

Constitution of Association Artech-International

(working proposal)

Name, duration and headquarters of the Association

Article 1

- 1. Association Artech-International** (hereafter referred as "the Association") is established indefinitely as a private, non-profit artistic, scientific, technological and training association, and is to be governed by the present Constitution, by the Associations own internal bylaws, which shall be adopted by the General Assembly, and by applicable laws.
- 2.** The Association will operate with headquarters in Vila Nova de Cerveira, at premises of the Foundation Biennial of Cerveira. The headquarters may be transferred to another place, by decision of the General Assembly.
- 3.** By decision of the General Assembly, the Association may constitute delegations in other regions and countries.

Article 2

- 1.** The Association may establish associations and affiliations with other national and international organizations and federations with similar goals.
- 2.** The Association may participate in organisations, including companies, with similar or different goals, by decision of the General Assembly.

Aim of the Association

Article 3

The Association has as its primary objective to promote the development of digital and computer art at world-wide level giving special attention to the Iberian Peninsula. This objective is accomplished by embracing activities coming from the scientific, technological and artistic community that envisage the creation of artistic, educative and entertaining artifacts and installations as also the rendering of services in the field of Digital and Computer Arts, especially through:

- a) Establishment of local and international Digital Art and Technology Prizes;
- b) Organization of Conference, Art Fairs and Exhibitions;
- c) Realization of Research and Experimental Projects ;

- d) Promotion of Training Activities;
- e) Participation in support programs and activities in the fields of Development of New Creative Technologies and Applications;
- f) Collaboration in the same field with public and private bodies;
- g) Participation in programs for the development and support of African, Latin American and other Countries.

On membership

Article 4

1. The Association has three categories of members: **Ordinary**, and **Honorary**.
2. **Ordinary members** are legal persons of any kind, individual or institutional, interested in the aims of the Association, who are accepted by Administrative Board, on the application of the interested parties, and subsequently approved by a majority of two thirds of the votes of the members present at the General Assembly, and whose names shall be placed on the agenda.
3. **Honorary members** are individuals or groups who are accepted as such by the General Assembly, by decision under the terms defined above, given their recognized merit, competence, and prestige in areas related to the objectives of the Association, i.e., artistic, technological and scientific investigation, education, training and cultural development, as well as collaboration with the Association.

Article 5

The member status of the Association, if not acquired during the constitution of the Association, can only be acquired after deliberation of the General Assembly under the terms defined in article 4.

Article 6

Only the ordinary members have the right to:

- a) Participate in General Assemblies;
- b) Petition for a special meeting of the General Assembly;
- c) Be elected to an office;
- d) Present proposals for admission of new members;
- e) Examine the Association's accounting, documents or other elements related to the Association's activity, ten days preceding any General Assembly;

- f) To apply for information and explanations concerning the carrying out of projects of the Association, without any prejudice to the confidentiality;
- g) Preferential treatment concerning the services rendered by the Association, according to terms that shall be fixed by internal regulations, to draw up by the Administrative Board and to be submit to the appreciation and approval of the General Assembly;

Article 7

The duties of ordinary members are:

- a) To contribute to the realization of the aims of the Association, to fulfil the internal bylaws, as well as to execute the decisions of the governing bodies;
- b) To annually participate in the General Assembly;
- c) To hold the offices for which they shall be elected or assigned; however, no member has to accept the election to an office for two successive terms;
- d) To contribute to the realization of the aims of the Association, according to the regulations and decisions of the governing bodies;
- e) Priority should be given to the Association, when possible, regarding hiring of services that lie within the framework of the Association.
- f) Pay in advance the membership fees.

Article 8

Honorary members are not entailed to pay member fees. Ordinary members, however, have to pay member fees under the terms defined in article 16.

Article 9

Honorary members have no vote in the General Assembly.

Article 10

Members may resign or be excluded from the Association under the following conditions:

- a) Voluntary resignations of members should be presented through written notification to the Administrative Board.
- b) Non-fulfilment of financial obligations for an entire year;
- c) In case of serious infringement or non-fulfilment of the Statutes and Regulations of the Association and in case of attempt against the Association's interests.

Article 11

1. The exclusion as described in c), Article 10, will be decided during a General Assembly and must be approved by a majority of two thirds of the votes of the members present.
2. The exclusion as described in b), Article 10, is the responsibility of the Administrative Board.

Article 12

The members who have voluntarily resigned under the terms defined in Article 10 a) and b), and who wish to re-enter the Association, shall apply to the Administrative Board, which will submit the appeal to the consideration of the next General Assembly.

Article 13

Members who fail to pay their fee for a period longer than two years shall immediately lose their rights in the Association.

Article 14

By losing the status of member, no compensation or refund will be paid.

Association's assets

Article 15

1. The Association's assets are variable being constituted by the membership fees paid or any other contribution or donation in cash or kind received.
2. The price of the annual membership fee is established by the General Assembly, under proposal of the Administrative Board.

Article 16

Ordinary members will have to pay to the Association the annual membership fee due on beginning of each fiscal year.

On the governing bodies

Article 17

1. The governing bodies of the Association are:
 - a) The General Assembly
 - b) The Administrative Board
 - c) The Surveying Council

- d) The Advisory Council
2. The term of office of the governing bodies shall be three years. Re-election shall be possible.
 3. Ending the term, the members of the governing bodies shall continue until election of new holders.
 4. In case a seat in the governing bodies will fall vacant, the General Assembly shall meet during the next sixty days, in order to decide about the substitute of the member that terminates the term.
 5. The decisions of the governing boards placed on the minutes, as well as, all documents classified as official or of especial importance shall be summarized and translated to English language.

ON THE GENERAL ASSEMBLY

Article 18

The General Assembly includes the Association members with full rights, with the exception of the honorary members.

Article 19

1. The General Assembly shall deliberate on any business, which is not reserved to any other body by applicable law or the statutes of the Association.
2. The General Assembly is competent to deliberate on the:
 - a) Amendment to the statutes;
 - b) Report and accounts referring to the year ending, as well as the Surveying Council's opinion, and to approve the proceeding year's budget;
 - c) Destitution of members of the Association's bodies;
 - d) Authorisation of the Association to demand the administrators for acts practiced during the exercise of its functions;
 - e) Dissolution of the Association;
 - f) Election or substitution of officers of the Association's bodies;
 - g) Approval or alteration of the internal regulations;
 - h) Activities of the Administrative Board and the Surveying Council;
 - i) Amount of the member fees, according to the Administrative Board's proposal;

- j) Exclusion of members, under the terms of Section 1 of Article 11;
 - k) Admission of new members;
 - l) Summon the General Assembly whenever it thinks necessary;
 - m) Affiliation to national or foreign bodies and on the ownership of shares in commercial companies;
 - n) Creation and dissolution of delegations or other forms of representation of the Association on national territory or abroad.
- 3.** With the exception of the terms under the following sections, the decisions of the General Assembly are registered in the Association’s minutes and require the majority of the votes of members present. Every member has one vote.
- 4.** Deliberations on the amendment to the statutes require a majority of three fourths of the votes of the members present for being adopted.
- 5.** Deliberations on the dissolution of the Association require a majority of three-fourths of all members’ votes.

Article 20

The General Assembly’s meetings are lead by a chairman committee, which is composed by a President, a Vice-president and one secretary.

Article 21

- 1.** The General Assembly shall meet at least once a year, by 31 March at the latest, to approve the report of activities and the accounts of the ending year, as well as by 30 November of each calendar year in order to approve the next year’s budget.
- 2.** An extraordinary meeting of the General Assembly may also be convened whenever requested by the President or at the request of the Administrative Board, the Surveying Council or when requested by at least 20% of the members with full rights.

Article 22

- 1.** The General Assembly is convened by its President in writing by registered letter or by electronic mail with acknowledgment of receipt to all members with at least fifteen days notice, and in case of an extraordinary meeting with at least eight days notice, with indication of the venue, time and agenda.
- 2.** The General Assembly holds quorum if at least half of the association’s ordinary members with full rights are present; if the conditions of quorum are not satisfied,

a new meeting shall be convened, which holds quorum irrespective of the number of members present.

ON THE ADMINISTRATIVE BOARD

Article 23

1. The Administrative Board is the highest executive body of the Association. It consists of a President and two or four administrators elected by the General Assembly.
2. The President shall attribute, in writing, the areas of activity to each administrator, as well as appoint one or two Vice-presidents, which do not have a casting vote.

Article 24

1. The Administrative Board focuses all the necessary powers to carry out the activities within the framework of the Association's objectives, namely to:
 - a) Fulfil the statutes, regulations and resolutions of the General Assembly;
 - b) Represent the Association in all situations;
 - c) Appoint agents which have signing authorisation and whose actions that bind the Association in accordance with the respective mandates;
 - d) Assure the permanent functioning of the Association, manage the Association's assets and direct its activities with zeal and diligence and in accordance with the statutes, regulations, decisions made by the General Assembly and the approved plans and the budget;
 - e) Manage the human resources of the Association;
 - f) Approve and manage the projects which are to be carried out by the Association;
 - g) Draw up a yearly report and do the accountancy, to draw up the yearly action plan and the investment plans for the following years;
 - h) Submit the accounts for approval by the Surveying Council;
 - i) Draw up or promote new regulations or the amendment of already existing internal regulations;
 - j) Collect the membership fees or any other contribution or donation made to the Association;
 - k) It may summon the General Assembly whenever it thinks necessary;

- l) Propose to the General Assembly an alteration of the member fees;
 - m) Propose the affiliation to national or foreign bodies and the ownership of shares in commercial companies;
 - n) Propose the creation and dissolution of delegations or other forms of representation of the Association on national territory or abroad
 - o) Propose to the General Assembly the exclusion of Association members, under the terms of Section 1 of the Article 11.
 - p) Make decisions as to the exclusion of Association members, under the terms of Section 2 of the Article 11.
 - q) Draw up internal regulations which shall constitute the guidelines for the activities and functioning of the different internal operational boards;
- 2.** The joint signature of the President and any other member of the Administrative Board bind the Association. Each of them may delegate authority, in writing, to the President so that he can bind the Association on its own.
- 3.** The President may mandate, by writing, any member of the Administrative Board to bind the Association on his behalf.
- 4.** The Administrative Board may mandate functionaries to execute acts of expedient nature.

Article 25

The meetings of the Administrative Board shall take place periodically, in accordance with the regularity established by it. An extraordinary meeting shall take place whenever it is convened by the President, on his own initiative or request by the majority of members. The Administrative Board holds a quorum if more than half of its members is present. It shall take its decisions by majority voting. In the event of a tie the President has a casting vote.

Article 26

In case one of the members of the Administrative Board resigns the General Assembly shall convene within 30 days to deliberate, under proposal of the Administrative Board, on the substitution of this member.

ON THE SURVEYING COUNCIL

Article 27

1. The Surveying Council is the Associations control body. It consists of a President and two Vocals elected by the General Assembly.
2. The Surveying Council has the following responsibilities:
 - a) Examining the financial and administrative activities of the Association having access to all relevant documents; Conduct inquiries about the financial or administrative performance whenever it thinks fit or whenever requested by deliberation of the Administrative Board or the General Assembly;
 - b) Examining the Association’s accounts at the end of the calendar year and elaborating on the report and accounts presented by the Administrative Board;
 - c) Participating in the meetings of the Administrative Board when matters of its competence are being discussed, and giving an opinion whenever asked to do so by the Administrative Board or the President of the General Assembly;
 - d) It may summon the General Assembly whenever it thinks necessary.
3. The Surveying Council shall meet at least once a year. An extraordinary meeting will take place whenever convened by its President. It holds a quorum if more than half of its members is present. It shall take its decisions by majority voting. In the event of a tie the President shall have a casting vote.

ON THE CONSULTATIVE COUNCIL

Article 28

1. The Association will have Consultative Council that carries out consultancy, and is composed of the President of the General Assembly and at least five persons of recognized merit appointed by the General Assembly.
2. The Consultative Council is responsible for giving opinion on the Association’s activities and on any matter that the Administrative Board may find necessary and advise it to take any initiative it may judge fit.
3. All the business and meetings of the Council shall be chaired over by a President in the council’s first meeting.
4. The Consultative Council shall meet once a year. An extraordinary meeting shall take place whenever convened by its President or the Administrative Board of the

Association, on his or her own initiative or on written request by at least three elected councillors.

ON REVENUES AND EXPENCES

Article 29

The funding of the Association derives from:

- a) Fees paid by members;
- b) Income from the Association's assets and revenues from its own activities;
- c) Revenues resulting from any other activities within the framework of its aims and allocations;
- d) Subsidies, bequests and donations of which the Association is beneficiary, as well as any other permitted by law;
- e) Any other incomes permitted by law.

Article 30

1. Expenses of the Association are those deriving from its activities in accordance with the statutes and the internal regulations as well as those imposed by law.
2. Investments may be made namely in immovable property, equipment, scholarships, subsidies and projects.

ON FINAL ARRANGEMENTS

Article 31

These statutes can be altered only by the deliberation of the General Assembly, in a meeting expressly convened for this purpose, and by a majority vote of three-fourths of the votes of the members present.

Article 32

1. The General Assembly expressly convened for this purpose will deliberate on the dissolution of the Association. The deliberation will be adopted by a majority vote of three-fourths of the number of members.
2. In case of dissolution the General Assembly shall immediately name a liquidation committee.