



EAEA Constitution

as approved by the General Assembly in Brussels on 18.06.2014

This is a translation of the official version that is in French

Chapter 1 - Name, place and duration

Article 1

The name of the Association is "European Association for the Education of Adults" (EAEA), (Association Européenne pour l'Éducation des Adultes (EAEA), Europäischer Verband für Erwachsenenbildung (EAEA), Asociación Europea para la Educación de Adultos (EAEA)). The name must always be preceded or followed by the mention "international non-profit organisation" or "AISBL".

Article 2

The office of EAEA is registered in 1000 Brussels (Belgium), Rue d'Arlon 40, 1000 Brussels. This office is the Head Office of the EAEA. It can be transferred to any other address in the Brussels district by a simple majority decision of the Executive Board. This decision shall be published in the Belgian State Gazette and notified to the Justice Department.

Article 3

As an international association set-up and registered under the provisions of Chapter III (Articles 46 to 57) of the Belgian law of 27 June 1921 regarding the non-profit organisations, the international non-profit organisations and the foundations (the "Act of 27 June 1921"), EAEA has legal personality according to Belgian law.

Article 4

EAEA is set up for an unlimited period.

Chapter 2 - Aims, mission and activities

Article 5

EAEA is a transnational, non-profit association whose purpose is to link and represent European organisations which are directly engaged with adult learning. Its primary focus is NGOs, which principal aim is the education of adults, and it will work where possible through national co-ordinating bodies for



adult learning.

Article 6

EAEA's mission is to work for the creation of a learning society through encouraging the demand for learning amongst individual, organisations and communities, and especially amongst women and excluded or underparticipating groups, and through improving the response of providers of learning opportunities and governments at all levels.

Article 7

EAEA will undertake the following activities:

- to act as an advocate for adult learning and NGOs with an interest in it;
- to support EAEA's members and their networks;
- to develop understanding of the nature and importance of adult learning and to improve the range and quality of opportunities;
- to promote shared learning and education through the exchange of information, knowledge and experience among the members;
- to cooperate with other organisations in pursuit of the aims of EAEA.

Article 8

EAEA can obtain real estate for free of for valuable consideration but only insofar as to realise its mission.

Chapter 3 -Ordinary and associate members

Article 9 Eligibility for membership

An organization eligible to membership shall be any institution or association, having legal personality and legally set-up according to the laws and customs of their country of origin, pursuing a non-profit goal by primarily working in the field of adult education (regardless of its size and organizational set-up), and having its administrative seat and operational sphere in a European country. The number of members of the EAEA is not limited.

For the purpose of defining eligibility for membership, "country" means European countries as defined by membership to the Council of Europe.

EAEA has two categories of membership:

1. the ordinary membership ("ordinary member"): this membership is obtained by non-governmental organizations promoting and/or providing adult education and learning on a



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- national, federal, confederal level or any other highest public level to which such a competence is attributed in their respective constitution country;
2. the associate membership (“associate member”): this membership aims at all other organizations promoting and/or providing adult education and learning.

To apply for membership, the candidates must file a written application with the Executive Board. New members can be admitted if their request for membership is recommended by the Board and their membership is accepted by the General Assembly. The filing of an application implies the total adherence to the current constitution and the EAEA’s mission by committing to work towards its goal. In the event of denial, the General Assembly must explain its decision.

Article 10 Commitments and rights of the members

§1 Ordinary members

Ordinary members, due to the national dimension of their work, will endeavour to extend the work of EAEA in their respective countries, co-ordinate discussions and propositions of the membership of their countries, promote EAEA and its mission towards non-members engaged in adult education and learning.

Ordinary members have the right:

- to make propositions for the agenda of the General Assembly,
- to participate in the debates of the General Assembly,
- to propose candidates for the presidency and the Board of EAEA, and
- to vote in the General Assembly.

§2 Associate members

Associate members will benefit from the services of EAEA. They undertake to participate and contribute to the work of EAEA in their respective countries. They may second staff or put institutional capacities at disposal to further the objectives of EAEA at the request of the Board of EAEA.

The associate members have the right:

- to make propositions for the agenda of the General Assembly, and
- to participate in its debates.

The associate members may not propose candidates for the presidency and the Board of EAEA, and they do not have the right to vote in the General Assembly.

Article 11 Membership fees

Every member is required to maintain their membership through payment of the membership fees as



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decided by the General Assembly, upon proposal by the Executive Board. To be entitled to vote at the General Assembly or to nominate candidates, an ordinary member must pay the current membership fee two [2] months before the General Assembly.

Article 12 Resignation – Suspension – Removal – Change of membership category

§1. Any member may resign at any time by sending a letter to the Executive Board, without prejudice for the EAEA to request payment of any outstanding membership fee.

§2. The Executive Board may suspend the membership of the member that does not pay, within a month of the formal reminder notified in writing by the Executive Board, reminding it of the amounts due referred to in Article 11 and notifying its suspension.

§3. The Executive Board may propose the end of an organization's membership, notably when an organisation no longer meet the eligibility requirements referred to in Article 9 above. Only the General Assembly may decide, by a majority of four-fifth of the votes present or represented and validly casted, excluding the vote(s) concerned by the exclusion, on the end of this membership after having heard the member's defence.

The Board may nevertheless provisionally suspend, until the above decision by the next General Assembly and to the extend required by the urgency, the members that are in serious breach of the EAEA's constitution or dignity.

§4. No member is entitled to the social funds and can request the reimbursement of the amounts referred to in Article 11 above.

§ 5. A member association can apply for change of membership category if they fulfil all the preconditions. They should inform the Secretary General who will then propose the change to the Executive Board who will decide on the change. The membership will be informed at the following General Assembly.

Article 13 Arbitration Committee

An Arbitration Committee, composed of three persons who are not member of the Executive Board and elected by the General Assembly in agreement with Article 18, will decide in the event of any dispute or uncertainty about membership status or the distribution of votes and instructs the Secretary General accordingly.

The General Assembly will set forth the functioning rules of this committee.



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Chapter 4 -Organisation and functioning

Section 1 – Bodies of the EAEA

Article 14 Bodies of the EAEA

§1. The EAEA's bodies are: -The General Assembly –The Executive Board

§2. Meetings will normally be conducted in English. The convocations and the minutes of the General Assembly will be in French or Dutch or German and in English, the convocations and minutes of the Executive Board in English.

Section 2 – General Assembly

Article 15 Composition

The General Assembly is composed of the representatives of ordinary and associate members of the EAEA.

Article 16 Powers

The General Assembly is the decision making body allowing to carry out the activities of the EAEA and to meet its goal.

Are notably part of the exclusive responsibilities of the General Assembly the following responsibilities:

- to decide on the constitution and structure of EAEA;
- to endorse new members of EAEA recommended by the Executive Board;
- to terminate the membership of members of the EAEA;
- to elect the members of the Executive Board, the President of EAEA, the members of the Arbitration Committee and the members of the Audit Committee;
- to decide on the annual work plan and budget and set membership fees;
- to decide on the overall policy of EAEA;
- to receive and approve/reject the report of the Executive Board and to evaluate the progress and quality of EAEA's work;
- to approve the budget and the annual accounts;
- to adopt internal regulations;
- to appoint auditors and to receive their report on the accounts, and balance -sheet as well as to approve
- to the Executive Board's and auditors' discharge of responsibilities;



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- to decide on the affiliation of EAEA to any organisation;
- to accept donations and acquire property so far as is necessary to carry out its mission;
- to amend the constitution;
- to decide on the dissolution of EAEA, to appoint the liquidators, to define their competences and to approve the dissolution report.

Article 17 Meeting -Invitation

§1. The General Assembly will meet each year to carry out these responsibilities, it being understood that the notion of “meeting” is used in its broadest possible meaning, including communication and telecommunication means *sensu lato*, such as videoconferencing.

Extraordinary meetings of the General Assembly may take place for the responsibilities stated in Article 16 if requisitioned by one-third of the membership of EAEA or by the Executive Board.

The meetings take place at the Head Office or at the place indicated in the invitation. All the members must be invited to it.

§2. The Executive Board give notice of the meeting of the General Assembly, by way of regular mail, facsimile, e-mail or any other communication means, sent to each member addressed at least three months before the date of the meeting. The invitation to the meeting is sent to those entitled to be represented.

At least 40 days before the meeting the Secretary General must receive any supporting documents for the meeting. At least 30 days before the meeting the agenda and supporting documents will be sent to those entitled to be represented by way of regular mail, facsimile, e-mail or any other communication means. Late papers may be tabled at the meeting if the General Assembly agrees, with the exception of the proposed budget and auditors report, which must be circulated prior to the meeting.

In the event of amendment to the constitution, the proposed amendments must be explicitly mentioned in the invitation.

§3. The General Assembly will be chaired by the president or one of the Vice-presidents.

Article 18 Attendance and quorum

§1. Representatives of EAEA ordinary members and associate members may attend and participate in the General Assembly, but associate members may not vote.

An ordinary member may be represented by a specific power of attorney in writing to be exercised by a legal representative of another ordinary member organization only.



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§2. Ordinary members from a minimum of one third of the countries represented in EAEA will constitute the quorum required for the Assembly General to make decisions.

§3. Prior to each meeting of the General Assembly, the Secretary General will inform the ordinary member(s) from each country of the number of votes which is allocated to it (them), a total of ten votes being available for each country.

When a country has more than one ordinary member, delegates from that country will decide how to exercise the votes or that the votes shall be allocated between them. In case of dispute an Arbitration Committee, will determine the allocation of votes.

§4. It cannot be decided on an item which was not on the agenda. A vote will be taken at the discretion of the Chair or at the request of ten [10] members.

Decisions will be taken by a simple majority vote. In case of a tie, the President of the EAEA has a casting vote. Votes will normally be taken by a show of hands of those who are present. In case of doubt, the chair of the session may decide to take a counted vote. On all constitutional matters a counted vote must be taken.

§5. The Secretary General is responsible for producing minutes of the meeting owing to his/her capacity of secretary. These will record any formal proposals made to the meeting, the result of any vote, decisions taken, and responsibilities, to undertake actions . Draft minutes will be circulated to all EAEA members no later than one month after the meeting by way of e-mail or any other communication means. Minutes will be approved at the following meeting of the General Assembly, be kept at the association's Head Office. The minutes, as well as copies and excerpts, are signed by the Secretary General, or in his/her absence, by a member of the Executive Board.

Article 19 Candidates

Ordinary members of the EAEA may nominate candidates for the elections of the members of the Executive Board, the President of EAEA, the members of the Arbitration Committee and of the Audit Committee at the General Assembly. Nominations must be received by the Secretary General at least thirty [30] days before the meeting.

Article 20 President of the EAEA

§1. The President will be elected by the General Assembly for a two-year term. One individual can continuously hold this position for three terms maximum.

§2. The President is the first representative of the Association. In legal affairs the President and the Secretary General are entrusted with the daily management and act jointly as legal representatives of



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the Association for correspondence, act or document regarding the daily management, including the execution of employment contracts, without them being requested to demonstrate their authority in that regard to third-party or civil servants of the public authorities. The President and the Secretary General may jointly delegate these powers to a third-party.

§3. The President sets the outlines of policy development of the Association for discussion and approval in the Executive Board. The President is the first responsible for the policy contacts with European bodies and institutions.

§4. The President chairs meetings of the Executive Board; he/she may delegate this task to another board member or the Secretary General.

The President will be substituted by a vice-President in case of non-availability. The President proposes the candidate(s) for vice-president(s). The Executive Board appoints the vice-president(s).

The President will get the necessary assistance to fulfil his/her Presidential tasks from the Secretary General and the staff of the Main office.

Other secretarial support also including organising travel arrangements will be done more effectively in the President's home organisation. Expenses for travel and subsistence of the President will be reimbursed by EAEA in the most cost effective way.

Section 3 Executive Board

Article 21 Composition

§1. The Executive Board shall consist of a minimum of ten [10] members and maximum of twelve [12] members including the President. Each elected member and the president must come from a different country.

§2. Executive Board members will be elected by the General Assembly for a two years term and can be removed at any time by this assembly. They can be removed by the General Assembly deciding on a majority of two-thirds of the votes of the members presents or represented. A member can serve on the board for a maximum of three consecutive terms.

However, a board member may be elected for president at any point of his or her service, and then re-elected to that position for a maximum of three consecutive terms.

§3. The Executive Board's membership terminates in the event of decease, resignation, civil incapacity or guardianship, expiry of the duration of the mandate or removal by the General Assembly deciding on



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a majority of two-thirds of the votes of the ordinary members presents or represented. Any member of the Executive Board is free to resign at any time from its functions by notifying its decision in writing to the Executive Board which takes note of it and inform the members during the following General Assembly.

In the event of vacancy during a mandate, the General Assembly may appoint a substitute who will terminate the mandate of its predecessor. When a board member resigns, his/her organization has to right to propose a substitute for the rest of the period. They can propose a candidate who will be confirmed at the next general assembly when there are no elections taking place.

§4. All decisions regarding the election to, the termination or the end of Executive Board's membership must be published according to the applicable legal provisions.

§5. The Executive Board may, if it so wishes, nominate working committees and invite members of its choice to participate. The Executive Board may delegate powers to working committees within the limits of this constitution.

§6. The mandate of the member of the Executive Board is not remunerated, unless decided otherwise by the General Assembly.

§7. The Executive Board is chaired by the President of the EAEA.

Article 22 Responsibilities – powers – representation of the EAEA

§1. The Executive Board has the powers to act on behalf of the EAEA and to accomplish all acts of management and disposal concerning the EAEA, without prejudice to the powers reserved to the General Assembly pursuant to Article 16 of this constitution.

§2. The Executive Board is therefore entrusted with the residuary powers.

In this framework, the responsibilities of the Board are notably the following:

- to implement the decisions taken by the General Assembly, notably by setting objectives and deciding upon priorities within the overall policy frame determined by the General Assembly;
- to recommend new members of EAEA subject to approval by the General Assembly;
- to take decisions between the General Assembly meetings;
- to ensure the effective organisation and management of EAEA, its work and contracts;
- to convene the General Assembly;
- to appoint the Secretary General;
- to elect vice presidents and other officers, as it considers necessary from its own membership;



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- to set up internal rules for the EAEA;
- the Executive Board will also have the right to act on behalf of the EAEA in any legal or extra-legal agreements, any legal actions and any documents to be signed by a civil servant.

§3. The members of the Executive Board who are not specifically entrusted by the General Assembly with specific functions and assignments exert their power by their collegial participation to the meetings of the Executive Board.

§4. The Executive Board may delegate this daily management, together with the powers of signature and representation pertaining to this management, or give special limited powers to one or several persons, members of the Executive Board or not, members or not, who will exert their powers in an individual way and of who it will define the powers. The Executive Board may grant a salary or an indemnity to these persons.

The Executive Board may create all committee, council or bureau of which it defines the powers and responsibilities.

§5. All the legal or extra-legal acts which bind the EAEA are, except those covered by the mandate of daily management or by special powers of attorney, signed by two members of the Executive Board. The legal proceedings, in capacity of either plaintiff or defendant, are followed by the Executive Board represented by two members of the Executive Board.

§6. The Secretary General and, in his/her absence, two members of the Executive Board acting together are authorised to accept provisionally or definitely the gifts to the EAEA and accomplish all necessary formalities to do so.

Article 23 Meeting –Invitation

§1. The Executive Board will meet at least twice a year, it being understood that the notion of “meeting” is used in its broadest meaning, including communication and telecommunication means *sensu lato*, such as videoconferencing.

Meetings will be convened by the General Secretary. The invitation is sent by way of regular mail, facsimile, e-mail or any other communication means.

§2. Dates and venues for ordinary meetings will normally be agreed at the preceding meeting. Extraordinary meetings will be convened at the request of any EAEA member, with the support of four of the members of the Board. The Request will state the purpose of the meeting. Invitation for meetings will be sent to Board members, EAEA offices and EAEA members at least one month before the date of



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the meeting by way of regular mail, facsimile, e-mail or any other communication means.

At least seven [7] days before the meeting the agenda and supporting documents will be sent to Executive Board members and representatives of members who have stated their intention to attend by way of regular mail, facsimile, e-mail or any other communication means. The Secretary General will be responsible for the dispatch of all papers.

Article 24 Decisions

§1. The elected members of the Executive Board are entitled to attend and vote at meetings. Any member of the board can be represented by another member through written special power of attorney. A member may exercise the mandate of one other member only. Other representatives of EAEA members may attend as observers.

§2. At least half of the Board members plus one constitutes the quorum required for the Executive Board to make decisions. If the quorum is not met, a new Executive Board meeting will be convened and will have the power to decide regardless of the number of members present or represented. Decisions will be taken by simple majority vote. In case of a tie, the President of the EAEA or his/her substitute has a casting vote.

§3. The President of the EAEA is responsible for chairing the meeting; this task may be delegated to a board member for a part or all of the meeting. Each member of the Executive Board is entitled to one vote. A vote will be taken at the discretion of the Chair. Meetings will normally be conducted in English.

§4. The Secretary General is responsible for producing minutes of the meeting; these will record any formal proposals made to the meeting, the result of any vote, decisions taken, and responsibilities for action. Draft minutes will be circulated to all Executive Board members within one month of the meeting, by way of e-mail or any other communication means.

Minutes will be approved at the following meeting of the Executive Board and kept at the association's Head Office. The minutes, as well as copies and excerpts, are signed by the Secretary General or, in his/her absence, by a member of the Executive Board.

Article 25 Secretary General

§1. To implement the decisions made by the General Assembly and the Executive Board, the Board will appoint a Secretary General, who is responsible for all operational tasks within the guidelines and work plan / strategies including the work plan set by the Executive Board. He/she reports to the Executive



Board on the activities in board meetings.

§2. The Secretary General represents and acts in close cooperation with the President for the EAEA in meetings, conferences and other in accordance with the general policy of the EAEA. The Secretary General may sign letters of intent for applications of projects that are in accordance with the general policy of the EAEA or correspond to the thematic priorities. He/she may sign contracts with the European Commission and others for projects and funding that have been approved by the Executive Board. The Executive Board will be informed about forthcoming projects, always when possible in advance at a board meeting. The Secretary General will act as head of Head Office in all fields concerning the EAEA. He/she will supervise staff members in the Head Office and will be involved in procedures to appoint and dismiss new employees of the EAEA. Yearly the Secretary General has an individual performance review with each of the EAEA employees.

§3. The Secretary General is responsible for the management of the financial resources of the Association in accordance with the financial plan; he/she will participate in negotiations on institutional support for Association facilities and applications for grants from third parties for the EAEA's projects

§4. The President accompanied by one of the Vice-Presidents will have yearly a performance interview with the Secretary General, and will report the outcomes into the Executive Board.

§5. The withdrawal or modification of the above mandate may only occur by motivated decision made by the Executive Board by a simple majority of the votes.

Chapter 5 -Various provisions

Article 26 Accounting year -auditors

§1. The accounting year starts on 1st January and terminate on 31 December of each year.

§2. Every year, and at the latest six months after the closing date of the accounting year, the Executive Board submit for approbation to the General Assembly its budget for the forthcoming year and its accounts for the past year pursuant to Article 53 of the Act of 27 June 1921.

§3. The accounts are filed pursuant to the applicable legal provisions. Whenever applicable, and in any events required by the law, the Executive Board appoints an auditor, chosen amongst the members of the Royal Institute for Auditors, entrusted with the verification of the EAEA's accounts, pursuant to Article 53 of the Act of 27 June 1921.



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§4. Without prejudice to the applicable legal provisions, an Audit Committee, appointed by the General Assembly, assist in verifying the accounts. The General Assembly defines the functioning rules of this Audit Committee.

Article 27 Renvoi – Primacy of the mandatory legal provisions

For the questions non explicitly addressed by this Constitution, reference is the Act of 27 June 1921. The provisions of this by-laws that are not compatible with the legal provisions newly entered in force and mandatory are deemed not enforceable.

Article 28 Amendment to the Constitution

§1. The General Assembly may amend the constitution.

§ 2. A decision to amend the constitution requires a majority of at least two-thirds of the ordinary members and as far as half of the ordinary members are present or represented. If at least half of the ordinary members is not present or represented, a new General Assembly will be called upon, which will decide in spite of the number of ordinary members present or represented.

§ 3. Any change in the Constitution will be approved by Royal decree and be published in the Belgian State Gazette (Moniteur Belge).

Article 29 Dissolution and winding up – transfer of assets

A decision to dissolve the Association (EAEA) may only be taken by the General Assembly and will require a majority of at least two-thirds of the ordinary members and as far as two thirds of the ordinary members are present or represented. In case of the dissolution of EAEA, the assets will be transferred to an NGO working in the same field and chosen by the General Assembly. In view of the liquidation, the general assembly will nominate the liquidators, will define their competences and will approve the report.

Article 30 General provisions

In accordance with the law, the constitution of the international organisation will be submitted to the competent Belgian Authority in order to be approved by Royal Order.

The constitution, the Head Office of the association and the names of the board members and the secretary-general will be published in the Belgian State Gazette (Moniteur Belge).