

ASBL's Articles of Association

Sharing Knowledge and Experience in Conservation

The Extraordinary General Meeting of 25/01/2020 voted for a series of modifications to the Articles of Association. The new text of which reads as follows:

Title 1. Name, head office, purpose, duration

Article 1: Name.

The association shall bear the name “Sharing Knowledge and Experience in Conservation”, abridged to “SHAKE in Conservation”, each of these elements of the full name being sufficient, by itself, to designate the association.

Article 2: Head office.

The association's headquarters are located in the Walloon Region.

It can be relocated to any other location by a simple decision of the Board of Directors. The General Assembly shall ratify changes to the location of the head office in the Articles of Association at its first following meeting. Any modification of the registered office must be published in the appendices of the "*Moniteur belge*" (the Official Belgian Publication) in the month of said modification.

The email to contact the ASBL is: shake@shakeinconservation.be. Its website is shakeinconservation.be.

Article 3: Corporate goal and purpose.

The association is mainly aimed at active qualified conservators-restorers and students, combining all fields of specialisation. It is open to all heritage professionals and anyone interested in this field. Through its activities and their presentation, the association has the selfless goal to promoting the profession of conservators-restorers. That is to say, encouraging mutual assistance and supporting professional development by offering meeting and exchange spaces. The project revolves around the creation of links at several levels: interdisciplinary, inter-community, interacademic and intergenerational.

They pursue performance of their goal by all its means in close collaboration with its members and specifically (a non-exhaustive list):

- By researching and disseminating all useful information related to conservation-restoration, both institutional and private.
- Through the ongoing training of conservators-restorers.
- By supporting conservators-restorers in the development of their activity and their professional network.

They can carry out any civil or moveable operation relating directly or indirectly, in whole or in part, to its selfless purpose or such that may bring about its development or duly facilitate its performance. This may include creating and/or managing and/or participating in any service or institution aiming to directly or indirectly achieve the goal it has set itself. However, it may not directly distribute or procure any property benefit from their founders, members, directors or to any other person except for the selfless purpose determined by the Articles of Association.

Article 4: Duration.

SHAKE in Conservation ASBL
Belgium
Company number 521.863.364

The association is established for an indefinite period.

Title 2. Members

Article 5: Members.

The association is made up of full members.

The Board of Directors may grant the title of "honorary member", "benefactor", an "honorary 'by right'" or any other person wishing to assist the association.

Article 6: Full members.

Full members shall number at least two.

Full members are founding member and any individual or company who submits a written and reasoned request to the Board of Directors. They shall decide on the acceptance of the effective member at its first meeting following the candidacy, or at a determined time of the year when all the candidacies shall be grouped together. The decision shall be sovereign and should not be motivated. To become a full member, the following conditions must be met. Firstly, you must make a written request to the Board of Directors, express your adherence to both the Articles of Association and internal regulations and your desire to actively contribute to the corporate goal. Further you shall commit to fulfilling an active position within the association and pay a subscription which is fixed annually by the Board of Directors. Prior to being able to become a fully member, the candidate is also asked to be present, at least, at a meeting of the association as well as to involve themselves on a trial basis in the organisation of one of the association's activities. Companies shall appoint an individual responsible for representing them within the association.

Full members shall have all the rights and obligations set out in the Companies or Associations Code and these Articles of Association.

Article 7: Other categories of members.

Honorary members are those who took part in the foundation of the ASBL. They cannot be excluded from the association but can resign at any time. As an honorary member, they do not have the right to vote in this respect.

Benefactor members are those who have donated a minimum of EUR 500 to the ASBL. As a benefactor member, they do not have to pay membership fees. They shall not have voting rights.

Honorary members shall be any member whose involvement specifically benefits the association. These members shall be exempt from subscription and punctually and voluntarily participate in the development of the association. They shall not have voting rights.

If necessary, the category of honorary members, benefactors and honoraries may be combined with that of a full member if the person in question complies with the requirements of article 6.

Article 8: Register.

The association shall maintain a register of full members, under the responsibility of the Board of Directors, in accordance with the Companies or Associations Code. The Board of Directors may decide that the register shall be kept in electronic form.

The Board of Director shall maintain, at the association's headquarters, the member's register by complying with legal requirements in this respect, that is to say by taking the surnames, first names and addresses of members or, in the case of a company, their corporate name, legal form and address of the registered office.

SHAKE in Conservation ASBL
Belgium
Company number 521.863.364

All decisions to admit, resign or exclude full members shall be entered in the member register at the behest of the Board of Directors within eight days of the Board's knowledge of the change(s) made.

Any full member may consult, at the association's head office, the member's register as well as all the minutes and decisions of the General Assembly, the Board of Directors as well as the association's accounting documents upon a written request to the Board of Directors. The member is required to specify the documents which they wish to access. The Board of Directors shall agree on a date for consulting the documents at the association's headquarters with the member. This date shall be set within one month from receipt of the request. During this consultation, the register must remain on site.

Article 9: Contribution – Involvement.

The annual subscription for full members shall be set by the Board of Directors but cannot exceed EUR 250.

Payment of the subscription must be made within one month of the first General Assembly of the year and, in any event, with 15 days following request for payment. In the event of membership during the financial year, subscription payment must take place within one month following the decision of the Board of Directors, except in the even that membership occurs during the last three months of the financial year. In this case, payment shall be carried over to the next financial year.

The ASBL may ask its members and participants to financially contribute to the organisation of events. This may cover insurance costs or any other cost directly linked to the organisation of the event.

Article 10: Resignation.

Members are free to withdraw from the association at any time, by submitting their withdrawal in writing to the Board of Directors. The letter of resignation must include the following elements: the date of dispatch, the subject of the letter "Request for resignation from the ASBL SHAKE in Conservation", the name of the member, their address and signature.

The resignation request shall be evaluated by the Board of Directors at its next meeting. If the request is accepted, confirmation shall be sent within one month of the meeting.

Article 11: Exclusion.

Failure to comply with the articles of association and internal regulations, failure to pay contributions – at the latest – within one month of the reminder sent by letter to the postal service, failure to be present, represented or excused at three consecutive General Meetings, the actions or words that would seriously harm the interests of the reputation of the association shall constitute acts that may lead to the exclusion of a member.

The exclusion of a full member may only be decided upon by the General Assembly by secret ballot, pursuant to a two-thirds majority of the votes from those present or represented, after having invited said member to a hearing regarding its exclusion and to be duly heard if they so wish. The Board of Directors may suspend concerned until the decision of the General Assembly. The General Assembly shall deem that the member who does not pay their subscription as having resigned.

Membership shall be automatically lost by death or, in the case of a company, by dissolution, merger, de merger, nullity or bankruptcy.

Article 12: Capital.

The resigning member – whether suspended or excluded – as well the heirs or successors of the deceased member shall have no right to the association's capital. They cannot claim or require either a statement or the rendering of account, affixing of seals, inventories nor the refunding of paid contributions.

Title 3. General Assembly

Article 13: Composition.

The General Assembly is the supreme authority of the association. It is made up of all the full member and chaired by the Chairman of the Board of Directors or, failing this, by another member of the Board of Directors appointed by the Board of Directors.

Article 14: Competencies.

The General Assembly shall have the powers expressly attributed to it by the Companies and Associations Code or by these Articles of Association.

It shall be responsible for:

- 1. The modification of the Articles of Association.
- 2. The appointment and dismissal of directors and the fixing of their remuneration in cases where remuneration is allocated to them.
- 3. The appointment and dismissal of the statutory auditor and the fixing of their remuneration.
- 4. The discharge to be granted to the directors and the statutory auditor as well as – where necessary – the bringing of an action of the association against the directors and the statutory auditors.
- 5. Approving the annual accounts and the budget.
- 6. The dissolution of the association.
- 7. The exclusion of a member.
- 8. The transformation of the ASBL into an AISBL – a cooperative company approved as a social enterprise and into a cooperative, company-approved social enterprise.
- 9. Make or accept the contribution free of charge for a universality.
- 10. In all other cases where the law or the Articles of Associations so require.

Article 15: Ordinary General Assembly.

At least one ordinary annual General Assembly must be held during the first half of the calendar year.

Article 16: Notice of the meeting.

All full members must be notified of the General Assembly by the Board of Directors, by ordinary post or email, at least fifteen days before the Assembly.

The Notice shall mention the date, time and place of the meeting in addition to the agenda.

The Board of Directors may invite any person to attend all or part of the General Assembly in their capacity as an observer or consultant.

SHAKE in Conservation ASBL
Belgium
Company number 521.863.364

Article 17: Extraordinary General Assembly.

An Extraordinary General Assembly may be convened by the Board of Directors at any time, at the latter's request, or where the Companies or Associations Code so requires, or at the written request of one fifth of the full members.

The Board of Directors shall convene the General Assembly within twenty-one days of the request to convene. The General Assembly shall be held no later than the fortieth day following this request.

Similarly, any proposal signed by one twentieth of the member must be placed on the agenda of the following General Assembly.

Article 18: Representation.

Each full member must participate in the Assembly. They may be represented by another member providing a written, dated and signed proxy. In this case, they must notify the Board of Directors at least seven days before the Assembly. Each member may only hold a maximum of one proxy.

Article 19: Voting.

Only full members shall have the right to vote at the General Assembly. They shall each have one vote.

Article 20: Majority.

The General Assembly can deliberate if at least half of the members are present or represented, except where these Articles of Associations or the Companies and Associations Code require a different quorum of attendance.

The decisions of the General Assembly shall be taken by an absolute majority of the validly cast votes. These shall include blank votes, except where it is otherwise decided by the Companies Code or these Articles of Association.

In the event of a tie, the chairman's vote shall be decisive.

Void votes and abstentions shall be excluded from voting and majority quorums.

Article 21: Agenda.

The General Assembly shall express its views on the Chairman's report, the financial report and on the minutes of the previous General Assembly. For other matters, the General Assembly shall only validly deliberate on the items listed on the agenda that were included in the notice.

An item not included on the agenda may be discussed if two-thirds of the full member are present or represented and if half of the full member agree to include the item on the said agenda.

Article 22: Statutory modifications.

The General Assembly may only deliberate on modification of the Articles of Association if at least two-thirds of the members are present or represented at the Assembly. A modification shall only be accepted if it has received two-thirds of the votes cast.

However, a modification relating to the non-profit purpose or aim of the association can only be adopted by a four-fifths majority of the votes of the members either present or represented.

Article 23: Publication.

The minutes of the decisions taken by the General Assembly shall be drafted by a director duly designated at the start of said Assembly. It shall state those persons either present or represented. At a minimum, this shall include all of the items on the agenda and the result of the votes. If necessary, they shall raise reservations expressed during the debates. They shall be countersigned by

SHAKE in Conservation ASBL
Belgium
Company number 521.863.364

the Chairman and secretary or, failing that, by at least two Directors and by the full members who request it.

The notices and minutes in which the decisions of the General Assembly are recorded, as well as all the accounting documents are to be signed by a director. They shall be kept in a register at the head office of the association, where they can be duly consulted by members in accordance with article 8, paragraph 4.

Any third party that can prove a legitimate interest may request to consult the signed minutes of the General Assembly.

Any modification of the Articles of Association and any decision relating to the dissolution, appointment or termination of the office of a director must be filed within thirty days with the registrar of the Commercial Court and duly published in the Appendices of the Belgian Official Gazette (the *Moniteur Belge*).

Title 4. Board of Directors

Article 24: Directors.

The association shall be administered by an administrative body called the Board of Directors, made up of at least three people. They shall be appointed from among the full members and, as far as possible, come from the different Belgian conservation-restoration Masters-Level training courses in order to fairly represent them.

If, and as long as the association has less than three members, the administrative body may be made up of two Directors. Provided that the administrative body only has two members, any provision giving a member of said body a casting vote shall automatically lose its force.

In order to become a director you must submit a written request to the Board of Directors who shall put forth candidates for the next General Assembly. To become a director you must be a full member of the ASBL and submit your candidacy for one of those functions provided for in article 26, or otherwise propose a new one to the General Assembly. Directors shall be elected by an absolute majority of the votes of those either present or represented at said Assembly. The General Assembly shall appoint them for a term of three years. This may be renewed *as per* the same terms of appointment.

Directors shall be obliged to:

- Participate in Board of Directors meetings and take care of weekly communications via the tools used by the association (or on a daily basis when activities are planned).
- Relay and archive all information and legal documents relating to their mandate in the association's online storage area.
- Be available to answer questions from members regarding mandate responsibilities.
- Respect the mandate requirements (communication, deadline, etc.) set by the General Assembly.
- Cooperate and collaborate with all directors and members.
- If necessary, ask a director or member for help with a task.

SHAKE in Conservation ASBL
Belgium
Company number 521.863.364

Each member of an administrative body or delegated for daily management shall be bound to the company for the proper execution of the mandate they have received.

Article 25: Resignation – Revocation – Replacements.

Exiting directors shall be re-eligible

Any director who wishes to resign must signify their decision in writing *by simple letter* to the Board of Directors. Their resignation shall take immediate effect unless it results in the number of directors falling below the minimum number required.

The director's mandate may, at any time, be revoked by the General Assembly without it having to be justified. Any director that loses their status as a full member, dies, is otherwise subject to a prohibitive measure or the ASBL is dissolved or declared void shall have their membership of the ASBL automatically dismissed.

In the event of a director position becoming vacant prior to the end of their mandate, the remaining directors shall have the right to co-opt a new director. The first following General Assembly must confirm the mandate of the co-opted director. If duly confirmed, said co-opted director shall fulfil the mandate of their predecessor, unless the General Assembly decides otherwise. If no confirmation is forthcoming, the mandate of the co-opted director shall finish at the end of the General Assembly, without prejudice to the regularity of the administrative bodies' composition up until this point.

Article 26: Roles.

The Board of Directors may appoint, from among its members, a chairperson, a vice-chairperson, a treasurer, a secretary or any other role provided for in the general organisation of the association. The same director may be appointed to several roles. The Chairperson's and secretary's mandate shall be subject to a special vote of the General Assembly by the members of the Board of Directors. If the Chairperson is unable to act their duties shall be assumed by the director present who has been duly appointed for this purpose by the Board of Directors.

Article 27: Notice of the meeting.

The Board of Directors shall convene at least once a year, whether the needs of the association require it and whenever one of its members requests it. The notices shall be made by the Chairperson, secretary or – failing that – by a director by ordinary postal mail or email, sent at least seven days before the Board.

Article 28: Representation.

Each director may be represented by another director, providing a written, dated and signed proxy. In this case, they must notify the Board of Directors at least three days before the Assembly. Each member may only hold a maximum of one proxy.

Article 29: Deliberation.

The Board shall validly deliberate as soon as half of its members are present or represented. All the decisions of the Board shall be taken by an absolute majority of the validly cast votes. These shall include blank votes, except where it is otherwise decided by the Companies Code or these Articles of Association.

In the event of a tie, the chairman's vote shall be decisive.

Void votes and abstentions shall be excluded from voting and majority quorums.

Only the admission of a new full member shall require a majority of two-thirds of the votes.

Article 30: Powers – decisions – conflicts of interest.

SHAKE in Conservation ASBL
Belgium
Company number 521.863.364

The Board of Directors shall hold the most extensive powers for the administration and management of the association. All attributions which are not expressly reserved by the Companies Code, associations or the Articles of Association at the General Assembly shall be exercised by the Board of Directors.

They may, in particular – without this list being exhaustive: make and sign all deeds and contracts; open and manage all bank accounts. Furthermore, they shall negotiate, compromise, acquire, exchange or sell any moveable or immovable property; mortgage, borrow against, conclude leases, accept all legacies, subsidies, donations and transfers. They shall waive all rights and represent the association in court both in their capacity of applicant or respondent. They may also recruit and dismiss association workers.

When the administrative body is called upon to either take a decision or pronounce on any operation within its ambit where a director has a direct or indirect interest of a financial nature which is opposed to the interest of the association, said director must inform the other directors prior to the administrative body taking a decision on said matter. Their declaration and explanations on the nature of this conflict of interest must be stated in the minutes of the meeting of the administrative body, who must make their decision. The administrative body shall not be allowed to delegate this decision.

The directors shall act collectively, except in the case of special delegation or due to the appointment of a delegate for the purposes of day-to-day management.

The liability of directors and all other persons who either hold or have held the power to effectively manage the association shall be regulated in accordance with the Companies and Associations Code.

The person duly representing the association must, in all matters involving it, immediately precede or follow their signature with an indication of the capacity in which they act.

All power delegated by the Board of Directors to a director shall cease upon the resignation or dismissal of said director.

Article 31: Delegation and daily management.

The Board of Directors may delegate certain powers to an individual – whether they are a director or not – who are acting in an individual capacity.

Daily management shall include both those acts and decisions that do not exceed the daily life of the association. Said actions, either because of the minor interest that they represent or due to their urgent nature, are deemed to not justify the intervention of the administrative body.

The term of office for those delegated to day-to-day management, which may be potentially renewed, shall be set by the Board of Directors.

When said day-to-day management delegate also exercises the role of a director, the end of the directors' mandate shall automatically lead to the conclusion of the day-to-day management delegate.

The Board of Directors shall control the person responsible for day-to-day management. The Board of Directors may, at any time without having to justify itself, terminate the role carried out by the person responsible for day-to-day management.

Each director shall have the authority to withdraw any parcel or letter – whether registered or not – from the post, sign any discharge document and complete any protective act.

Article 32: Register.

SHAKE in Conservation ASBL
Belgium
Company number 521.863.364

The decisions of the Board of Directors shall be recorded in a register of minutes, signed by both the Chairperson and the secretary. This register shall be kept at the head office. Any member, justifying a legitimate interest, may consult it by extracts with removing the register itself.

Article 33: Legal actions.

The association may be validly represented in all actions or court proceedings by the Chairperson, acting individually, who as a body shall not justify before third parties a prior decision from the Board of Directors in accordance with the Companies and Associations Code.

Specifically, they may represent the association be any public authority, administration or department. This shall the signing of various statements and certifications to be submitted to public authorities, especially regarding corporate and financial matters. They may represent the association in court, in defence, that they proceed to the formal filing of documents at the registry of the Commercial Court and publications in the *Moniteur belge* (the Belgian Official Gazette).

The mandate shall automatically end when the person in charge of the general representation loses their capacity as director.

The Board of Directors may, at any time without justifying itself, terminate the role carried out by the person offering the association general representation.

Article 34: Signature.

In the absence of a specific stipulation, any director shall validly sign the acts regularly decided upon by the Board. They shall not have to justify their power vis-à-vis third parties.

Article 35: Liability.

The directors shall not contract, because of their role, any personal obligation. They shall only be liable for performance of their mandate.

The association may subscribe to, for the benefit of its directors, a civil liability insurance for said directors. This would be to cover them in the event of action brought due to a failure of management.

Title 5. Financial year, budget and accounts

Article 36: Financial year.

The financial year shall begin on 1 January and end on 31 December of every year.

Article 37: Account and budget.

The account for the past financial year and the budget for the following financial year shall be submitted for the approval of the Ordinary General Assembly by the Board of Directors on an annual basis.

The ASBL shall maintain accounts in accordance with Belgian legislation in force on non-profit associations.

Article 38: Auditor and account verifier.

The General Assembly shall designate the Companies or Associations Code so requires an auditor. They shall be nominated for 3 and eligible for re-election. They shall be responsible for verifying the association's accounts and submitting its annual report.

In other cases, the General Assembly may appoint an auditor according to the methods provided for in the preceding paragraph.

Title 6. Dissolution, liquidation

Article 39: Dissolution.

In the event of dissolution of the association, the General Assembly will sovereignly appoint the liquidator (s), shall determine their powers and indicate the allocation to be given to the net assets of company assets. This assignment must be made in favour of an ASBL with a similarly distance from them.

Any decision relating to the dissolution, the conditions for liquidation, the appointment and termination of the role of the liquidator(s); the closure of the dissolution and allocation of the remaining asset shall be documented and duly published.

Title 7. Internal regulations

Article 40: Internal regulations.

Internal regulations may be presented to the Board of Directors to the General Assembly.

These internal regulations may not be contrary to mandatory legal provisions or the Articles of Association. They cannot include provisions relating to matters for which a statutory provision is required. They cannot govern the rights of members, the powers of the bodies or the organisation and the manner in which the General Assembly operates.

Modifications or deletion of these regulations may be made by a General Assembly ruling by a simple majority of the full members either present or represented.

The internal regulations and any modifications thereof shall be sent to members by post or email when the member's email address has been passed on by the member to the association.

These Articles of Association refer to the last approved version of the internal regulations, namely the version approved on 29/07/2017. The administrative body can adapt this reference in the Articles of Association and duly publish it.

The members of the ASBL agree to submit to the internal regulations of the association as well as to the decisions and sanctions resulting therefrom.

Title 8. Arbitration

Article 41: Litigation.

In the event of a dispute between members, between a member and the association, between groups of members or between member and the Board of Directors, resolution of the dispute shall be entrusted to a college of three arbitrators appointed and ruling in accordance with articles 1676 *et seq* of the Judicial Code.

Article 42: Residual powers.

Everything that is not explicitly provided for in these Articles of Association shall be regulated by the Companies and Associations code.