

Statutes

of the international scientific Association

"Ada-Europe"

Preliminary remark

1. This english version of the statutes is for information of the members only. The french text will be the legal basis for the organisation.

TITLE 1: NAME, HEADQUARTERS, PURPOSE

Article 1

There is hereby set up an international scientific association called Ada-Europe.
The association shall be governed by the Belgian Law of 27 June 1921, as amended by the Law of 2 May 2002.

Article 2

The headquarters of the Association shall be located in Belgium.
Its present address is Ada-Europe, c/o Platte Lostraat 412, B-3010 Leuven, Belgium.
The address of the Association may be changed by a decision of its Board.

Article 3

The Association, which shall be non-profit-distributing, shall have as its purpose:

1. to increase awareness of and to promote the programming language Ada in Europe, and thus, to establish good software engineering practice in European Industry.
2. to promote training and education directed towards Ada and software engineering technology.
3. to provide researchers, users and suppliers with a forum allowing for discussion and cross-fertilization of ideas, and to foster access to information for all interested parties.
4. to act as a European Centre for the collection, publication, distribution and dissemination of information on Ada related technical and scientific information: Ada related research activities, technical knowledge, products and industrial projects.
5. to represent the Ada scientific community in Europe in all matters relating to Ada Technology. As such, Ada-Europe shall deal with other organisations as well as with individuals who share interest in Ada and its related technology.
6. to present a European position on Ada related standardisation issues.
7. to participate in all activities with respect to Ada and related technologies.
8. to organise conferences, workshops, study groups, educational seminars and other similar activities, relating to Ada and related technology.

TITLE 2: MEMBERS

Article 4

The Association shall consist of:

1. *associate members*: associations, institutions or other organisations established in Europe, legally constituted according to the laws and customs of their country of origin and which are non-profit-distributing and whose objectives are compatible with those of Ada-Europe. This class of member have votes at the General Assembly (see Article 7).
2. *indirect members*: individual members of the associate members mentioned above in Article 4, subparagraph 1, and who have expressed the wish to become members of Ada-Europe through the associate member. Normally, the vote at a General Assembly of members of this class will be made through their Associate Member, however he/she may vote in person at a General Assembly provided the associate member has been informed by the appropriate communication method before the meeting, of the intention of the indirect member to be present at the General Assembly. If an associate member has 'organisational members', then this corporate body shall appoint a natural person as representative who will have the status of indirect member.
3. *ordinary individual members*. Note: Normally any person seeking ordinary individual membership will be encouraged to become an indirect member through membership of an associate member where one is appropriate. This class of member has a vote at a General Assembly.
4. *sponsoring members*: individuals and organisations who, through their membership, wish to demonstrate their interest in the aims of the association and to give it their support. This class of member has a consultative voice only.
5. *honorary members*: persons on whom, a General Assembly has conferred this title by virtue of their outstanding ability or in recognition of the extraordinary contribution which they have rendered to the association. This class of member has a vote at the General Assembly.

Article 5

The admission of new members is subject to a decision of the Board (see Article 12).

Members (of any class) may be excluded under the following conditions:

1. The Board, after hearing any relevant material, may propose with good cause the exclusion of any member to the General Assembly which shall deliberate on the matter. Such exclusion will take effect if a two-thirds majority of the voting members, either present or represented by proxy, shall so decide.
2. An indirect member who has resigned or who has been excluded from an associate member, is automatically excluded.
3. All indirect members of an associate member which has resigned or has been excluded are automatically excluded.

Any member who ceases to belong to the association, irrespective of reason, has no rights within the association.

Article 6

The members pay an annual fee according to the category to which they belong, set annually by the General Assembly on proposal by the Board.

Associate members pay a fee which is directly proportional to the number of their indirect members.

Indirect members do not pay a fee directly to the association.

TITLE 3: GENERAL ASSEMBLY

Article 7

The General Assembly has full authority to realise the objectives of the association.

It is constituted of representatives of associate members, ordinary individual members, honorary members and indirect members who have prior to the meeting notified their associate member of their intention to be present. All other members may attend a General Assembly but they shall have a consultative voice only.

At a General Assembly the representative of an associate member has a number of votes equal to the number of its indirect members except for those indirect members who are present at the meeting and have, prior to the meeting, notified their associate member by the appropriate communication method of their intention to be present. The associate member must distribute the agenda and the proposals to the indirect members beforehand so that the indirect members may indicate their preference to the associate member or their intention to be present at the General Assembly.

Article 8

The General Assembly meets every year and is chaired by the President of the Association or by his delegate, at the place designated in the notice of convocation.

The notice, the issue of which is the responsibility of the Secretary of the Association, shall be sent, by any modern communication method, at least two months before the date of the General Assembly and shall contain the proposed agenda.

- Extraordinary General Assembly

An extraordinary General Assembly shall be convened by the Secretary on the reception of one of the following:

1. a proposal of the Board;
2. a written proposal, supported by at least 20% of members, of which no more than half may be indirect members of one associate member.

- Agenda

Any item for the agenda shall be received by the Secretary up to one month before the General Assembly provided:

1. it is proposed by the Board, or
2. it is proposed in writing by a member.

Article 9

Ordinary, honorary, or associated members may be represented by proxy at a General Assembly by another member. They shall notify the Secretary by any modern communication method.

Valid decisions can be taken by the General Assembly only if at least 50% of the associate members and 20% of the indirect and ordinary individual members are present or represented.

However, should there not be a quorum, a new General Assembly shall be called under the same conditions as above in Article 8. Final and valid decisions shall then be taken at the new General Assembly on the various points of the agenda, regardless of the number of members, present or represented.

Article 10

Except under extraordinary circumstances noted elsewhere in these articles, resolutions are carried by a simple majority vote and will be notified to all members by any modern communication method.

In the event of a split vote, the Chairperson of the General Assembly at the time of the vote shall have the casting vote.

A vote on a proposal must be expressed in the form of "for", "against", or "abstaining".

The General Assembly shall vote only on the items which are on the agenda and so identified, except votes on points of order which concern the administration of the ongoing meeting and where votes on such points do not contravene the statutes. On points of order, the representative of an associate member shall be deemed to have discretion on the use of the votes of the indirect members represented.

The decisions of the General Assembly are recorded in a register and signed by the Chairperson. This register will be under the care of the Secretary, who will keep it at the disposal of the members of the Association.

TITLE 4: MODIFICATIONS OF THE STATUTES - DISSOLUTION OF THE ASSOCIATION

Article 11

Every resolution to modify the articles or to dissolve the Association must either be proposed by the Board or by at least 20% of members, of which no more than half may be indirect members of one associate member.

The Board shall inform the members of the Association at least three months in advance of the date of the General Assembly that will have such a resolution.

The General Assembly may validly deliberate on such a resolution only if two thirds of the voting power is present or represented.

However, should there not be a quorum, a new General Assembly shall be called under the same conditions as above. Final and valid decisions shall then be taken at the new General Assembly on the various points of the agenda, regardless of the number of present or represented votes.

Modifications to the statutes or dissolution of the Association require at least a 2:1 majority vote in favour of members present or represented.

The General Assembly shall determine the means by which the Association may be dissolved and its assets liquidated.

The assets will go to the associated member organisations in shares equal to their number of indirect members; if one associated member would have more than 2/3 of all indirect members, than for the sake of this calculation its number of indirect members shall be reduced to be at most 2/3 of all indirect members.

The physical archives will go to the associate member physically closest that is willing to accept them.

TITLE 5: BOARD ORGANISATION

Article 12

The Association is managed by a Board composed of minimum four and of maximum eight members; at least one of the board members must be a belgian citizen; normally, not more than two Board members may be members of the same associate member.

The president is elected by the General Assembly.

The Board is elected by the General Assembly.

The members of the Board are elected for a period of one or two years at a time, so that half of the members of the Board are appointed at each Annual General Assembly. The members of the Board are eligible for re-election.

In case of a vacancy, the Board can be provisionally completed by coopting another member until the following General Assembly.

A member of the Board who is absent from three consecutive meetings without having a representative by proxy, is considered to have resigned.

A Board member can be dismissed by the General Assembly with a 2:1 majority vote in favour of members present or represented.

Article 13

Within the Board, a Vice-President, a Secretary and a Treasurer are elected.

Article 14

The Board meets on dates and at locations decided internally.

The Board is chaired by the President. In his absence, it is chaired by the Vice-President. If both President and Vice-President are absent, the Board is chaired by another of its members, chosen by the members attending.

A Board member can nominate another Board member as his/her proxy. He/she should notify the Secretary by any modern communication method.

A Board meeting is valid only if, at least, half of its members are present.

Article 15

The Board has all management authority, except that assigned to the General Assembly.

The Board can delegate the daily management to its President, to another Board member or appoint another person.

Moreover, the Board can assign, under own responsibility, special authority to one or several members of the Board for specific tasks.

Article 16

The decisions are taken by the Board with a simple majority vote.

In the event of a split vote, the Chairperson of the Board meeting shall have the casting vote.

The decisions of the Board are recorded in a register and, when agreed by the Board, signed by the President. This register will be under the care of the Secretary, who will keep it at the disposal of the members of the Association.

The proposed agenda of Board meetings shall be sent, by any modern communication method, at the latest one calendar week before the meeting to all Board members.

Article 17

Save for cases when a special proxy is given for that purpose, all acts involving the Association must be signed by the President and another member of the Board. Both shall be entrusted with the authority to do so.

Article 18

Legal actions, in cases of defence as well as complaint, will be pursued by the Board represented by its President or by another Board member assigned by the President for that purpose.

TITLE 6: BUDGETS AND ACCOUNTS

Article 19

The financial year runs from 1 January to 31 December.

The Board is required to submit the audited accounts of the previous financial year to the General Assembly, as well as the budget for the financial year to come.

The General Assembly may decide to constitute a reserve account, determine to how much it shall amount and shall determine the payment conditions for each members' fees to this reserve account.

TITLE 7: STANDING ORDERS

Article 20

The statutes may be supplemented by standing orders which shall deal with the administration of the Association and its activities. However, should any standing order be in conflict with the statutes, then the statutes shall prevail.

Standing orders may be amended by a General Assembly, subject to the provisions in Article 10.

GENERAL MEASURES

Article 21

All matters which are not determined by the present statutes and especially texts to be published in the annexes to the Moniteur Belge, shall be settled according to the Belgian Law.

Article 22

The French version of the present statutes is the only legal basis for the organisation.