

EUROPEAN FOUNDATION FOR COMMERCIAL COMMUNICATIONS EDUCATION  
(EFCCE)

international non-profit association

ARTICLES OF ASSOCIATION

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Ref

## Title I

### Denomination – Registered office – Duration

1. The association has the legal form of an international non-profit association.
2. The association is denominated: “European Foundation for Commercial Communication Education”, abbreviated to “EFCCE”.

Each act, invoice, announcement, publication and other document coming from the association will mention this denomination, preceded or immediately followed by the words “international non-profit association” written in full.

3. The association is set up by the following founding members:

- Ecole Supérieure de Publicité, Paris
- Haute Ecole EPHEC, Brussels
- Hogeschool Utrecht, Institute of Communications
- Universidad Cardenal Herrera CEU
- Universidad CEU San Pablo
- University of Economics, Prague
- Universidad de Navarra, Pamplona
- Université Paris II Panthéon-Assas, Pôle Master Marketing et Communications des Entreprises
- Werbe Akademie Wien, Vienna
- the “European Association of Communications Agencies” SCRL (hereafter “EACA”) having its registered seat Boulevard Brand Whitlock, 152, 1200 Brussels, Belgium, registered with the crossroad bank of enterprises under the number BE 0.422.332.060. EACA shall remain a permanent member of the EFCCE. The EFCCE association is part of the EACA structure. The EFCCE association and the EACA share the same Secretary and Treasurer.

4. Its registered office is located in Brussels. It may be transferred by General Assembly decision to any other location in this agglomeration.

It is presently located at Boulevard Brand Whitlock, 152, 1200 Brussels, Belgium. Any modification of the registered office has to be published within the month of its date, in the appendices to the Belgian State Gazette.

5. The association has an unlimited duration.

## **Title II**

### **Purpose**

6. The association's purpose is to:

- promote excellence in commercial communications education and research;
- raise awareness of the European Commercial Communications Education offer from academic partners, members of the network;
- enhance communication and co-operation between the European commercial communication sector and academic partners;
- facilitate cross-border education, employment and exchange of commercial communications students;
- facilitate cross-border exchange of qualified and specialised teaching staff;
- promote the value of cultural diversity in commercial communication education; and
- promote knowledge and understanding of innovative advertising and communication techniques and new use of media and other public platforms.

7. The association may accomplish all the acts directly or indirectly related to its purpose and any action which could facilitate the realisation of its purpose. It can, in particular, lend assistance and show interest in any similar activity.

## **Title III**

### **Activities**

8. The association strives to promote excellence in commercial communications education and research and to promote exchanges between the European commercial communications sector and academic partners.

In order to achieve its objectives the association intends to, among other activities, organise a major conference every two years, enable the publication of members' academic articles in an appropriate journal, set up a website to promote the association, its members and its activities to the public, as well as providing useful information to members, internship offers for members' students, and examples of case studies and other useful material.

## **Title IV**

### **Members**

#### Section I Admission

9. The minimum number of members cannot be less than [five].

**10.** The members of the EFCCE may be:

(a) Institutional members:

- EACA and its member agencies as permanent member;
- Other academic founding members as permanent members;
- Academic partners:
  - Schools, institutes or universities offering degrees in the domain of commercial communications;
  - Academic societies;

(b) Individual members: a special category is open to individuals, to participate in the activities of the association.

**11.** When a legal entity is appointed as a manager, it shall specifically appoint an individual as its permanent representative to fulfil the office of member in the name and on behalf of such legal entity.

The legal entity may not remove its permanent representative without simultaneously appointing a successor, unless it withdraws.

**12.** Any person wishing to become a member must submit a written request to the Secretariat.

Membership requests will be reviewed by the Admissions Committee and are subject to approval by the Board. The Admissions Committee may establish the criteria for membership.

Members shall support and subscribe to the aims and objectives of the association.

## Section II

### Dismissal, exclusion and suspension

**13.** A member may withdraw from the EFCCE only at the end of a calendar year, and subject to observation of four weeks notice. Notice shall be submitted to the EFCCE Secretary by registered mail.

**14.** Membership will terminate automatically if a member is in liquidation, declared bankrupt or subject to circumstances having similar legal effect.

**15.** Membership will terminate automatically if an individual member is deceased or declared to be an incapacitated person by court order.

**16.** Members who grossly contravene the Articles or otherwise seriously endanger the interests of the organisation may be suspended by the Board and excluded from the EFCCE by a two-thirds majority of the General Assembly.

**17.** Neither withdrawal, exclusion nor annulment will release the member from its financial commitment for the current year. On the other hand, all claims to the assets of the association will lapse with withdrawal, exclusion or annulment.

## **Title V**

### **Members' rights and duties**

18. Each member shall support and subscribe to the aims and objectives of the association.
19. Each member shall pay its membership fee.
20. Each member shall respect the workings of the association.
21. Each member has the right to attend the General Assembly. Each member can be represented by a proxy.
22. In General Assembly votes each institutional member has the right to cast two votes; each individual member has one vote.
23. Each member has the right to know the decisions of the General Assembly.
24. Members can require the convening of the General Assembly if they represent one-fifth of members.
25. Members can present a point for inclusion in the agenda if they represent one-tenth of members.
26. Each member has the right to consult at the association registered office the members' EFCCE register, all the minutes of proceedings and decisions of General Assembly and Board and all the accountancy documents of the association.
27. Each member has the right to withdraw from the association.

## **Title VI**

### **Fees**

28. Each institutional member shall pay a yearly membership fee per institution. Individual members shall pay a yearly membership fee.

The level of the fee will be reviewed by the Board from time to time and proposed to the General Assembly vote for approval.

## **Title VII**

### **The General Assembly**

29. The General Assembly is composed of all the members.
30. The General Assembly is the ultimate authority of the association. It has the powers that the law or these articles of association attribute to it.

The following are reserved for its competence:

- amendments to the Articles, and modification of the structure and legal form proposed by the Board;
- election of the Board members;
- approval of the budget and accounts;

- the voluntary dissolution of the association;
- approval of membership fees;
- the release from liability of Board members;
- the exclusion of a member.

**31.** The General Assembly must hold at least one annual meeting within the current financial year.

The General Assembly, as well as the Board, assuming a two-thirds majority, can also call an Extraordinary General Assembly.

Each member must be convened.

**32.** The General Assembly is convened by the Board by [by e-mail or fax addressed to each member, at least three weeks before the General Assembly, and signed by the Secretary, in the name of the General Assembly.]

The agenda of the day will be set out in the letter of invitation.

**33.** Each member has the right to attend the General Assembly. Each member can be represented by a proxy. Proxies must be registered with the President of the Board before the official opening of the General Assembly.

**34.** A two-thirds majority of members of the Board may request that the General Assembly deal with matters concerning the Articles.

Members can require the convening of the General Assembly if they represent one-fifth of members (§24 of Title V).

**35.** The General Assembly will be chaired by the President of the Board.

**36.** The resolutions are taken by a simple majority of the attendees present.

In case of a tied vote, the President of the Board will have the casting vote.

**37.** The General Assembly decisions are to be filed in an official report register, such decisions being signed by the President and Secretary. This register is to be kept in the registered office where any member can consult but may not remove it.

Each member can request the President of the Board to provide extracts.

Modification of the Articles need 2/3 of the members to be adopted.

Each modification to the articles of association must be published within the month of its date in the appendix to the Belgian State Gazette. This also applies to the nomination, dismissal or removal of any Board member.

## **Title VIII**

### **The Board**

**38.** The association is managed by a Board composed of a maximum of a President and 12 individuals, of whom six represent academic partners and six will be agency professionals, active in the teaching of commercial communications or its promotion. The President and the Members of the Board will be elected by all association members among the institutional members.

Board members will be elected during the General Assembly by all members. Each Board member will have one vote, during Board meetings.

Each year, half of the Board members will stand for elections.

Board members are elected for a two-year period, and can be re-elected once.

**39.** A President will be proposed by the members of the Board and ratified by the General Assembly, for a one year period and on a rotating agency–academic basis. The candidate for the presidency need not be a Board member. The President will attend and chair the meetings of the Board.

**40.** Should no President be appointed or should the President be absent from the Board meeting, the oldest member in age present shall fulfil the role of President.

**41.** The Board meets when convened by the President or Secretary. Board meetings will be held at least two or three times a year in Brussels or any other place decided by the Board. Decisions will be deemed adopted by a simple majority, but a quorum of four voting members will be required for any binding decision.

**42.** All decisions regarding the running of the association will be made by the Board. Only the acts reserved by law for the General Assembly are excluded from its competence.

The Board has extensive powers to perform all acts necessary or useful for the realisation of the purpose of the association.

**43.** The rights and duties of the Board comprise:

- formulation of recommendations to the General Assembly on the affairs of the association, including the budget and operating plan;
- implementation of the resolutions of the General Assembly;
- appointment of the President, and recommendation of location for the EFCCE Secretariat;
- conduct of business regarding questions of principle between General Assembly meetings;
- reporting on the affairs of the EFCCE at each General Assembly meeting;
- matters of a policy character, e.g. positions regarding legislative proposals, codes of conduct, which the EFCCE Secretariat can refer to in its work;
- creation of a Research Committee and an Admissions Committee if necessary;
- organisation of the association.

**44.** A Board member may withdraw from the EFCCE Board at any time.

**45.** Board membership will terminate automatically if a board member is in liquidation, declared bankrupt or subject to circumstances having similar legal effect. Board membership will also terminate automatically if an individual board member is deceased or declared to be an incapacitated person by court order.

**46.** Board members who grossly contravene the Articles or otherwise seriously endanger the interests of the organisation shall be suspended by the Board and excluded from the EFCCE by a two-thirds majority of the next General Assembly.

## **Title IX**

### **Representation**

47. The association is validly represented vis-à-vis third parties by the President alone or two members of the Board acting jointly.

## **Title X**

### **Account and budget**

48. The business year runs from 1 January to 31 December.

49. The previous year's accounts and the coming year's budget will be approved by the General Assembly annually.

50. As long as the association is part of the EACA structure, the Treasurer of EACA will act as Treasurer for the association. The Treasurer must attend the General Assembly.

## **Title XI**

### **Research Committee**

51. The Board may create a Research Committee.

52. The Research Committee will propose the programme for the conference, define content and form of the conference papers, draft the call for papers, assess the proposed papers and decide which will be published at the conference and in the Journal.

## **Title XII**

### **Admissions Committee**

53. The Board will create an Admissions Committee.

54. The Admissions Committee will first establish criteria for membership and assess membership requests. If the Committee supports membership, it will send the submissions to the Board for formal approval. The Board may refuse membership proposed by the Admissions Committee.

## **Title XIII**

### **External Experts**

55. Non-member experts can be invited to Board or Research Committee meetings to provide specialised advice on specific issues.

## **Title XIV**

### **Dissolution – Liquidation**

**56.** The liquidation of the EFCCE can only be decided at a meeting of the General Assembly specially convened for this purpose with a minimum quorum of 75 per cent of members and with a three-fourths majority of the votes of the General Assembly.

In the case of the association being dissolved, the General Assembly will designate the liquidator(s), determine their powers and indicate the allocation of the net assets of the company.

This allocation must be to a charity.

These decisions and the name, profession and address of the liquidator(s) will be published in the appendices of the Belgian State Gazette.

## **Title XV**

### **Closing article**

**57.** Everything that is not expressly mentioned in these current articles of association is controlled by the Belgian Law of 26 June 1921 on non-profit associations, international non-profit associations and foundations.