

International Association AISBL



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# STATUTES

**Consolidated version  
as officially published on 13 December 2005**



**The original French version will be regarded as the reference text**



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An international non-profit association is hereby formed.

This association, hereafter called « the Association » is governed by what is laid down in Paragraph III of the Belgian law of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations, and in particular, articles 46 to 58 regarding the international non-profit associations (AISBL).

## **Part I: Designation, Registered Office**

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### Article I - Designation

The International non profit Association will be known as “egta – Association of television and radio sales houses”.

### Article II - Registered Office

The registered office of the Association is at 50, rue Wiertz, 1050 Brussels and may be transferred to any other place in Belgium, in accordance with the decision of the General Assembly. In this case, the General Assembly shall instruct the Executive Committee to note this transfer and publish the details in the annexes to the *Moniteur Belge* (Belgian Record of Statutes).

The administrative office could be set up in any other place in Belgium or abroad by simple decision of the Executive Committee

### Article III - Aims

The Association pursues the following non-profit goals of international interest:

- To establish a professional code of conduct in connection with European regulations and to adopt common positions, in the general interest, in dealings with competent organisations, governments and groups at a European level
- The exchange of information and experiences between its members in the commercial communications sector, as understood in the wide sense, as well as all activities linked to revenues resulting directly or indirectly from audiovisual programmes, no matter how these are used.
- To promote the freedom of commercial communications.
- To encourage the principle of self-discipline in the domain of commercial communications.

Although not an exhaustive list, the activities the Association proposes to implement in order to reach its goals are as follows:

The Association shall focus on the following in particular:

- experiments of general interest in the field of advertising in all its forms;
- information on audience research;
- providing its opinion on the organisation and structure of its members;
- information on developments within the field of advertising in all its forms at the international level;
- technical developments in the electronic media (digitalisation, media convergence, ...);
- information which will encourage the development of harmonised regulations and a legal framework at a European level in the field of television and radio advertising in all their forms and audiovisual communication;
- new sources of finance linked to the broadcasting of audiovisual programmes.

The Association's various information and meeting activities shall act as the forum for it to achieve its aims.

The Association shall organise or assist in the organisation of seminars, congresses or symposia, publications and conferences and shall participate in, or co-operate with, other organisations with common or similar objectives, such as those concerned with protecting and harmonising copyright law, combating audiovisual piracy, harmonising technical standards and studying material and programmes for television. In general, the Association shall work with all other associations, organisations and persons studying or working for the advancement and greater understanding of the audiovisual sector, as well as communication aids involving images and/or sound.

The Association may generally pursue any activity which is either directly or indirectly connected with, or intended to further, its aims, or intended to encourage them, although this list is not exhaustive.

#### Article IV - Term

The Association is hereby constituted for an unlimited term.

## **Part II: Members**

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#### Article V - General Rules

The Association shall consist of active, honorary and associate members.

The number of Active Members may not be less than five.

Members' liability shall be limited to the amount of their subscriptions.

#### Article VI - Admission of new members

##### 1) Active members

All advertising sales houses, TV and/or radio bodies represented by their commercial departments, or any legal entity responsible for collecting and/or exploiting revenues arising from the broadcasting of audiovisual programmes, may be admitted as "active members" if the Board so decides, on the recommendation of the Executive Committee, with a majority of votes from Board members present and their proxies.

Active membership entails adherence to the statutes and internal regulations of the Association.

The decision of the Board will then be ratified at the following General Assembly.

##### 2) Honorary members

Any person who has represented his/her organisation to egta and whose merits are recognized by the members of egta may be admitted as an "honorary member" on a decision of the General Assembly, after recommendation by the Executive committee.

Honorary membership entails adherence to the statutes and internal regulations of the Association.

##### 3) Associate members

Any non-European legal entity practising an activity with a television and/or radio sales houses or any legal entity responsible for collecting and/or using revenues arising from the broadcasting of audiovisual programmes may be admitted as an

“associate member” if the Executive Committee so decides with the majority of votes of the Members present and their proxies.

Associate membership entails adherence to the statutes and internal regulations of the Association.

### **Article VII - Resignation, barring and suspension of members**

Any active or associate member wishing to resign must give 12 months’ notice sent by registered mail to the President of the Board at the registered offices of the Association. Such members will be liable for their full subscription until expiry of this period of notice.

Any honorary member wishing to stand down must inform the President at the address of the official headquarters of the Association by letter.

Members who do not pay their subscriptions in the same month in which a reminder to do so is sent by registered post, will be considered as resigning and, henceforth will be liable for their full subscription for a period of 12 months.

Members may only be barred at the proposal of the Board and if the decision is approved by a two-thirds majority of members of the General Assembly present or their proxies.

Resigning, suspended or barred members may not make any claims on the assets of the Association unless the General Assembly, upon the merits of each individual case, decides otherwise.

Such members shall not be entitled to claim or request details of the Association's accounts, stock or the affixation of seals.

The Executive Committee may suspend members found guilty of serious infringements to these Statutes or the Law until a decision is taken at the next General Assembly.

### **Article VIII - Subscriptions**

All active and associate members shall pay an annual subscription, which shall be determined by the General Assembly. Honorary Members shall be exempt from the payment of subscriptions.

The annual subscriptions shall be calculated according to the criteria for distribution defined in the internal regulations in article XX of the present Statutes.

## **Part III: General Assembly**

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### **Article IX - Composition and General Principles**

The General Assembly shall be composed of all members of the Association and chaired by the President of the Board, or if he is unable to attend, by one of the Vice-Presidents, as laid down in Article XIII.

The General Assembly shall retain the absolute power of the Association. Its powers shall include those specifically recognised by the Law or these Statutes.

It shall be responsible for the following in particular:

1. amendments to these Statutes;
2. appointment and dismissal of Board Members;

3. approval of the accounts and the budget for the following year;
4. voluntary dissolution of the Association;
5. barring of members;
6. any other matters, at the request of a quorum of at least 1/5 of members present or their proxies
7. approval of the nomination of the Secretary General.

At least one General Assembly shall be held each year. As a general rule, this shall be held at the registered office of the Association at 10 a.m. on 31 May of each year; the Board being nevertheless entitled to set an alternative time, date and venue for the meeting, though this shall always be held before 1 June of each year.

The Association shall hold an extraordinary General Assembly whenever the Board so decides, or at the request of a quorum of at least 1/5 of its members.

All members shall be notified of this meeting.

### **Article X - Notice of the General Assembly**

The Board shall send notice of the General Assembly to each member, in writing (by registered letter, fax, email, etc.) and signed by the President or two Board Members on behalf of the Board, at least one month in advance of the General Assembly.

The agenda shall be sent together with this notice.

The following matters shall automatically be included on the agenda for the General Assembly:

- approval of the activity report;
- approval of the financial report and the accounts;
- decisions on priorities for the following year;
- apportionment of operating costs among members;
- ratification of decisions to admit new members put forward by the Board;
- election of the Board, pursuant to the provisions laid down in Article XIII.

The General Assembly may also deliberate points which are not included on the agenda if such decision is carried by a two-third majority.

### **Article XI - Voting by proxy**

All members shall be entitled to attend the General Assembly. Members may be represented by a proxy vote, but no member hold more than one proxy vote. A member of a group may therefore represent only one other member of this group.

### **Article XII - Decisions**

The number of votes held by active members shall be in proportion to their contribution and determined according to the criteria laid down in the internal regulations.

Honorary and associate members have no voting rights but only a consultative voice. When there is no clear majority, the President shall have the casting vote.

Decisions shall be adopted when there is a simple majority of votes by members present or their proxies, unless otherwise laid down in the Law or these Statutes.

The General Assembly may only deliberate the dissolution of the Association and amendments to these Statutes if two thirds of the members or their proxies are present and if such decisions are carried by a majority of two-thirds.

In the event of this quorum not being reached, another General Assembly shall be convened within a period of at least three weeks and at most five weeks.

The General Assembly shall then deliberate the dissolution of the Association and amendments to these Statutes, irrespective of the number of members or their proxies present. However, decisions may only be taken by at least two thirds of the members present and their proxies.

Decisions taken at the General Assembly shall be recorded in a minute book signed by the President and a Board Member and kept at the registered office. All members and third parties with a justifiable interest may request extracts signed by the President of the Executive Committee or by two Board Members.

## **Part IV: Administration**

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### **Article XIII - Board: Composition and General Principles**

The Association shall be administered by a Board composed of at least six Members, individuals elected by the General Assembly for a renewable term of office of two years.

The Board shall comprise a maximum of twenty Board Members which must include at least:

- ✦ a President, elected by the General Assembly, who may only remain in office for two years and be re-elected after a period of at least four years;
- ✦ three Vice-Presidents, elected by the General Assembly; their mandate may be renewed only once
- ✦ a Treasurer.
- ✦ and, if available, two other members, one of whom shall be the outgoing President and the other, depending on the situation, shall be the President elect for the following year.

The Board Members may be removed at any time by the General Assembly.

In the event of an office becoming vacant during the course of a mandated term, a Member may be co-opted by the Board to complete the term of the Member s/he is replacing. The Members do not contract any personal liability by virtue of their functions and are responsible only for executing their mandate.

Board Members shall not be remunerated for their functions, unless the General Assembly decides otherwise.

### **Article XIV – Board: Meetings and Decisions**

The Board shall meet at the request of the President. It may only rule if the majority of its members or their proxies are present. Each Board Member may act as a representative for another, but may not act on behalf of more than one Member.

Decisions may be taken when there is a majority (of votes) among the Board Members present or their proxies. When there is no absolute majority, the President shall have the casting vote.

The decisions of the Committee shall be recorded in the form of minutes, signed by the President and another Board Member and inserted in a special minute book. The extracts which need to be copied shall be signed by the President and another Board Member.

The Board shall meet at least at the same time as each annual General Assembly and twice before the following annual General Assembly

## Article XV – Board: Powers

The Board shall hold the most extensive authority in the administration and management of the Association. Accordingly, it shall retain the absolute power to take decisions on all matters not covered by the Law or reserved by the present Statutes, for the General Assembly.

The Board may delegate the day-to-day running of the Association to a Secretary-General. The nomination for this post shall be approved by the General Assembly which shall decide on the power to be attributed and possibly the remuneration. The authority of the Secretary-General may under no circumstances exceed that of the Board.

## Article XVI - Executive Committee: Composition and General Principles

The Executive Committee is composed of at least six Board Members, individuals co-opted by the Board from among its Members, for a term of office equivalent to that planned for the Board.

The Executive Committee shall comprise:

- ✦ the President of the Board
- ✦ the three Vice-Presidents
- ✦ the Treasurer
- ✦ and, if available, two other members, one of whom shall be the outgoing President and the other, depending on the situation, shall be the President elect for the following year.

## Article XVII - Executive Committee: Meetings and Decisions

The Executive Committee shall meet at the request of the President. It may only rule if the majority of its members or their proxies are present. Each Member may serve as a proxy for another, but may not act on behalf of more than one Member.

Decisions may be taken when there is a majority (of votes) among the Executive Committee Members present and their proxies. When there is no absolute majority, the President shall have the casting vote.

The decisions of the Committee shall be recorded in the form of minutes, signed by the President and another Executive Committee Member and recorded in a special minute book. Extracts that have to be copied shall be signed by the President and another Executive Committee Member.

The Executive Committee shall meet between annual General Assemblies, as often as the interests of the Association require at the request of the President or two Members of the Executive Committee.

## Article XVIII - Executive Committee: Powers

The Executive Committee formulates recommendations and prepares the issues on which decisions must be taken by the Board and may itself, at the express request of the Board, take any decision concerning the administration and management of the Association.

## Article XIX - Representation

All legal actions initiated in the name of egta, whether the Association is the plaintiff or the defendant, shall be instigated and pursued at the request of the President or a Board Member, in accordance with the instructions of the General Assembly acting on a proposal of the Board.

Apart from the day-to-day administration of the Association, official documents that commit the Association in any way shall be signed by the President and a Board Member (unless exceptionally instructed otherwise by the Board), in accordance with the instructions of the Board. Such persons shall not have to justify their power to third parties.

## **Part V: Other provisions**

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### **Article XX – Internal Regulations**

The Board may submit internal regulations for approval by the General Assembly. Amendments to these regulations may be made by the General Assembly under the usual voting conditions.

### **Article XXI - Financial year**

The financial year shall begin on 1 January and end on 31 December each year.

In conformity with article 51 of the Belgian Law of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations, the annual accounts approved by the General Assembly shall be transmitted to the Federal Public Justice Service (Service Public Fédéral Justice).

### **Article XXII - Audit**

The General Assembly may appoint an auditor to audit the Association's accounts and submit an annual report. The duration of and remuneration for the audit shall be decided by the General Assembly.

### **Article XXIII - Permanent representation**

The Board may nominate active members to act as permanent representatives of the Association both in other countries and in dealings with other organisations. The powers of these representatives shall be specifically determined by the Board and representatives must act within the limits of these powers.

### **Article XXIV - Liquidation**

In the event of the Association being dissolved, the General Assembly shall appoint a liquidator or liquidators and shall also decide on their powers, their possible remuneration and how to dispose of the Association's net assets. These must be allocated to a disinterested party

### **Article XXV - Approval of these Statutes by Royal Decree**

These Statutes shall enter into force once they have been approved by Royal Decree and published, in accordance with Article III of the Law of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations. This rule shall also apply to any future amendments to these Statutes.

### **Article XXVI - Subsidiary application of the Law of 27 June 1921**

In the case of provisions not covered by these Statutes, article III of the Belgian Law of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations shall be applicable.