

European Association of Communication Directors, "EACD"  
Association internationale sans but lucrative  
1000 Brussels, Square de Meeûs 37

## **Statutes**

### Art. 1: Name, Seat, Fiscal Year

- (1) The association is an international association bearing the name "European Association of Communication Directors" ("EACD").
- (2) It is hereafter referred to as "Association". The denomination shall always be preceded or followed by "association internationale sans but lucratif" or "AISBL".
- (3) The Association has its seat in 1000 Bruxelles, Square de Meeûs 37. It can be transferred to another seat in Belgium by a decision of the General Assembly, published in the "Moniteur Belge" within the month of the decision.
- (4) The fiscal year starts on 1 January and ends 31 December of each calendar year.

### Art. 2: Purpose of the Association

- (1) The Association does not serve commercial purposes; it pursues purposes of non-for-profit nature on an international scale, such as:
  - a. The professional representation of Communication Directors from companies, associations and institutions on the European level;
  - b. The fostering of a cross-border dialogue and an international co-operation between the Communication Directors it represents;
  - c. The establishment and development of a European network of communicators, aiming towards the exchange of experience across borders as well as the support of transnational professional work;
  - d. The development and implementation of measures and programmes establishing a standard of quality and transparency of the work of Communication Directors in Europe;
  - e. The participation in the formulation of norms and rules leading to the declaration of a European communication culture;
  - f. The fostering of the European dimension in communications.
- (2) The purpose will be fulfilled by:
  - a. Symposia, discussions, educational and further training events as well as internal working groups;
  - b. An intensive dialogue with decision-makers in enterprises and politics, and the representation of professional interests;
  - c. Publications, communications and briefings accessible to members and the public regarding all relevant legal and professional issues using print and online media;

- d. Establishment and maintenance of a directory of Communication Directors;
  - e. Initiating regional and cross-border dialogues and other events, with the intention to nurture both professional and personal relations of members on the regional as well as the European level;
  - f. Co-operating with other relevant organisations, especially professional associations on the national, European and international levels;
  - g. The publication of statements, press information and press releases;
  - h. Additional services, carried out by the Association alone or in co-operation with third parties.
- (3) The association does not pursue commercial purposes and is of non-partisan nature; it does not primarily pursue ends of economic interest. The Association's funds may only be used for purposes laid down in its statutes. It does not seek profit for its members. No person may incur expenses which do not fall under the purpose of the Association or receive disproportionate compensations for any service provided.

#### Art. 3: Accreditation of national associations

- (1) Independent national associations of Communication Directors which already exist can be accredited as national organisations of the Association upon proposal of the Steering Committee by decision of the General Assembly.
- (2) Only those national associations can be accredited whose membership and aims are in accordance with the purpose of the Association.

#### Art. 4: Membership

- (1) Any natural person can become a member of the Association if employed as a communication director or press spokesperson or in similar function responsible for communications
  - a. in a multinational enterprise based in one of the member states of the European Union, or
  - b. in a European Institution or intergovernmental body, or
  - c. in a European association, or
  - d. in a public body or in one from the member states, involved in cross-border activities.
- (2) Enterprises are considered to be "involved in cross-border activities" if they have seats in addition to their headquarters or have ties to at least two further European countries.
- (3) Admission to the Association is only possible as a single membership. The applicant must submit a completed application form.
- (4) The Steering Committee decides on the membership. The applicant must be informed in writing of a rejection. A written complaint can be submitted to the General Assembly within one month. Its decision shall be delivered in writing and is final.

- (5) The Articles of Association, their most recent amended version and the rules formulated or accepted by the Association are to be adhered to by all members.
- (6) Membership and the attached rights are not transferable. Legal entities must name the natural person who shall administer their rights deriving from membership.
- (7) Membership terminates by the resignation, the death (of a natural person), the exclusion, the dissolution (of a legal entity) i.e. by its liquidation.
- (8) A resignation from the Association must be submitted in writing to a member of the Representing Board within six months of the calendar year.
- (9) A member can only be expelled if he committed a serious violation. Such a violation is seen as a behaviour which is harmful to the Associations' objectives a delay in the contribution payments of at least one year or a violation of the duties given by the Articles of Association. The Board of Directors decides on the expulsion upon proposal by the Steering Committee. The Steering Committee must submit a copy of the proposal with reasons for expulsion to the member at least two weeks prior to the meeting of the Board of Directors. A written statement of the member is to be considered by the Board of Directors. The decision on the expulsion taken by the Steering Committee shall be communicated to the member in writing and takes effect on its reception by the member. The member is entitled to appeal in writing to the President within one month. The decision of the General Assembly is final. Legal instruments may be used to appeal against this decision.
- (10) The termination of the membership does not give rise to any claims to the association's assets.

#### Art. 5: Bodies of the Association

- (1) Bodies of the association are
  - The General Assembly
  - The Board of Directors
  - The Steering Committee
- (2) The General Assembly can decide upon the formation of further bodies of the Association.
- (3) English is the working language of the bodies of the Association.

#### Art. 6: Members' rights and duties

- (1) All members must pay membership fees, as stated in the terms of accession decided on by the General Assembly upon proposal of the Steering Committee for the following year.
- (2) All members, except for supporting members, have all rights set out by the Articles of Association and in particular, the right to participate in all events, elections and votes of the Association. These rights are subject to the orderly payment of the annual fee.

- (3) Supporting members shall participate to selected activities of the Association. In particular, they shall have access to all publications of the Association, offers for training and further education as well as other events of the Association. The Steering Committee has the sole right of decision on this matter.
- (4) Members who are no longer employed as Communication Directors will be registered as supporting members. Should they be members of the Board of Directors or of the Steering Committee, they are to administer the rights deriving from membership and to remain in office until the end of their term. Members must inform the President immediately about any uptake, interruption or termination of their function as Communication Director, as press spokesperson or if in similar function responsible for communications. An infringement to this rule may result in exclusion.
- (5) Each member is obliged to inform the Association of its name and its address. Costs incurred by the Association arising from investigations in that matter must be reimbursed by the member. If applicable, costs arising from legal action against a member must also be reimbursed to the Association.

#### Art. 7: Steering Committee and Board of Directors

- (1) The Steering Committee is composed by the President, the managing Vice-President, two further Vice-Presidents, the Treasurer, as well as a maximum of eleven assessors [Steering Committee].  
The President, managing Vice-president and Treasurer form the Representing Board [Representing Board].  
Employees of the Association can not be part of the Representing Board.
- (2) Members of the Steering Committee are elected by the General Assembly for a two-year term. For all offices, except for that of the assessors, elections will be held. Re-election is permitted. The Steering Committee remains in office until the next election. Should a member resign, the Board of Directors can propose a substitute member.
- (3) The Steering Committee manages the dealings of the Association and fulfils all administrative tasks as long as they are not assigned to another body of the Association by the Articles of Association or law. Its tasks in particular are:
  - a. The preparation and the carrying out of conferences and other events of the Association, as well as the editing of its publications and communications.
  - b. The implementation of decisions of the Board of Directors and of the General Assembly.
  - c. The convening and preparation of meetings of the Board of Directors and the General Assembly.
  - d. The preparation of a project and business plan for the fiscal year, the accounting and the production of the annual report as well as the fulfilment of all legal and administrative duties.
  - e. The placement of orders as well as the formation of contracts with third parties in order to support the Association's tasks.
  - f. The management in the event of the exclusion of a member.

- (4) Upon proposal by the President, the Steering Committee appoints a lawyer registered in a member state of the European Union, as its legal adviser who is commissioned to advise the Association in all legal issues and, if applicable, also represents the Association in court, for the duration of the mandate of the President.
- (5) The Board of Directors is formed by at least ten (10) members appointed by the General Assembly by simple majority of the members present, including the members of the Steering Committee and the representatives of the accredited national associations. The administrators are appointed for a maximum four-year (4) term and can be re-elected. An accredited national association is represented by its president or a substitute appointed by him for the entire duration of his term of office. The General Assembly can appoint further members of the Board of Directors upon proposal of the Steering Committee.
- (6) The Board of Directors is responsible for all tasks as long as they are not incumbent on the Steering Committee or other bodies of the Association.
- (7) The Board of Directors meets at least once per year, the Steering Committee at least twice after being summoned by the President or one of the Vice-Presidents. The summons is issued by letter, fax, electronic mail or any other written means of communication. The Board of Directors and the Steering Committee meet at the premises indicated in the summons. This includes the meeting's agenda.
- (8) Meetings of the Board of Directors and of the Steering Committee are closed meetings. Minutes of the meetings of the Board of Directors and of the Steering Committee are taken. These are filed at the seat of the Association and are accessible to the members.
- (9) The President (or when applicable, the managing Vice-President) and the treasurer jointly sign any acts involving the Association.  
All legal proceedings in courts or arbitral tribunals as claimant or defendant in any jurisdictions are to be initiated and followed by the Board of Directors and represented by the President or the managing Vice-President.
- (10) The members of the Steering Committee and of the Board of Directors fulfil their task unsalaried. The Steering Committee decides on providing refunds of expenses.
- (11) The Board of Directors and the Steering Committee shall establish internal rules of procedure.
- (12) Every year, before the end of June, the Steering Committee sends each member the statement of accounts of the last fiscal year and the budget for the year to come.

#### Art. 8: General Assembly

- (1) The General Assembly meets at least once per year on invitation by the Steering Committee. An extraordinary General Assembly in case of *force majeure* can be summoned in writing by the Steering Committee or upon signed request of one tenth of the members indicating the agenda. All members of the Association are entitled to

participate in the General Assembly and have one vote, except for supporting members who do not have voting rights

- (2) All members are summoned to the General Assembly by the President or the managing Vice-President with at least four weeks notice. The summons states the location, date and agenda. The time-limit starts on the day following the posting of the invitation letter. The letter is regarded delivered to the member if it is addressed to the last indicated address of the member. E-mails sent to the member's last known e-mail address are also sufficient.
- (3) The General Assembly decides on the Statutes and of:
  - a. The appointment and discharge of the Steering Committee and the Board of Directors.
  - b. The appointment of two auditors.
  - c. The setting and modification of membership fees and resolution on the terms of contribution.
  - d. Acceptance of the statement of accounts from the Steering Committee and the Board of Directors.
  - e. The appointment of honorary members upon proposal by the Steering Committee.
  - f. The resolutions on proposals.
  - g. The decisions on amendments to the statutes.
  - h. The dissolution of the Association.
  - i. The delegation to the administrators.
- (4) Meetings of the General Assembly are chaired by the President or by one of the Vice-Presidents. In case of an election and a nomination, the chair of the Assembly may be entrusted to a third person who is not nominated. All decisions are taken upon simple majority.
- (5) Each General Assembly, duly convened can adopt new statutes. Any modification to a statute must be adopted by two thirds of the members present and if applicable, have its authenticity verified. It will take effect only after having complied with the legal publishing requirements and if applicable, been approved by Royal Assent. Decisions on the alteration of the purpose of the Association or the dissolution of the Association require a majority of three fourths of the present members. They can only be resolved upon if they have been indicated as an agenda item, prior to the meeting. Minutes of the General Assembly are taken by the recording clerk and the President of the General Assembly. A copy of these can be accessed by all members and is filed at the Association's seat.
- (6) Votes are performed by showing of hands. Upon objection of at least one tenth of the present members, a ballot is held. In case of a draw, the vote of the President is final.
- (7) The General Assembly elects the members of the Steering Committee individually and with simple majority of the present members. In case of equality of votes, another vote is being held.

#### Art. 9 Dissolution and liquidation - Assets

- (1) In the case of the dissolution of the Association, the General Assembly sets the liquidation procedure. One or several liquidators are granted the widest scope of rights to perform the liquidation under the sole restrictions of the General Assembly.
- (2) The net assets are distributed to one or more associations, foundations or organisations pursuing similar aims to those of the Association or at least of non-commercial nature.

Art. 10: Additional information – entry into force

- (1) The Association becomes a legal entity on the day of the passing of the Royal Assent, “arête royal de reconnaissance”.
- (2) Any matters not expressly provided for in these Articles of Association will be dealt with according to title III („Titre III”) of the law of 27 June 1921 on „les associations sans but lucratif, les associations internationales sans but lucratif et les fondations.”