



European
Council of
Interior
Architects



EUROPEAN COUNCIL OF INTERIOR ARCHITECTS

STATUTES

English Version

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Non Profit Association

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PREFACE // PREAMBLE

1. These statutes use the terms ‘interior architect’ and ‘interior architecture’ as the common description in most of Europe for the profession. In some European countries the title ‘interior architect’ is regulated. Some other countries restrict the use of the title ‘architect’, including all prefixes. In those countries the general description for the profession is ‘interior design’, and where applicable ‘interior architect(ure)’ should be read as ‘interior design(er)’ or vice versa.

2. The interior architect acts as an agent in creating the world around us and specialises in producing aesthetically appropriate, compelling and successful spaces. The field of practice is to understand human needs and wills in relation to atmosphere, security and well-being with the responsibility for the future of the environment.

3. The discipline of interior architecture interacts within the field of design, art and the applied arts, and operates in the field of architecture in all its facets.

4. For the sake of readability this document uses gender-neutral forms where possible. Any masculine reference shall also apply to females and transgender readers and any feminine reference shall also apply to males and transgender readers.

5. The Association:

- Maintains a non-partisan stance, refraining from any political pursuits;
- Promotes equal social dignity for all, without discrimination based on ethnicity, religion, political beliefs, or sexual orientation;

1. NAME // ADDRESS // PURPOSE and ACTIVITIES // DURATION

■ Art. 1 legal form - name

1. The association is a non-profit association governed by the provisions of the Companies and Associations Code of 23 March 2019, published in the Belgian Official Gazette of 4 April 2019 (hereinafter "CAC"), composed of representative organisations of European interior architects.
2. The name of the association is "European Council of Interior Architects", abbreviated "ECIA", hereinafter the Association or the ECIA.
3. In all deeds, invoices, announcements, letters, orders, websites and other documents, whether or not in electronic form, emanating from the Association, the Association must state the following details: 1°) name of the Association, 2°) legal form, in full or in abbreviated form, 3°) full address of the registered office, 4°) company number, 5°) mention of the "register of legal persons" and the competent court according to the registered office, 6°) if applicable, the e-mail address and the website of the Association and 7°) if applicable, the fact that the Association is being wound up.

■ Art. 2 address

4. The registered office of the ECIA is located in the Brussels-Capital Region, Belgium.
5. The registered office may be transferred to any other location in Belgium by decision of the executive board insofar as, in accordance with the applicable language legislation, this transfer does not require a change in the language of these statutes. Such transfer shall be published in the Annexes to the Belgian State Gazette.

■ Art. 3 disinterested purpose and object (activities)

6. The Association has the following disinterested purpose: to act as the representative body for the European professional organisations for interior architects. The ECIA provides a common platform for the exchange of practices and standards between its members to promote the competence and skills of interior architects in Europe.
7. In order to further these purposes, the Association may:
 1. represent and promote the profession;
 2. support the member organisations;
 3. work towards common standards for the profession;
 4. provide common minimum standards for education;
 5. promote study and research, the exchange of knowledge in the field of interior architecture;
 6. represent the effective members to the EU;
 7. coordinate and promote professional practice and exchanges between member countries;

8. encourage the development of interior architecture courses in Europe and to monitor and review their compatibility with the aims of the ECIA;
 9. be and provide a platform for the exchange of best practices, coordination of research projects, education and professional development;
 10. ensure the independence and integrity of the profession within Europe;
 11. encourage mutual recognition of the qualified professionals within Europe.
8. The ECIA can moreover take all actions that are directly or indirectly related to its disinterested purpose and object. The ECIA may, only in a subordinate order, carry out economic activities, the proceeds of which will always be entirely intended for its disinterested purpose, but solely to the interests of its members.

■ Art. 4 duration

9. The ECIA is established for an indefinite period and can be dissolved at any time in accordance with the statutes.

■ Art. 5 language

10. The official language of the ECIA is French. English is the working language meaning that for all internal purposes, such as language at meetings, at conferences, language of the minutes, language of working documents, and for the purpose of discussing and agreeing on the precise meaning and scope of any of the provisions of the statutes, by-laws or any other document, unless decided otherwise, either by the executive board or unanimously by the participants of a given meeting.

2. INTERNAL REGULATIONS

■ Art. 6 internal regulations

11. The latest version of the internal regulation dates of 14-09-2024. Modifications to these regulations may be proposed by the executive board and require approval of the general assembly. The internal regulations and any changes thereto shall be communicated to the members.
12. The internal regulations may define internal dispute regulation mechanisms.

3. MEMBERS

■ Art. 7 members: number, conditions, and formalities of accession

13. The members of ECIA are national professional organisations of interior architects within Europe, more precisely, organisations who meet the following criteria (hereafter “effective members”):
1. is a national professional organisation for interior architects;
 2. is incorporated and legally established in a member of the EU, EEA or EFTA, EU membership candidates, or the UK;
 3. has as essential object of membership the support of their members and development and promotion of interior architecture as a profession;
 4. is independent;
 5. operates nationally;
 6. can show that it can be endorsed by authoritative bodies in its member state;
 7. consists mainly of interior architects as individuals, whereas membership of these individuals can be direct (personal membership) or indirect (membership via a company or other collective bodies);
 8. its members work as interior architects as a liberal profession.
14. Only the effective member shall be considered as members in accordance with the provisions of the CAC. The number of effective members is not limited, it being understood that there is a minimum of 2 effective members.
15. More than one national professional organisation from any country as mentioned under article 7.2, may be admitted as effective member provided that all the conditions are met. This decision is not subject to appeal.
16. The effective members are represented by delegates at the general assembly. In case an effective member is represented by more than one delegate, the concerned effective member shall appoint a head of delegation who will exercise the membership rights during the general assembly. In appointing their delegates, effective members are encouraged, as far as practical, to represent the interests of their members working in public, private and academic sectors.
17. Besides the effective members, the ECIA can have observer members and institutional members: These members do not have the right to vote.

- Observer members are candidate effective member who do not meet the criteria for membership yet but who can demonstrate that they are taking all practicable steps to do so. Observer members pay a reduced membership fee and the duration of observer membership upon admission is limited, both defined by the general assembly on the recommendation of the executive board.
- Institutional members are European bodies promoting interior architecture as a profession and assuring the quality of the professional practice according to the ECIA Charter of Interior Architectural Training, for example professional organisations, registration bodies for interior architects, universities or research institutes. They pay a membership fee as defined by the general assembly on the recommendation of the executive board.

■ Art. 8 applications for membership

18. Applications for membership are referred to the executive board, which determines whether the criteria are met. An application needs to be submitted in writing to the executive board, in compliance with the procedure as determined in the internal regulations. Formal access to the ECIA takes place after the adoption by the general assembly, on recommendation of the executive board.
19. If the admission of an effective member, institutional member or observer member is refused, the concerned organisation can submit a new application for decision-making at the earliest at the next meeting of the general assembly.

■ Art. 9 conditions and formalities surrounding the resignation of members

20. An effective member, institutional member or observer member shall be considered to have resigned when it:
 - no longer meets the conditions for membership of the ECIA;
 - has not been present at the general assembly meeting two times, without prior notice;
 - has not paid the membership fee within one month after having received a reminder sent on behalf of the executive board after the membership fee had become due.
21. The general assembly on the recommendation of the executive board shall determine whether the aforementioned conditions are met and consequently establish that a member has resigned.
22. Each member of the ECIA may terminate their membership by providing written notice to the executive board at least two months before the end of the calendar year. Termination will take effect on December 31st of that year. Notifications sent after that date will be considered as sent on January 1st of the following calendar year, taking effect on December 31st of that year.

■ Art. 10 exclusion effective member

23. An effective member may be excluded at any time, on the proposal of the executive board or at the request of at least 1/5th of all effective members, by a special resolution of the general assembly in compliance with the attendance and majority requirements prescribed for an amendment to the statutes.
24. The exclusion must be indicated in the convocation notice. The effective member whose termination of membership is proposed shall be informed of the reasons for exclusion by the president. The effective member shall have the right to be heard at the general assembly and may, if desired, be assisted by a lawyer.

■ Art. 11 exclusion institutional member or observer member

25. An institutional member or observer member may be excluded at any time, on the proposal of the executive board or at the request of at least 1/5th of all effective members, by a resolution of the general assembly in compliance with the general attendance and majority requirements as provided in Art. 19.
26. The concerned member has the right to be heard by the general assembly.

■ Art. 12 suspension of members

27. The executive board may suspend an effective member, institutional member or observer member pending the general assembly meeting at which the exclusion will be decided.

■ Art. 13 membership fee

28. The general assembly meeting determines the amount of the annual membership fee on the advice of the executive board. Unless otherwise decided by the general assembly the annual membership shall be indexed regularly on the official Harmonized Index of Consumer Prices. The maximum amount of the membership fee for the effective members is 50.000 EUR per year. Conditions for the payment of the membership fee are determined in the internal regulations.
29. A suspended, resigning or expelled member shall be obliged to pay the membership fee for the entire year during which their membership ends. A suspended, resigning or expelled member does not have any rights on the assets of ECIA and cannot recover contributions paid.

■ Art. 14 the register of effective and observer members

30. The executive board keeps a register of effective, institutional and observer members in the files of the ECIA. This (electronic) register shall indicate the name, legal form, and address of the members, as well as the presidents and/or directors and the delegates.

4. THE GENERAL ASSEMBLY

■ Art. 15 composition and chairmanship of the general assembly

31. The general assembly consists of all effective members. Each effective member has one vote.
32. The general assembly is chaired by the president of the ECIA. In absence of the president the general assembly is chaired by a member of the executive board or a delegate of an effective member appointed at the beginning of the meeting by a simple majority.

■ Art. 16 powers of general assembly

33. The following powers are exclusively reserved to the general assembly:
 - the approval of budgets and the annual accounts;
 - admission and exclusion of effective members;
 - election and dismissal of the president, secretary general and treasurer and **other** members of the executive board and the determination of their remuneration, if any;
 - election and dismissal of auditors and scrutineers and stipulation of their pay, if any pay is agreed;
 - discharging the members of the executive board and auditors and, where appropriate, lodging the association-claim against the directors and auditors;
 - modification of statutes and internal regulations;
 - dissolution of the ECIA;
 - converting the Association into an AISBL, a cooperative society recognised as a social enterprise or into a recognised cooperative society social enterprise;
 - making or accepting a contribution for no consideration of a universality.

■ Art. 17 convening of the general assembly

34. The general assembly must be convened in an ordinary meeting at least twice a year by the executive board, at a location specified in the convocation notice. A special meeting of the general assembly may be called by the executive board or at the request of at least 1/5th of the effective members.

35. The agenda for meetings of the general assembly will be sent to the effective members, observer members and institutional members by the secretary general at least 15 days prior to each meeting. Unless decided otherwise by the executive board the observer members and institutional members shall be allowed to attend the general assembly, without voting right.

■ Art. 18 meeting and participation in the general assembly

36. An effective member may be represented at a general assembly by another effective member with a written proxy. Each effective member present is only able to carry one such proxy vote. A written proxy is only valid for one meeting and must be given to the executive board prior to the meeting.
37. A meeting of the general assembly may be held via any means of telecommunication allowing an effective and simultaneous deliberation between all participants, such as a telephone or video conference. An effective member taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in for quorum requirements. Such a meeting shall be deemed to take place where the largest group of the effective members participating in the conference is assembled, or, if there is no group, at the registered office of the Association.

■ Art. 19 quorum and voting at the general assembly

38. The general assembly will make decisions by a simple majority of the votes of the effective members, provided at least one third of the effective members are present or represented. Voting will be by the raising of hands of effective members, except in the case of the admission or exclusion of an effective member, an observer member or the election or dismissal of a member of the executive board, or all other voting relating to personnel which will be conducted by secret ballot.
39. Abstentions and invalid votes are not counted in either the numerator or the denominator and therefore do not count as votes against.
40. In case of equal votes in the first round of voting, a second round of voting takes place. If a second-round vote results in another tie, the matter will be subject to further discussion by the general assembly. After further deliberation, a decision will be reached through consensus-building or by exploring alternative solutions until a majority is reached.
41. The amendment of the statutes requires a deliberation at a general assembly that meets a quorum of 2/3rd of the effective members, present or represented. In case less than 2/3rd of the effective members are present or represented at the first meeting, a second meeting may be convened which may validly deliberate and decide as well as adopt the amendments by the majorities specified below, regardless of the number of members present or represented. The second meeting may not be held within 15 days following the first meeting.

42. The decision shall be deemed accepted if it is approved by 2/3rd of the votes of the effective members present or represented. If the amendment of the statutes concerns the disinterested purpose or object for which the Association was founded or dissolution, it requires a majority of 4/5th of the votes of the effective members present or represented. Abstentions and invalid votes are not counted in either the numerator or the denominator and therefore do not count as votes against.

■ Art. 20 minutes of the meetings of the general assembly

43. The decisions of the general assembly will be recorded in minutes and signed by the president and secretary general. The minutes will be kept in a register and will be available to the effective members digitally or at the registered office.

5. THE EXECUTIVE BOARD

■ Art. 21 composition and chairmanship of the executive board

44. The ECIA is administered by an executive board, elected by the general assembly. The members of the executive board are elected from the nominated delegates of the effective members, natural persons only. The executive board consists of the following:
- the president,
 - the secretary general,
 - the treasurer,
 - three or more board members, and
 - the past-president, (i) provided the president, whose mandate has ended, has not been re-elected as one of the aforementioned capacities in the board and (ii) during the additional third year as applicable in accordance with Art. 22.
45. To be eligible for the election by the General Assembly and maintain their seat, the members of the executive board
- must possess proven skills and experience in the interior architect(ure) industry and other related fields.
 - shall act in the sole interest of ECIA within the scope of their executive board member mandate
 - must comply with all internal regulations as provided for under Art. 6.
46. The executive board may appoint amongst its members a vice president. If the mandate of the president becomes vacant prior to the end of the president's term, the vice president shall assume the office of president until the general assembly has elected a new president. The interim period will not affect the vice president's eligibility for future presidential elections.

■ Art. 22 appointment of the executive board

47. The members of the executive board are appointed to serve for a term of two years, except for the president who shall be elected for a term of two years as president and an additional third year as past-president. However, in the event that the president, upon the end his two-year-term, is re-elected as board member, the two-year-term of this new mandate shall prevail, and the additional year as past-president shall not be applied.
48. Board members are eligible for re-election for two periods. Upon decision by the general assembly an exemption on this limitation shall be allowed for the position of the secretary general as well as for the other board mandates provided the general assembly justifies this exemption in the interest of a certain level of continuity of experience within the board for a maximum of 12 months (1 year). The starting and ending dates of the mandates coincide with the day of the meeting of the annual general assembly. In composing the board, the Association aims to achieve a balance in regional representation.

■ Art. 23 powers of the executive board

49. The executive board is authorised to perform all actions that are necessary or useful to realise the purpose of the ECIA, except those explicitly assigned to the general assembly. The executive board shall operate as a collegiate body.
50. The executive board may delegate powers or tasks to one or more of its members or third-party non board members. It may form further committees or working groups, as necessary, to assist in its work. These committees or working groups shall be defined, with their assignment and mandate by the executive board and shall be laid down in a decision of the executive board.

■ Art. 24 convening of the executive board meetings

51. The executive board will meet not less than twice a year and the meetings are chaired by the president. The meetings are convened by a written notice stating the place, the date and the time of the meeting, as well as the agenda. In the case of the absence of the president, the meeting will be chaired by another member of the executive board, appointed by the president. In case no member is appointed, the executive board will decide by a simple majority.

■ Art. 25 participation in the executive board

52. Each member of the executive board may grant a written proxy to another member of the executive board to represent him/her in their absence. Each member of the executive board present is only able to carry one such proxy vote. Such a proxy shall be written, will only be valid for one meeting and must be given to the secretary general prior to the meeting.

■ Art. 26 conflicts of interest

53. Where the executive board must take a decision or decide on an operation falling within its competence, in which a member of the executive board has a direct or indirect interest of a

financial nature that is contrary to the interest of the ECIA, the board member concerned must inform the other board members before the executive board takes a decision. His/her statement and explanation of the nature of this conflicting interest shall be recorded in the minutes of the meeting of the executive board responsible for making the decision. The executive board is not allowed to delegate this decision.

54. A board member with a conflict of interest may not participate in the deliberations of the executive board on those decisions or operations, nor in the vote in that regard. If the majority of the members of the executive board present or represented have a conflict of interest, the decision or the transaction shall be submitted to the general assembly. If the general assembly approves the decision or the operation, the executive board may implement it.

■ Art. 27 quorum and voting in the executive board

55. Decisions within the executive board shall be taken by a simple majority of the votes cast of the members of the executive board present or represented. The executive board can only deliberate if at least two-thirds of the members of the executive board are present or represented.
56. If the executive board cannot reach a quorum, the president may, after having adjourned the meeting, specifically convene a new meeting of the executive board with the same agenda which will be valid regardless of the number of board members present or represented. In the case of a tied vote or equal votes, the chair of the meeting will have a casting vote.

■ Art. 28 minutes of the meetings of the executive board

57. The proceedings and decisions of the executive board will be recorded in minutes. After adoption by the board, the minutes are part of the internal ECIA file and will always be available to the members of the executive board. Minutes are signed by the president and the members of the executive board who requested so.

■ Art. 29 end of the mandate of a member of the executive board

58. The mandate of a member of the executive board ceases under the following circumstances:
- at the termination of their term of office, unless it is renewed;
 - by resignation, notified by a written message to the president. The president may, for the good of the ECIA and with the agreement of the resigning member of the executive board, postpone the date of the resignation;
 - by the death of the member of the executive board;
 - by decision of the general assembly at an ordinary or special meeting with a simple majority of the votes cast;
 - on the recommendation of the executive board, after the member of the executive board having been invited to listen to the hearing.

59. In the event of an early vacancy of a mandate in the executive board, the executive board can co-opt a new board member.
60. Such member of the executive board is deemed to validly exercise his mandate until the next general assembly that decides whether or not to confirm the co-opted member of the executive board. Upon confirmation, the co-opted member of the executive board completes the mandate of his predecessor, unless the general assembly decides otherwise. In the absence of confirmation, the co-opted member of the executive board's mandate ends at the end of the general assembly. The term of the co-opted mandate shall not be taken into account for the calculation with respect to the eligibility for re-election.

■ Art. 30 day to day management

61. The day-to-day management of ECIA is assigned by the executive board to the president, the secretary general and the treasurer, who shall act together as a body. The executive board is responsible for supervising this body of daily management.
62. Day-to-day management comprises both acts and decisions which do not go beyond the needs of the daily life of the ECIA and those acts and decisions which, either because of their lesser importance or because of their urgency, do not justify the intervention of the entire executive board.

6. REPRESENTATION OF THE ECIA

■ Art. 31 general representation clause / & special delegation

63. Without prejudice to the general representation powers of the executive board as a whole (by majority of its members), the Association shall be validly represented vis-à-vis third parties by two members of the executive board.
64. For acts within the scope of day-to-day management, the Association is also validly represented vis-à-vis third parties by the body of daily management.
65. For acts within the scope of their specific powers, the Association is also validly represented by special attorneys-in-fact appointed by the executive board.

■ Art. 32 liability

66. The members of the executive board, and if applicable, the persons entrusted with the daily management, are not personally obliged to carry out the obligations of the Association.

67. Their liability towards the Association and towards third parties is limited to the fulfilment of the assignment given to them in accordance with common law, the provisions of the law and the statutes.
68. The members of the executive board, and if applicable, the persons entrusted with the daily management shall only be liable for decisions, acts or conduct which are manifestly beyond the margin within which normally prudent and careful members of the executive board, placed in the same circumstances, can reasonably disagree. The members of the executive board, and if applicable, the persons entrusted with the daily management are only liable for the mistakes that are personally attributable to them if directors commit errors in their (daily) management duties. This liability is joint and several unless the member of the executive board directors have not participated in the error and have reported the alleged error to all other members of the executive board. This report, as well as the discussion to which it gives rise, shall be recorded in the minutes.

7. BUDGET & ANNUAL ACCOUNTS

■ Art. 33 accounting and annual accounts

69. The resources of the ECIA are made up as follows:
- by contributions from the effective, institutional and observer members;
 - by grant from the member countries;
 - by grant from non-member countries;
 - by grant from the EU;
 - by financial contribution from private individuals and organisations, notably by sponsorship, partnership or patronage, within the framework of the ECIA, as defined in the internal regulations;
 - by donations and legacies.
70. The financial year of the Association shall coincide with the calendar year and shall start on 1 January of each year and shall end on 31 December of the same calendar year.
71. The accounting documents and the annual accounts of the Association shall be prepared by the executive board in accordance with applicable legislation. The annual accounts shall be approved by the general assembly within six months of the closing of the financial year and shall be filed, as the case may be, with the clerk's office of the competent Enterprise Court or with the National Bank of Belgium.

- 72. The financial report, containing the previous year's account and the annual budget for the upcoming year, shall be submitted to the general assembly for final approval.
- 73. Auditors shall independently audit the ECIA accounts once a year and their report shall be presented to the general assembly for adoption. Auditors are appointed by the general assembly in conformity with the guidelines in the internal regulations.

■ Art. 34 dissolution

- 74. The general assembly will be convened to discuss proposals regarding dissolution submitted by the executive board or by minimum 1/5th of all effective members.
- 75. The deliberation and decision on dissolution shall be taken in an extraordinary general assembly and shall respect the quorum and majority required for a change of object or disinterested purpose. As of the decision to dissolve, the Association shall always state that it is 'association in liquidation' in accordance with the provisions of the CAC.

■ Art. 35 liquidation

- 76. In case the proposal for dissolution is approved, the general assembly shall appoint one liquidator whose assignment it shall define.
- 77. In the event of dissolution and liquidation, the remaining net assets of ECIA must be allocated to the effective members in proportion to the membership fee paid by them, provided these are non-profit organisations without profit distribution. The executive board is then ordered to execute this decision.
- 78. All decisions concerning the dissolution, the terms of liquidation, the appointment and termination of office of the liquidators, the closure of the liquidation and the use of the assets shall be filed at the clerk's office and published in the Annexes to the Belgian Official Gazette in accordance with the provisions of the CAC.

■ Art. 36 applicable law - competent court

- 79. For everything that is not provided for in these statutes, the CAC and the relevant implementing decrees shall apply.
- 80. All disputes concerning the interpretation or execution of these statutes, or relating to the association itself, shall be submitted to the courts of the judicial district in which ECIA's registered office is located, unless otherwise required by law.

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