

# **Articles of Association of A:LL Schriftsteller\*innen asbl**

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## **Title 1. Name, objects, registered office, duration**

### **Article 1. Name.**

A not-for-profit association is hereby established under the name A:LL Schriftsteller\*innen asbl, hereinafter referred to as the "Association".

Pursuant to Article 18 of the Law of 7 August 2023 on not-for-profit associations and foundations, the Association is considered a "small association".

### **Article 2. Object.**

The object of the Association is to bring together and represent writers in and from Luxembourg who pursue a regular literary activity and have a significant professional track record or are in the process of developing one.

To this end, it provides a forum for members to meet and exchange ideas, works to protect and improve the status and working conditions of writers and to defend their social rights and their material, legal and moral interests, and takes positions on current issues relating to the writing profession, literary translation and the book sector in general.

In pursuit of its mission, the Association proposes to cooperate with private and/or public institutions at national, European and/or international level who pursue similar objectives.

The Association and its members are committed to promoting and adhering to the fundamental freedoms and other values of a democratic society. It is politically and religiously neutral.

The Association may create conditions and events to promote writing and literature and organise events related to its objectives, as well as activities to raise the funds necessary for the pursuit of its activities. It may involve voluntary and remunerated collaborators in its activities, as well as other associations and private or public bodies.

### **Article 3. Duration and Registered Office**

The Association is established for an unlimited period.

Its registered office is located in Luxembourg.

## **Title II. Membership**

### **Article 4. Provisions common to membership**

(1) The Association is composed of active members, hereinafter referred to as members, and associate members.

The number of active members is unlimited but may not be less than four.

Associate members may be natural or legal persons.

(2) Neither active members nor associate members, including members who have resigned or been excluded, shall have any rights to the Association's assets. Upon leaving the Association, neither active members nor associate members may demand reimbursement of membership fees paid or donations made.

### **Article 5. Active members**

(1) Any person wishing to become a member of the Association must submit a written application to the Board of Directors, using the form provided for this purpose, and undertake to adhere to the present Articles of Association and to pay the annual membership fee.

The status of active member may be granted by the General Assembly, based on the recommendation of the Board of Directors, to any person who is regularly and effectively engaged in writing and who can demonstrate a significant professional track record as a writer or is in the process of developing one.

(2) Only active members have the right to vote at General Assemblies.

(3) In their capacity as members, they do not incur any personal obligations in relation to the Association's commitments.

(4) Active membership shall cease in the following cases:

- resignation by written notice
- automatic resignation if the active member has failed or refused to pay their membership fee within twenty-four months following receipt of the membership card
- exclusion for serious or repeated breaches of the interests or the Articles of Association of

the Association. Exclusion shall be decided by the General Assembly, upon the proposal of the Board of Directors or at the request of at least one fifth of the members. The decision of the General Assembly shall be taken by a two-thirds majority of the members present or represented.

#### **Article 6: Associate members**

(1) The Association may have associate members, referred to as donating members. Donating member status may be granted to natural or legal persons who support the Association financially through donations in kind or in cash. At the end of each year, the Board of Directors shall decide whether or not to renew the status of donating member.

(2) The Association may also have associate members, referred to as honorary members, who have rendered outstanding service to the Association through their activities. The admission of honorary members is decided by the General Assembly upon the proposal of the Board of Directors. At the end of each financial year, the Board of Directors shall submit the list of honorary members to the General Assembly, which shall decide on the action to be taken.

### **Title III. General Assembly**

#### **Article 7. Provisions common to assemblies**

(1) The General Assembly is the supreme governing body of the Association. It deliberates on all matters relating to the interests of the Association and exercises all powers conferred on it by law or by the present Articles of Association.

A resolution by the General Assembly is required for any amendment to the Articles of Association, for the exclusion of a member, or for the dissolution of the Association and the concurrent appointment of one or more liquidators.

(2) The General Assembly is composed of all active members. It may validly deliberate regardless of the number of members present.

Notwithstanding paragraph (1), where the General Assembly is called upon to decide on amendments of the Articles of Association or the dissolution of the Association, it shall validly deliberate only if at least two thirds of the members are present or represented. If the required quorum is not reached, a second General Assembly shall be convened, which may validly deliberate regardless of the number of members present or represented, provided that an interval of at least fifteen days is observed and that notice of at least eight days is given.

(3) Active members may be represented by another active member or by a third party duly authorised in writing, but no one may represent more than five members. Active members may also participate in the General Assembly by videoconference or by means of telecommunication allowing their identification, provided that these means satisfy the technical requirements ensuring the effective participation in the meeting of the members and their proxies who make use of them.

(4) General Assemblies are chaired by the Chair of the Board of Directors or, in their absence, by the Vice-Chair and, in their absence, by the most senior director present. The General Assembly also appoints a person to act as Secretary, who draws up the attendance list and drafts the minutes referred to in paragraph (2) below.

Decisions are recorded in minutes signed by the person who chaired and the person who acted as secretary. The minutes may be consulted by all members at the Association's registered office and on its website.

(5) All members have equal voting rights. Resolutions are passed by a majority of votes cast by the members present or represented.

Notwithstanding the provisions of paragraph (1):

- the exclusion of a member may be decided only by a two-thirds majority of the votes of the members present or represented;
- amendments to the Articles of Association may be decided only by a two-thirds majority of the votes of the members present or represented, unless the amendment concerns the object of the Association, in which case a three-quarters majority of the votes of the members present or represented is required;
- the dissolution of the Association may be decided only by a three-quarters majority of the members present or represented.

Resolutions on items not included on the agenda may only be adopted if they are approved unanimously by the members present or represented.

## **Article 8. Ordinary General Assemblies**

(1) An Ordinary General Assembly shall be held within six months following the close of the financial year. It shall be convened by the Board of Directors with at least fifteen days' notice. Notice shall be given by post or electronically.

(2) The agenda shall be attached to the notice of meeting. It must include the approval of the activity report, the financial state of the Association and the budget for the following financial year, as well as the setting of the annual membership fee, the discharge of the directors and the discharge and appointment of the auditors. Where applicable, the agenda shall also cover the composition of the Board of Directors and the appointment and dismissal of directors.

(3) Any proposal bearing the signatures of at least one twentieth of the members of the Association must be included on the agenda.

(4) Any member who so requests shall receive, within a period of four days, a free copy of the draft budget, the accounting documents, the auditors' report and the activity report.

(5) The membership fee is set annually by the General Assembly upon the proposal by the Board of Directors. It may not exceed five hundred (500) euros.

## **Article 9. Extraordinary General Assemblies**

(1) Whenever the interests of the Association so require, an Extraordinary General Assembly shall be convened, either on the initiative of the Board of Directors or at the request of one fifth of the members. The conditions set out in paragraphs (1), (3) and (4) of Article 8 shall apply.

(2) The agenda of a General Assembly convened to deliberate on an amendment of the Articles of Association shall include the text of the proposed amendment.

# **Title IV. Board of Directors**

## **Article 10. Composition**

The Association shall be managed by a Board of Directors composed of at least four and at most thirteen directors. The number of directors shall be determined by the General Assembly, which shall elect them. Directors shall be elected from among the active members of the Association for a term of three years. Outgoing directors shall be eligible for re-election.

Nominations for election to the Board of Directors must be submitted to the Chair of the Board of Directors no later than five days before the General Assembly. Election shall be held by secret ballot.

The members of the Board of Directors shall exercise their functions collectively and without remuneration.

## **Article 11. Allocation of Responsibilities**

The Board of Directors shall allocate responsibilities among its members by appointing a Chair, a Vice-Chair, a Secretary and a Treasurer. Elections shall be held separately for each position; where requested by a member of the Board of Directors, elections shall be held by secret ballot.

The Chair shall preside over meetings of the Board of Directors and the General Assembly.

The Vice-Chair shall replace the Chair in the event of the latter's absence. In the event of the absence of both the Chair and the Vice-Chair, the chair shall be taken by the most senior director.

The Secretary is responsible for managing the secretariat. The Secretary keeps the register of resolutions up to date, as well as the Association's archives.

The Treasurer manages the Association's funds, collects membership fees and, under the responsibility of the Board of Directors, maintains the lists of active and associate members, which may be kept in electronic form.

## **Article 12. Rules of procedure**

(1) The Board of Directors meets when convened by the Chair or by two directors, with notice sent to the directors by post or electronically at least eight days prior to the date of the meeting. The agenda shall be attached to the notice.

Directors may authorise another director to represent them at a meeting of the Board of Directors. This authorisation shall be valid for one meeting only. A director may represent only one other director.

(2) The Board of Directors may validly deliberate if at least half of its members are present or represented.

Decisions of the Board of Directors are adopted by a majority of the votes of the members present or represented.

Directors may participate in meetings of the Board of Directors by videoconference or any other means of telecommunication allowing their identification, provided that these means meet the technical requirements to ensure effective participation in the meeting.

Decisions of the Board of Directors may be taken by unanimous consent of the directors expressed by post or electronically and addressed to the Chair or the Secretary within the time limit set for this purpose, whenever urgency or other compelling reasons so require.

(3) Minutes shall be taken of each meeting of the Board of Directors by the person acting as secretary. After approval by the directors who attended the meeting, the minutes shall be signed by the person who chaired the meeting and by the person who acted as secretary.

## **Article 13. Powers**

The Board of Directors is responsible for the day-to-day management of the Association's activities; it implements the decisions of the General Assembly and generally exercises all powers that are not expressly reserved by law or by the present Articles of Association to the General Assembly.

The Board of Directors represents the Association in dealings with third parties, through acts and proceedings carried out by the Chair or by the person acting in their stead.

#### **Article 14. Executive Committee and Working Groups**

(1) In order to pursue its objects effectively, the Board of Directors may set up working groups coordinated by a director and composed of directors, other members and persons external to the Association.

The Board of Directors may enlist the assistance of any natural or legal person capable of supporting it in achieving the object of the Association.

(2) The Board of Directors may delegate all or part of the day-to-day management to one or more directors, members of the Association or third parties, acting individually or jointly. The general rules governing mandates shall apply to the delegation of the day-to-day management. Such delegations shall be subject to the prior authorisation of the General Assembly and shall entail an obligation for the Board of Directors to report annually to the General Assembly on remuneration, fees and benefits of any kind granted to the delegated persons.

(3) Within the Board of Directors, an Executive Committee shall be established, comprising the Chair, the Vice-Chair, the Secretary and the Treasurer. The Board of Directors may, however, extend the Executive Committee by appointing one or more additional directors.

In the absence of a delegation of the day-to-day management under the conditions set out in paragraph (2), the Executive Committee shall be responsible for conducting day-to-day business, implementing decisions taken by the Board of Directors and preparing the meetings of the Board of Directors. It shall be chaired by the Chair of the Board of Directors, who shall convene it whenever necessary.

Provided that at least three of its members are present, the Executive Committee may take such decisions as it considers urgent. Decisions of the Executive Committee shall be taken by a two-thirds majority of the members taking part in the deliberation.

The Executive Committee must report to the Board of Directors at its next meeting.

#### **Article 15. Early Termination of a Director's mandate**

In the event that a director dies, resigns during their mandate or is unable to continue their mandate, the General Assembly shall appoint a new director in accordance with the conditions set out in Article 10, paragraph (1). The newly appointed director shall complete the remainder of the mandate of the director whom they replace.

## **Article 16. Liability in relation to the Activities of the Board of Directors**

(1) The Association is bound by the acts carried out by the Board of Directors, by the directors authorised to represent it, or by the person or persons delegated with the day-to-day management, even where such acts exceed the purpose for which the Association was established, unless it can prove that the third party knew that the act exceeded that purpose or could not have been unaware of it in view of the circumstances, it being understood that the mere publication of the Articles of Association shall not constitute such proof.

(2) The Association shall be liable for faults attributable either to persons acting on behalf of the Association, or to the bodies through which its will is exercised.

The directors and persons delegated with the day-to-day management shall not incur any personal obligation in relation to the Association's commitments. Their liability shall be limited to the performance of the mandate entrusted to them and to any faults committed in their management.

## **Article 17 Retention of Documents**

(1) The Board of Directors is responsible for the retention, at the Association's registered office, in either electronic or paper form, of the accounting documents submitted annually for approval by the General Assembly. Such documents must be retained for a period of ten years from the close of the financial year to which they relate.

The Board of Directors shall retain the minutes of the General Assemblies and of the meetings of the Board of Directors, as well as the consolidated text of the Articles of Association under the same conditions.

(2) The Board of Directors shall establish and keep up to date, at the Association's registered office, a register of members containing at least the information specified in Article 9, paragraph (1) of the aforementioned Law of 7 August 2023. Such register may be kept in electronic form.

The register shall be accessible to members and to the public authorities responsible for combating money laundering and terrorist financing. The members and the said authorities shall be entitled to request a copy of the register.

## **Article 18. Filings and publications**

(1) The Board of Directors shall arrange for the filing and publication with the Trade and Companies Register of

- the extracts of the instruments of appointment and cessation of office of the directors,

of the persons delegated with the day-to-day management and, in the event of the dissolution of the Association, of the liquidators appointed for this purpose, indicating the surnames, first names and private and professional addresses of the persons concerned,

- the text of the Articles of Association and a consolidated version thereof following each amendment;
- in the event of liquidation of the Association, extracts from the instruments determining the manner of liquidation and the powers of the liquidators.

(2) Within one month of their approval by the General Assembly, the documents referred to in Article 17, paragraph (1) shall be filed and published by the Board of Directors in accordance with the provisions of Title I of Chapter *Vbis* of the amended Law of 19 December 2002 on the Trade and Companies Register and on the accounting and annual accounts of undertakings.

## **Title V. Financial Resources and Accounting Rules**

### **Article 19. Financial year**

The financial year corresponds to the calendar year.

### **Article 20. Resources**

The Association's resources consist of

- membership fees paid by its members,
- donations and bequests made in its favour,
- grants from the State and from other national and international organisations,
- income derived from the Association's activities,
- any other income compatible with the object of the Association.

Donations and bequests to the Association shall be made in accordance with the provisions of Article 19 of the aforementioned Law of 7 August 2023.

### **Article 21. Accounting rules**

(1) The accounting documents submitted annually for approval by the General Assembly shall show all income and expenditure incurred during the financial year, as well as its financial position at the beginning and end of that financial year. They provide information on the total cash and bank assets, the number of active and associate members and, where applicable, on the percentage of funds transferred to other Member States of the European Union and the European Economic Area and to third countries. (Art. 18(4), paragraph 3).

(2) The annual accounts drawn up by the Board of Directors are reviewed by two auditors

before being submitted, together with the auditors' report, to the General Assembly for approval.

The auditors are appointed by the General Assembly for a renewable one-year term. They may be chosen from among the members or from outside the Association.

## **Title VI. Miscellaneous**

### **Article 22. Information to Appear on Documents**

Accounting and administrative documents issued by the Association and intended for third parties shall mention the name of the Association, followed by the abbreviation "asbl", the address of its registered office and the initials "RCS Luxembourg", followed by its registration number.

### **Article 23. Dissolution**

(1) In the event of dissolution of the Association and after payment of any debts, the Association's assets shall be transferred to a foundation or not-for-profit organisation whose purpose is as close as possible to the object of the Association. The decision on this choice shall require a three-quarters majority of the members present or represented at the General Assembly deciding on the dissolution.

(2) The liquidation operations required after the decision to dissolve the Association shall be entrusted to one or more liquidators appointed by the General Assembly which decided on the dissolution or, failing such appointment, by virtue of a court decision, which may be sought by any interested party or by the State Prosecutor.

(3) The resolution of the General Assembly relating to the dissolution of the Association, the conditions of liquidation and the appointment of liquidators shall be published in accordance with the law.

### **Article 24. Applicable law**

Any matters not covered by the present Articles of Association shall be governed by the aforementioned Law of 7 August 2023.