

WAYEB
Asociación Europea de Mayistas
(European Association of Mayanists)
-
STATUTES OF THE ASSOCIATION
International Association under Belgian Law

ARTICLE 1: *Designation*

It is hereby founded an International Association under Belgian Law, which is governed by the dispositions of title III of the law of June 27, 1921 relating to non-profit associations, non-profit international associations and foundations; it is named WAYEB, Asociación Europea de Mayistas (European Association of Mayanists).

The Association is of indeterminate duration, except in the case of an anticipated dissolution, which is pronounced under the conditions established in the article 23 of the Statutes.

ARTICLE 2: *Objective*

WAYEB is a non-profit association, and its objectives are to develop, promote and disseminate research on Maya civilization, by integrating the research of European scholars. Its aims are:

- organize scholarly exchanges within Europe such as working sessions and congresses;
- promote and publish the scientific works of scholars;
- realize European research projects;
- promote the knowledge on Maya civilization to the general public.

ARTICLE 3: *Registered office*

The registered office is located at 31 rue Louis Hap, B-1040 Brussels. It may be transferred to a different location in Belgium upon the decision of the Council of Active Members. The decision of the transfer of the registered office by the Council of Active Members would then be published in the Annexes of the *Moniteur belge*.

ARTICLES 4: *Admission*

Admission to the Association is made regardless of sex, race, nationality or religion. The Association is respectful of each individual's beliefs and is independent from any and all political parties or ideological groups.

Membership in the Association implies the acceptance of the rules as stated here in the Statutes, as well as those established by the Internal Regulations.

In order to be a supporting member of the Association, one must pay an annual registration fee.

In order to be an active member, one must submit a request, renewable each year, to the Board, which deliberates at each of its meetings.

Membership is valid for the rest of the current year, beginning in January.

Membership permits one to participate in the activities of the Association. These activities, however, may require an additional fee, as fixed by the Board.

ARTICLE 5: *Composition*

The members of the Association are individuals. The Association is composed of:

- affiliated members
 - * founding members
 - * active members
 - * supporting members
- honorary members
- sponsoring members

a) Founding members are those who have contributed to the Association's foundation. They are by definition active members. There are six founding members: Philippe de CARLOS (France), Geneviève LEFORT (Belgium), Alfonso LACADENA (Spain), Frauke SACHSE (Germany), Laura VAN BROEKHOVEN (Belgium) and Christian PRAGER (Germany). In the event of the death or resignation of a founding member, the remaining founding members can name a successor by absolute majority. The founding members enforce the spirit of the Association.

b) Active members are those who create and/or participate in the statutory activities of the Association. All active members belong to the Council of Active Members; they pay an annual registration fee.

c) Supporting members are those who support and benefit from the services proposed by the Association without participating in its creation or operation; they pay an annual registration fee.

d) Honorary members are those who have provided services to the Association or those who, by their status, contribute to the enhancement of its image; they are exempt from paying an annual fee.

e) Sponsoring members are those who pay an admission fee equivalent to at least four regular annual fees.

The members of the Association are volunteers. However, to achieve a certain goal, the Association could meet the expenses incurred by a member or collaborator or even hire part or full-time employees. In such a case, the Board would set the reimbursement or salary amount.

Only founding and active members are entitled to vote and to be elected at General Assemblies. The other members of the Association have an advisory vote only.

ARTICLE 6: *Loss of Membership*

Membership status is lost by:

- Resignation:

The members who wish to leave the Association or their administrative post within the Association must send a dated, signed and registered resignation letter to the Administrative Council, addressed to the President.

- Membership Termination:

The Board can terminate the membership of a member for non-payment of the annual registration fee, a breach of the Statutes or the Internal Regulations or for any other serious reason. The individual concerned is asked by registered letter to comply with his/her obligations or to explain his/her behaviour to the Board.

- Removal from a post:

Non-attendance at meetings must be justified in written form to the Administrative Council. An accumulation of non-justified absences of an administrator at the meetings of the Administrative Council or of an active member at the meetings of the Council of Active Members will result in the removal of the member from his/her position. The removal is decided by the Administrative Council. The removal of an administrator for any other reason can also be decided by the Extraordinary General Assembly under the conditions stated in article 9 of the Statutes. In the case of repeated absences, even justified, the Administrative Council has the right to decide on the removal of the administrator. The removed member has the right to defend his/herself.

ARTICLE 7: *The General Assembly: general measures*

The General Assembly is formed by all the members of the Association, regardless of their affiliation type. Its decisions are mandatory for all.

The President invites in written form all members of the Association at least twenty-one days before the date set for a meeting. The agenda must be provided in the invitation. The agenda is decided upon by the Administrative Council, except in the event of an invitation by the quorum of registered active members, as stated in articles 8 and 9.

Votes are done by secret ballot and the simple majority of present and represented members. The members who cannot attend can be represented by other members by proxy. A voting member cannot cast more than one vote by proxy. Each proxy must be handed to the session's president before deliberation. Each active member (including founding members) has one vote; the other members of the Association have an advisory vote. No one is allowed to cast more than two votes, including his/her own. The decisions of the General Assembly are recorded in a numbered page book kept at the registered office.

ARTICLE 8: *The Ordinary General Assembly*

The Ordinary General Assembly meets annually upon invitation by the President and at the location indicated in the invitation. It can also meet upon invitation by the Administrative Council or upon request by half of the registered active members plus one. In the latter case, however, the meeting must fulfill the requirements established for the Extraordinary General Assembly concerning quorum and majority. Each member who wants to add a point to the agenda must say so in written form at least fifteen days before the set date of the General Assembly meeting.

The General Assembly decides on every issue stated in the agenda. Decisions are made by simple majority of the votes of the present or represented members.

A quorum of half of the registered active members is required to ratify a resolution. If this requirement is not fulfilled, the President calls all the members for a new Assembly within fifteen days. The new assembly can then deliberate regardless of the number of present or represented members.

The President, aided by the Administrative Council, presides over the Assembly and summarizes the activities of the past year.

The Treasurer summarizes the accounts of the previous year, which were finalized by the Administrative Council, to the Assembly. After the reading of the Auditorship's report, the treasurer submits the accounts for approval to the Assembly.

The Accounts Auditors report on the accounts of the Association.

After having concluded all matters stated in the agenda, the Council of Active Members proceeds in the renewal or replacement of the outgoing members of the Administrative Council, if necessary.

Only active members are allowed to vote. Guest, sponsoring and honorary members have only an advisory vote.

Role of the Ordinary General Assembly:

The active members of the General Assembly designate the Administrators, approve the budget and ratify the guidelines of the Association.

ARTICLE 9: *The Extraordinary General Assembly*

The Extraordinary General Assembly meets, if necessary, upon invitation by the Administrative Council, or in the case of extenuating circumstances, by invitation of the President, the Auditorship, or, exceptionally, upon request of two thirds of the registered active members.

The resolutions of the Extraordinary General Assembly require ratification by a quorum of two thirds of the registered active members. If this requirement is not fulfilled, the meeting is called again within fifteen days. The Assembly can then deliberate regardless of the number of present or represented members. In all cases, decisions at the Extraordinary General Assembly require a majority of two thirds of the votes of the present or represented members.

Role of the Extraordinary General Assembly:

The Assembly decides on the changes made to the Statutes (all changes must be submitted to the Ministry of Justice and published in the *Moniteur belge*), the anticipated dissolution of the Association, the removal of administrators, all measures of financial safety in case of important financial loss, and on all the appeals made against the decisions of its members.

ARTICLE 10: *The Council of Active Members*

All those whose active membership has been approved by the Board are part of the Council of Active Members. They create and take part in all the statutory activities of the Association.

The Council of Active Members meets several times per year upon invitation by the President, the Administrative Council, or upon request of at least half of its members.

A quorum of at least half of the registered active members is required to ratify the resolutions. If this requirement is not fulfilled, the Council is invited to meet again within fifteen days. It can then deliberate regardless of the number of present or represented members. The resolutions require a simple majority of votes, each member having only one vote. In the event of a tie, the President has a casting vote.

Absent members can be represented by another member by proxy. No one, however, is allowed to cast more than two votes, including his/her own. The decisions of the Council of Active Members are recorded in a numbered page book kept at the registered office.

Role of the Council of Active Members:

The Council, organized into working sessions, is in charge of defining the guidelines and the practical aspects of the creation and the operation of the Association's activities. The Council determines the Association's calendar of activities. Some members in charge of specific tasks may sit in the Administrative Council (see art. 11), and have there an advisory vote.

ARTICLE 11: *The Administrative Council*

The active members of the General Assembly elect the members of the Administrative Council. The members of the Administrative Council consist of:

a) The founding members: there are six founding members who participated in the creation of this Association. They are permanent administrators.

b) The elected members: there are up to six members who are elected by the General Assembly for one year. To be elected, one must have been an active member for at least one year. The elected members are eligible for re-election.

c) The "national coordinators": the national coordinators may be invited by the Administrative Council. National coordinators are active members who have been elected by the active members of their respective country. They have an advisory vote.

d) Active members: active members may be invited by the Administrative Council to perform a specific task in an area related to the Association's activities. They have an advisory vote.

e) An association or an institution: an association or institution can be invited by the Board to send a representative to the Administrative Council. This representative has an advisory vote. The Administrative Council will always consist of at least six members, including the founding members who are permanent administrators. Other members are elected or invited to serve a one-year, renewable term.

To be a member of the Administrative Council, a candidate must fulfill the following three requirements:

- Be of age,
- Have full legal capacity,
- Be a citizen of at least one of the countries of the Council of Europe.

The candidates must apply in written form at least one week before the election of the Administrative Council and submit all necessary documents proving compliance with the three requirements. At least four different nationalities must be represented in the Administrative Council. If one of the positions becomes vacant, the Administrative Council may designate a temporary replacement. The appointed member's term on the Administrative Council expires at the completion of the original term.

Role of the Administrative Council:

The Administrative Council meets twice a year or more, if necessary, upon written invitation by the President. Votes are cast by secret ballot and by absolute majority of present and represented members. A quorum of half of the registered members is required to ratify resolutions. If this requirement is not fulfilled, the President calls for a new meeting within fifteen days. The council can then deliberate regardless of the number of present or represented members. The decisions of the Administrative Council are recorded in a numbered page book kept at the registered office.

The Administrative Council defines the administrative, financial and scientific objectives and guidelines of the Association. The Administrative Council is obligated to intervene every time the Association commits itself with its responsibility or image. It authorizes all acquisitions, alienations, as well as all contracts binding the Association with local communities or public or private organizations that assist financially. The Administrative Council determines the Association's budget and manages the calendar of activities established by the Council of Active Members. In accordance with article 6, the Administrative Council may decide on the removal of one of its members or of active members. Such a removal must be decided by a majority of two thirds of the present or represented members.

ARTICLE 12: *The Board*

The Administrative Council elects the Board from its members by secret ballot and absolute majority of votes of members present or represented; the Board is the executive branch of the Administrative Council. The members of the Board are elected for a term of one year. To be eligible, candidates must apply in written form and give their nationality. At least three nationalities must be represented. The members elected by the Administrative Council are: the President, the Vice-President, the Secretary, the Treasurer, and two Advisors. The Board members are eligible for re-election.

Role of the Board:

The Board is the decision-making and coordinating organ of the Association. It is in charge of both daily and urgent matters. It meets at least once every two months, or each time the Association requires so, upon invitation by the President. The Board has all the necessary powers to administer all matters of the Association.

The decisions are made by a majority of votes. Each member has one vote; in the event of a tie, the President has the casting vote. The decisions of the Board are recorded in a numbered page book kept at the registered office. If one of the Board positions becomes vacant, the Administrative Council provides the Board with a temporary replacement. The appointed member's term on the Board expires at the completion of the original term.

ARTICLE 13: *The President*

The President is in charge of executing Administrative Council and General Assembly resolutions as well as assuring the proper functioning of the Association. He or she is the sole representative of the Association to third parties. He or she makes, after consulting the Board, all decisions that are not reserved to the Administrative Council, the Council of Active Members, or the General Assembly. He or she has all the necessary powers to run social affairs and may:

- accept all monies owed to the association for which he/she provides a valid receipt;
- open a savings account under the name of the Association, either at a bank or a post office;
- sign all contracts, all bills of sale or purchase, of loan or borrowing, with or without security, all conventions, provided that consultation is made with the Board and the Administrative Council authorizes the change;
- represent the Association in court as litigant or defense, provided that he/she has the necessary authorizations and notices.

The President may participate in all working groups established by the Council of Active Members or the General Assembly as an adviser. He or she can, for specific or intermittent projects, delegate his/her powers by special mandate to a member of the Board or to an active member responsible for a working group.

Every year, the President prepares a budget of expenses and revenues, and submits it for approval to the Administrative Council and the General Assembly.

The President must inform the Administrative Council if he or she wants to resign. The Council will then appoint a replacement.

ARTICLE 14: *The Vice-President*

The Vice-President assists the President and can stand in for the president in extenuating circumstances. He or she then assumes the same responsibilities and powers. If the President

resigns, the Administrative Council replaces him/her provisionally with the Vice-President. The power of the new President so appointed by the Administrative Council ends upon completion of the original presidential term.

ARTICLE 15: *The Secretary*

The Secretary assists the President in carrying out his/her duties. He or she is in charge of the written communication of the Association. He or she is responsible for recording the minutes of the General Assemblies, the meetings of the Council of Active Members, the Administrative Council and the Board (cf. article 7, 10, 11 and 12) on numbered pages book kept at the registered office. He or she also keeps another book where all possible modifications made to the Statutes as well as changes occurring in the administration or the managing of the Association are recorded. He or she sends out the invitations for the Ordinary or Extraordinary General Assembly meetings. He or she is the keeper of the archives of the Association.

ARTICLE 16: *The Treasurer*

The Treasurer manages the money of the Association, the President maintains control and responsibility for the money. He or she manages and updates the books and receives the revenues. He or she may be assisted by a professional bookkeeper. If necessary, and in accordance with the law, he or she makes the books available to the Auditorships. He or she makes out the balance and the annual statement of accounts.

ARTICLE 17: *The Bank signature*

The Treasurer may not have signatory power over the accounts of the Association or pay the expenses. Only the President retains signatory power. The accounts of the Association are verified every year by two Accounts Auditors. The Accounts Auditors are elected from outside the Administrative Council for one-year terms by the General Assembly.

ARTICLE 18: *Accounts Auditors*

They are two Accounts Auditors and they are elected each year by the General Assembly. They cannot be part of the Administrative Council. They verify the accounts of the Association and report to the General Assembly.

ARTICLE 19: *Voluntary posts*

The posts of Administrators are unsalaried and are therefore classified as volunteers. When they are made with the agreement of the Administrative Council, travel and representation expenses of members and administrators may be reimbursed upon receipt and after agreement of the Board.

ARTICLE 20: *Resources*

The Association may purchase or rent any movable or real estate properties that would help to serve its objectives.

The resources of the Association include:

- the annual registration fees of members whose amount is set by the Board;
- grants from international organizations, the Council of Europe, the European Union, the countries member of the European Union, Regions, States, municipalities, and their public or semi-public institutions, associations, and the monetary support of private or public individuals;
- the revenues of goods and values it owns;
- the sum of possible borrowings;
- the donations receivable by the Association under the current rules and laws;
- all other appropriate resources decided by the Board, as long as they are in compliance with the laws;
- the monies received for the services provided by the Association;
- all other resources relating to the activities of the Association.

ARTICLE 21: *Internal Regulations and Charter*

The Internal Regulations and the Charter are made up by the Administrative Council that submits them for approval to the General Assembly.

The first regulation is aimed to establish guidelines that are not included in the bylaws (Statutes), such as those regarding the internal administration of the Association and the management of its activities.

The second regulation governs the relations between the Association and its paid staff.

Finally, the Charter defines the General Policy of the Association.

All that is not provided for in the Statutes, the Internal Regulations or the Charter will be governed by the dispositions of title III of the law of June 27, 1921 relating to non-profit associations, non-profit international associations and foundations.

ARTICLE 22: *Agreements*

The Association is allowed to sign agreements with public or private entities or with other associations that the Administrative Council acknowledges.

ARTICLE 23: *Dissolution*

In case of dissolution which must be decided by at least two thirds of the members of the Council of Active Members present at the Extraordinary General Assembly, one or more liquidators will be designated and the assets, if there are any, will be transferred to an association pursuing similar objectives.

Final Note:

In case of dispute, only the French official registered version of these Statutes has legal value.