

**European Association for Machine Translation**  
(Non-profit association)

**FORMATION**

The undersigned:

1. Heidi Depraetere, Barrestraat 11, 9000 Gent
2. Luc Meertens, Tennisstraat 14, 9050 Gentbrugge

have agreed on November 12<sup>th</sup> 2021 in accordance with the Law of 23 March 2019 introducing the Code of Companies and Associations —hereinafter referred to as the CC— published in the Belgian Official Gazette of 4 April 2019, the non-profit association European Association for Machine Translation —abbreviated EAMT and hereinafter referred to as the Association— at whose statutes read as follows:

**STATUTES**

**I. THE ASSOCIATION**

**Art. 1. Name**

The association bears the name European Association for Machine Translation [abbreviated: EAMT].

This name must appear in all deeds, invoices, notices, disclosures, letters, orders, websites and other documents, whether in electronic form, originating from a legal person, immediately preceded or followed by the words "non-profit association" or by the abbreviation "**NPA**", together with the following information: the precise indication of the registered office of the legal person, the company number, the word "register of legal entities" or the abbreviation "RPR", the indication of the court of the registered office of the legal person, and where appropriate case, the email address and website of the legal entity.

The organs of the Association are the General Assembly and the Executive Committee.

**Art. 2. Registered office**

The registered office of the association is located in the Flemish Region of Belgium.

The Executive Committee is authorized to move the registered office within Belgium within the same language area. If, as a result of the transfer of the registered office, the language of the articles of association has to be changed, only the General Assembly can take this decision, taking into account the requirements for an amendment to the articles of the association.

**Art. 3. Objectives and object**

The aim of the association is to bring together users, developers, researchers, sponsors and others interested in the field of machine and/or computer assisted translation, research, development and use.

In the pursuit of the abovementioned aim, the Association shall in particular perform the following activities:

- promote the exchange of information about machine and/or computer-assisted translation among its members;
- organize conferences, workshops, seminars, and lectures in the field of machine and/or computer assisted translation;
- sponsor activities by its members that pursue the above-mentioned aim;
- Disseminate information about machine translation workshops and conferences, as well as about publications relevant to the domain, and
- Participate in and/or become a member of other associations that pursue the same or a similar purpose

It is authorized to perform commercial acts insofar as these are in accordance with the purpose described in the first paragraph and insofar as the profits are used to achieve this purpose. It can own or acquire all movable and immovable property it needs for the realization of its purpose, and can exercise all property rights and other real rights over such property.

To this end, it can perform all useful legal acts and deeds, including concluding agreements, recruiting personnel, signing contracts, taking out insurance policies, and leasing goods, all this both at home and abroad.

It can obtain subsidies from both the government and private institutions, sponsor it and send representatives at home and abroad, and act as a representative itself.

#### **Art. 4. Duration**

The association is established for an indefinite period of time. It can be dissolved at any time.

## **II. MEMBERSHIP**

#### **Art. 5. Members**

The association only has ordinary members.

#### **Art. 6. Number of members**

The association will have at least five members.

The founders are the first members of the Association.

#### **Art. 7. Membership of the members**

Membership in the Association is open to anyone based in European or middle-Eastern and north-African countries interested in the promotion of the Association's purpose. Four types of membership are possible: student, individual, non-profit and corporate.

Any member of the European Association for Machine Translation is automatically a member of the International Association for Machine Translation.

An application for admission must be submitted in writing to the Executive Committee, or by simply applying for membership through the appropriate facility on the Association's website.

The Executive Committee shall decide upon the applications for membership and may refuse such applications without indicating the reasons for its refusal. The Executive Committee may ask an applicant for membership to justify his right to the type of membership applied for.

#### **Art. 8. Rights and obligations of members**

All members may consult the register of members at the registered office of the association. To this end, they shall make a written request to the managing body, with whom they agree on a date and time for consultation of the register.

In addition, all members shall have all the rights and obligations set out in the CC.

The members shall strive to make the Association benefit from their knowledge and their experience.

The members shall pay to the Association an annual membership fee within 3 months at the latest after the beginning of the Association's fiscal year. The Association's fiscal year begins on January 1st. The different types of membership (Student, Individual, Non-Profit and Corporate) are reflected in the membership fee.

#### **Art. 9. Membership fee**

The General Assembly shall fix annually the contribution to be paid by the members on the recommendation by the Executive Committee. The fees are effective as of the next fiscal year.

#### **Art. 10 Resignation of members**

Any member can resign from the association at any time by notifying the Executive Committee of that resignation in writing.

The notice of resignation must reach the Executive Committee six months before the end of the Association's fiscal year.

The resignation of the member will take effect as of the next fiscal year.

In addition, a member will be deemed to resign in the following circumstances and the membership will therefore -automatically expire:

- When the member has not paid his or her membership fee for the current year within one month after a written reminder;
- When the member no longer meets the condition(s) to be a member of the association.

#### **Art. 11. Exclusion of members**

The membership of a member who commits any deed aimed against the Association and/or which may hurt the interests of the latter or of its members can be terminated at any time by a special decision of the General Assembly, convened by the Executive Committee or at the request of at least 1/5 of the members, subject to the attendance and majority requirements prescribed for an amendment to the Articles of Association.

The member is informed by the President of the Executive Committee of the reasons for the exclusion. The member must be heard at the General Assembly and may be assisted by a lawyer.

The vote on the termination of a member's membership may be secret.

Membership ends by operation of law in the event that the member dies, is declared bankrupt, incapacitated or has an extended minority status, or is placed under provisional administration.

Any member who, in spite of a written reminder, shall not have complied with the general obligations of a member of the association (namely the payment of the annual membership fee) shall *ipso jure* forfeit their status as a member by the end of the EAMT's fiscal year.

### **III. GENERAL ASSEMBLY**

#### **Art. 12. Composition of the General Assembly**

The General Assembly is composed of all members.

It is chaired by the Association's president, or in their absence by the oldest of the members of the Executive Committee present.

#### **Art. 13. Powers of the General Assembly**

The General Assembly shall be the Association's supreme power. It is exclusively competent for what is provided for in the CC and subsequent amendments to the law:

1. To adopt and modify the articles of association;
2. To decide upon the location of the registered office;
3. To elect the Association's President, to remove them from office, and to determine their remuneration if applicable;
4. To elect the members of the Executive Committee, to remove them from office, and to determine their remuneration, if applicable;
5. To ratify the co-option of additional members to the executive committee,
6. To determine the Association's general policies and to establish the main guidelines for its management;
7. To give discharge to the Executive Committee regarding their activities;
8. To approve the budget and the annual accounts;
9. To audit the accounts of the Association. To that effect, the ordinary annual General Assembly elects an auditor to review and sign the annual accounts for presentation to the annual General Assembly. The Treasurer must submit the annual accounts to the auditor not later than 30 days prior to the annual General Assembly.
10. To dissolve the association;
11. To exclude a member;
12. To convert the association into an International Non-Profit Association, a cooperative society recognized as a social enterprise or a recognized cooperative society with a social purpose;
13. To make or accept a contribution for no consideration;

14. To adopt any resolutions on other issues that specifically fall within its powers by virtue of the law or the Articles of Association.

#### **Art. 14. Meetings of the General Assembly**

The General Assembly shall be convened by the President of the Association or, in case of incapacity of the latter, by the Executive Committee.

The ordinary meeting of the General Assembly must be convened once every year at such time as decided by the Executive Committee.

An extraordinary meeting of the General Assembly must be convened if members representing one fifth of the total voting strength of the Association's General Assembly requests so by registered letter addressed to the President of the Association.

The General Assembly shall meet in Europe. The venue for the meetings is decided by the Executive Committee.

The General Assembly must be convened at least once a year and within six months after the close of the financial year, unless for reasons of force majeure.

#### **Art. 15. Invitation and agenda of the General Assembly**

Both the ordinary and the extraordinary General Assemblies are convened by addressing a written notice to each member and by posting a notice at the EAMT website at least fifteen days before the date of the meeting.

The items on the agenda shall be mentioned in the convocation. Proposals to be considered by the General Assembly including proposals to increase or decrease the membership fee and proposals to amend the Articles of the Association shall be mentioned in or enclosed with the written convocation. Unless it is decided by a majority of two thirds of the votes cast by members present, no resolution may be adopted except those specified in the agenda, apart from a resolution to convene an extraordinary General Assembly.

Any proposal signed by at least one twentieth of the members shall be put on the agenda of the meeting. It must be delivered to the Executive Committee no later than sixty days before the time of the General Assembly.

#### **Art. 16. Quorum attendance at the General Assembly**

The General Assembly can validly deliberate regardless of the number of members present or represented, unless otherwise determined by the CC or these statutes

The General Assembly shall adopt its resolutions and shall proceed with its elections by a majority of two thirds of the vote cast by the members present or represented by proxies bearing written powers.

A resolution may be proposed by any member of the Association, but must be seconded by another member present at the General Assembly.

The resolutions of the General Assembly may also be taken by electronic means. Any resolution approved in writing by two thirds of the total voting strength by the Association's members shall be considered to have validly been taken by the General Assembly.

#### **Art. 17. Voting at the General Assembly.**

At the General Assembly, each member has one vote.

Members who are unable to attend the meeting may be represented by other members, without a member being allowed to hold more than one proxy.

If the amendment, however, refers to the object or the disinterested aim of the association, it is adopted only if it has obtained 4/5 of the votes cast (with abstentions not counting in neither the numerator nor the denominator).

#### **Art. 18. Report of the General Assembly**

The minutes of the General Assembly are recorded in a special register kept at the registered office of the Association and signed by the chairman of the meeting, the secretary and the members who so wish. Copies and extracts of the minutes and the register are signed by the chairman and the secretary of the Executive Committee

Within thirty days of the meeting, the resolutions of the General Assembly are communicated to the members and interested third parties orally or by ordinary letter or by e-mail, all this without prejudice to the announcements prescribed by law.

### **IV. GOVERNANCE AND REPRESENTATION**

#### **Art. 19. Composition of the Executive Committee**

The Association is governed by the Executive Committee, composed of members of the Association.

The Executive Committee shall be composed of the Association's President, Treasurer, Secretary as well as of two additional members elected by the General Assembly. Executive committee members are not remunerated for the performance of their mandate, but the Association may partially or completely cover the expenses associated with the attendance of the President, the Treasurer and the Secretary to General Assembly meetings and the expenses of all Executive Committee members to Executive Committee meetings. The President and secretary are automatically Chairperson and Secretary of the General Assembly.

The members of the Executive Committee as well as the Association's President are elected for a two-year term. Election is by the General Assembly following the decision procedure set out in Article 19. The members of the Executive Committee are appointed by the General Assembly by a simple majority of votes of the members present or represented. Re-election is possible, but the maximum number of successive terms for the Association's President and Secretary and for the two elected members of the Executive Committee is three. However, there will be no maximum number of successive terms for the office of Treasurer.

The President and one member of the Executive Committee are elected in odd years, and the Treasurer, Secretary and one member of the Committee are elected in even years.

In the event of there being no candidates for any position, the Executive Committee may fill in the vacant position by any member, regardless of such member's number of previous successive terms as elected officer.

The internal procedures of the Executive Committee and the powers and functions of the officers will be set out in the Articles of the Association.

The Executive Committee may co-opt additional members at any time for the fulfilment of specific tasks; the co-option of additional members must be ratified at the first General Assembly held after their co-option, and at each General Assembly thereafter. In the event that, for whatever reason, a member ceases to carry out their function, they shall be replaced, for the remaining time of their term by another member of the Association elected by a simple majority of the Executive Committee.

#### **Art. 20. Powers of the Executive Committee**

The Executive Committee is authorized to perform all acts of internal management that are necessary or useful for the realization of the object of the non-profit association, except for acts for which, according to the law or according to these articles of association, the General Assembly is exclusively authorized.

Without prejudice to the obligations arising from collegial management, in particular consultation and supervision, the members of the Executive Committee may divide the management duties among themselves. This division of labour cannot be invoked against third parties, even after they have been made public. Non-compliance does, however, endanger the internal liability of the members of the Executive Committee involved.

The Executive Committee may delegate part of its management powers to one or more members of the Association which are not members of the Executive Committee, but this transfer may not relate to the general policy of the non-profit association or the general management power of the Executive Committee.

In particular, the Executive Committee has the following powers:

1. to enforce the resolutions of the General Assembly,
2. to examine the proposals and suggestions of the members of the Association,
3. to keep a list of the Association's members,
4. to receive the members' letters of resignation,
5. to suggest the exclusion of members to the General Assembly,
6. at the request of a group of members approve the creation of an EAMT Special Interest Group (SIG) the purpose of which shall be in compliance with the purposes of the Association, cf. Art. 3. SIGs may organize workshops, and have a presence on the EAMT website subject to the approval of the Executive Committee,
7. to decide upon the way in which the Association will be bound as well as upon the binding signatures, and
8. to take any useful steps, initiatives and resolution in order to promote the Association's purpose, and, in general, to perform any deeds that are not specifically reserved to the General Assembly by virtue of the Articles of Association or the law.

#### **Art. 21. External representative power of the Executive Committee**

The Executive Committee, as a board, represents the non-profit Association in all actions in and out of court. It represents the non-profit association through the majority of its members.

Without prejudice to the general powers of representation of the Executive Committee as a collegial body, the non-profit association is also represented in and out of court by the President or whomever the President delegates upon.

The Executive Committee or its members representing the non-profit Association can appoint proxies of the non-profit Association. Only special and limited powers of attorney for certain or a series of certain legal acts are permitted. The authorized representatives commit the non-profit Association within the limits of the power of attorney granted to them, the limits of which are, however, opposable to third parties in accordance with what applies with regard to mandate

#### **Art. 22. Meetings of the Executive Committee**

The Executive Committee meets after convocation by the President, as often as the interest of the non-profit Association requires, and at the request of a member of the Executive Committee, addressed to the President. There should be at least one Executive Committee meeting per calendar year, and at least one before each meeting of the General Assembly.

The convocation is sent by letter or e-mail and contains the date, place and time of the meeting, as well as the agenda.

The meetings are chaired by the President and, in their absence, prevented or absent, by the secretary, and in their absence, prevented or absent, by the oldest of the members of the Executive Committee present.

#### **Art. 23. Attendance Quorum and Voting by the Executive Committee**

The decisions of the Executive Committee are taken by a simple majority of votes; at least the majority of its members must be present or validly represented. In the event of a tie, the vote of the President or the vote of the person who replaces them will decide.

Decisions of the Executive Committee can be taken by unanimous written agreement of its members. In any case, this means that a deliberation took place by e-mail, video or teleconference or other means of communication.

#### **Art. 24. Report of the Executive Committee**

The minutes are kept in a register intended for that purpose; they are signed by the President and the Secretary of the relevant meeting. Extracts and copies of the minutes and the register are signed by the President and the Secretary of the administrative body.

#### **Art. 25. Conflict of interest**

When the Executive Committee has to take a decision or pronounce on a transaction that falls within its competence, in which one of its members has a direct or indirect interest of a patrimonial nature that conflicts with the interest of the association, the member concerned must communicate this to the other members before the administrative body takes a decision. Their statement and explanation about the nature of this conflict of interest will be included in the report of the meeting of the Executive Committee that has to take the decision. The Executive Committee is not allowed to delegate this decision.



The member of the Executive Committee with a conflict of interest may not participate in the deliberations of the Executive Committee on these decisions or transactions, nor in the voting in that regard. If the majority of the members of the Executive Committee present or represented has a conflict of interest, the decision or transaction is submitted to the General Assembly; if the General Assembly approves the decision or the transaction, the Executive Committee can carry it out.

This procedure does not apply when the decisions of the members of the Executive Committee relate to customary transactions that take place under the conditions and against the securities usually applicable in the market for similar transactions.

#### **Art. 26. End of membership in the Executive Committee by operation of law and by resignation**

When the term of office of a member of the Executive Committee has expired, the term of office ends by operation of law at the next General Assembly.

In addition, a member of the Executive committee is deemed to resign if they no longer meet the substantive conditions to become a member of the non-profit association, as stipulated in the Articles of Association. The determination is made by the General Assembly.

Any member of the Executive Committee may resign voluntarily by written notice to the Executive Committee itself. When a member resigns, they must remain in office until the General Assembly can reasonably provide for their replacement.

The mandate of a member of the Executive Committee ends by operation of law upon their death.

Any member of the Executive Committee appointed to fill an interim mandate that has become vacant will only remain a member of the Executive Committee until that mandate has expired. Members of the Executive Committee whose mandate is of limited duration must take the initiative before its expiry to have the General Assembly convened to appoint new members of the Executive Committee. If they default, they are obliged to continue to fulfil their assignment until their replacement is provided, without prejudice to their liability for damage that may have been caused by their default.

#### **Art. 27. Dismissal of a member of the Executive Committee**

Any member of the Executive Committee can also be dismissed at any time by the General Assembly.

### **V. DAY-TO-DAY MANAGEMENT**

#### **Art. 28. Day-to-day management**

The day-to-day management includes both actions and decisions that do not go beyond the needs of the daily life of the Association, as well as actions and decisions that, either because of their lesser importance, or because of their urgency, do not justify the intervention of the Executive Committee.

The Executive Committee may entrust the day-to-day management of the Association, as well as the representation of the Association with regard to that management, to one or more persons. If several persons are involved, these persons will act jointly, both as regards the

internal daily management and the external power of representation for that day-to-day management.

The persons in charge of the daily management cannot take decisions and/or perform legal acts relating to the representation of the non-profit Association within the framework of the daily management in transactions exceeding ten percent (10%) of the last approved Association budget without the consent of the Executive Committee. These cannot be invoked against third parties, even after they have been made public. Non-compliance with them shall, however, jeopardize the internal liability of the representatives concerned.

The Executive Committee is charged with supervising the day-to-day management.

The appointment of the persons in charge of the daily management and their termination shall be made public by filing them in the association's file at the Registry of the Enterprise Court and by publishing an extract from the file in the Annexes to the Belgian Official Journal. These documents must in any case show the extent of their powers and whether the persons representing the non-profit association in terms of day-to-day management, individually, jointly or as a college, bind the non-profit Association.

## **VI. LIABILITY OF MEMBERS OF THE EXECUTIVE COMMITTEE**

### **Art. 29. Liability of members of the Executive Committee**

The members of the Executive Committee (and all other persons who have had actual management powers with regard to the non-profit Association) are liable towards the non-profit organization for errors committed in the performance of their duties. This also applies to third parties insofar as the error committed is a non-contractual error. However, these persons are only liable for decisions, deeds or conduct that are apparently outside the margin within which normally prudent and diligent members of the Executive Committee, may reasonably differ.

Since the Executive Committee constitutes a college, their liability for the decisions or omissions of this college is jointly and severally.

However, with regard to errors in which they have not participated, they are released from liability if they have reported the alleged error to the Executive Committee. This notification, as well as the discussion to which it gives rise, is recorded in the minutes.

This liability, together with any other liability for damages arising from the CC or other laws or regulations, as well as the liability for the debts of the legal person referred to in Articles XX.225 and XX.227 of the Code of Economic Law is limited to the amounts specified in Article 2:57 of the CC.

## **VII. ACCOUNTING**

### **Art. 30. Financial year**

The financial year of the association runs from 1 January to 31 December.

### **Art. 31. Accounting**

The accounts are kept in accordance with the CC and the relevant implementing decrees.

At the end of each financial year, the Executive Committee closes the accounts of the previous year and prepares the budget for the following year; the annual accounts and the budget are submitted to the annual meeting for approval.

After the Executive Committee renders account for its policy in the previous year, the General Assembly pronounces on the discharge of the members of the Executive Committee. This is done by separate vote.

The annual accounts are filed with the registry of the Commercial Court within thirty days of approval by the General Assembly. Insofar as applicable, the annual accounts are filed with the National Bank in accordance with the CC and the relevant implementing decrees.

As set forth in article 12, accounts are audited by an auditor appointed by the General Assembly.

### **Art. 32. Resources**

The Association's resources shall be the following:

- Membership fees
- Gifts and legacies
- Proceeds from conferences organized by the Association

### **Art. 33 Expenses**

The Association's expenses shall include, in particular:

- The general expenses for the administration of the Association.
- Expenses directly incurred in pursuit of the activities set out in article 3 above.

## **VIII. DISSOLUTION AND LIQUIDATION**

### **Art. 34. Voluntary dissolution of the non-profit association**

The non-profit association can be dissolved at any time by the General Assembly.

The General Assembly is convened to discuss the proposals regarding the dissolution of the non-profit association, submitted by the Executive Committee or by at least 1/5th of the members.

In the event of voluntary dissolution, the liquidation shall be done by the Executive Committee unless the General Assembly appoints other liquidators, whose mandate it shall specify, or unless the law provides a special procedure of liquidation.

From the decision to dissolve, the non-profit association always states that it is "in liquidation" in accordance with the CC.

### **Art. 35. Appropriation of the assets of the non-profit association**

In the event of dissolution and liquidation, the assets are transferred, after settlement of the debts, to the association, foundation or organization, which pursues a similar goal as this association; if there are several such associations, the General Assembly makes a choice or allocates the assets as it sees fit; if there are none, the goods will be transferred to the

association, foundation or institution, the purpose of which is closest to the purpose described above.

Under no circumstances may the remaining balance be distributed among the members.

**Art. 36.** The procedures for a non-profit association in dissolution or liquidation are regulated in Articles 2:109 to 2:149 of the CC.

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### **TRANSITIONAL PROVISIONS**

The first financial year runs from the date of incorporation, being November 12<sup>th</sup> 2021 until December 31<sup>st</sup> 2022.

The Association's registered office address is Tennisstraat 14, 9050 Gentbrugge.

An Extraordinary General Assembly decides to appoint the following persons as members of the Executive Committee of the Association:

- President: Helena Moniz, University of Lisbon (FLUL), INESC-ID, Lisbon, Portugal, [helena.moniz@campus.ul.pt](mailto:helena.moniz@campus.ul.pt)
- Treasurer: Luc Meertens, Ghent, Belgium, [fims@telenet.be](mailto:fims@telenet.be)
- Secretary: Carolina Scarton, University of Sheffield, Sheffield, UK, [c.scarton@sheffield.ac.uk](mailto:c.scarton@sheffield.ac.uk)
- Elected Member: Heidi Depraetere, Ghent, Belgium, [heidi.dep@gmail.com](mailto:heidi.dep@gmail.com)
- Elected Member: André Martins, Unbabel and Instituto Superior Técnico, Lisbon, Portugal, [andre.t.martins@tecnico.ulisboa.pt](mailto:andre.t.martins@tecnico.ulisboa.pt)
- Co-opted Member: Khalil Sima'an, University of Amsterdam, Amsterdam, The Netherlands, [k.simaan@uva.nl](mailto:k.simaan@uva.nl)
- Co-opted Member: Barry Haddow, University of Edinburgh, Edinburgh, UK, [bhaddow@inf.ed.ac.uk](mailto:bhaddow@inf.ed.ac.uk)
- Co-opted Member: Lucia Specia, Imperial College London, London, UK, [l.specia@imperial.ac.uk](mailto:l.specia@imperial.ac.uk)
- Co-opted Member: Celia Rico Pérez, Madrid, Spain, [celia.rico@uem.es](mailto:celia.rico@uem.es)
- Co-opted Member: Lieve Macken, Ghent University, Ghent, Belgium, [Lieve.Macken@ugent.be](mailto:Lieve.Macken@ugent.be)
- Co-opted Member: Mikel L. Forcada, Universitat d'Alacant, Alacant, Spain, [mlf@dlsi.ua.es](mailto:mlf@dlsi.ua.es)
- Co-opted Member: Maja Popović, Dublin City University, Dublin, Ireland, [maja.popovic@adaptcentre.ie](mailto:maja.popovic@adaptcentre.ie)

Thus approved by the Extraordinary General Assembly held virtually on November 12, 2021, in two copies, one of which is kept at the registered office of the association and the other one is deposited at the registry of the Commercial Court in Ghent

Signed:

Heidi Depraetere

Luc Meertens