

Articles of the NPLD International Association in Belgium

Preamble

The Network to Promote Linguistic Diversity (NPLD) is a pan European network which was established in 2007 and has its remit the promotion of linguistic diversity throughout Europe. Its members include governments, governmental organisations, NGO's, Universities and other language related organisations. In 2012, NPLD established itself as a not-for-profit company limited by guarantee under UK law based in Cardiff. In 2016, NPLD is moving its office to Brussels and establishing itself as an International Association under Belgian law. The attached Articles of Association are the Articles for this International Association.

At the moment of registration of the NPLD in Belgium, the Network is composed of the following members:

FULL MEMBERS 2016

1. Autonomous Region of Friuli Venezia Giulia
2. Government of Basque Country
3. Government of Bizkaia
4. Government of Catalonia
5. Government of Corsica
6. Government of Galicia
7. Government of Ireland and the Irish Institute of Language (Foras Na nGaeilge)
8. Government of Navarre
9. Government of Valencia
10. Government of Wales
11. Province of Friesland
12. Province of Trento -Fassa Valley
13. Public Office for the Breton Language
14. The Swedish Assembly of Finland - Folktinget

ASSOCIATE MEMBERS 2016

1. Aurten Bai
2. Bangor University (Prifysgol Bangor)
3. Cardiff University (Prifysgol Caerdydd)
4. Conseil Général du Finistère
5. Convergència Occitana
6. Cornish Language Partnership
7. Cwmni Iaith
8. EBLT (Europeesk buro foar lytse talen)
9. Fryske Akademy
10. Glor Na nGael
11. Hecla Consulting
12. Institut Estudis Occitans
13. Macedonian in Greece -EDESSA
14. Mentrau Iaith Cymru
15. Noregs Mallag
16. Soillse and University of Highlands and Islands
17. Soziolinguistika Klusterra
18. Stockholm University
19. The Archives of the Sweden Finns
20. Trinity St David's College (Coleg y Drindod Dewi Sant)
21. URDD
22. Welsh National College (Coleg Cymraeg Cenedlaethol)

Network to Promote Linguistic Diversity ASBL
Rue de la Pépinière / Boomkwekerijstraat 1, 3, 1000 Brussels

On 27th May 2016,

1. Patxi BAZTARRICA GALPARSORO, representative of the Government of the Basque Country, with registered office at Donostia-San Sebastián, 1 -01010 -Vitoria-Gasteiz, Spain;
2. Alex RIEMERSMA, representative of the Province of Friesland, with registered address at P.O. BOX 20120 NL-8900 HM Leeuwarden/Ljouwert, The Netherlands;
3. The Swedish Assembly of Finland / Svenska Finlands Folkting (Folktinget), with registered office at Snellmans-gatan 13A -00170 Helsingfors, Finland, represented by Markus ÖSTERLUND;
4. The Government of Bizkaia / Euskara eta Kultura Saila -Bizkaiko Foru Aldundia, with registered office at Alda Rekalde, 30 48009-Bilbao, Spain, represented by Lorea BILBAO IBARRA;
5. The Government of Corsica / Cullettività Territoriale di Corsica, with registered office at 22 Cours Grandval BP215, 20187 Ajaccio Cedex-1, France, represented by Toussaint MARIANI;
6. The Government of Navarre / Euskarabidea Euskararen Nafar Institutua, with registered office at Yanguas y Miranda, 27 11 -31003 Pamplona, Spain, represented by Mikel ARREGUI PÉREZ;
7. The Government of Valencia, with registered office at Av. Campanar, 32 -46015 Valencia, Spain, represented by Rubén TRENZANO;
8. The Public Office for the Breton Language / Ofis Publik ar Brezhoneg, with registered office at 32, strada ar Merzherien_des Martyres, 29270 Karaez Carhaix, France, represented by Lena LOUARN;
9. Aurten Bai, with registered office at Zornotzako Barnetegia Larra Auzoa z/g E-48340 Amorebieta, Bizkaia, Spain, represented by Mikel ETXEBARRIA ETXEITA;
10. The Welsh National College / Coleg Cymraeg Cenedlaethol, with registered office at Y Llwyfan Heol y Coleg Caerfyrddin Cymru, Wales, SA31 3EQ, United Kingdom, represented by Rhian JONES on behalf of Dafydd TRYSTAN;
11. Convergencia Occitana, with registered office at 11 Carrièra Malcosinat 31000 Toulouse, France, represented by Jocelyn ICART;
12. Europeesk Buro Foar Lytsen Talen (EBLT), with registered office at Fryske Academy, Poelestraat 8 -8911DX, Leeuwarden, The Netherlands, represented by Froukje DE JONG-KRAP;
13. Foras Na nGaeilge / Irish Institute of Language, with registered office at 7 Cearnóg Mhuirfean, Baile Átha Cliath 2, Dublin, Ireland, represented by Seán Ó COINN;
14. Fryske Academy, with registered office at Doelestraat 8 -8911DX Leeuwarden, The Netherlands, represented by Cor VAN DER MEER;

15. Glór Na nGael, with registered office at Ráth Chairn Athboy, County Meath, Ireland, represented by Marcas MAC RUAIRÍ;
16. Bangor University / Prifysgol Bangor, with registered office at Ffordd y Coleg Bangor LL57 2DG, Bangor, United Kingdom, represented by Aled L. JONES;
17. Soillse and University of Highlands and Islands, with registered office at UHI 12b Ness Walk, Inverness, Inverness-shire IV3 5SQ, United Kingdom, represented by Conchúr Ó GIOLLAGÁIN;
18. Soziolinguistika Klusterra, with registered office at Martín Ugalde Kultur Parkea - 20140 Andoain, Guipuzkoa, Spain, represented by Imanol LARREA MENDIZÁBAL;
19. Stockholm University, with registered office at Institutionen för Slaviska och Baltiska språk, Finska, Nederländska och Tyska, Stockholms Universitet, SE-106 91 Stockholm, Sweden, represented by Jarmo LAINIO;

have agreed to found a non-profit association according to the law of 27 June 1921 on the non-profit associations, the international non-profit associations and the foundations (hereinafter referred to as the "**Law of 27 June 1921**"), the articles of association of which (hereinafter referred to as the "**Articles of Association**") have been determined as follows:

Articles of Association

Article 1. **Name, registered office address and duration**

1.1. Name

The name of the non-profit association shall be "**Network to Promote Linguistic Diversity**" or abbreviated "**NPLD**" (hereinafter referred to as the "**Association**").

1.2. Registered office address

The registered office of the Association shall be located at Rue de la Pépinière / Boomkwekerijstraat 1, 3, 1000 Brussels, Belgium, in the legal district of Brussels.

1.3. Duration

The Association is incorporated for an indefinite term.

Article 2. **Goal**

- 2.1. The goal of the Association is to be a voice for and to represent and promote linguistic diversity in Europe.
- 2.2. To accomplish this goal, the Association will (i) exchange information and experience regarding policy making on linguistic diversity at the European, national and regional level of governance, (ii) promote understanding, collaboration and partnerships in the linguistic diversity and (iii) seek greater international recognition of the importance of the contributions made by the Members (as defined below) to promote linguistic diversity. The Association will promote language learning and educational and training matters in the context of constitutional, regional and small-state languages in order to extend the potential of bilingualism and multilingualism in Europe. The Association will also provide a range of learning experiences for its Members.

- 2.3. In addition to the abovementioned activities, the Association can develop all activities which, directly or indirectly, contribute to the abovementioned non-profitable goals of the Association, including, within the legally prescribed limitations, incidental commercial and profitable activities of which all the profits will always be reserved for the realisation of the non-profitable objectives.
- 2.4. To accomplish the abovementioned goals, the Association has set up a set of internal rules, that will at all times guide the Association's activities in any matters not expressly regulated by these Articles of Association and to the extent that they are not in contradiction with the provisions of the Law of June 27, 1921. These internal rules consist of Statutes (*Annex 1*), Standing Orders (*Annex 2*) and Financial rules (*Annex 3*), and determine the different managing bodies of the Association (i.e., as mentioned below, the General Assembly Meeting (as defined below), the Steering Committee and the Chairs Committee – in these Articles of Association called the **Board of Directors**), and their respective powers in further detail.

Article 3. Membership

The Association is composed of two categories of members, i.e., (i) full members and (ii) associate members (hereinafter jointly referred to as the "**Members**"). The number of Members is unlimited and shall in no event be less than three (3).

3.1. Full members

National governments, regional governments/authorities and officially recognised language planning boards can only be accepted as full members. Local authorities, non-governmental organisations (hereinafter referred to as "**NGOs**"), research centres, universities, umbrella organisations and other groups, as defined by the general meeting of the Members (hereinafter referred to as the "**General Assembly Meeting**"), can be accepted as full members following a recommendation to the Steering Committee by the Chairs Committee.

3.2. Associate members

Local authorities, NGO's, research centres, universities, umbrella organisations and other groups, as defined by the General Assembly Meeting, can be accepted as associate members.

3.3. Application

A candidate-Member shall deliver a written and signed application for membership in the determined form, for the attention of the Steering Committee, that will decide whether the application is provisionally accepted. The application for membership has to be finally approved by the General Assembly Meeting.

3.4. Annual membership fee

- 3.4.1. Each Member shall pay to the Association an annual membership fee, which becomes payable on the first of January of each year.
- 3.4.2. The amount of the annual membership fee shall be determined, on a yearly basis, by the General Assembly Meeting, but may not exceed 35,000 EUR for full members and 4,000 EUR for associate members.

3.5. Resignation

The Members are free to withdraw from the Association at any time by handing in their resignation in writing provided their annual membership fee has been paid.

3.6. Suspension or expulsion of a Member

- 3.6.1. A Member deemed to cause damage to the interests of the Association can be suspended or expelled by the General Assembly Meeting, deciding with a double majority of two thirds of the votes cast. The suspended or expelled Member shall have the right to present its defence beforehand and the right to be heard during the General Assembly Meeting.
- 3.6.2. The suspended or expelled Member shall be notified of the decision of the General Assembly Meeting.

Article 4. Managing bodies

The managing bodies of the Association are:

- (i) the General Assembly Meeting;
- (ii) the Steering Committee; and
- (iii) the Chairs Committee (in these Articles of Association called the **Board of Directors**).

4.1. General Assembly Meeting

4.1.1. Composition

The General Assembly Meeting shall consist of all full members and all associate members, whereby the full members present shall have two thirds of the value of the total vote, and the associate members present shall have one third of the value of the total vote, according to the voting procedures set out in the Standing Orders of the Association. These voting values shall apply to the majority requirements applicable to the General Assembly Meeting pursuant to these Articles of Association.

4.1.2. Powers

The General Assembly Meeting has all powers explicitly conferred to it by the Law of 27 June 1921, these Articles of Association and the Statutes of the Association, which in any event include the right to:

- (i) amend the Articles of Association;
- (ii) appoint and dismiss the directors (i.e., appointing and dismissing the Chair and Vice Chairs);
- (iii) appoint and dismiss a statutory auditor and fix his remuneration;
- (iv) grant discharge to the directors and the statutory auditor if appointed;
- (v) approve the annual accounts and the working budget;
- (vi) dissolve the Association;
- (vii) accept Members (including whether Members should become full or associate members), dismiss, suspend and expel a Member;
- (viii) to the extent necessary, approve the Association's internal rules and the modifications thereof; and
- (ix) convert the Association into a company with a social objective.

4.1.3. Meetings

The General Assembly Meeting shall be convened on an annual basis by the Chairs Committee (in these Articles of Association called the Board of Directors). Convocations are sent at least sixty (60) days in advance of the General Assembly Meeting by letter or electronic mail. At any time, the Association can be convened for an extraordinary General Assembly meeting at the decision of the Chairs Committee (in these Articles of Association called the Board of Directors), which is required to do so upon the request of at least one fifth (1/5) of the Members, in which case the convocation must be sent thirty (30) days prior to the meeting.

4.1.4. Quorum and majority requirements

Without prejudice to any more stringent requirements set out in the Law of 27 June 1921 or these Articles of Association, (i) the General Assembly Meeting can only deliberate validly if half of the full members and one third of the associate members are present and (ii) the General Assembly Meeting takes legitimate decisions with a simple majority of the votes.

Decisions with regards to modification of the Articles of Association, acceptance, dismissal, suspension or expulsion of Members or voluntary dissolution can only be taken with a double majority of two thirds of the votes cast.

Decisions with regards to modification of the object can only be taken with a double majority of four fifths of the votes cast.

4.1.5. Minutes

The minutes of the General Assembly Meeting shall be signed by the person chairing the meeting and kept at the disposal of the Members in a separate file at the registered office of the Association. A copy of the signed minutes shall be sent to the Members and any third parties involved.

4.2. The Steering Committee

4.2.1. Composition

All full members of the Association have the right to be members of the Steering Committee. A third of the Steering Committee will also consist of associate members. The associate members will elect associate members to represent them at the Steering Committee along with two substitutes. They will be elected for a period of two (2) years and can be re-elected twice.

4.2.2. Powers

The Steering Committee is responsible for:

- (i) preparatory work for the meetings of the General Assembly Meeting;
- (ii) the preparation of the working programme;
- (iii) the financial management;
- (iv) engaging personnel;
- (v) drawing up standing orders; and
- (vi) the examination of application for membership, and proposing new members to the General Assembly Meeting.

4.2.3. Meetings

The Steering Committee will meet at least twice a year.

4.2.4. *Quorum and majority requirements*

Decisions will be taken on the basis of a simple majority. In case of a tied vote, the person chairing the meeting will have the deciding vote.

4.2.5. *Minutes*

The minutes of the Steering Committee shall be signed by the person chairing the meeting and kept at the disposal of the Members in a separate file at the registered office of the Association. A copy of the signed minutes shall be sent to the Members and any third parties involved.

4.3. **Chairs Committee (hereinafter referred to as the "Board of Directors")**

4.3.1. *Composition*

The Board of Directors (in the Statutes of the Association called the Chairs Committee) shall consist at least of three (3) directors, of which one (1) Chair and two (2) Vice Chairs. However, if and so long as there are only three (3) Members, the Board of Directors shall validly consist of only two (2) directors, i.e., one (1) Chair and one (1) Vice Chair. They are appointed by the General Assembly Meeting (deciding pursuant to the quorum and majority requirements set out in article 4.1.4 of these Articles of Association), from the candidates proposed by the Members from among the members of the Steering Committee for a term of three (3) years as regards the Chair and a term of two (2) years as regards the Vice Chairs. Both the Chair and the two Vice Chairs can be re-elected, it being understood that their total term may not exceed six (6) consecutive years. The Chair and at least one of the Vice Chairs shall be a representative of a full member.

4.3.2. *Powers*

The Board of Directors shall have all powers necessary to pursue the goals of the Association, and to carry out all management actions, with the exception of the powers reserved to the General Assembly Meeting and the Steering Committee by the Law of June 27, 1921, by these Articles of Association and the Statutes and Standing Orders of the Association.

These powers shall, in any event, include:

- (i) convening the General Assembly Meeting (which is also required upon the request of one fifth (1/5) of the Members);
- (ii) including an item on the agenda of the General Assembly Meeting upon the proposal signed by at least one twentieth (1/20) of the Members;
- (iii) keeping the register of the Members;
- (iv) receiving the resignation of Members;
- (v) drawing up the annual accounts and the working budget to be submitted to the General Assembly Meeting for approval; and
- (vi) filing the annual accounts with the National Bank of Belgium.

4.3.3. *Meetings*

The Board of Directors shall meet at least three times (3) a year or whenever convened by the Chair of the Association.

4.3.4. *Quorum and majority requirements*

3/ *Financial rules.*