge.

**Article 18**

The Association can be dissolved at any time by decision of the General Meeting that satisfies the legal requirements in the matter. The Association must be wound up if the number of Full Members falls below three.

The General Meeting will set the modalities of the dissolution and liquidation of the Association.

In the case of voluntary liquidation, the General Meeting will designate two liquidators, determine their powers and indicate the way the assets will be distributed between the Full Members.

**Sundry**

**Article 19**

Any points that are not covered explicitly by these Statutes will be decided by "titre I" of the Law of 27 June 1921, and modifications, that regulates Associations Sans But Lucratif.

Signed in Spandau,  
On 10 November 2017

Frank Petter, president

Peter Ros, vice-president

Andrea Bonifacio, treasurer

Huib van Olden, secretary

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Conseil  
Date : 10 November 2017

i) Administrator and President

-Frank Petter, Jacob Obrechtlaan 4 4611 AR Bergen-Op-Zoom, NETHERLANDS

ii) Administrator et Secretary

-Huib van Olden, PO Box 12345, 5200GZ 's-Hertogenbosch, NETHERLANDS

iii) Administrator et Treasurer

-Andrea Bonifacio, San Marco 4136, 30124 Venezia, ITALY

iv) Administrator – vice-president

-Peter Ros, PO Box 12345, 5200GZ 's-Hertogenbosch, NETHERLANDS

v) Administrator

-Alessio Bellin, Via Forte Marghera 30, 3173 Mestre-Venezia, ITALY

vi) Administrator

-Karen Gysen, Charles Philipslaan 2, 2100 Antwerp, BELGIUM

vii) Administrator

-Tuija Lind, C40, 190 Helsinki, FINLAND

viii) Administrator

-Andrea Theissen, Arcostraße 18, 10587 Berlin, GERMANY