

## ASSOCIATION DES RÉSIDENCES ROYALES EUROPÉENNES

### STATUTES

#### **Article 1 - Name, legal status, registered office, duration and fiscal year**

**Section 1.1. Name.** The association is called: 'Association des Résidences Royales Européennes', designated hereafter by the acronym ARRE. The use of the name and acronym is restricted to functions authorized by and for the benefit of the Organization and its members.

**Section 1.2. Legal status.** Created in 2001, the ARRE is a non-profit association governed by the law of July 1st 1901 as amended, and its texts of application.

**Section 1.3. Registered office.** The ARRE's registered office is at the château de Versailles – RP 834 – 78008 Versailles cedex. It can be transferred to any other place by a decision of the General Assembly.

**Section 1.4. Duration.** The ARRE is constituted for a period of 99 years from the declaration made in accordance with the law of 1901. This duration can be extended by a decision of the General Assembly on a 2/3 majority of the members present or represented.

**Section 1.5. Fiscal year.** The fiscal year starts on January 1 and ends on December 31 of each year.

#### **Article 2 – Mission and Purpose**

The mission and purpose of the ARRE is to create and coordinate a network of European Royal residences by notably organizing exchanges of experiences, common training schemes, and partnership, promotional, coproduction and co-publishing actions. The ARRE is the partner of the management institutions for these European Royal residences for the whole European Union programme.

#### **Article 3 - Definition**

'European Royal Residence' means a residence which has been acquired or built by a sovereign (whether princely, ecclesiastical, royal or imperial) which may be partially still in use today, but must be opened to the public.

The institutions responsible for managing these European royal residences must be permanent and at the service of the public and its development. They acquire, conserve, protect, restore, maintain and enhance the heritage property (buildings, collections, gardens) they manage for the purposes of studies, education and the transmission of knowledge.

#### **Article 4 – Members**

The ARRE has three categories of members: active members, associate members, and supporting members.

#### **Section 4.1. Categories of members**

- Active member – means any institution which manages a European Royal residence, which satisfies the definition in article 3, and which is involved in the functioning of the ARRE and the performance of its mission and purpose.
- Associate member – means any other institution which is involved in the performance of the ARRE's mission and purpose. The conditions of the partnership between the ARRE and the associate member are laid down in an agreement.
- Supporting member – means any person or institution providing substantial (financial or other) assistance to ARRE because of its interest in royal residences working together. Supporting members cannot hold an elective role inside the ARRE and do not have a voting right.

The list of the members is shown in annex 1.

**Section 4.2. Admission.** The admission of active members, associate members and supporting members is decided by the General Assembly.

The admission decisions are taken by the General Assembly on a 2/3rds majority of the members present or represented.

**Section 4.3. Termination of membership.** The capacity of member of the ARRE is lost by:

- termination of the membership by the General Assembly for failure to pay the annual subscription stipulated in Article 6 or for any other serious reason; the party concerned will be previously asked to present their defense ;
- resignation served by recorded delivery letter with acknowledgement of receipt sent to the President of the ARRE, with the loss of the capacity as member occurring at the end of the calendar year in progress ;
- Death for physical persons or winding up for any reason whatsoever for legal persons.

The decisions concerning termination of membership are taken by the General Assembly on a 2/3rds majority of the members present or represented.

#### **Article 5 – Governance structure**

The ARRE's bodies are:

- The General Assembly
- The Bureau
- The Secretariat

#### **Article 6 – General Assembly**

**Section 6.1. Authority.** The General Assembly is the ARRE's decision making body.

**Section 6.2. Members.** The General Assembly consists of the active members who are up-to-date with their subscription payments on the date the Assembly is held. Associate members can also attend meetings of the General Assembly but cannot vote.

The mandate of the member of the General assembly is unpaid. The members of the General Assembly are only refunded their costs, under the terms and conditions fixed by the General Assembly.

**Section 6.3. Meetings.** The General Assembly will hold an ordinary session at least once a year at the date and time chosen by the Bureau, and an extraordinary session on the request of the majority of the ARRE's active members.

The quorum required is a third of the members of the ARRE with voting rights. If the quorum is not attained, the General assembly will meet in the same place within a period of twenty-four hours, irrespective of the number of voters.

**List of participants.** An attendance sheet will be signed during every General Assembly by the members who are present and by representatives holding proxies. The President of the session reviews the attendance sheet and certifies its accuracy..

**Minutes.** Minutes of the deliberations and decisions of each Assembly will be prepared by the Secretariat and approved by the President. Copies or extracts are distributed to members in an electronic or printed version.

**Section 6.4. Official invitation to the assemblies.** The General Assembly is convened by letter post or e-mail sent at least 60 days before the date of the Assembly. The convening notice specifies the Assembly's agenda and venue. The final agenda and the relevant working documents are sent at least 15 days before the meeting.

**Section 6.5. The Authority of the President.** The President of the ARRE chairs the General Assembly. If he/she does not wish to exercise this function, the President appoints one of the two vice-Presidents to perform it.

**Section 6.6. Vote.** Each active member can be represented by another active member in the ARRE supplied with a proxy. Representation by any other person is prohibited. A member of the General Assembly can hold an unlimited number of proxies.

Each active member of the ARRE possesses one vote and the votes of the members it represents. The mandate of a member of the General Assembly ends in the cases stipulated in section 4.3 above by a decision of the General Assembly taken on a 2/3rds majority of the active members present or represented.

**Section 6.7. Decisions.** The decisions of the General Assembly are taken on an ordinary majority of the active members who are present or represented, apart from decisions relating to the admission or the termination of membership of the members of the ARRE, the prolongation of the ARRE's duration, the modification of its statutes, and its winding up, which are taken on a 2/3rds majority of the active members who are present or represented.

The General Assembly takes all decisions concerning the management of the ARRE, subject to the powers which are specifically devolved to the Bureau. It authorizes the President to bring legal proceedings. It can, if it considers this to be expedient, appoint experts to participate in its works

It in particular rules on:

- the approval of the annual business report presented by the Secretary General
- the approval of the accounts for each fiscal year presented by the Treasurer and the decision to appropriate the results for the fiscal year
- the approval of the programme
- the provisional schedule of annual revenues and expenditure and its modifications including, if necessary, job creation forecasts
- decisions to modify the Statute's on the Bureau's proposal
- the decisions either to prolong the Association or to wind it up early and determining the measures required for its liquidation
- the admission of new members
- the termination of a member

- fixing the amount of the subscriptions
- appointing a statutory auditor who presents his report to it every year
- decisions concerning the management and conservation of ARRE's heritage assets and in particular those relating to the use of funds and taking leases on premises necessary for performing the ARRE's objects
- the approval of any real estate acquisition project
- acceptance of the donations and legacies
- election of the President of the ARRE, 2 vice Presidents, the Secretary General, deputy Secretary General, the Treasurer and the deputy Treasurer, all chosen from the representatives of the ARRE's active members to ensure that the network of European residences is represented.

**Section 6.8. Emergencies.** In emergencies, the President can consult the members of the General Assembly in writing to verify that the ARRE is functioning correctly. The proposals which are made are deemed to have been adopted if no negative opinions are received within 15 days of receiving the consultation. If this emergency procedure is used, the rules of majority, fixed in section 6.7 above, apply. The measures are subject to the ratification by the General Assembly at its next meeting.

## **Article 7 - Bureau**

**Section 7.1. Composition.** The Bureau is the ARRE's management body. It has seven members, namely:

- The President
- 2 Vice-presidents
- The Secretary General
- Assistant Secretary General
- The Treasurer
- The Assistant Treasurer

The functions as member of the Bureau are unpaid. The members of the Bureau only receive the refunds of their expenses, the terms of which are fixed by the General Assembly.

The members of the Bureau must perform an activity inside the management institutions belonging to the ARRE's active members. They are chosen for their professional competence and are elected by the General Assembly on the proposal of their institution of origin. They must represent the different member institutions of the ARRE fairly. Each institution cannot be represented by more than one member on the Bureau, apart from the institution to which the President belongs.

Members of the Bureau are elected by the General Assembly by secret ballot for a period of 3 years, renewable twice. The mandate automatically ends when the capacity under which the person represents his or her institution is lost, in which case the institution will propose a deputy for the term of the mandate remaining to run.

If the General Assembly cannot meet before the term of office of the members of the Bureau expires, it is renewed by an election held by postal correspondence or an e-mail, which all the ARRE's active members are asked to take part in. If a seat on the Bureau is vacant, the General Assembly elects a deputy from amongst the active members in the same way for the remainder of the term.

**Section 7.2. Meetings.** The President convenes the ordinary session of the Bureau at least once a year and the President must convene an extraordinary session of the Bureau if one-third of the

Bureau's members request this. The Bureau's decisions are taken on a majority of the votes. The Bureau is chaired by the President, or if he or she is absent, by one of the Vice-Presidents.

**Section 7.3. Powers.** The Bureau is authorized to use, in the ARRE's name, the funds required for performing the objects stipulated in the Statutes and in accordance with the programme and the decisions taken by the General Assembly. It prepares the programme plans and the budget and supervises their implementation. It acts in the General Assembly's name between two General Assemblies. The Bureau proposes the amount of the contributions, which is fixed by the General Assembly.

The Bureau can, if it wishes, ask experts to participate in its works.

**Section 7.4. President and Vice-presidents.** The President represents the ARRE in all the civil life acts and has the widest powers to this end, subject to the powers of the General Assembly. The President has authority over the personnel.

The President convenes and chairs the General Assembly, and convenes and chairs the Bureau and draws up the agenda. The President represents the ARRE by delegation. The President can delegate his or her signature for any useful purpose with the Bureau's approval;

The Vice Presidents assist and deputize for the President. They assist the President to represent the ARRE and to achieve the ARRE's objects, and the President can give them delegations of authority.

**Section 7.5. Secretary General and assistant Secretary General.** The Secretary General is responsible for the works of the ARRE's Secretariat in accordance with the general strategies laid down by the General Assembly and the Bureau's decisions. The Secretary General draws up the minutes of the meetings of the General Assembly and the Bureau, or has them drawn up, and keeps the register stipulated by article 5 of the law of July 1st 1901. The deputy Secretary General assists and deputizes for the Secretary General.

**Section 7.6. Treasurer and assistant Treasurer.** The Treasurer is responsible for the ARRE's financial management. The Treasurer prepares the financial reports and draws up the draft budgets for the period from January 1 to December 31 of each year. The Treasurer orders expenditure in accordance with the Bureau's instructions and makes payments. The Treasurer is responsible for calling subscriptions, and pays and receives all sums under the President's supervision. The deputy Treasurer assists and deputizes for the Treasurer.

## **Article 8 - Secretariat – Coordination**

The Secretariat is responsible for the performance and coordination of the programme established by the General Assembly under the Bureau's management. It is responsible for managing the ARRE, under the Secretary General's and the Treasurer's supervision, within the scope of the decisions by the General Assembly and the Bureau and in accordance with the general policies defined by the President.

The Secretariat draws up an annual business report.

The Secretariat's salaried staff are appointed by the President on the Bureau's proposal.

The Secretariat's personnel can attend meetings of the Bureau in a consultative capacity.

## **Article 9 – The ARRE’s sources of funds**

- The ARRE’s sources of funds comprise:
- Members’ subscriptions
- Contributions from members for specific services
- Donations and legacies
- Public and private subsidies
- Any other source of financing, which is not prohibited by the laws and regulations in force.

The active members and associate members pay their annual subscriptions and additional contributions which are fixed for each category of member by the ARRE’s General Assembly, on the Bureau’s proposal, before March 31 of each year

## **Article 10 – Validation and modification of the statutes**

**Section 10.1. Implementation.** These statutes come into force as soon as they are adopted by the General Assembly.

**Section 10.2. Official document.** As the ARRE is registered in France as an association governed by the law of July 1 1901, the French version of these Statutes is the official document on which all future transactions will be based.

In the event of a dispute, or a misunderstanding, the French version of the Statutes will take precedence over all other versions.

**Section 10.3. Modification.** Any modification to the Statutes must be approved by decision of the General Assembly taken on a majority of 2/3rds of the members present or represented. The draft modification must be sent to each member at least 15 days before the date of General Assembly, which is asked to pronounce on the modification.

## **Article 11 – Winding up**

Winding up the ARRE before its term must be decided by a vote on the majority of 2/3rds of the members of the ARRE. The winding up plan notably designating two commissioners from amongst the General Assembly’s members and responsible for the liquidation operations must be sent to each member at least 5 days before the date of the General Assembly which pronounces on the winding up.

The two commissioners propose the terms of the winding up to the General Assembly. If net assets remain, they are transferred to another ARRE with equivalent objects, and failing this to a public authority.

## **Article 12 – Coming into force**

These statutes have been passed by the ARRE’s general Assembly which was held on November 26 2010 in Brussels (Belgium). They came into force immediately after the said Assembly ended.

Signed in Brussels, on November 26, 2011.