

STATUTES

Approved by Royal Decree 8 March 1988

Modified by the General Assembly 24 October 2008

CHAPTER 1: NAME, OFFICE, OBJECTIVE, DURATION

ARTICLE 1: In accordance with the law of 2 May 2002, the international association with a scientific purpose 'Conseil Européen des Urbanistes - European Council of Town Planners' whose Statutes were approved by Royal Decree on 8 March 1988 is transformed into an "association internationale sans but lucratif" [international not-for-profit association] entitled:
ECTP - CEU - EUROPEAN COUNCIL OF SPATIAL PLANNERS - CONSEIL EUROPÉEN DES URBANISTES (aisbl)

All documents, invoices, announcements, publications and other items emanating from the association must mention this title including the designation «aisbl».

The association may use either the French or the English name or both.

The languages used by the association are English and French. In the event of a divergence in interpretation between texts, the French text will prevail.

ARTICLE 2: The Registered Office of the association is established in Brussels at the Brussels European Liaison Office (BELO), Avenue d'Auderghem 63, B-1040 Brussels. It falls within the jurisdiction of Brussels.

The Administrative Office is based at the registered office; it may be temporarily established at the office of the current Secretary General.

The association may establish branches and offices anywhere in Belgium or abroad on the decision of the Executive Committee.

ARTICLE 3: The association, which is devoid of any profit motive, has the objective of collecting, studying and promulgating information related to the exercise of the profession of planner in the Member States of the Council of Europe and across their Institutes and Associations, the defence of the rights of planners and research into a definition of their obligations.

The association may work towards this objective by all direct and indirect means at its disposal. This objective is pursued regardless of any political, linguistic or philosophical consideration.

The association will seek to bring into membership at least one member per member state of the Council of Europe.

The General Assembly may establish Internal Regulations.

ARTICLE 4: The association is constituted for an unlimited period; it will be dissolved at any time if its members determine that its objectives have been achieved.

CHAPTER II: MEMBERS, ADMISSIONS, DEPARTURES, COMMITMENTS

ARTICLE 5: The international not-for-profit association is composed of Full Members, Corresponding Members and Observer Members as specified below. Each Full Member and Corresponding Member designates up to two (2) delegates to represent it who are themselves considered to be members of the association. Each year on the occasion of the Annual General meeting [the ordinary General Assembly], the Executive Committee will be required to report on the measures taken to enact this article. The Agenda of the Annual General Meeting will mention that this article has been enacted, or is in the process of being enacted.

Former Presidents of the association remain members as Présidents d'Honneur. They are not considered delegates and have neither the status nor rights of associates.

Any other former delegate may also be nominated a Président d'Honneur by the General Assembly with the limited rights above, if such a person has achieved something notable within the association.

ARTICLE 5/bis:

FULL MEMBERSHIP

Full membership of the ECTP - CEU is open to those Institutes and Associations of spatial Planners established in the national States represented in the Council of Europe (hereafter called "European countries") which meet the criteria for membership adopted by the ECTP - CEU in accordance with the International Agreement and Declaration, namely:

- (i) The essential object of the Institute or Association is the development and promotion of spatial planning as a distinct profession;
- (ii) It is independent or able to demonstrate that it is working towards independence within a defined time;
- (iii) It operates nationally; ECTP - CEU full member associations or institutes are those with a national spatial coverage. Regional, including any sub-national, interregional or local associations or institutes will be admitted as full members only where the regional scale is representative for a different ethnic or language group which is not represented in any other association or institute in that country, or where there is no national association;
- (iv) It can show that (i)-(iii) can be endorsed by authoritative bodies in its member state;
- (v) It consists of personal members but can also include societies or other collective bodies; the ECTP - CEU full member associations or institutes contain individual professional planners whose roles are outlined in The New Charter of Athens 2003 and who are recognised according to the national - or if appropriate - regional rules of regulation of the planning profession. Associations or institutes of sectoral planners may be admitted as corresponding members and will be encouraged to enlarge their membership criteria to accept all professional planners;
- (vi) Associations or institutes including other individual members that are not fully recognised as spatial planners (i.e. students or affiliated professionals), administrative or other associate bodies can be eligible for full membership if they demonstrate that their aims and objectives coincide fully with those of the ECTP - CEU.

More than one Institute or Association from any one European country may be admitted to membership provided that they meet the criteria.

Applications for membership are referred to the Executive Committee which determines whether the criteria are met. Formal accession to the ECTP - CEU takes place at a General Assembly meeting after the adoption by the General Assembly at the Annual meeting of a recommendation by the Executive Committee that the applicant should be admitted to membership, having provided evidence that it meets the criteria.

Every full Member has voting rights.

ARTICLE 5/ter:

CORRESPONDING MEMBERSHIP

Corresponding Membership is open to Institutes and Associations dealing with spatial planning in European countries which do not meet the criteria for full membership as set out in Art. 5/bis above.

Corresponding Membership is open to Institutes and Associations of other professions which show an interest in spatial planning.

Corresponding Membership is open to societies, collective bodies(1), administrative bodies(2), and universities and research institutions active in the field of spatial planning.

Applications for membership are referred to the Executive Committee. Formal accession to the ECTP - CEU takes place at a General Assembly meeting after the adoption by the General Assembly at the annual meeting of the recommendation by the Executive Committee that the applicant can be admitted to corresponding membership.

(1) Societies and collective bodies: e.g. land developers, planning & renewal agencies; investment, builders & contractors' organisations; financial institutions; real estate societies; charities.

(2) Administrative bodies: e.g. ministries, departments, national or regional development agencies and local authorities (governments and public agencies & regional and local authorities).

ARTICLE 5/quarter:

OBSERVER STATUS

After the Executive Committee receives such evidence and, pending formal accession to membership in accordance with the timetable above, applicants are admitted to Observer status.

Applicants who do not meet the criteria but who can demonstrate that they are taking all practicable steps to meet the criteria, may be admitted to Observer status at the discretion of the Executive Committee for a specified period to enable them to meet the criteria. This period may be extended only if the Executive Committee is satisfied that substantial progress has been made towards meeting the criteria and that they are likely to be met within a further specified period.

Observer status is restricted to applicant members and is granted only in the circumstances set out in this article. It is not granted to bodies which clearly have no reasonable prospect of being able to meet the criteria for membership in the foreseeable future.

Observer status is open to individuals such as planners from countries where there is no organisation of planners which is or could become a full member; observer status is also opened to engineers, architects, other specialists and students.

ARTICLE 6: Any Association, Institute and Professional Grouping of planners who wishes to be part of the association must put this request in writing to the Executive Committee which will pass the request on to the next General Assembly, which is the only body competent to rule on such a proposal; it can do so without needing to justify its ruling.

Each Association, Institute and Professional Grouping of Planners which fulfils the requirements above and who has been chosen by the vote of the General Assembly becomes part of the association in the capacity of member and will be represented by a maximum of two (2) delegates in accordance with Article 5 above.

All new members are required to sign the register of Members.

This signature denotes full acceptance of the association's statutes.

ARTICLE 7: Admission to membership obliges the association to pay the current annual subscription. This sum is set each year by the General Assembly.

This subscription is payable on 28 February each year.

The General Assembly may decide to set an entrance fee at a level of its choosing.

Any Member failing to pay its subscriptions for more than six months is given notice by the Executive Committee to fulfil its obligation. This notice may be sent by email with proof of receipt of a subscription reminder. Non-payment of the subscription within half a year of this notice will result in the Member being suspended. The General Assembly can decide to exclude the Member or to downgrade the Member to observer status.

ARTICLE 8: Members may resign from the association by letter to the Executive Committee.

Any delegate who is no longer qualified to represent the Member ceases to be part of the association and is deemed to have resigned.

Any Member is at liberty to send a letter or an email to the Executive Committee at any time to indicate that one or more delegates is/are no longer the delegate(s) for that group.

Whenever a delegate ceases to be so designated by a Member, the Member nominates a replacement and informs the Executive Committee as soon as possible.

ARTICLE 9: The exclusion of an associate member can only be carried out by the General Assembly. Such a decision entails the revocation of the office of Member and that revocation must be made explicit and reasons given.

In any exclusion or revocation, the General Assembly will act on the basis of a secret ballot requiring a two thirds majority, having heard or called for explanations either from the delegate(s) in person or by delegates in the name of and on behalf of the Member which is the subject of the action.

Any Member subject to the measure above may from the following year and in subsequent years present a fresh application to become part of the association in accordance with Article 6 above showing that the reasons for the original exclusion have been eliminated.

From the point of resignation, exclusion or revocation of a Member, former delegates may not take part in General Assemblies. This provision does not apply to Présidents d'Honneur in accordance with Article 5 above.

ARTICLE 10: An alphabetical list of surnames, first names and nationality of delegates and of the Member which designated them will be prepared each year by the Executive Committee; the list will show changes notified by the Members. The list will be circulated to members of the association and can be communicated to third parties with the agreement of the Members concerned.

CHAPTER III: EXECUTIVE COMMITTEE

ARTICLE 11: The association is administered by a Council of at least three and no more than 15 administrators chosen from the delegates and serving for four years by the General Assembly; the nomination can be revoked at any time. These Administrators together constitute the Executive Committee (abbreviation ExCo).

At least one of the administrators must hold Belgian nationality.

ARTICLE 12: The administrators are not under any personal obligation related to the commitments of the association. Their responsibility is limited to the fulfilment of the mandate they have been given.

ARTICLE 13: The administrators are eligible for election in accordance with the Internal Regulations. The outgoing administrators leave office immediately after the General Assembly.

ARTICLE 14: The Executive Committee is convened and chaired by the President, or failing that by the Vice-president or another administrator designated by his or her colleagues, when the interests of the association require it and when three Administrators require it. Meetings are held at a venue to be announced at the time the meeting is called.

ARTICLE 15: The Executive Committee may meet and carry out its duties in accordance with Article 17 below if at least half of its members are present or represented. All Executive Committee decisions are taken by simple majority of the votes. The Chair has the casting vote in the event of a tie.

One or more administrators may be represented by another administrator of their own choosing.

ARTICLE 16: The deliberations of the Executive Committee are recorded in minutes signed by the majority of members who were present at the meeting and any vote. These minutes are signed by the President, an administrator-delegate or two members of the Executive Committee.

ARTICLE 17: In accordance with the provision of Article 15 above, the Executive Committee is fully empowered to carry out all administrative functions and dispositions required by the association.

Its competence extends to all actions not expressly reserved to the General Assembly. In particular it has the power to make decisions - on its own sole authority - regarding any activity serving the objectives of the association which meet the criteria set out in Article 3 above. It may among other things receive any monies, enter into all types of markets and contracts, take on and cede leases including those over terms longer than nine years; it can acquire, dispose of and exchange movable property and fixed property necessary for the achievement of the association's objective; after obtaining necessary legal authorisation it can accept gifts or legacies, consent to and accept pledges, securities and mortgages, including those subject to a clause enabling them to be sold without observing legal formalities; dispose of real property rights, privileges and resolutive actions, withdraw before or after payment from privileged registrations and mortgages, transcriptions, distraints and other encumbrances; bestow official registrations, negotiate, initiate legal proceedings as plaintiff, negotiate, reach agreements or compromises. This list is illustrative and not exhaustive. The Executive Committee may also, unless it has delegated these powers, nominate and dismiss agents and employees of the association, and set requirements, remuneration and conditions of service as well as any eventual sureties.

ARTICLE 18: The Executive Committee can delegate the day-to-day management of the association including the use of officially registered signatures necessary for such management, to one or more administrator-delegates selected from among its members and whose powers it determines. It may also confer special powers on any mandated person of its choice.

ARTICLE 19: Legal action as plaintiff or defendant is taken in the name of the association by the Executive Committee, represented by the President or by a delegated administrator.

ARTICLE 20: All actions of the association, all powers and procurations, all commitments, engagement and dismissal of agents and employees of the association, unless otherwise delegated by a special meeting of the Executive Committee, are to be signed by two administrators; they are not required to refer to any prior decision of the Executive Committee when so disposing.

CHAPTER IV: GENERAL ASSEMBLY

ARTICLE 21: The General Assembly is the sovereign body of the association.

It consists of delegates of the Full Members, Corresponding Members and Observers. Only the first of these have the right to vote.

The following principal items are reserved to the competence of the General Assembly: 1) modifications to the statutes; 2) nomination and dismissal of administrators of the Executive Committee and their function; 3) approval of budgets and accounts; 4) the voluntary dissolution of the association; 5) admission, dismissal and exclusion of members; 6) decisions which are beyond the legal and statutory competence of the Executive Committee, including the general policy of the association; 7) the establishment of Internal Regulations.

ARTICLE 22: There should be at least one ordinary General Assembly each year, in Spring. The General Assembly may be convened in addition as many times as its proper purposes require, and at any time when requested by one third of the delegates. General Assemblies will be held at the time, date and location specified in the notice convening the meeting. All delegates must receive the notice convening the meeting.

ARTICLE 23: The Executive Committee convenes the meeting by email addressed to each member at least one month before the meeting.

The notice of meeting includes the agenda; the General Assembly can only consider items on this agenda.

ARTICLE 24: The General Assembly is chaired by the President of the Executive Committee or failing him or her, by the Vice-president or by an administrator appointed by the other administrators.

ARTICLE 25: The right to vote in the General Assembly is a function of the number of the Full Members represented by the delegates. Each Full Member is represented by two delegates who must be members of the organisation in accordance with Article 5 above.

Delegates in each country share votes between them; the number of votes is equal to the number of countries represented by the delegates except where a country is represented by more than one association, in which case the vote is apportioned by the number of associations.

Présidents d'honneur do not have the right to vote.

The minutes of each General Assembly must contain a list of the members present at the meeting and the number of votes assigned to each member from the countries represented at the General Assembly.

A delegate has the right to attend and participate in the General Assembly either in person or represented by another delegate.

ARTICLE 26: The General Assembly is quorate however many delegates are present or represented, and its decisions are taken by simple majority of votes. In the event of a tie, the President has a casting vote,

By way of derogation from the previous paragraph, Assembly decisions on modifications to the statutes, admission and exclusion of associates or voluntary dissolution of the association must be taken on the basis of conditions set out below in accordance with the principles of Belgian law and in particular the Belgian law governing not-for-profit bodies.

Notices convening General Assemblies called in order to modify the statutes must be issued at least one month before the proposed meeting; they must show expressly the intention of the proposed modifications, the Articles to be modified and the new proposed text; the General Assembly can only deliberate on such matters if two-thirds of the members are present or represented and no modification can be adopted without a three-quarters majority; if a first General Assembly fails to get the required quorum, a further General Assembly will be convened with at least two weeks' notice, and the notice convening it must repeat the proposed modifications in accordance with the requirements already listed and confirming that the procedure already outlined has been followed; this new General Assembly has the power to vote on the proposed

modifications however many members are present or represented as long as it represents two thirds of the votes of the members.

The exclusion of a Member can only be effected by a three-quarters majority of votes in the General Assembly.

The voluntary dissolution of the association must be preceded by a General Assembly convened expressly for this purpose with at least one month's notice, and at which at least two thirds of the members are present or represented.

The decision must be adopted by a three quarters majority of the delegates present or represented.

This decision is not subject to judicial approval. If this first Assembly is not quorate, a new General Assembly will be convened with at least two weeks' notice; the notice convening the meeting must state that the procedure above has been followed; the second General Assembly is empowered to vote for the proposed liquidation however many members are present or represented, as long as it represents two thirds of the votes of the members.

ARTICLE 27: Decisions of the General Assembly are noted in a special register, signed by the President and the Secretary, and by any delegates who request it kept at the registered office of the association where any interested parties may consult it without removing it. If these interested parties are not delegates, permission to show the register is subject to the prior written authorisation of the Executive Committee which is not required to give any reason for its decision.

Existing copies of these minutes are signed by the President, an administrator-delegate or two administrators.

CHAPTER V: BUDGETS AND ACCOUNTS

ARTICLE 28: Each year on 31 December, the annual accounts will be closed and the budget for the following year will be opened.

Both are subject to the approval of the Spring General Assembly.

CHAPTER VI: DISSOLUTION, LIQUIDATION

ARTICLE 29: In the event of voluntary dissolution of the association, the General Assembly meeting in accordance with the requirements as to quorum and majority covered in Article 26 above will announce it, appointing one or more liquidators and determining their powers in respect of meeting liabilities. Any assets must be assigned to objectives as close as possible to those of the association being dissolved. In the event of a legal dissolution, this will be followed by a General Assembly of associates convened to the same end by the liquidator(s).

ARTICLE 30: Any clause in these statutes which is not in accordance with the Belgian Law of 2 May 2002 is regarded as null and void.

Any item not covered by these Statutes and in particular items to be announced in the Belgian official gazette (Moniteur Belge) will be subject to the same legislation.