

**“EUROPEAN FEDERATION OF ASSOCIATIONS
AND CENTRES OF IRISH STUDIES ”,
Abbreviated “EFACIS”.**
Internationale vereniging zonder winstoogmerk

Having its seat in
Belgium, 3000 Leuven,
Janseniustraat 1.

Formation IVZW – Appointments

**The year two thousand and seventeen
On the second of September.**

Before Us, Notariskantoor Jansen & Leroi, Notary Public having his post at
Diestersteenweg 175, 3510 Hasselt/Kermt, Belgium

Have appeared:

1. Dr. Seán Crosson, National University of Ireland Galway, Ireland
President
2. Prof. Dr. Ondřej Pilný, Charles University Prague, Czech Republic
Vice-President
3. Prof. Dr. Katharina Rennhak, University of Wuppertal, Germany
Secretary
4. Malachy Valley
Treasurer
5. Prof. Dr. Anne Goarzin, University of Rennes 2, France
Board Member
6. Prof. Dr. Cliona Ní Riordain, University Sorbonne Nouvelle, France
Board Member
7. Prof. Dr. Loredana Salis, University of Sassari, Italy
Board Member
8. Prof. Dr. Chiara Sciarrino, University of Palermo, France
Board Member
9. Prof. Dr. Elke D’hoker, Catholic University Leuven, Belgium
Board Member
10. Dr. Marianna Gula, University of Debrecen, Hungary
Board Member
11. Dr. David Clarke Mitchell, University of A Coruña, Spain
Board Member
12. Prof. Dr. Asier Altuna García de Salazar, University of Deusto, Spain
Board Member
13. Dr. Caroline Magennis, University of Salford, England

Board Member

14. Prof. Dr. Hedwig Schwall, Catholic University of Leuven, Belgium
EFACIS Project Manager and Honorary Member

15. Prof. Dr. Shane Alcobia Murphy, University of Aberdeen, Scotland
Honorary Member

Appearers of whom the identities have been proved at the sight of their identity cards, hereinafter called "the Board".

Who have requested Us, Notary Public, to execute the authentic deed of the formation of an international non-profit association, according to Title III of the law of June 27 1921, amended by the Law of May 2 2002 regarding the *Verenigingen zonder winstoogmerk, the Internationale Verenigingen zonder winstoogmerk and the Stichtingen*, as follows hereinafter.

I. FORMATION

The present formation is effected under the condition precedent of the acquisition of legal personality according to article 50 § 1 of the aforementioned law.

The Board declare to found, by the present deed, an international non-profit association, of which they lay down the byelaws as follows:

II. BYELAWS

TITLE I: LEGAL FORM – NAME – SEAT – DURATION – OBJECT – ACTIVITIES

Article 1. Legal Form and Name

The Association has the form of an international non-profit association, as stipulated by the law of June 27 1921 regarding the non-profit associations, the international non-profit associations and the foundations.

The name of the Association is "EUROPEAN FEDERATION OF ASSOCIATIONS AND CENTRES OF IRISH STUDIES", abbreviated "EFACIS".

It will be allowed to use the full name and the abbreviated name separately.

All deeds, invoices, announcements, notices and other pieces emanating from the Association shall mention its name, preceded or followed immediately by the words "*internationale vereniging zonder winstoogmerk*" or by the abbreviation "IVZW", as well as by the address of its domicile.

Article 2 – Seat

The seat of the Association is established in Belgium at 3000 Leuven, Janseniusstraat 1.

It can be transferred to any other place in Belgium, with due reservation for the compliance with the legislation and the regulation with regard to languages, provided that an amendment of the byelaws is effected. Each transfer of the seat of the Association shall be deposited at the registry of the Commercial Court of the place of the seat of the Association and is published in the *Bijlagen to the Belgisch Staatsblad*.

The Board can change the seat to any other location in Belgium. The General Assembly will ratify the change at the first assembly meeting following the Board's decision.

Article 3 – Duration

The Association is founded for an indefinite period of time.

Article 4 – Aims and objectives

The Association has the objective to promote interest in, and support for, the expansion of Irish studies throughout Europe. EFACIS' focus is the study and debate of all aspects of society, culture and literature of the Republic of Ireland, Northern Ireland and the Irish diaspora, within the humanities and social sciences.

The Association is altruistic. It pursues in the first place a non-profit object of international use.

The Association exclusively and directly pursues objects of public common interest, according to the Belgian legislation.

Article 5 – Activities

The Association will be able to develop its activities in all areas that contribute to the aforesaid objectives. The Association will organise lectures, colloquia, courses, seminars, conferences, workshops, visits; it will organise and support research; it can organise and facilitate arts and culture happenings and events such as theatre, dance, music performances and art exhibitions; it can be in charge of publications; it will facilitate networking; it can cooperate with other organisations specialising in Irish studies; etc..

The Association can participate in any commercial and financial activity in order to help and realise its aims.

It will foster multi- and interdisciplinary approaches and encourage critical enquiry and educational ideas in Irish Studies.

TITLE II: MEMBERS

Article 6 – Entry

1. The Association is accessible for Belgians and non-Belgians.

Membership of the Association consists of at least seven effective members and the Association can also have honorary members. The Association consists of three types of effective members:

- centres of Irish Studies;
- national and regional associations of Irish Studies;
- individuals.

The members can be legal entities. The maximum number of members is not limited. The members enjoy all the rights the law and these statutes provide.

2.a. Effective Member

Effective members are: every person or legal entity accepted by the Board as an effective member.

Each individual or legal entity who is interested in the aims and objectives of the Association can stand up for Membership in the present Association.

The Board has the supreme and final decision on membership and does not have to motivate its decision, but an effective member has the possibility of appeal.

2.b. Honorary member

Is an honorary member of the association, every person or legal entity that supports the

aims and objectives of the association and is accepted as honorary member by the Board.

The Board has the supreme and final decision on membership and does not have to motivate its decision, but an effective member has the possibility of appeal.

Article 7 – Resignation - Exclusion - Suspension

Every effective and honorary member is at liberty to resign from membership of the Association after written notification to the Board.

Membership of the Association ends automatically by exclusion, death or, in the case of a legal entity, by its dissolution, merger, split or bankruptcy.

Any member who ceases by death or another reason, to belong to the Association, shall have no rights to the property of the Association. They can't require or claim any account statement, seal or inventory.

The General Assembly can exclude an effective member with a simple majority of the present or represented votes, after the concerned member has been heard.

The exclusion of an honorary member can be pronounced by the Board.

The decisions of the General Assembly and the Board in these matters are supreme and final.

The Board can suspend an effective member who is in breach of these statutes or who acts against the objectives and aims of the Association, until the exclusion deliberation of the General Assembly.

Article 8 – Contributions – Obligations

The Board can ask the effective and honorary members to pay a membership fee.

The Members, in that capacity, do not enter into any personal obligation with regard to the obligations entered into by the Association.

TITLE III. GENERAL GUIDING ORGAN - GENERAL ASSEMBLY

Article 9 – Members

The general leading and guiding organ is called the General Assembly and is composed of all effective members of the Association. Only the effective members have the right to vote.

Honorary members can participate in the General Assembly but they cannot vote.

Article 10 – Competence

The General Assembly has the competences that are explicitly attributed to it by the law or the present byelaws and especially :

- 1) the amendments to the byelaws;
- 2) discharge the members of the Board and the commissaries;µ
- 3) approve the accounts and the budget;
- 4) the liquidation and dissolution of the Association;
- 5) the exclusion of an effective member.

Article 11 - Meetings – Summons to the Meeting

The ordinary general assembly of the members of the Association will be held once a year, on the date set by the Board.

An extraordinary general assembly can be held whenever the interests of the

Association are at stake. An assembly has to be called whenever one fifth of the effective members so demand.

Every meeting will be called on such day, hour and place as indicated in the summons of the meeting.

The summons will be sent by the Board by ordinary letter, telefax or e-mail to every effective member, at least eight days before the meeting and signed for the Board by the President, delegated director or two directors. The agenda of the meeting is attached to the summons.

The General Assembly will be chaired by the President of the Board or, in his/her absence, by the Vice-president or by the oldest of the members of the Board present. The President appoints the secretary. The General Assembly elects one or more observers.

Article 12 – Representation

Each voting Member can have himself represented by another voting Member. This power of attorney is given in writing. A member can have no more than two authorisations.

Article 13 – Voting Right

All effective members have equal voting rights. Every member has one vote.

Article 14 – Deliberation - Decisions

Except in the cases described by these byelaws, the General Assembly can only validly deliberate when at least 8 of the effective members are present or represented. The decisions are made by simple majority of the votes cast. In case of a stalemate, the president's vote is decisive.

The General Assembly can only decide on the items mentioned in the agenda unless the present and represented members agree otherwise with a simple majority.

Article 15 – Amendment of the Byelaws

The General Assembly is competent to confer and decide a modification of the Byelaws of the association.

A decision concerning a modification of the Byelaws can only be taken if the proposal of modification was mentioned in the evocation.

A modification of the Byelaws can only be decided with a majority of three-fourth of the votes of the present or valid represented actual members of the General Assembly.

Each amendment of the information mentioned in article 48, first paragraph, 2° of the law of June 27 1921 shall be approved by the King.

Other amendments of the in article 48, 5° and 7° of the aforementioned law, shall be laid down by authentic deed.

Article 16 – Merger – Liquidation – Dissolution

The General Assembly is competent to confer and decide to proceed to a merger with another Association with a similar object, a liquidation or a dissolution, with a ³/₄ (three-fourths) majority of the Members present or represented of the General Assembly.

Article 17 – Minutes – Right of Scrutiny – Announcement

Minutes are drawn up of every Meeting that are signed by the President and the Secretary.

Copies or extract of the aforementioned minutes are signed by the President or by the Secretary.

The Members can consult the minutes and the decisions of the General Assembly at the seat of the Association. Copies or extract of the aforementioned minutes for third parties are signed by the President or by two members of the Board.

TITLE IV – MANAGEMENT – SUPERVISION

Article 18 – Board – Members of the Board

The Association is administrated by a Board. The Board has at least three members, individuals or legal entities. The General Assembly has responsibility for the appointment of the Members of the Board for a period of two years. The outgoing Members of the Board are eligible for re-election twice, except if there is no replacement for a specific function. A change of function allows for another term of office.

The members of the Board are automatically effective members of the Association.

The Board elects among its members a president, possibly a vice-president, a secretary and a treasurer.

The Members of the Board can be dismissed by a two-thirds majority of the present and represented members at the General Assembly.

Article 19 – Appointment – Dismissal

The Members of the Board are by the General Assembly elected by simple majority and dismissed by a two-third majority of the votes present or represented of the effective Members. The deeds regarding the election, the dismissal and the termination of office of the Members of the Board and, if the occasion arises, of the persons authorized to represent the Association, drawn up according to the law, must be made public by deposition in the file of the association on the graft of the court and be published in the *Bijlagen tot het Belgisch Staatsblad*.

They are appointed for a definite period of time, yet can be at any time dismissed by the Board or by the board. Where appropriate they are heard firstly.

The mandate of the members, individuals, of the Board is concluded at death, voluntary dismissal, incapacity, dismissal by the Board or the board, or by a decision of the *Rechtbank van Eerste Aanleg* where the seat of the association is established.

The mandate of the members, legal entities, of the Board is concluded in case of dissolution, declaration of bankruptcy, procedure of judicial reorganisation, voluntary dismissal, dismissal by the Board, or by a decision of the *Rechtbank van Eerste Aanleg* where the seat of the association is established.

In case the number of members of the Board falls back under legally minimum, members remain in function until their replacement have been foreseen.

The first members of the Board are appointed in the establishment certificate by the board.

Article 20 – Remuneration

The mandate of a Member of the Board is unpaid.

Article 21 – Competence

The Board administrates the Association and represents it in and out of court.

It has the competence to do all acts for the realization of the Association's object, to the exclusion of the competences that are reserved to the General Assembly by the

law of June 21 1921 regarding the non-profit associations, the international non-profit associations and the foundations, amended by the [Belgian] Royal Decree of May 31 2004 or these byelaws.

Article 22 – Meetings

The Board meets at the invitation of the president and the secretary. The president chairs the meeting, or, in his/her absence, the vice-president or the oldest of the board members present.

The Board meets whenever the interest of the Association requires or when two board members demand it, and at least once a year.

The meetings take place at the seat of the Association or at any other place mentioned in the invitation.

The notice convening the meeting is possible by letter, fax, electronic mail or some other communication way. The evocation mentions day, hour and place and contains the agenda.

The Board can meet by tel. or videoconference. The before-mentioned rules of deliberation apply.

Article 23 – Decisions

The Board can only meet when the majority of its members are present or represented. It decides with a simple majority of the present or represented members of the Board, not taking in account the abstentions. In case of a stalemate the president's vote is decisive.

Every absent member of the Board can give proxy to any other member of the Board by letter, e-mail or by any other means of written communication to represent him/her and to vote in his/her place. This way the absent member will be regarded as present. A member of the Board can have no more than one authorisation.

Article 24 – Minutes

The secretary of the Board or any other therefore appointed member of the Board puts the decisions of the Board in writing in a report, which is approved by the Board. The proxies are attached to the report.

The copies or extracts are signed by the president or by two members of the Board.

Article 25 – Day to day Management – Director's Committee - Delegation

The Board can delegate the day-to-day management, as well as the power to represent,

- to one or more delegated directors appointed amongst its members who will be called "General Director"
- to a Directors' Committee appointed by the Board for a certain period and with certain powers.

The Board can delegate special powers to any mandatary.

Article 26 - External Representation

Without prejudice to the general power of representation of the Board, as a college, the Association is represented for its acts, including the ones in which intervenes a public or ministerial official, and in court, by :

- a) either by two members of the Board acting together;
- b) or, within the limits of the day management for payments up to twenty-five thousand euro (25.000,00 euro), by a delegated director (general director)a acting on his/her own or by two members of the Board acting together;
- c) or by special mandataries within the limits of their mandate.

Article 27 - Supervision

The supervision of the financial situation of the Association, the yearly accounts and the conformity with the law and the byelaws will be confided to one or more commissaries when the law so requires or when the Board so decides.

TITLE V - FINANCIAL YEAR - REVENUE - ANNUAL ACCOUNTS - BUDGET

Article 28 - Financial Year

The financial year starts each year on January 1 and ends on December 31 of each year.

Article 29 - Sources of Revenue

The sources of revenue consist of:

- i. Membership fees;
- ii. subsidies and donations;
- iii. meeting revenues and dividends from other meetings ;
- iv. interests, revenue, bonds and other guarantees the Association might possess;
- v. all other sources of revenue, on condition that they do not conflict with imperative law or other regulations.

The funds of the Association can only be used within the scope of the objective mentioned in article 4 and of the present byelaws. The Members of the Association do not get shares in the revenues of the Association.

No one can take advantage from the expenditures that do not reflect the basic interests of the Association or from disproportionate refunds.

Article 30 - Annual Accounts - Budget - Discharge

Each year, the Board draws up the annual accounts of the previous financial year, according to article 53 § 1 of the law of June 27 1921, as well as the budget for the next financial year. The General Assembly approves the annual accounts and the budget at its next meeting.

Upon approval of the annual accounts and the budget, the General Assembly decides on the discharge to the Members of the Board and, in case of, commissaries.

If the association reaches at the end of the annual accounts at least two of three limits mentioned in the law, she keeps an accountancy and makes an annual account in accordance with the *boekhoudwet* of 17 July 1975, except adaptations because of its particular nature.

Associations must dedicate the monitoring of their financial situation, of the annual account and of the regularity of the achievements to one or more commissioners if she meets the criteria stipulated in Article 53 § 5 of the law of 27 June 1921.

TITLE VI - DISSOLUTION AND LIQUIDATION

Article 31 - Dissolution

Except for the cases of judicial dissolution, only the General Assembly can proceed to the dissolution according to the legal stipulations, notwithstanding the possible other applicants to dissolution as in Article 55 of the law of 27 June 1921

The dissolution requires the approval of a three-fourths (3/4) majority of the Members present or represented of the General Assembly.

In case of voluntary dissolution the General Assembly, or in the absence thereof the court, appoints one or more liquidators, and also determines their competences.

Article 32 – Liquidation

In the event of dissolution the General Assembly will, according to the Belgian law, determine how the net remaining Association assets, upon pay-off of the debts and the charges, be transferred to an Association, service or work, or several of these, appointed by the General Assembly, and which will approximate as closely as possible to the purposes of the present Association, assets which is in any case are intended for a disinterested purpose that lies as closely as possible to the purpose of the association.

The deeds, invoices, notices, disclosures and other pieces from the association, have to mention then the name of the association immediately preceded or followed by the words “*internationale vereniging zonder winstoogmerk in vereffening*”.

FINAL OR TRANSITIONAL PROVISIONS

1. Appointment of the first Members of the Board

All before-mentioned board members of the association have met after the formation of the association at a General Assembly and decide to appoint by unanimity following members of the Board, members who intervene here and accept:

- #, as President;
- #, as Vice-President;
- #, as secretary;
- #, as treasurer.

2. First Financial Year and next General Assembly

In derogation to article 28 and by way of exception, the first financial year starts on the day that the Association acquires legal personality (at the deposition of an extract of the deed of formation at the registry of the competent Commercial Court) and ends on December 31, 2013. The next General Assembly will be held on

3. Costs

The Apparers declare that the costs, expenditures, remunerations and charges, under whatever form, that come to the Association, or that have been charged to it as a consequence of its formation, amount to the sum of #.

4. Power of Attorney

The Apparers grant power to Ms. Hedwig SCHWALL, with possibility of subrogation, to fulfill and execute all formalities that result from the formation of this Association. This in general comprises the power of attorney to perform all necessary or useful formalities that will allow the foundation to start its activities.

This power of attorney amongst other things entails the following acts:

- appealing to granting legal personality at the Ministry of Justice in accordance with Article 50 paragraph 1 of the law of 27 June 1921;
- the fulfillment of the necessary formalities to proceed to the deposition of the establishment certificate and the Royal Decree where legal personality is granted to the association, and to do the publication obligations at the graft of the *rechtbank van koophandel* and at the *Bijlagen tot het Belgisch Staatsblad*.

TITLE VII – MISCELLANEOUS STIPULATIONS

Article 33 – Election of Domicile

For the execution of the present byelaws, each Member of the General Assembly and each Member of the Board, commissioner or liquidator, domiciled abroad, who has not communicated a valid election of domicile in European Union to the Association, will be considered to have elected domicile at the domicile of the Association, where any notice, reminder, summons and notification addressed to him can be effected in a valid way.

Article 34 – Legislation

For all that is not explicitly provided for in the present byelaws, reference is made to the law of June 27 1921 regarding the non-profit associations, the international non-profit associations and the foundations.

ARTICLE 9 VENTOSE LAW

The parties recognize that the undersigned Notary Public has pointed out to them that each party has the free choice to appoint another Notary Public or to have itself assisted by a counselor, in particular when conflicting interests or unbalanced clauses are found.

The parties hereupon declared that, in their opinions, there is no contradiction of interests and that they consider all stipulations in the present deed as balanced and that they accept these.

The parties also confirm that the Notary Public has duly informed them on the rights, the obligations and the charges resulting for them from the present deed and that he advised them in an impartial way.

DOCUMENT DUTIES (Belgian Code on Miscellaneous Duties and Taxes)

The document duties, owed on the present deed, amount to ninety-five Euros (95 EUR). The undersigned Notary Public certifies that these duties have been paid in his hands.

WHEREOF RECORD

Drawn up and passed at our office at Leuven.

After explanation of the present report and upon reading out in full of these and English translation of it of which a free English translation will remain been attached to present report - the Appearers have signed with Us, Notary Public.