

## **CHAPTER I: NAME, SEAT and DURATION**

### Article 1: Name

The association, which is non-profit making, is called Cultural Innovators Network (abbreviated: CIN).

Cultural Innovators Network is governed by the present Statutes, and for all matters not covered by the present Statutes, by the provisions of title III of the Belgian law of 27 June 1921 on non-profit making associations, on international associations without a lucrative objective and foundations, as amended by the act of 2nd May 2002.

### Article 2: Registered address

The registered address of the association is established at Goethe-Institut Brüssel, Rue Belliard 58, 1040 Bruxelles.

They may be transferred to another location in Brussels by decision of the general assembly empowering the Steering Committee to change address. This decision should be communicated within a month to the Federal Justice Services and published in the annex to the Belgian official gazette.

The association can have a secretariat or office in any place of its choosing, in Belgium or abroad, by decision of the general assembly.

### Article 3: Duration

The association is set up for an indefinite period.

## **CHAPTER II : PURPOSE OF ASSOCIATION, OBJECTIVES AND ACTIVITIES, DONATIONS**

### Article 4 : Purpose and priorities

The Cultural Innovators Network is a transnational network which aims to promote cultural experimentation and innovation across borders, and sees creativity as a fundamental component of change.

The network is unique in bringing together cultural innovators from overlapping domains and sectors – including media, performing arts, visual arts, literature, design, social enterprise, active citizenship and peace work – and facilitating their creative collaboration and mutual learning.

In order to further its objectives, the Cultural Innovators Network can carry out artistic, cultural and societal projects, activities, events research and publications in any country.

#### Article 5 : Independence

Cultural Innovators Network is independent and autonomous of all governments, political institutions and financial interests.

#### Article 6 : Partnership

Cultural Innovators Network can work in partnership with external organisations, institutions, individuals and groups to further its aims and objectives.

### **CHAPTER III : MEMBERSHIP**

#### Article 7: Membership

Membership is free and open to all individuals active and organisations based in a Euro-Mena country, who support the objectives and moral code of the association.

Cultural Innovators Network does not discriminate based on gender, religious, racial, ethnic or political grounds: membership is open to all.

Membership has no age limit.

#### Article 7.1: Responsibilities of members

Members of Cultural Innovators Network are required to act in accordance with these statutes, respect the moral code of the Association, respect other members of the Network.

Members are expected to be active in proposing initiatives, supporting projects, sharing their experience and learning in the Network. Members have a responsibility to vote, represent the network publically, report and share their personal and collective achievements and activities in the network.

Each CIN member is an ambassador of CIN in her/his public appearance, each CIN member supports and promotes the vision of the Network.

Members strictly maintain the secrecy and confidentiality of the information gained in confidence from other bodies and individuals as part of their membership of CIN.

#### Article 7.2: Termination of Membership

Membership can be terminated by an individual or organisation of their own will by writing to the Committee, by letter or any other means of written communication, giving 3 months' notice of termination.

The termination of membership will be effective one month after the date of the letter announcing the termination.

Membership can be terminated by the Committee if the member is found to be acting in disregard of the objectives or moral code of Cultural Innovators Network or these statutes.

A suspended member will be informed of this decision and will have the right to defend him or herself by written letter to the secretary. The secretary must bring this letter to the attention of the General Assembly which will confirm the exclusion by a majority of two thirds of the present or represented full members.

The exclusion of a member automatically entails his or her withdrawal from the association.

The members of the association do not take on any personal obligation through their involvement in the association and are responsible only for the execution of their mandate.

### **CHAPTER IV: BODIES OF THE ASSOCIATION**

The structure of Cultural Innovators Network is composed of the two following bodies :

- the General Assembly,
- the Steering Committee.

### **CHAPTER V : GENERAL ASSEMBLY**

#### Article 8 : General Assembly

The General Assembly is the highest governing body of the association, composed of all members and is presided over by chair of the steering committee.

The General Assembly is validly constituted no matter the number of members present or represented.

A member can be represented by another member at the general assembly, but each member can only represent one other member.

Each member has the right to one vote only.

The Assembly decides by a simple majority on the following matters:

- Elects the members of the steering committee ;
- Approves the accounts for the previous year and the budget for the coming year ;
- Approves the workprogram for the coming year for the Cultural Innovators Network ;
- Establishes priorities for the development of the network and a strategic plan.

The General assembly also has the power to decide on the following matters by majority of two thirds (2/3):

- Modification of the statutes ;
- Dissolving the association ;
- Expelling members,
- Establishing a new legal structure or regional hub of Cultural Innovators Network,
- A vote of no confidence in the steering committee or one of its members.

The quorum needed for decisions of the Assembly is sixty per cent (60%) of the membership. If after 1 hour of the beginning of the meeting the quorum is not present, a new general assembly without need for quorum can be convened immediately.

One (1) month notice must be given to all members of General Assembly meetings by electronic messages or post.

#### Article 8.1

The General Assembly meets once a year convened by the Steering Committee at least three months in advance, by letter, fax, electronic message or any other written form of communication, with an agenda and indication of the date, time and place of the meeting. This meeting General Assembly will normally take place during an annual CIN Forum.

The minutes of the General Assembly are signed by the co-chairs and the person who drafts them. They are kept in a special register at the headquarters of the association, and on an internal and secure website, and which may be consulted by all members.

An emergency meeting of the General Assembly (which may take the form of an online vote) can be called by twenty (20) members of the association, or sixty (60%) of the membership, whichever is lower.

## **CHAPTER VI : STEERING COMMITTEE**

### Article 9: Steering committee

The general assembly elects the steering committee through an electronic vote of all members. The steering committee should have a minimum of five (5) members, and should be composed of an odd number of members.

Half plus one of the committee members will be up for re-election each year, and new committee members are elected for a two year period. Committee members can stand for up to two consecutive terms.

In case of a absence during a mandate, the Steering Committee may provisionally designate a replacement who will fulfil the mandate of the person he or she is replacing.

The committee will appoint three of its members to act as chair, vice-chair and treasurer of the association.

The powers and responsibilities of the Committee are as follows:

- To coordinate fundraising amongst member entities and to seek, manage and maintain core funding for the functioning of the network and project funding, including overseeing the correct administration of the international legal association of Cultural Innovators Network

- To prepare the annual general forum

- To ensure the circulation of information amongst the network of activities of its members, opportunities and to consult members on the future activities

- To oversee the creation of regional and local CIN legal entities where necessary

- To agree on the inclusion of new members and termination of membership where necessary

To establish working groups of members on thematic or issue based grounds, to allocate resources to these working groups where those resources exist, and to ensure that working groups respect a calendar for reaching conclusions to their work

The Committee should ensure the inclusive, democratic and networked nature of CIN, seeking to engage members in decision making where decisions directly affect them

The Committee should ensure that individuals, projects, initiatives and organisations using the CIN name respect the objectives, moral code and constitution of CIN, and take appropriate action where this is not the case.

In order to fulfil these responsibilities the Committee may recruit or appoint individuals to run Cultural Innovators Network on a day to day basis and fulfil specific operational tasks.

The Steering Committee establishes all the internal regulations that it judges necessary.

The Steering Committee may delegate its powers to one of its members or even, in compliance with these statutes, to a third party.

The delegation is to be done by a mandate or by the creation of a body to conduct daily management.

The administrative body may delegate its power of representation to one of its members or even, in compliance with these statutes, to a third party.

The Steering committee meets at least twice a year, or by convocation of the President or at least two of its members.

The convocation may be sent by letter, fax, electronic message or any other form of written communication.

The steering committee may validly deliberate only if at least five of its members are present or represented.

An administrator may be represented by another administrator, who cannot represent more than one other person.

The resolutions of the Steering Committee are taken by simple majority or the administrators present or represented. In the case of a tie, the President, or his or her deputy, decides.

Each meeting is the subject of a report which is signed by the President or by two other administrators and entered into the register reserved for that purpose.

These minutes should be communicated to the members and count as notifications of the decisions taken.

The extracts which must be produced, as with all other acts, are validly signed by the president or by two administrators.

In case of a conflict of financial interest of any administrator, directly or indirectly with the association, he or she must notify the steering committee immediately. The administrator who has this conflict of interest should leave the meeting during the discussion and decision of the Committee of the matter.

Resolutions of the Steering Committee are kept in the register signed by the president at by at least one other administrator and kept by the secretary at the headquarters of the association, available for all members.

Article 10 : Decision making – representation of the association with regards to third parties and the law

Cultural Innovators Network is committed to open and participative decision making.

The Steering Committee should ensure that members are involved in decisions

concerning them, and members have a responsibility to participate in both physical and online votes and consultations. The designing of the work program, projects and other initiatives of the network should also follow a principle of transparency and collaboration.

Votes of the general assembly should take place online using a secure and private voting mechanism which ensures the anonymity of voters and the principle of one vote per member.

Any act which legally commits the association must be signed by two members of the Steering Committee (including contracts and transfer of funds).

Any decision to initiate legal action or defend a legal claim has to be followed closely by the Steering Committee.

Acts relating to the nomination, to the revocation and to the ceasing of the functions of the persons empowered to represent the international association without a lucrative objective, established according to the law, should be communicated to the Federal Justice Public Service in order to be put in the dossier and published, at the cost of the association, in the Annexes of the Moniteur belge.

## **CHAPTER VII: FISCAL YEAR and FINANCIAL MANAGEMENT**

Article 11: Budget and accounting – Fiscal year – Annual accounts

The fiscal year runs from 1 January to 31 December, when the annual accounts are closed.

The Steering Committee may nominate an auditor, whose mandate lasts for three (3) years and may be renewed. The accounts are communicated to the competent authorities.

11.1 CIN can seek and accept funding and resources from its membership, public institutions, private foundations, private donations and sponsors and in-kind support as long as it does not compromise the independence of the association in accordance with article 5

The fiscal year starts from 1st January and finishes the 31st December. The first fiscal year will begin with the signature of these statutes and will end the 31st December 2015.

Following Article 53 of the law, the annual accounts of the previous fiscal year and the budget for the following year are established by the Steering Committee each year and submitted to the General Assembly at its next meeting for approval.

The accounts are to be sent, in accordance with article 51 of the law, to the Federal Justice Public Service.

## **CHAPTER VIII: MODIFICATION OF THE STATUTES – DISSOLUTION – LIQUIDATION**

Without prejudice to Article 50 §3, 55 and 56 of the law on non-profit associations, international non-profit association and foundations, any proposal concerning an amendment of the statutes or the dissolution of the association must be proposed by twenty per cent (20%) of the Cultural Innovators Network or the Steering Committee and by the subject of an online vote of the General Assembly.

The Steering Committee must bring to the attention of the members of the association the date of the meeting of the General Assembly which will decide on the proposal at least one month before. The notice may be done by letter, fax, electronic message or any other form of written communication. The General Assembly cannot validly deliberate on the proposed amendment or the dissolution of the association, unless at least two thirds of the members are present or represented; No decision will be adopted will be adopted if it is not voted by at least three fifths of the half of members present or represented.



However, if the General Assembly does not bring together more than two thirds of the members, a new meeting will be convened to definitively and validly decide by majority of half of the votes, regardless of the number of members present or represented, within six months following the first meeting.

Changes to the objects of the association will not take effect until approved by Royal Decree and published in accordance with Article 50 of the Law of 27 June 1921.

The General Assembly should determine the method of dissolution and liquidation of the association.

The Cultural Innovators Network can be dissolved by decision of the general assembly, or when there are no remaining members

All financial and material resources of the Cultural Innovators Network will be donated to a non-profit association, charity, movement or foundation working across the Mediterranean on cultural, social or political issues closely in line with the objectives of Cultural Innovators Network.

## **CHAPTER IX : GENERAL PROVISIONS**

Everything that is not foreseen by these statutes and in particular the publications to be made in the Annexes of the Moniteur belge, shall be settled in accordance with the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, non-profit international associations and foundations.

### Article 12: Regional Hubs

Cultural Innovators Network may establish other associations as regional hubs in the geographical areas of its activities at the initiative of the Steering Committee, with the approval of the General Assembly. The Steering Committee takes responsibility for ensuring the statutes and decision-making structures of such regional hubs respects and maintains the unity of the Network and its principles and objectives.

The International association may collaborate on an ongoing basis with its regional hubs in operational and financial matters to further its objectives and realise its activities.

### Article 13. Communications

The International language of communication within the CIN is English. The second languages are considered all national languages in the countries of operation.

#### Article 14 : Modification of the statutes

A change to this constitution can be proposed by twenty percent (20%) of the members of the association or by the Steering Committee and put to a general online vote of the general assembly.

#### Article 15

These articles of association shall exist in both the English and French languages. In the event of any differences in interpretation, the French text shall prevail.