

ASSOCIATION OF EUROPEAN SCHOOLS OF PLANNING

CHARTER

1. DESTINATION

ARTICLE 1

The association is established as an international non-profit association with scientific, artistic and educational purposes pursuant to the Belgian law of 25 October 1919 (hereafter the "Association"). Since the law of 23 March 2019, the Association is governed by the Companies and Associations Code of March 23, 2019, published in the Belgian Official Gazette on April 4, 2019 (hereinafter referred to as the "CCA").

All deeds, invoices, announcements, publications, letters, orders, websites and other documents, whether in electronic form or not, originating from the Association shall contain the the following information: 1°) Association's name, 2°) immediately preceded or followed by the words "international non-profit organization" (*"internationale vereniging zonder winstoogmerk"*/"*association internationale sans but lucratif*") or the abbreviation "INPO", 3°) the address of the Association's registered office, 4°) enterprise number, 5°) indication of "register of legal persons" and competent court according to the registered office, 6°) as the case may be: the e-mail address and website of the ICFTU and 7°) as the case may be, the fact that the Association is in liquidation.

The association carries the name "Association of European Schools of Planning", or "AESOP" abbreviated.

The Association has been established for indefinite time.

2. DISINTERESTED PURPOSE OF INTERNATIONAL USE AND ACTIVITIES

ARTICLE 2

The Association shall have the following disinterested purpose of international use:

promoting within Europe the development of teaching and research in the field of planning,

The Association shall deploy the following activities to realize its purpose:

- a) instigating cooperation and exchanges between planning schools in Europe, and encouraging the harmonisation and equivalence of degrees which they award,
- b) coordinating initiatives which include other stakeholders in planning, and
- c) representing the interests of European planning schools, particularly within Europe, at national and international level, and before both public and private institutions.

In addition, the Association may engage in any activities that directly or indirectly contribute to the achievement of the aforementioned disinterested purpose of international benefit, including incidental commercial activities, the proceeds of which will be allocated to the achievement of the disinterested purposes.

ARTICLE 3

In relation to these articles of association, the following definitions shall apply:

- a) 'School' refers to any university or its school, department, faculty, centre of teaching and research or other teaching entity, which grants a university-level degree or other equivalent awards,
- b) 'Europe' and 'European' refers to the member countries of the Council of Europe and Belarus,
- c) 'Planning' refers to any activity relating to the creation of a spatial framework for civilisation.

3. REGISTERED ADDRESS

ARTICLE 4

The registered office of the Association is at Kasteelpark Arenberg 51, B 3001 Leuven, Belgium, located in the Flemish Region. This can be transferred to any other place in Belgium by a simple resolution of the Executive, published in the Annexes of the Belgian State Gazette (Moniteur Belge/Belgisch Staatsblad) within one month of the decision hereto.

4. MEMBERS

ARTICLE 5

The members of the Association shall consist of institutions, being legal persons, and natural persons.

ARTICLE 6

a) There shall be six categories of membership, that is to say:

- 1) Full Member
- 2) Associate Member
- 3) Corresponding Member
- 4) Affiliate Member
- 5) Individual Member
- 6) Honorary Member

b) Full Membership may be granted to a European School, running a program in planning which meets the criteria defined in the core curriculum of AESOP.

c) Associate Membership may be granted to a European School, running courses or modules in planning.

d) Corresponding Membership may be granted to a non-European School, running courses or modules in planning.

e) Affiliate Membership may be granted to an enterprise, company, institution, organisation, agency or other entity being a legal person focused on planning.

f) Individual Membership may be granted to a person involved in planning.

g) Honorary Membership may be granted to a person who has made a significant contribution to the Association and/or to the discipline of planning.

ARTICLE 7

a) The candidate members address their request for membership to the Executive. The Executive shall process membership applications and determine in accordance with the provisions of the articles of association the appropriate member categorisation of an applicant.

b) The Executive shall inform the Council of the requests for membership at its earliest convenience. The Council will decide whether or not to accept the candidate as member on the following meeting.

c) In exceptional circumstances, the Executive may grant temporary Full Member status to an Associate Member. Such temporary Full membership shall in any event be limited to two years.

ARTICLE 8

a) A member may resign by notifying the Secretary General in writing.

b) The Council shall have the power to expel any member where serious grounds occur. A two-thirds majority vote is required to effect this.

c) Where a member of the Association is expelled, representatives of the expelled member are relieved of all offices held.

5. RIGHTS AND DUTIES

ARTICLE 9

Members shall have the following rights:

a) to attend meetings of the General Assembly and the Council of Representatives of the Association;

b) to participate in the activities of the Association; and

c) to receive the news and publications of the Association.

ARTICLE 10

Members shall have the following duties:

a) to notify the Association about changes of circumstances that might affect their membership; and

b) to pay all fees required.

6. BODIES

ARTICLE 11

The deliberative bodies of the Association shall be:

1) the General Assembly, also referred to as the Assembly,

2) the Council of Representatives, also referred to as the Council, (general assembly cfr. art. 10:5 CCA),

3) the Executive Committee, also referred to as the Executive (governing body cfr. art. 10:9 CCA).

GENERAL ASSEMBLY

ARTICLE 12

- a) The Assembly shall be the Association's formal means of consultation.
- b) The Assembly shall discuss planning education, research and practice issues.
- c) The Assembly shall consider the activities and general policy of the Association.

ARTICLE 13

The Assembly shall be open to all members, as well as to academics and students from schools represented in the Association.

ARTICLE 14

- a) The Assembly shall be chaired by the President.
- b) The minutes of the Assembly shall be recorded in a register signed by the President and any other Official. The Secretary General shall make the minutes available for inspection to any member who requests so.

COUNCIL OF REPRESENTATIVES

ARTICLE 15

- a) All of the powers of the Association, except for those named in b), shall rest with the Council.
- b) The management and administration of the Association shall be delegated to the Executive and shall always remain under the ultimate control of the Council.
- c) The functions exclusive to the Council shall be the following:
 - 1) defining the policies and programmes of the Association,
 - 2) defining and modifying the charter (= articles of association),
 - 3) setting membership fees and other payments,
 - 4) approving of annual financial statements and the budget,
 - 5) appointing a statutory auditor and determining their remuneration,
 - 6) appointing financial auditors,
 - 7) ratifying membership of the Association in other organisations,
 - 8) accept and exclude members,
 - 9) establishing prizes,
 - 10) electing and dismissing the members of the Executive and other Officials,

- 11) deciding disputes between members of the Executive,
- 12) dissolving the Association.

ARTICLE 16

a) The Council shall consist of the following members, each member having voting power:

- 1) the National Representatives;
- 2) the Officials; and
- 3) up to three additional persons designated by the President.

b) the National Representatives shall be appointed/selected as follows:

- If a country has one Full Member, its delegate shall represent the member schools of that country.
- If a country has two Full Members, both their delegates shall represent the member schools of that country.
- If a country has more than two Full Members, all Full Members of that country shall elect two representatives of member schools of that country.

The Secretary General shall be responsible for the general oversight of this process.

c) Each National Representative has one Substitute, which are elected in the same way as the National Representatives described in b). The Substitute is allowed to attend the meetings of the Council, but is only allowed to vote in case of absence of the National Representative or his/her proxy.

d) The Officials are: (i) the members of the Executive, (ii) the persons selected by the Council which have been assigned to special tasks or to whom specified powers have been conferred and (iii) the Chairs of the Prize Committees. **e)** The Council confers the power to award prizes to the Prize Committees.

f) An Official can resign by notifying the Secretary General in writing. The resignation takes effect on the date of the replacement.

g) When the Council defines a new official position it also defines the duration of its mandate.

h) The members of the Council may designate a proxy when they are not able to attend the Council. A member can only hold one proxy.

i) The Officials shall abstain from applying for any AESOP Prizes.

j) The President can designate the persons mentioned under article 16, a), 3) to the Council only from the European planning schools represented within the Association.

ARTICLE 17

a) Any member of the Council may resign by written notification to the Secretary General.

b) The Council can dismiss any member of the Council by a two thirds majority vote. In case of the dismissal or resignation of an Official, the Executive can appoint an Official which shall replace the concerned Official for the remaining period of the concerned office. In case of serious illness of an Official,

the Executive can appoint an Official which shall replace the concerned Official during his/her illness and in any event limited to the remaining period of the office of the concerned Official.

c) When a position of a National Representative becomes vacant, it shall be filled by a Substitute. If the position filled by the Substitute becomes vacant, national elections should be carried out. The Council can appoint a National Representative for the remaining period of the concerned office in the event that no national elections have been organised in the meanwhile.

ARTICLE 18

The period of the mandate of National Representatives and their Substitutes shall be two years. National Representatives and their Substitutes can be re-elected.

ARTICLE 19

a) The Council shall meet at least once a year on the call of the President.

At this annual meeting, the Council decides on the approval of the budget for the next accounting year, as prepared by the Executive Committee.

b) On the request of at least ten members of the Council a special meeting of the Council shall be called by the President.

c) The Secretary General shall inform the members of the Council by means of correspondence, fax, or electronic mail about the agenda, date, time and place of each meeting at least three weeks in advance.

d) The auditor must convene the Council whenever 1/5 of the members of the Council request it.

e) When the Council deliberates on the basis of a report prepared by the auditor, the auditor shall participate in the meeting.

ARTICLE 20

a) The Council cannot validly meet unless 15% of the Council members are present, provided that at least 50% of the attending Council members are National Representatives.

b) The Council shall be chaired by the President.

c) Unless otherwise specified in the articles of associations, all resolutions shall be passed on a simple majority. In the event of a tie in voting, the President shall have the casting vote.

d) The resolutions of the Council shall be recorded in a register signed by the President and any other Official. The Secretary General shall make the minutes available for inspection to any member who requests so.

e) All decisions that fall within the competence of the Council, with the exception of amendments to the Articles of Association, can be taken by members in writing only, without deliberation, provided they are taken unanimously. The members of the Executive Committee and the auditor must take notice of such decisions.

f) Meetings of the Council may also validly be held via electronic means of communication foreseen by the Association whereby the member participate remotely. The means of communication made available must at least enable the participants to:

- verify the capacity and identity of the other participants.
- to take direct, simultaneous and uninterrupted notice of the proceedings of the meeting;
- exercise their voting rights on all matters on which the Council is required to take a decision;
- to take part in the debate and ask questions.

The notice convening the Council shall include a clear and precise description of the procedures relating to remote participation. The bureau of the Council shall be composed by the Secretary General and any person designated by the Secretary General.

With respect to the conditions on attendance and majority, members who participate in the Council via said electronic mean are deemed to be present at the place where the Council is held.

EXECUTIVE COMMITTEE

ARTICLE 21

a) The Executive shall hold the managerial and administrative powers of the Association to manage the affairs of the Association and to exercise all of its powers, as stated in 15b). In particular, the Executive manages all membership administration, decides on the composition of the Prize Committees, and assesses and proceeds the bids. The Executive is also authorized to draw up internal rules.

b) The Executive represents the Association as a board in every transaction it makes in and out of Court. It represents the Association by the majority of its members.

c) Notwithstanding the general representative power of the Executive as a board, the Association can also be represented towards third parties and in justice by the President and the Secretary General acting collectively.

They shall inform the Executive regularly on the actions taken in execution of this article.

d) The daily management of the Association internally as well as externally is delegated to the President and the Secretary General, acting collectively.

e) The Executive is allowed to confer specified powers, duties or to assign tasks to other persons.

f) In the event that the President cannot attend a meeting, they can only designate the Vice President, the Treasurer or the Secretary General as their proxy.

ARTICLE 22

a) The members of the Executive are Officials of the Association.

b) With the exception of the Young Academics representative referred to in Article 23, a), 6), which must not necessarily be from a Full Member school of the association, only an academic from a Full Member school of the association may be elected as a member of the Executive. In the event the school loses its full membership or the official moves to another position, he/she is entitled to terminate his/her mandate.

ARTICLE 23

a) At minimum, the Executive shall consist of:

1) a President

2) a Vice President

3) a Secretary General

4) a Treasurer

5) a Conference Officer

6) a Young Academics representative

7) two other members.

b) The members of the Executive will be appointed by the Council. If a legal entity is appointed as a member of the Executive Committee, it must appoint a physical person as permanent representative. The Young Academics representative will be appointed by the Council upon proposal of the AESOP Young Academics Network.

c) The period of the mandate of the President shall be two years. The elections shall take place one year before the beginning of the mandate. During this year, the President-elect shall occupy the position of the Vice President. Having completed the mandate of two years, the President shall move to the position of the Vice President for a period of one year.

d) The period of the mandate of Secretary General shall be four years. The elections shall take place one year before the beginning of the mandate period. During this year, the Secretary General-elect shall occupy the position of the Vice Secretary General and shall attend the meetings of the Executive without voting power.

e) The period of the mandates of Treasurer and Conference Officer shall be four years.

f) The period of the mandate of the two other members shall be no longer than four years, with the exception stated in g). The exact duration of the mandate period shall be decided upon by the Council.

g) Unless the Council decides otherwise, one of the two seats mentioned in point e) may be taken by GPEAN representative(s). If one of the seats is occupied by a GPEAN representative, the Council may extend the period of their mandate up to six years.

h) The institutions of the members of the Executive shall abstain from bidding for any AESOP Event if the participation in such tenders would put these AESOP member institutions in a position of competition.

i) In the case of resignation or dismissal of the President, his duties shall be taken over by the Vice President.

j) In the case of resignation or dismissal of more than four members of the Executive, the Council shall elect a new Executive.

k) On the expiry of their period of office, the Executive members shall not be eligible for re-election in the same functions.

ARTICLE 24

a) The Executive shall meet at least twice per year on the call of either the President or of at least three other members of the Executive. The members of the Executive will be notified 15 days in advance by correspondence, fax, or electronic mail.

b) The quorum for the Executive meetings shall be four members.

- c) The Executive shall be chaired by the President or his proxy.
- d) The Executive may also meet digitally via video- or teleconference provided the verification of attendance, proxies and actual deliberation and decision-making with vote registration is possible. These meetings may also take place in hybrid form (part of the members are physically present, part of the members participate digitally).

ARTICLE 25

- a) The resolutions of the Executive, even when taken as a written resolution without deliberation, shall be passed on a simple majority. In case of a tie in the voting, the President shall have the casting vote.
- b) The resolutions of the Executive shall be recorded in a register signed by the President and any other member of the Executive. The Secretary General shall make the minutes available for inspection to any member who requests so.

7. BUDGET AND ACCOUNTS

ARTICLE 26

- a) The accounting year shall begin on the 1st of January end on the 31st of December. The accounts are kept in accordance with the provisions of Article 3:47 CCA and the Royal Decree of 29 April 2019. The Treasurer is responsible for preparing the annual financial report.
- b) The Executive shall be obligated to submit an annual financial report for the Council's approval.
- c) The Council must appoint two financial auditors belonging to Full Member schools to monitor the Association's annual financial report.
- d) The annual accounts of the Association are filed in accordance with the provisions of Article 3:47, § 7 CCA and the Royal Decree of 29 April 2019.

8. EXTINCTION OF MEMBERS' RIGHTS

ARTICLE 27

- a) Any member who resigns from the Association, shall have no remaining rights relating to the assets and funds of the Association.
- b) The obligations of any member who resigns from the Association shall however remain in force, even after the termination of the membership.

9. MODIFICATIONS OF ARTICLES OF ASSOCIATION, DISSOLUTION

ARTICLE 28

- a) Any proposal for modifying the articles of association or dissolving the Association must emanate from the Executive or from at least half of the total number of Council members.

b) The Secretary General must communicate in writing by means of correspondence, fax or electronic mail to each Full Member, at least six weeks in advance, the content of any such proposal and the date of the Council meeting at which the said proposal will be considered.

c) When deliberating on the modification of the articles of association or the dissolution of the Association, at least 30% of the Council Members must be present, provided that at least 50% of the attending Council members are National Representatives. The Council shall take its decisions with respect to the modification of the articles of association or the dissolution of the Association with a two-thirds majority vote.

d) The Council shall decide upon the manner of dissolution of the Association and of the final settlement of its accounts. The net-assets of the Association, if any, shall be designated to an other non profit entity with a similar or connected purpose.

10. GENERAL

ARTICLE 29

All matters not covered in this constitution, and particularly in the notices to be published in the Annexes of the Belgian State Gazette, shall be regulated in conformity to the provisions of the CCA and the execution decrees.