

Constitution of Association Artech-International

NAME, DURATION AND HEADQUARTERS OF THE ASSOCIATION

Article 1

1. It is established indefinitely from today onwards that the private, non-profit artistic, scientific, technological and training association, named **Artech-Int – International Association for Computer Arts** (hereafter referred as "the Association"), shall be governed by the present Constitution, the Association's own internal bylaws, and all applicable laws, as adopted by the General Assembly.
2. The Association headquarters are to be located at Rua do Norte, 1, Lugar da Póvoa, in the city of Lamas and municipality of Cadaval, Portugal. The headquarters may be transferred to another place, by decision of the General Assembly.
3. The Association may constitute delegations in other regions and countries.

Article 2

1. The Association may establish associations and affiliations with other national and international organizations and federations with similar goals.
2. The Association is also free to establish associations and affiliations with other national and international organisations, with different goals, by decision of the General Assembly.

AIM OF THE ASSOCIATION

Article 3

The Association's primary objective is to promote research and technologic/artistic development, creation of products, artifacts and installations of an artistic, educational and performance nature; as well as rendering of services in the fields of digital and computer art, especially through:

- a) Scientific research, development and artistic experimentation;
- b) The rendering of artistic consulting services that are aligned to the Association's fields of interest;
- c) Promotion of Training Activities ;
- d) Establishment of merit awards in science, technology and arts;
- e) Collaboration with public and private bodies in projects and services that are aligned to the Association's fields of interest;

- f) Participation in projects and services and other similar activities for the development and support of African, Latin American and other Countries that are aligned to the Association's fields of interest.

ON MEMBERSHIP

Article 4

1. The Association has two categories of membership: **Ordinary**, and **Honorary**. In both cases all membership must be in the first instance be assessed by the Executive Board and then ratified by a two thirds majority of the vote of those members present at the Association's General Assembly where the new membership (and the name of the candidate) is included as a topic in the meeting's agenda.
2. **Ordinary members** are legal persons of any kind, individual or institution, interested in the aims of the Association, accepted by the Association's General Assembly in accordance with the terms defined in number one above.
3. **Honorary members** are individuals or institutions who have an established collaborative relationship with the Association and who the Executive Board wishes to acknowledge for their pre-eminence in those areas of research and practice related to the Association's objectives, i.e., artistic, technological and scientific investigation, education, training and cultural development. A final decision on such memberships is to be made in accordance with the terms defined in number one of this article.

Article 5

The status of Association membership, if not acquired during the constitution of the Association, can only be acquired after deliberation of the General Assembly under the terms defined in article 4.

Article 6

Only ordinary members have the right to:

- a) Participate in General Assemblies;
- b) Petition for a special meeting of the General Assembly;
- c) Be elected to an office;
- d) Present proposals for admission of new members;
- e) Examine the Association's accounting, documents or other elements related to the Association's activity, within the ten days preceding any General Assembly;
- f) To request, without any prejudice and absolute confidentiality, information and explanations in respect to any Association project.

Article 7

The duties of ordinary members are:

- a) To contribute to the realization of the Association's objectives, as also, to comply and fulfil the internal bylaws, and to execute all actions in accordance to the decisions made by the Association's the governing bodies and processes;
- b) To participate in the General Assembly;
- c) To hold offices, for which they shall be elected or assigned. However, no member has to accept the election to an office for more than two successive terms;
- d) To ensure annual payment of membership fees.

Article 8

1. Honorary members are not required to pay membership fees. They have no vote in the General Assembly.
2. Ordinary members are required to pay membership under the terms defined in article 13.

Article 9

Members may resign or be excluded from the Association under the following conditions:

- a) Voluntary resignations of members must be presented via written notification to the Executive Board;
- b) Non-payment of membership fees for twenty four months;
- c) In case of serious infringement or non-fulfilment of the Statutes and Regulations of the Association or in case of an attempt to work against the Association's interests.

Article 10

1. The exclusion as described in c) of the previous article, will be decided during a General Assembly and must be approved by a two thirds majority of the votes of those members present.
2. The Executive Board is responsible for exclusion as described in a) and b) of the previous article.

Article 11

The members who have voluntarily resigned or been excluded under the terms defined in a) and b), Article 9, but who wish to re-enter the Association must apply to the Executive Board, which will submit the appeal for consideration during the next General Assembly.

ON THE ASSOCIATION'S ASSETS

Article 12

1. The Association's assets are variable, being constituted by the membership fees, any other contribution or donation in cash or kind, as well as the profit generated from association's activities, commodities and services rendered.
2. The price of the annual membership fee is established by the General Assembly, under advice of the Executive Board.

Article 13

Ordinary members will have to pay the Association's annual membership fee at the beginning of each fiscal year.

ON THE GOVERNING BODIES

Article 14

1. The governing bodies of the Association are:
 - a) The General Assembly;
 - b) The Executive Board;
 - c) The Surveying Council;
 - d) The Scientific and Arts Council.
2. The term of office for all governing bodies shall be four years. Re-election is unlimited.
3. At the end of each term the members of the governing bodies shall continue until such time that an election of new persons has been undertaken.
4. In case a seat in the governing bodies falls vacant the General Assembly shall meet within sixty days, to determine who should fill the vacancy.
5. The decisions of the governing boards are to be written as minutes and all documents classified as official or of special importance must be summarized and translated into English.
6. The governing bodies may meet using digital means of communication and according to regulations and protocols established by each respective governing body.

ON THE GENERAL ASSEMBLY

Article 15

The General Assembly includes all ordinary Association members with full rights only- honorary members are excluded from participating in the General Assembly.

Article 16

1. The General Assembly shall deliberate on any business that is not reserved to any other body by applicable law or the Association statutes.
2. The General Assembly has the capacity and responsibility to:
 - a) Amend the Association statutes;
 - b) Report accounts for the year ending, surveying the Council's opinion, and approve the ensuing year's budget;

- c) Elect, admit, substitute and exclude Association ordinary and honorary members and representatives of the Association's governing bodies;
 - d) Dissolve the Association;
 - e) Approve or alter the internal regulations of the Association;
 - f) Report all activities of the Executive Board, the Surveying Council and the Scientific and Arts Council;
 - g) Approve the amount of the annual membership fee in accordance with the Executive Board's proposal;
 - h) Determine affiliations to national or foreign bodies and on the ownership of shares in commercial companies;
 - i) Create and dissolve delegations or other forms of representation of the Association within any national or international jurisdiction.
3. The decisions of the General Assembly are to be registered in the Association's minutes and require an absolute majority of the votes of members present. Every ordinary member having one vote.
 4. Deliberations and a decision to dissolve the Association require a majority of three-quarters of all members' votes.

Article 17

The General Assembly's meetings are to be chaired by a chairman committee, which is constituted of a President, a Vice-president and one Secretary.

Article 18

1. The General Assembly shall meet at least once a year, no later than the 31st of March of any particular year, to review and approve the report of activities and the accounts of the ending year, and to also approve the current year's budget and plan.
2. An extraordinary meeting of the General Assembly may be convened whenever requested by the President or at the request of the Executive Board, the Surveying Council or when requested by at least 20% of the members with full voting rights.

Article 19

1. The General Assembly is convened by its President, in writing by registered letter or by electronic mail, with such correspondence being received by all members within at least fifteen days' notice. In the case of an extraordinary meeting, at least eight days' notice is required and must specify the venue, time and agenda.

2. The General Assembly holds quorum if at least half of the association's ordinary members with full rights are present; if the conditions of quorum are not satisfied, a new meeting shall be convened half-hour later, which will be deemed to hold a quorum irrespective of the number of members present.

ON THE EXECUTIVE BOARD

Article 20

1. The Executive Board is the highest executive body of the Association. It consists of a President and two or four Vocals elected by the General Assembly.
2. The President shall, in writing, detail the areas of activity to each vocal, as well as being responsible for appointing one or two Vice-presidents;
3. The President has the casting vote.

Article 21

1. The Executive Board focuses all the necessary powers to carry out the activities that sit within the Association's objectives. The Executive Board has the capacity and responsibility to:
 - a) Fulfil the statutes, regulations and resolutions of the General Assembly as well follow the recommendations of the Scientific and Arts Council;
 - b) Represent the Association in all situations;
 - c) Appoint agents with signing authorisation rights and whose actions bind the Association in accordance with its respective mandates;
 - d) Assure the permanent functioning of the Association, manage the Association's assets and direct its activities with zeal and diligence in accordance with the statutes, regulations, approved plans and the budget and all decisions made by the General Assembly;
 - e) Manage the human resources of the Association;
 - f) Approve and manage the projects which the Association undertakes;
 - g) Draw up a yearly report and accounts;
 - h) Draw up the yearly action plan and the investment plans for the following year;
 - i) Submit the accounts for approval by the Surveying Council;
 - j) Draw up or detail new regulations that extend or amend already existing internal regulations;
 - k) Collect all membership fees, other contributions and donations made to the Association;
 - l) Summon a General Assembly whenever it deems necessary;
 - m) Propose to the General Assembly any alteration to the membership fees;

- n) Propose any affiliation to national or foreign bodies and the ownership of shares in commercial companies;
 - o) Propose the creation and dissolution of delegations or other forms of representation of the Association acting nationally or abroad;
 - p) Propose to the General Assembly the exclusion of Association members, under the terms of Section 1 of the Article 10;
 - q) Propose to the General Assembly individuals acknowledged for their personal merits to be elected as members of the Scientific and Arts Council;
 - r) Make decisions on the exclusion of Association members, under the terms of Section 2 of the Article 10;
 - s) Ensure the regular realization of Artech – International Conference on Digital Arts or any other scientific and artistic events which are sponsored by the Association, to be held in Portugal or abroad, surveying the Scientific and Arts Council’s opinion.
2. The joint signature of the President and any other member of the Executive Board are binding on the Association. Each may delegate authority, in writing, to the President so that he/she can bind the Association on its own.
3. The President may mandate, in writing, any member of the Executive Board to enter the Association into a binding relationship on his behalf.
4. The Executive Board may mandate functionaries to execute acts of expedient nature.

Article 22

The meetings of the Executive Board shall take place periodically, in accordance with the timeframes it establishes. An extraordinary meeting shall take place whenever it is convened by the President, either on his/her own initiative or request by the majority of members. The Executive Board is deemed to hold a quorum if more than half of its ordinary members with full voting rights, are present. All decisions are decided by a simple majority vote, with in the President having a casting vote in the event of a tie.

ON THE SURVEYING COUNCIL

Article 23

- 1. The Surveying Council is the Association’s control body. It consists of a President and two Vocals who are to be elected by the General Assembly.
- 2. The Surveying Council has the following responsibilities:
 - a) Examining the financial and administrative activities of the Association and thus having access to all relevant documents, undertake inquiries about the financial or administrative performance

whenever it deems appropriate or whenever requested by a deliberation of the Executive Board or the General Assembly;

- b) Examining the Association's accounts at the end of the calendar year and particularizing all reports and accounts presented by the Executive Board;
 - c) Participating in the meetings of the Executive Board when matters of its competence are being discussed, and giving an opinion whenever asked to do so by the Executive Board or the President of the General Assembly;
 - d) It may summon the General Assembly whenever it deems necessary.
3. The Surveying Council shall meet at least once a year. An extraordinary meeting will take place whenever so convened by its President. It holds a quorum if more than half of its members is present. It shall take its decisions by majority voting and in the President shall have a casting vote in the event of a tie.

ON THE SCIENTIFIC AND ARTS COUNCIL

Article 24

1. The Scientific and Arts Council is a consulting board of the Association for all matters of scientific and artistic nature. The Presidents of the General Assembly and of the Executive Board are members of this council as also a minimum of twelve other individuals acknowledged for their personal merits, who are elected by the General Assembly by proposal of the Executive Board.
2. The Scientific and Arts Council has the capacity and responsibility to:
 - a) Assess the quality of the organization proposals of each Artech conference edition as also of any others events sponsored by the Association;
 - b) Appoint the chairs of the international scientific and artistic committee of each Artech Conference edition;
 - c) Assess any other Association activities and make recommendations, by request of the Executive Board, especially taking into account activities of scientific and artistic nature.
3. The work of the Scientific and Arts Council is chaired by a President elected by its members during the board first meeting.
4. The Scientific and Arts Council shall meet at least once a year. An extraordinary meeting will take place whenever so convened by its President or by the Executive Board, by their own decision, or by request of a minimum of one third of the council members.

ON FINAL ARRANGEMENTS

Article 25

1. These statutes can be altered only by the deliberation of the General Assembly, in a meeting expressly convened for this purpose, and by a majority three-quarters vote of the number of ordinary members with full voting rights present.
2. In case of Association dissolution the General Assembly shall immediately name a liquidation committee.

ON TRANSITORY ARRANGEMENTS

Article 26

1. The following people are nominated for the following governing bodies:

General Assembly Chairmen Committee:

President: Nuno Robalo Correia

Vice-President: Rosangela Leote

Secretary: José Coelho

Executive Board:

President: Adérito Fernandes Marcos

Vocal: Leonel Varandas Valbom

Vocal: Henrique Silva

Surveying Council:

President: Teresa Chambel

Vocal: Alberto Ariza

Vocal: Gavin Perin