

## **ARTICLES OF ASSOCIATION**

### CHAPTER I

#### NAME, OBJECTS, REGISTERED OFFICE AND SCOPE:

**Article 1.** It is hereby constituted the European Association for Multiagent Systems, on a non-profit basis, organised in accordance with, and subject to, Ley Orgánica 1/2002, 22 March, and complementary rules, with juridical personality and full capacity to act.

**Article 2.** The duration of the Association shall be indefinite.

**Article 3.** The objects for which the Association is established are:

- a) to advance the state of the art in European research and development in the area of multiagent systems;
- b) to contribute to the organisation of European events where the scientific and technological results in the area of multiagent systems, and all kind of related problems and issues, can be presented and discussed;
- c) to promote the exchange of knowledge and experiences within the European scientific and technological community specialised in multiagent systems, and also with other related communities and disciplines;
- d) to promote the dissemination of research and technology in the area of multiagent systems in Europe.

**Article 4.** For achieving these objects, the following activities shall be performed:

- a) to promote high quality scientific research and technological practice in multiagent systems in Europe, in accordance with standards of excellence and best scientific practice, giving equal prominence to foundational, theoretical, experimental, and applied research;
- b) to establish relationship with the organisers and coordinators of European events in the field of multiagent systems and to determinate ways of support and collaboration.
- c) to be an actor within the European scientific and technological community specialised in multiagent systems;
- d) to establish relationship with private and public European entities interested in the application of knowledge and experiences from research and development in the field of multiagent systems.

**Article 5.** The registered office of the Association is situated in Móstoles (Madrid), Universidad Rey Juan Carlos, CETINIA, C/ Tulipán s/n, DP. 28933, and the scope of its activities is nationwide.

## CHAPTER II

### REPRESENTING BODY

**Article 6.** The Board of Directors is in charge of managing, administrating and representing the Association. It shall be formed, at least, by a Chairman, a Deputy Chairman, and a Secretary.

Directors shall not be entitled to receive any remuneration from the Association in respect of their services. They shall be appointed by the General Assembly and shall hold their office for four years.

**Article 7.** Directors shall be removed due to resignation, duly communicated to the Board of Directors in writing; due to failure to comply with office duties; and due to termination of the mandate.

**Article 8.** Once the mandate of Board Members is terminated, they shall retain their office until the moment of acceptance of their substitutes.

**Article 9.** Meetings shall be convened by the Chairman, at his behest, or at the request of at least one (1) third of the Directors. Board meetings shall be validly held when attended by half plus one of the members in office. For resolutions to be passed, an absolute majority of votes shall be required. In the case of tie, the Chairman shall have a casting vote.

**Article 10.** Powers of the Board of Directors:

Management, representation and administration of the Association shall extend to all the activities of the Association with the exception of the powers attributed to the General Assembly.

The entitled powers of the Board are the following:

- a) to manage social affairs as well as the economic and administrative tasks of the Association;
- b) to execute the resolutions of the General Assembly;
- c) to propose and submit for approval of the General Assembly the balance sheet and the annual accounts;
- d) to decide on the admission of new members;
- e) to appoint delegate members for any specific mission of the Association;
- f) whatever non-exclusive power of the General Assembly.

**Article 11.** The Chairman shall have the following attributes:

- a) to represent legally the Association before public or private organisations;
- b) to call, preside and adjourn General Assemblies and Board Meetings, as well as conducting their debates;
- c) to order payments and authorise documents, minutes and correspondence;
- d) to adopt any urgent measure deemed to be appropriate for the Association or convenient for the performance of its activities without prejudice to report later to the Board of Directors.

**Article 12.** The Deputy Chairman shall substitute the Chairman in the event of his absence, due to illness or whatever cause, having all its attributes.

**Article 13.** The Secretary shall be in charge of the administrative tasks of the Association, issue certificates, manage bookkeeping, keep track of membership, keep the documents of the Association safe, communicate notices and resolutions, and shall comply with legal requirements for documents.

**Article 14.** The Board of Directors may fill any vacancies that should arise in it appointing from among its members a substitute until the first General Assembly.

### CHAPTER III

#### GENERAL ASSEMBLY

**Article 15.** The General Assembly is the sovereign governing body of the Association and shall be integrated by all the members.

**Article 16.** Meetings of the General Assembly may be either ordinary or extraordinary. Ordinary meetings shall be held once a year, within four months following the end of a fiscal year. Extraordinary meetings shall take place whenever the Chairman deems it appropriate, on the initiative of the Board of Directors, or when so requested in writing by ten (10) percent of the members.

**Article 17.** Meetings of the General Assembly, both ordinary and extraordinary, must be called in writing, at least fifteen days prior to the date set for the meeting, stating the place, date and time on which the meeting is to be held on first call, and the date and time, where appropriate, the meeting shall be held on second call. At least one (1) hour must lapse between those two calls. The notice shall contain a complete agenda.

**Article 18.** Meetings of the General Assembly, both ordinary and extraordinary, shall be validly constituted on first call when at least one (1) third of the members with the right to vote is present, and on second call regardless of the number of members with the right to vote.

Resolutions shall pass by simple majority of the votes present or represented at the meeting when more affirmative votes than negative votes are cast.

A qualified majority of the members of the General Assembly, over one half of the members of the Meeting present or represented casting an affirmative vote, shall be necessary in the following cases:

- a) to dissolve the Association;
- b) to amend the Articles of Association;
- c) to dispose of fixed assets.

**Article 19.** The powers of the General Assembly are as follows:

- a) to approve the management of the Board of Directors;
- b) to review and approve the annual accounts;
- c) to appoint members of the Board of Directors;
- d) to decide on ordinary or extraordinary fees;
- e) to dissolve the Association;
- f) to amend the Articles of Association;
- g) to dispose of assets.

**Article 20.** An extraordinary meeting of the General Assembly shall to be called to validly pass resolutions regarding:

- a) the amendment of the Articles of Association;
- b) the dissolution of the Association.

## CHAPTER IV

### MEMBERSHIP

**Article 21.** Membership of the Association shall be open to all natural or legal persons interested in the objects of the Association.

**Article 22.** There shall be two kinds of membership:

- a) Ordinary members, both those participating in the act of constitution of the Association and those acquiring membership after the constitution of the Association;
- b) Honorary members, those distinguished by their prestige or special contribution to the Association. They shall be appointed by the Board of Directors.

**Article 23.** Members shall no longer hold membership for the following reasons:

- a) upon own decision, expressed in writing to the Board Meeting, to withdraw membership;
- b) for non-fulfilment of any potential obligation.

**Article 24.** Ordinary members shall have the following rights:

- a) to participate fully in the activities of the Association;
- b) to avail of the facilities of the Association;
- c) to vote in the meetings;
- d) to be elector and eligible to offices;
- e) to be informed about the resolutions passed by the bodies of the Association;
- f) to make suggestions to the Board of Directors in order to better accomplish the objects of the Association.

**Article 25.** Ordinary members shall have the following obligations:

- a) to undertake the current Articles of Association and the resolutions of the General Assembly and the Board of Directors;
- b) to pay membership fees, if applicable;
- c) to attend meetings and other events;
- d) to perform their office duties, if applicable.

**Article 26.** Honorary members shall have the same obligations as ordinary members with the exception of those set out in items (b) and (d) of the article above.

Besides they shall have the same rights with the exception of those set out in items (c) and (d) of Article 24.

**Article 27.** The financial resources planned to perform the objects and activities of the Association shall be the following:

- a) membership fees, both ordinary and extraordinary;
- b) grants, inheritance or legacies that may be legally received from natural or legal persons;
- c) any other licit resource.

**Article 28.** The Association does not have any patrimony or funds to declare at the very moment of its constitution.

**Article 29.** Each fiscal year shall commence on the 1st of October and conclude on the 30th September of the following year.

## CHAPTER V

### DISSOLUTION

**Article 30.** The Association shall dissolve when an extraordinary General Assembly held for this purpose so resolves, in accordance with Article 18 of the present Articles of Association.

**Article 31.** In case of dissolution, a commission shall be appointed, which, once liquidation is terminated, shall assign any possible liquid surplus to IFAAMAS (International Foundation for Autonomous Agents and Multiagent Systems).

### ADDITIONAL ARTICLE

In all cases not provided for in these Articles of Association, the law as referred to in Article 1 shall be observed.