



NISE vzw
Lange Leemstraat 26
BE 2018 Antwerp, Flanders region (Belgium)
Company registration number 0504 954 878

ARTICLES OF ASSOCIATION

The meeting of the General Assembly of 27 May 2021, validly convened online and possessing the necessary numbers in terms of attendance and majority, decided in its meeting to amend the articles of association drawn up and signed in Barcelona on 23 May 2012, following the resolution in principle on this matter by the meeting of the General Assembly of 27 May 2019 in Warsaw, to the following text.

Section I The association

Article 1 Name and location

The micro-vzw (micro non-profit organisation) hereinafter referred to as 'the association', bears the name: "National movements and Intermediary Structures in Europe", and abbreviated as "NISE". It has its registered office at Lange Leemstraat 26 at 2018 Antwerp, located in the Flanders region, judicial district of Antwerp. The association is established for an indefinite period of time, but can be terminated at all times.

Article 2 Purpose and tasks

The association's disinterested purpose is to provide an international platform and a historiographic, heuristic and archival working tool for scientific, comparative research on national movements in Europe. This description is not restrictive.

The association's activities are complementary and comprise, among others:

- the establishment of an international network of heritage and research institutes.
- the development, expansion and management of a central database.
- the organisation of scientific meetings (conferences, workshops, seminars, etc.).
- the stimulation, guidance, coordination and execution of scientific research.
- the development of the heritage helpdesk function and the realisation of archival action plans.
- the publication of results by traditional means (books, brochures, periodicals) and electronic means (website, newsletter, etc.).

The description of these activities is not restrictive.

Article 3 Members

The vzw (non-profit organisation) consists of active and associate members. These may be either natural persons or legal entities, as well as natural persons who represent a legal entity, whether or not ex officio. The members of the General Assembly and the Governing Board are active members. All other members are associate members.

The number of members shall not be less than seven (7). The acceptance of new members is decided by the Governing Board with the exception of those appointed ex officio as specified in Article 7. Members who resign must notify this in writing to the chairperson of the association. Members shall not be paid any fee.

Article 4 Bodies

The association has 3 (three) governing bodies: the General Assembly the Governing Board and the Executive Committee. There are also operational bodies: the Members' Council, the Bureau and the scientific and heritage bodies (the Advisory Board, the Core groups and the Work groups).

Article 5 Responsibilities

The Governing Board is accountable to the General Assembly for all governing matters. The Executive Committee is accountable to the Governing board. The operational bodies have no governing responsibilities.

Section II General Assembly

Article 6 Powers and duties

The General Assembly exclusively exercises the powers laid down by Belgian legislation on non-profit organisations. The General Assembly supervises the actions of the Governing Board and all other bodies. It evaluates the policy and decision process of the Governing Board.

The General Assembly has the exclusive authority to:

- amend the articles of association.
- appoint and dismiss members of the Governing Board (except for ex officio members).
- review all acts of the Governing Board.
- review the association's budget and annual accounts.
- grant discharge to the members of the Governing Board.
- exclude members.
- dissolve the association.
- convert the association into a social profit organisation.
- act in all matters required by law or the articles of association.

Article 7 Membership and meetings

The General Assembly consists of at least 7 (seven) and at most 8 (eight) active members, i.e. 4 (four) ex officio members and at least 3 (three) and at most 4 (four) other members.

The ex officio members are: the chairperson of the ADVN/archive for national movements, the director of the ADVN/archive for national movements, the NISE administrator and the NISE financial manager. The other members are put forward by the Governing Board, on the recommendation of the Members' Council.

The body meets at least once a year, before the annual meeting of the Members' Council, at an Ordinary meeting of the General Assembly. Invitations are sent by (digital) letter at least three weeks prior to the meeting. An Extraordinary meeting of the General Assembly is held for matters, and under specific conditions, as specified in the Internal Regulations.

Article 8 Decision process and procedures

The General Assembly may reach resolutions outside of the agenda specified in the notice convening the meeting at the request of one or more attending members and with the approval of two-thirds of the attending members.

The members may be represented at the meeting by another member. In this case the represented member must authorise his/her representative in writing. If the proxyholder already has a proxy, his/her additional proxies shall become open proxies.

With a view to information and advice, external persons may be invited ex officio or ad hoc to

participate (without voting rights) in (part of) the meetings of the General Assembly. All resolutions are recorded in the minutes of the meeting in question. The members of the General Assembly receive these minutes within six weeks after the meeting. Association members and third parties with a legitimate interest are allowed to request a copy of the resolutions of the General Assembly.

Section III Governing Board

Article 9 Powers and duties

The Governing Board manages the association's affairs and represents it judicially and extra-judicially, without additional authorisation of the General Assembly. It shall be authorised for all matters, including acts of disposal, and for everything that is not expressly reserved by law and by the articles of association to the General Assembly. In this sense, it may perform all movable and immovable acts necessary and useful for the realisation of the association's purpose. The Governing Board shall act as claimant and defendant in all legal actions and shall decide on the use of legal remedies. The Governing Board shall have the following decision-making powers:

- draw up change proposals in the articles of association.
- draw up Internal Regulations as specified in Article 19.
- instruct and monitor the Executive Committee.
- close the accounts of the past financial year and draw up the budget for the subsequent financial year.
- draw up the annual report of the past year and an action plan for the subsequent year.
- accept and suspend members of the association.
- exercise all other powers.

The Governing Board delegates the performance of urgent, daily and/or purely operational actions and tasks to the Executive Committee.

The Governing Board submits all its resolutions to the General Assembly for approval. At the annual Ordinary meeting of the General Assembly, the Governing Board shall, within six months after the closing date of the financial year, submit the annual accounts and the annual report of the past (financial) year for approval.

A provisional budget and action plan for the subsequent (financial) year are provided digitally and submitted for approval to the members of the General meeting no later than 1 December of the preceding year. The amended budget and action plan are submitted for approval at the Ordinary meeting of the General Assembly of the current year.

Article 10 Membership and meetings

The Governing Board consists of at least 5 (five) and at most 7 (seven) members. There are 4 (four) ex officio members and at least 1 (one) and at most 3 (three) other members. The ex officio members are: the chairperson of the ADVN/archive for national movements, the director of the ADVN/archive for national movements, the NISE administrator and the NISE financial manager. The other members are elected by and from the General Assembly.

The Governing Board elects the following officers from among its members: a chairperson, a secretary and a treasurer. Ex officio members cannot be elected as chairperson.

The members of the Governing Board may resign at any time by notifying the chairperson in writing. They may be dismissed at any time by the General Assembly subject to a two thirds majority. In the case of ex officio members, a deputy is appointed by ADVN.

The members of the Governing Board may be represented at meetings by another member. In this case the represented member must authorise his/her representative in writing. If the proxyholder already has a proxy, his/her additional proxies shall become open proxies.

With a view to information and advice, non-board members may be invited ex officio or ad hoc to participate (without voting rights) in (part of) the meetings of the General Assembly.

Section IV: Executive Committee

Article 11 Membership

The day-to-day management of the association is entrusted to the chairperson, the NISE administrator and the NISE financial manager. They act jointly as the Executive Committee

Article 12 Powers

The Executive Committee shall carry out urgent, day-to-day and/or purely operational actions and tasks and manage the Bureau.

Article 13 Obligations

The Executive Committee shall be accountable to the Governing Board for its work and activities.

Section V: Operational bodies

Article 14 Position

The association has a number of bodies without governing responsibility. They facilitate the policy formulation of the managing bodies as well as the policy implementation through their supporting and scientific operation. These so-called "operational bodies" are discussed below in Articles 15, 16 and 17.

The provisions of the operation of the operational bodies, each separately and in relation to each other and to the managing bodies, are included in the Internal Regulations of the Association.

Article 15 Members' Council

The Association has active and associate members. The active members together constitute the General Assembly. The active and associate members of the association together constitute the Members's Council. The Members' Council meets during the 'Annual Gathering', i.e. the annual meeting of the association, every time after the annual Ordinary meeting of the General Assembly. The Members' Council is the plenary forum where all members are informed about the operation of the association. It has an advisory role, in particular regarding proposals made by the Governing Board for the appointment of new members of the General Assembly (excluding ex officio members). The Members' Council has no governing responsibilities.

Article 16 Bureau

The Executive Committee, together with all operational staff of the association, forms the Bureau. The NISE administrator, the financial manager and the coordinator are permanent members. The Bureau coordinates the operation of the association, in particular the network organisation, administration, accounts, logistics, the organisation of the governing and operational bodies, etc. The NISE administrator is accountable to the Governing Board for all activities of the Bureau.

Article 17 Scientific and heritage bodies

The scientific and heritage bodies are responsible for the association's scientific and professional operation: policy formulation, advice and implementation, and activities: events, projects, publications, etc.

This task is divided between an Advisory Board, core groups and work groups. The Advisory Board is an advisory body that guarantees the scientific and archival quality of the operation. Core groups are formed for long-term and recurring activities of the association. Work groups are temporary collaborations around a particular activity.

All scientific and heritage bodies report to the Executive committee.

Section VI: Supplementary provisions

Article 18 Authorisations

For the Association to be validly represented vis-à-vis third parties, the joint signature of two officers including in any case the chairperson and, in his/her absence, that of the secretary or the treasurer, shall be sufficient.

Article 19 Internal Regulations

The association may lay down basic rules to pursue its purpose in Internal Regulations. These Internal Regulations shall also determine the rules to be observed by the bodies specified in the Articles of Association, each for itself and in relation to each other.

The Internal Regulations shall be drawn up by the Governing Board and approved by the General Assembly and shall then be kept at the Association's registered office.

Article 20 Dissolution

Following the association's dissolution, its assets shall be entrusted to ADVN vzw or, if ADVN no longer exists, to another association or institute whose corporate purpose is closest to that of the present association.

Article 21 Concluding provision

In respect of any matters not covered by these articles of association, Belgian law relating to non-profit associations shall apply.

Thus drawn up and accepted by the online meeting of the General Assembly of 27 May 2021.