

TITLE 1. Name, head office and lifespan

Article 1

The name of the association is the Destree Institute (Institut Destrée). Its head office is established at 3, rue du Château, B 6032 Charleroi (Wallonia) and is registered in the judicial district of Charleroi. The head office can be transferred to any other place in Wallonia by decision of the Board of Trustees.

The address of the administrative web site of the Association is <http://www.institut-destree.eu/>, that of its information portal is <http://www.wallonie-en-ligne.net> and the administrative electronic address is infos [@] institut-destree.eu.

There is no limit to the life of the Association.

TITLE 2. Purpose of the Association

Article 2

The Destree Institute, under the patronage of Jules Destrée (1863-1936), Minister for Sciences and Arts, the Destree Institute is an independent non-profit association created in Wallonia in 1938. Acknowledged as a general service for lifelong learning and research centre with an interuniversity calling, the Destree Institute works as a permanent think-tank , while publishing studies and implementing activities related to regional development issues. It pursues its goals with the greatest attention to the European and global dimensions of these issues, along with their impact on society as a whole. The Destree Institute operates therefore as a sensor of change and generates innovative ideas for action, in favour of deliberative democracy and the common good of society.

The goals of the Destree Institute are in line with three ultimate aims:

- the participation of the women and men of Wallonia in a collective project that encourages social justice, promotes democracy, sustainable development and economic expansion, as expressed in the Preamble to the draft Wallonia Constitution of 2 July 1997;
- the development of Wallonia as a region based on the sharing, with its population, of a wide, active and receptive knowledge, giving priority to intangible values - especially to research and to education -, and part of similar European or worldwide think tanks and networks;
- a critical understanding, by the citizens, of the challenges and goals of society, from the local to the global, and a support in defining the strategic strands leading to these ends.

In light of the competences to be marshalled and the nature of the work to be undertaken to achieve the goals of the Destree Institute, this field programme will be realized by the Association itself, alone or in partnership, or through public or private agencies already in existence or to be established.

TITLE 3. Members

Article 3. Capacity, conditions of admission

The Association consists of natural persons who are either full or associate members. The number of full members is limited to fifty and may not be less than seven. The number of associate members is unlimited.

The capacity of associate member is acquired annually on payment of a subscription. The associate members support the activities of the Association to the best of their ability, especially by taking part in the Association's activities of which they are kept informed. The Board of Trustees is completely free to assess the capacity of an associate member.

Full members are nominated by the General Assembly, by the majority of the members present. Candidates for the status of full members shall submit their candidacy by letter, fax or electronic mail to one of the addresses specified under Article 1. The letter of application shall explicitly mention the candidate's adherence to the Charter of the Destree Institute and set out his/her potential contribution to, and specific expectations of, the Association. Subject to approval by the General Assembly by simple majority vote of the members present, one or more full members may be admitted to provisional membership by decision of the Board of Trustees until their nomination by the next General Assembly.

The admission of a new full member is recorded in the minutes of the meeting of the Board of Trustees immediately following the candidate's application of candidacy and the outcome is notified to the new member by letter, fax or electronic mail, after the meeting of the General Assembly.

The Association may also confer the title of corresponding member, observer, patron, member of honour, to persons who are foreign to the Association.

Only full members enjoy the full rights attached to their capacity as members of the Association, including the right to vote in the General Assembly.

Article 4. Subscription, resignation and loss of membership

The subscriptions of all the members, whether full or associate, must be in order. All members who have not paid their subscription within at least thirty days of the reminder addressed to them by registered letter shall be deemed to be resigning. The Annual General Assembly approves, for the following year, the amount of the annual subscription fixed by the Board of Trustees. The subscription may not exceed 50 euros, index-linked on the date of publication of these Statutes.

Non-compliance with the Statutes, behaviour or language likely to harm the interests or the reputation of the Association may lead to the exclusion of the member in question. This exclusion may be accepted provisionally by decision of the Board of Trustees; it is recorded in the minutes of the Board meeting and notified to the member by letter, fax or electronic mail, after the meeting. Definitive exclusion may only be pronounced by the General Assembly, by a two-thirds majority of the votes validly cast. The General Assembly shall give the member concerned the opportunity to argue his/her case.

Full members may at any time withdraw from the Association by notifying their decision to the Board of Trustees by registered letter. The resigning or excluded members, their heirs, successors or eligible persons have no rights over the patrimony of the Association or its registered capital.

TITLE 4. General Assembly

Article 5. Composition, powers

The General Assembly consists solely of full members.

It is empowered to:

1. amend the Statutes and the Charter;
2. appoint and revoke the Trustees and the commissioners;
3. approve the annual accounts, the management reports and the corresponding evaluations;
4. release Trustees and commissioners from obligation ;
5. discuss and approve of the policy report, the programme of action and budgets in the coming years;
6. proceed to the voluntary dissolution of the Association;
7. admit the full members proposed by the Board of Trustees;
8. exclude members;
9. deal with all cases required by law and the Statutes.

Article 6. Rules of procedure, voting, agenda

A full member may cast only one vote. He/she may vote by proxy by giving a full member written, dated authorisation to that effect. Members may exercise only one proxy vote.

The General Assembly deliberates validly only on the items listed on the agenda or in the convocation, except in an emergency recognised by the General Assembly ruling by a two-thirds majority of the votes validly cast, and provided this urgent matter does not deal with the exclusion of members, amendment of the Statutes or the Chart, or the dissolution of the Association. The item "Miscellaneous" only covers items that are not subject to a vote.

The General Assembly deliberates validly, whatever the number of members present or validly represented, apart from the exceptions provided by law or these Statutes. The decisions of the General Assembly are generally taken by simple majority of the votes validly cast, except when it is decided otherwise by law or these Statutes. In the event of a parity vote, the Chairperson or Acting Chairperson shall settle the matter.

The resolutions concerning the amendment of the Statutes and the voluntary dissolution of the Association may be taken by two thirds of the majority of the full members present or validly represented. If a two-thirds majority of the full members is not present or validly represented at the first meeting, the General Assembly meets a second time at least two weeks later. It may then deliberate, whatever the number of full members present or validly represented. A new convocation with the same agenda is sent out at least eight days later, in accordance with the law.

All the votes concerning persons, particularly those associated with the internal democracy of the Association (renewal of the Board of Trustees, renewal of the office of Chairperson, Vice-chairperson, Treasurer, nomination of the Chief Executive Officer, must be taken by secret ballot.

Article 7. Convocations and resolutions

A general assembly must necessarily meet in the first six months of the year, on convocation by the Board of Trustees by ordinary letter, fax or electronic mail addressed to all the full members at least fifteen days before the meeting. The convocation gives the day, hour and place of the meeting as well as the agenda.

At the written request of one fifth of the full members, the Board of Trustees is obliged to convene a general assembly within a (given) time limit as required by the request and the Statutes. This request shall be addressed to the Board of Trustees by registered letter and shall specify the exact purpose of the item or items that the full members in question demand to see

on the agenda of the General Assembly. Moreover, the Board of Trustees is obliged to put on the agenda of the General Assembly any proposal signed by a number at least equal to a twentieth of the last annual list of full members.

The minutes of the general assemblies are written down in a register kept at the Association's head office. Members and third parties may consult this register, either on the spot or on the administrative internet site of the Association.

TITLE 5. Board of Trustees

Article 8. Composition

The Association is administered by a Board of Trustees consisting of a minimum of five members and a maximum of fifteen, elected from among the full members within the General Assembly for a two-year term, renewable for an unlimited period. To be appointed and retain the capacity of director, the appointee must be a full member and have paid his/her subscription.

The Board of Trustees shall appoint from among its members a Chairperson, a maximum of three Vice-Chairpersons and a Treasurer. These officials enjoy a two-year mandate. That of the Chairperson may only be renewed twice.

The Board of Trustees reflects in its composition both the philosophical and political pluralism of the Association — with the express exception of parties that might undermine the Universal Declaration of Human Rights of 10 December 1948 — and the balance between the spheres of good governance, that is the State, the private sector and civil society.

In addition, the Board of Trustees includes honorary Trustees who have a consultative vote. The honorary Trustees are appointed by the General Assembly on the proposal of the Board of Trustees which will have duly deliberated on the matter.

Article 9. Meetings, deliberation

The Board of Trustees meets whenever required for the good of the Association and at least three times a year. The Board of Trustees is convened by the Chairperson. The convocation is addressed to the Trustees by ordinary letter, fax or electronic mail at least one week before the meeting, giving the place, date and time as well as the agenda.

The Board of Trustees deliberates validly only when at least half its members are present or validly represented. Each director can be represented by another director provided the latter has received a written, dated authorisation to that effect. Each director may hold only one proxy vote. In the absence of a quorum, a second meeting may be convened three days later at the earliest and will deliberate validly, whatever the number of Trustees present and validly represented, on the items on the agenda of the preceding meeting.

The decisions are taken by majority vote, each director has one vote, the Chairperson or Chairperson of the meeting holds the casting vote, in the event of a tie.

Article 10. Powers

The Board of Trustees enjoys the widest powers over the management and administration of the Association. Every question that is not expressly reserved for the General Assembly, by law or by these Statutes, falls within its scope. The Board of Trustees is empowered to amend or draft the Charter to be referred to the General Assembly.

The members of the Board of Trustees may not receive any remuneration for the duties conferred on them.

The Chairperson convenes the General Assemblies, draws up the agenda, conducts the debate and is legally mandated to approve donations and legacies, in the same way as the Treasurer.

The Board of Trustees may delegate the day-to-day management or give a mandate for special functions or management operations to one or more persons, whether they be Trustees or not, members or not, acting either individually or conjointly, or collegially, or give them special duties connected with management tasks.

Article 11. Responsibilities

The Trustees do not contract any personal obligation by virtue of their duties, and are only responsible for the execution of their mandate.

TITLE 6. General management

Article 12

In accordance with its powers of delegation, the Board of Trustees may appoint or revoke a general delegate to deal with the ordinary management of the Association. The General Delegate holds the post of General Director of the Association in the framework of the Board's directives, to which he/she reports.

The General Director attends by right the meetings of the Board of Trustees and the General Assembly.

TITLE 7. Financial year, budget and accounts

Article 13

The financial year begins on 1 January and closes on 31 December of each year. The statement of account for the previous year and the budget for the following year are subject each year to the approval of the Annual General Assembly.

The General Assembly shall nominate one or two commissioners to verify the Association's accounts and present the Assembly with an annual report.

TITLE 8. Voluntary dissolution and liquidation

Article 14

In the event of dissolution of the Association, its estate passes to the *Fondation Prix Jules et Marie Destrée* as an institution serving the public interest. The Assembly shall appoint the receiver(s) and determine their powers.

TITLE 9. Special provisions

Article 15

The Destree Institute acts as operator for the *Fondation Prix Jules et Marie Destrée* and for the *Fondation Maurice Bologne-Lemaire*. It assumes the ordinary management of these Foundations by contract and awards their annual prizes.

Article 16

In all cases not provided for by these Statutes, the Act of 27 June 1921 of the Federal State of Belgium will be referred to. If the Act is silent on the point(s) raised, the General Assembly will decide.

Article 17: Charter of the Destree Institute

The General Assembly of 2 October 2004 approved the draft Charter of the Destree Institute passed by the Board of Trustees of 28 August 2004.

A sensor of ideas for practical action in favour of deliberative democracy and the common good of society

The Destree Institute (Institut Destrée) is a private foundation established in Wallonia as a non-profit association. Acknowledged as a general service for lifelong learning and an interuniversity research centre, the Destree Institute works as a permanent think-tank while publishing studies and implementing activities related to regional development issues. It pursues its goals with the greatest attention to the European and global dimensions of these issues, along with their impact on society as a whole. The Destree Institute operates therefore as a sensor of change and generates innovative ideas for action in favour of deliberative democracy and the common good of society.

An independent "space" created in 1938 under the sponsorship of Jules Destrée

Born in 1938 of the will and commitment of dynamic forces to affirm and construct in Wallonia a democratic and French region in the context of the Resistance to all forms of fascism, the Destree Institute was designed to be both a learned society, and an independent place of research, debate and dissemination of knowledge to the widest possible audience.

Since its foundation in 1938 as a non-partisan, pluralist body, the institution has been under the patronage of Jules Destrée (1863-1936). This reference has lost none of its meaning down the years. To begin with, Jules Destrée was one of the very first personalities who helped to affirm the role of his region, Wallonia, in political terms and thus contributed to the social and cultural emancipation of all its inhabitants. Moreover, Jules Destrée's work was outstanding and ground-breaking: as the first Belgian government minister for Sciences, Arts, Culture and Education, organiser of compulsory education, then as a committed protagonist, from 1922 onwards, in international cooperation within the Society of Nations and, lastly, as a visionary at pan-European level. The founders of the Destrée Institute - and especially Maurice Bologne et Aimée Lemaire, its linchpins from 1938 to 1975 - worked on the basis of these ideas consisting of regional democracy and of internationalism.

A place of interaction to promote democratic good governance

The Destree Institute gradually asserted itself as a place of interaction supporting democratic good governance between the levers of society - State, economy, civil society - and as an instrument combining high-level interdisciplinary skills in favour of the development of research, training and the citizenry.

The Destree Institute thinks of territorial identity as the expression of the people's desire to take part in the life of the region rather than as a feeling of belonging. That is why it prioritises four main themes:

- historical research that explains the present, is critical of sources and models, the apprenticeship of spaces, of duration and of times.
- information managed as a platform of knowledge to be shared between all the players in society,
- strategic foresight, as a cognitive, deliberative process of construction of the futures, both individual and collective,
- the citizenship as intelligence, personal emancipation and responsibility towards the collectivity;

A field program in line with three goals

The field programme of the Destree Institute is in line with the following three ultimate aims:

- participation of the women and men of Wallonia in a collective project that encourages social justice, promotes democracy, sustainable development and economic expansion, as expressed in the Preamble to the draft Wallonia Constitution of 2 July 1997, (www.wallonie-en-ligne.net/Wallonie_Citoyennete/1997_Constitution-wallonne_Preambule.htm);
- development of Wallonia as a knowledge region, active and receptive, that gives priority to intangible values, especially to research and to education, and part of similar European or worldwide think tanks and networks;
- critical understanding, by the citizens, of the challenges and goals of society, from the local to the global, and a support in defining the strategic strands leading to these ends.

In light of the competences to be marshalled and the nature of the work to be undertaken to achieve the ends of the Destree Institute, this field programme could be realized either directly by the Association itself, alone or in partnership, or through public or private agencies already in existence or to be established.