

STATUTES OF THE ASSOCIATION OF SCHOOLS OF POLITICAL STUDIES OF THE COUNCIL OF EUROPE

SECTION I: CONSTITUTION, AIMS, REGISTERED OFFICE AND DURATION OF THE ASSOCIATION

Article 1. Name and registered office

- There shall be established an association to be known as the “**Association of Schools of Political Studies of the Council of Europe**”
- The registered office shall be in Strasbourg.
- It may be transferred by simple decision of the Board of Administration. This may be done only by means of an amendment to the association’s statutes. The changes shall subsequently be communicated to Strasbourg district court for the necessary declaratory procedures.
- This association shall be governed by Articles 21 to 79-III of the Local Civil Code in force in the Lower Rhine, Upper Rhine and the Moselle, and by the present statutes.
- The association shall be entered in the register of associations of Strasbourg district court.

Article 2. Aims

The aims of the association shall be to:

- promote democracy, human rights and the rule of law;
- strengthen ties and promote exchanges between the schools of political studies of the Council of Europe

The association shall have no profit-making, political or religious purpose.

Article 3. Means of action

In pursuit of its aims, the association shall:

- organise meetings and conferences
- involve the media
- seek support, including financial support
- raise awareness among European public authorities
- create a website

and take any other steps to further the aims of the association.

Article 4. Duration

The association shall be set up for an unlimited period from June 29th, 2008.

SECTION II: COMPOSITION

Article 5. Members and their respective rights

Any natural person or legal entity with an interest in the aims of the association may become a member thereof.

The association shall consist of founding members, active members, honorary members and benefactors.

a. Founding members

Founding membership shall be open to those who set up the association and who signed the statutes or who attended the inaugural general assembly.

They shall have the right to vote and may apply for positions as officers of the association. They shall pay an annual membership fee.

b. Active members

Active membership shall be open to those who actively participate in the life of the association.

They shall have the right to vote and may apply for positions as officers of the association. They shall pay an annual membership fee.

c. Honorary members

Honorary membership shall be open to those who have rendered services to the association.

They shall be elected by the ordinary general assembly on a proposal from the board of administration. They shall not be eligible for positions as officers of the association. They shall have consultative status. They shall be taken into account when determining the requisite majorities for requesting that the general assembly be convened. They shall exercise this power pursuant to a request from one or more founding members. They shall be exempt from paying the membership fee.

d. Benefactors

Benefactor membership shall be open to those who have supported morally and financially the actions of the association.

They have to fulfil the sum of a special contribution giving right to be considered as member benefactor. Benefactor's title is valid one year.

The name of the members benefactors shall be mentioned on presentation documents of the association. They shall be kept up to date on the actions of the association by a «newsletter of link » transmitted yearly under electronic form.

They shall not be eligible for positions as officers of the association. They have advisory status.

Each member shall undertake to comply with the present statutes.

The Board of Administration shall maintain a list of all members of the association.

Any automatic processing of personal information shall comply with the French law No. 78-17 of 6 January 1978 on data processing, data files and freedoms.

Article 6. Membership fee

The membership fee payable by members, except for honorary members, shall be determined each year by the ordinary general assembly.

Article 7. Conditions for membership

Membership shall be granted by the Board of Administration. If an application for membership is rejected, the Board shall not be required to give reasons for its decision. All applications for membership shall be made by the applicant in writing and may be submitted electronically.

Article 8. Loss of membership

Membership shall lapse in the following circumstances:

- resignation, subject to one month's notice;
- death;
- expulsion by the Board, for failure to pay the membership fee or on any other serious grounds.

SECTION III: ADMINISTRATION

Article 9. The Board of Administration

The association shall be administered by a board of administration consisting of directors of schools of political studies of the Council of Europe and between 3 and 10 members elected for four years by the general assembly of members.

Any fully paid-up member of the association shall be eligible.

Having regard to the date on which the association was registered with Strasbourg district court, the term of office of the first members of the board shall commence on July, 2008.

Outgoing members shall be eligible for re-election.

Should a vacancy arise, the board of administration shall provisionally replace the member concerned by a member of the association.

A final replacement shall be decided by the next ordinary general assembly. The term of office of the replacement member shall end when such member is finally replaced and, at the latest, on the date when the term of office of the member replaced would have expired. Any matter relating to the term of office (duration, possible extension, purpose) of members of the Board and their replacements shall be entered in the records of the association in order that their actions may be valid vis-à-vis third parties.

Article 10. Meetings of the board of administration

The board of administration shall meet at least once every six months and whenever it is convened by its chair or whenever it is convened by the chair at the request of one third of its members.

The agenda shall be set by the chair and shall be attached to the written invitation to attend.

The invitations to attend, accompanied by the agenda, shall preferably be sent by email.

Proxy voting shall be permitted, with each member of the board being entitled to several proxy votes in the form of written powers of attorney.

Resolutions shall be adopted by a majority of the members present in person or represented. In the event of a tie, the chair shall have a casting vote. Voting shall be by show of hands.

Minutes shall be taken of all proceedings and resolutions of the Board of Administration. Such minutes shall be entered in the minute book and signed by the chair and the secretary general.

There shall also be an attendance sheet which shall be signed by each member present.

The board of administration may invite any person with recognised expertise to the different meetings.

Article 11. Remuneration

Members of the board of administration shall not receive any remuneration for the duties assigned to them.

Article 12. Reimbursement of expenses

Only costs and expenses incurred in the performance of their duties shall be reimbursed to members of the board of administration, against receipts. Any reimbursements made shall be mentioned in the financial report presented to the ordinary general assembly.

Article 13. Powers of the board of administration

The board of administration shall generally have the widest powers to take any decisions which are not reserved for the ordinary general assembly or for the extraordinary general assembly.

It shall decide all matters relating to the admission of members of the association and shall propose any honorary memberships. It shall also order any expulsions.

It shall oversee in particular the management activities of members of the bureau and shall always have the right to demand that they account for their actions. In the event of misconduct, it may suspend members of the bureau by a majority of the members present in person or represented.

It shall arrange for the opening of any bank accounts at any credit institution, shall make any use of funds, contract any mortgage or other loans, request any overdraft facilities, apply for any grants and require any registration and/or transcription operations which may be appropriate.

It shall decide any acts, contracts, transactions, purchases, investments, disposals or leasing operations necessary for the functioning of the association.

It shall likewise be competent for contracts of employment and determining the remuneration of the association's staff.

It shall authorise the chair to bring or defend legal proceedings.

It may delegate some of its powers to one of its members or to the bureau.

It shall act as secretary general of the general assembly and shall ensure that all the legally required entries are made in the Register of Associations.

Article 14. Bureau

The board of administration shall elect from among its members, by secret ballot, a bureau consisting of:

- a chair,
- two vice-chairs,
- a secretary general general,
- a treasurer.

The bureau shall be elected for four years.

Outgoing members shall be eligible for re-election.

By way of exception, the first bureau shall be appointed by the inaugural general assembly and having regard to the date on which the association is registered with Strasbourg district court, the term of office of the first members of the bureau shall commence on July, 2008.

Article 15. Role of members of the bureau

a. The chair: shall ensure that the statutes are complied with and that the moral interests of the association are safeguarded. He or she shall oversee the management of the association's affairs and ensure that the decisions of the board of administration are complied with. He or she shall represent the association in all civil

matters. In particular, he or she may act before a judicial authority on behalf of the association pursuant to a decision by the Board of Administration.

If the chair is unavailable, he or she may delegate his or her duties to another member of the bureau. In the case of legal representation, however, he or she may be replaced only by a proxy acting under a special power of attorney.

b. The vice-chair: shall be responsible for backing up the president of the association in its daily business.

c. The secretary general: shall be responsible for all matters relating to correspondence. He or she shall prepare the minutes both of meetings of the general assembly and of meetings of the board of administration.

He or she shall also maintain the minute book of meetings of the general assembly and the minute book of the board of administration.

He or she shall write and send by e-mail the newsletter of link of the association.

This shall be done once a year.

d. The treasurer: shall ensure that the accounts are in order and shall keep accurate and reliable records. He or she shall report on his or her management activities at each meeting of the general assembly.

SECTION IV: GENERAL ASSEMBLY

Article 16. General assembly

The general assembly shall consist of all of the members of the association.

It shall meet once a year for the ordinary general assembly and whenever the interests of the association so require, being convened by the chair.

The chair shall also convene the general assembly at the request of one third of the members of the association or one third of the members of the board of administration.

In all cases, the invitations to attend must indicate the agenda set by the board of administration. Only resolutions adopted by the general assembly on items which have been placed on the agenda shall be valid. The invitations to attend shall be sent to members in writing, preferably by e-mail, at least fifteen days in advance.

The general assembly of members shall be chaired by the chair or, if he or she is absent, by one of the vice-chairs, it being understood that both may delegate their duties to another member of the board of administration. The bureau of the assembly shall be that of the association.

Only members who have the right to vote may take part in the voting.

Proxy voting shall be permitted, with each member of the board being entitled to a maximum of 5 proxy votes in the form of written powers of attorney.

Minutes shall be taken of all proceedings and resolutions of the general assembly.

They shall be entered in the minute book of meetings of the general assembly and signed by the chair and the secretary general.

There shall also be an attendance sheet which shall be signed by each member present.

Meetings of the general assembly shall be either ordinary or extraordinary.

Article 17. Ordinary general assembly

At least once a year, members shall be invited to an ordinary general assembly in accordance with the procedure laid down in Article 16. No quorum shall be required. The assembly shall hear the management reports and in particular reports on the moral and financial status of the association. The auditors shall read out their audit report.

After deliberating and taking decisions on the various reports, the assembly shall approve the accounts of the previous financial year, approve the budget for the following financial year and deliberate on the other items on the agenda.

It shall appoint or renew members of the board of administration in accordance with the procedure laid down in Article 9 of the present statutes.

The ordinary general assembly shall also appoint, for one year, two auditors to conduct an annual audit of the treasurer's activities.

It shall also determine the amount of the annual membership fee to be paid by the different categories of members of the association.

It shall likewise approve any rule of procedure introduced under Article 23.

Resolutions of the ordinary general assembly shall be adopted by a majority of the votes cast, i.e. of the members present in person or represented, with each member being entitled to several proxy votes in the form of written powers of attorney. In the event of a tie, the chair shall have a casting vote.

Voting shall be by show of hands unless at least a quarter of the members present in person or represented demand a secret ballot.

Article 18. Extraordinary general assembly

The extraordinary general assembly shall have the power to amend the association's statutes, except for transfer of the registered office, which shall be effected by simple decision of the board of administration, and to dissolve the association (Article 21 of the present statutes) and to transmit and liquidate the property of the association (Article 22 of the present statutes).

The provisions of Article 16 of the present statutes shall apply and in particular decisions may be taken only on proposals agreed by the board of administration and mentioned in the agenda.

The extraordinary general assembly shall consist of at least half plus one of the members of the association present in person or represented, with each member being entitled to several proxy votes in the form of written powers of attorney. If that quorum is not attained, the assembly shall be reconvened, at an interval of at least fifteen days. It may then deliberate whatever the number of members present in person or represented.

In all cases, decisions shall be adopted by a majority of two thirds of the votes cast, i.e. of the members present in person or represented, with each member being entitled to several proxy votes in the form of written powers of attorney.

Voting shall be by show of hands, unless at least a quarter of the members present in person or represented demand a secret ballot.

SECTION V: RESOURCES AND AUDITING

Article 19. Resources

The resources of the association shall comprise:

- membership fees,
- income from the property and assets of the association,
- any donations and legacies which the association might have received,

- receipts from events organised by the association,
- grants from public or private bodies,
- any other resources which are not prohibited by the laws and regulations in force.

Article 20. Auditors

The accounts kept by the treasurer shall be audited each year by two auditors. These auditors shall be elected for one year by the ordinary general assembly. They shall be eligible for re-election.

They shall submit a written report on their audit operations to the ordinary general assembly called upon to rule on the accounts.

The two auditors shall not be members of the Board of Administration.

SECTION VI: DISSOLUTION OF THE ASSOCIATION

Article 21. Dissolution

Dissolution shall be ordered by an extraordinary general assembly, convened specifically for this purpose.

The provisions of Articles 16 and 18 of the present statutes shall apply.

Article 22. Transmission and liquidation of property

In the event of dissolution, the remaining net assets shall be assigned to one or more associations which have similar aims or to one or more non-profit-making or general interest bodies, to be designated by name by the extraordinary general assembly.

The said extraordinary general assembly shall further appoint one or more liquidators, who may or may not be members of the association, to liquidate the association's assets and shall determine their powers.

The provisions of Articles 16 and 18 of the present statutes shall apply.

On no account may members of the association be assigned any share of the association's assets other than those which they brought in.

SECTION VII: RULES OF PROCEDURE AND ADOPTION OF THE STATUTES

Article 23. Rules of procedure

The board of administration may, if it deems necessary, draw up rules of procedure which shall determine the procedures governing the implementation of the present statutes and the internal, practical organisation of the association.

Such rules of procedure shall then be submitted to the ordinary general assembly for approval, as shall any subsequent amendments thereto.

Article 24. Adoption of the statutes

The present statutes were adopted by the inaugural general assembly held in Strasbourg on June 29th, 2008.