



## **STATUTENWIJZIGING, CHANGE ARTICLES OF ASSOCIATION**

### **NAME AND REGISTERED OFFICE**

#### **Article 1**

1. The Society is named: "**EUROPEAN COUNCIL FOR HIGH ABILITY - ITS STUDY AND DEVELOPMENT**"(abbr.: "ECHA").
2. It is domiciled at **Nijmegen**.

### **AIMS**

#### **Article 2**

1. The Society's aims are:  
to promote research, development and education in the field of high ability.
2. These aims will be pursued by the following means:
  - a. communication and exchange of relevant information between the members;
  - b. cooperation with all those involved in activities relating to the Society's aims;
  - c. the regular publication of a newsletter and a scientific journal;
  - d. the organisation of conferences and workshops;
  - e. the publishing of books and information leaflets;
  - f. any other activities the Society deems necessary for the pursuit of these aims.

### **MEMBERSHIP**

#### **Article 3**

1. Membership of the Society is open to natural persons and legal entities.  
Membership of the Society's Committee is limited to natural persons.
2. The Committee keeps record of names and addresses of all the Society's members.

### **OBSERVERS**

#### **Article 4**

1. The Executive Committee can admit natural persons to the Society as observers.
2. Observers do not have any other rights or obligations than assigned to or imposed by or by virtue of these Articles of Association.

### **ADMISSION**

#### **Article 5**

1. Applications for membership of the Society or for admittance as an observer must be addressed to the Secretary in written form.
2. Every application for membership or for admittance as an observer is judged by the Executive Committee.
3. In case of non-admission as a member or as an observer, the General Assembly still can decide on admission.

### **EXPIRATION OF MEMBERSHIP**

#### **Article 6**

- I. Membership expires:
  - a. with a member's death (natural person) or with disbandment (legal entity);



- b. with a member's resignation from membership, expressed in writing to the Secretary;\_\_\_\_\_
  - c. with ending by the Society. Such decision may be passed:\_\_\_\_\_
    1. if a member ceased to comply with the statutory requirements for membership;\_\_\_\_\_
    2. if a member does not fulfil his or her obligations towards the Society\_\_\_\_\_
    3. if the Society cannot reasonably be required to allow membership to continue;\_\_\_\_\_
  - d. by expulsion.\_\_\_\_\_
2. Ending by the Society and expulsion from membership is decided upon by the General Committee.\_\_\_\_\_
  3. In case of ending by the Society because the Society cannot reasonably be required to allow membership to continue or in case of expulsion, appeals against the decision may be put forward by the member in question, within one month after receipt of notification, to the General Assembly. The member is given immediate written notification of the decision and the grounds for removal. Pending the appeal, the member in question is suspended from membership.\_\_\_\_\_

#### **EXPIRATION RIGHTS AND OBLIGATIONS OBSERVERS**

##### **Article 7**

1. Rights and obligations of an observer can be ended mutually at any time by announcement.\_\_\_\_\_
2. Ending on behalf of the Society is decided upon by the Executive Committee.\_\_\_\_\_

#### **MEMBERSHIP DUES**

##### **Article 8**

Members are obliged to pay a membership fee proposed by the General Committee and\_\_\_\_\_ determined by the General Assembly.\_\_\_\_\_

#### **THE COMMITTEE**

##### **Article 9**

1. The Society is managed by the General Committee consisting of at least three persons, appointed - except for the Secretary - by the General Assembly. **Appointees are Society members, of which the chairman hereafter named: "President" and the vice-chairman hereafter named "Vice-President" are appointed in function by the General Assembly.** The Secretary of the Society will be appointed by the General Committee of the Society.\_\_\_\_\_
2. If the number of Committee members has decreased to less than three the Committee remains in authority, with the proviso that, as soon as possible, the General Assembly be convened in order to fill the vacancy or vacancies.\_\_\_\_\_



If the vacancy concerns the Secretary the General Committee fills this \_\_\_\_\_  
vacancy as soon as possible. \_\_\_\_\_

3. Only those who have citizenship of any country in Europe and are \_\_\_\_\_  
permanently and currently resident in Europe are eligible for Committee \_\_\_\_\_  
membership. \_\_\_\_\_
4. **No more than one Committee member may have residence in the same \_\_\_\_\_  
European country.** \_\_\_\_\_

#### **ENDING OF COMMITTEE MEMBERSHIP** \_\_\_\_\_

##### **Article 10** \_\_\_\_\_

1. Any Committee member, also those appointed for a limited period, may at \_\_\_\_\_  
any time be dismissed or suspended from Committee membership by the \_\_\_\_\_  
General Assembly. If suspension is not followed by a decision of dismissal \_\_\_\_\_  
within three months, the term of suspension is deemed to have ended. \_\_\_\_\_
2. Committee members resignate not later than four years after being \_\_\_\_\_  
appointed, according to a schedule of resignation as composed by the \_\_\_\_\_  
Committee. Resigning Committee members are immediately re-eligible, but \_\_\_\_\_  
not more than once. \_\_\_\_\_
3. Committee membership may also be terminated by: \_\_\_\_\_
  - a. termination of membership of the Society; \_\_\_\_\_
  - b. resignation. \_\_\_\_\_

#### **FUNCTIONS OF THE COMMITTEE • EXECUTIVE COMMITTEE •** \_\_\_\_\_

##### **DECISION- MAKING OF THE COMMITTEE** \_\_\_\_\_

##### **Article 11** \_\_\_\_\_

1. The posts of Secretary and Treasurer may be held by one person. \_\_\_\_\_
2. The Committee appoints from the Committee members a Treasurer, or \_\_\_\_\_  
when the post of Secretary and Treasurer are held in one person, one other \_\_\_\_\_  
member of the Committee, who together with the Chairperson and \_\_\_\_\_  
Secretary form the Executive Committee of the Society. \_\_\_\_\_
3. Minutes of the debated in each Committee meeting are drawn up by the \_\_\_\_\_  
Secretary and these are determined and signed by the Chairperson and the \_\_\_\_\_  
Secretary. \_\_\_\_\_
4. In the Standing Orders additional rules with respect to Committee \_\_\_\_\_  
meetings and decision-making of the Committee may be given. \_\_\_\_\_

#### **COMMITTEE TASKS • REPRESENTATION** \_\_\_\_\_

##### **Article 12** \_\_\_\_\_

1. Except for limitations according to the Articles of Association, the \_\_\_\_\_  
Committee conducts the affairs of the Society. \_\_\_\_\_
2. The Executive Committee may, subject 10 approval by the General \_\_\_\_\_  
Assembly be empowered to enter into contracts: \_\_\_\_\_
  - a. to buy, alienate or mortgage registered property; \_\_\_\_\_
  - b. in which the Society commits itself to act as guarantor or co-debtor, \_\_\_\_\_  
or to sponsor or stand surety for a third party. \_\_\_\_\_



- Absence of approval can be put forward against third parties.\_\_\_\_\_
3. Without prejudice to the provisions in Article 12.2 the Society is represented in legal and non-legal matters by the entire Committee, in as far as the law does not require otherwise.\_\_\_\_\_

The Society can furthermore be represented in legal and non-legal matters by two cooperating members of the Executive Committee.\_\_\_\_\_

### **THE EXECUTIVE COMMITTEE**

#### **Article 13**

Without prejudice to other articles of these Articles of Association, the Executive Committee prepares the meetings of the Committee and executes the decisions of the Committee and the General Assembly.\_\_\_\_\_

### **SUB-COMMITTEES AND SPECIAL INTEREST GROUPS**

#### **Article 14**

1. The Committee may form sub-committees to provide support in specially defined aspects of the Society's field of activity. The Committee may form Special Interest Groups in order to study one or more aspects of high ability. The latter may also give substance to ECHA conference themes.\_\_\_\_\_
2. Sub-committees and Special Interest Groups operate in accordance with the Society's aims.\_\_\_\_\_
3. Sub-committees and Special Interest Groups are established, either on the initiative of the Committee itself, or on the initiative of at least five members of the Society.\_\_\_\_\_

### **HONORARY PRESIDENT**

#### **Article 15**

The General Assembly may elect a Honorary President of the Society. The Honorary President has to be a citizen of any country in Europe and has to have a permanent and current residency in Europe. The Honorary President is cooperating with the General Committee to help the aims of the Society as described in Articles 1 and 2. The Honorary President is an invited member of the General Assembly.\_\_\_\_\_

### **REPORTS AND ACCOUNTS**

#### **Article 16**

1. The Society year starts on the first of January and ends on 31st of December.\_\_\_\_\_
2. The Committee keeps account of the Society's financial assets in such a way that these accounts allow for the Society's rights and obligations to be known at all times.\_\_\_\_\_
3. The Committee submits not later than six months after the ending of the Society year, except for prolongation of this period by the General Assembly, its report concerning the previous Society year to the General Assembly and gives an account of its activities during the previous Society year with submission of a financial report plus an asset and liabilities account. After this period each member of the Society can demand these rights and obligations from the Committee by rights.\_\_\_\_\_



4. The General Assembly appoints annually from among the members a sub-committee of \_\_\_\_\_ at least two persons, not being members of the \_\_\_\_\_ Committee. The sub-committee examines the Committee's accounts and reports the findings to the General Assembly. \_\_\_\_\_
5. If the examination requires special bookkeeping knowledge, the sub-committee can get expert support. The Committee is obliged to give all the information required, to show the cash and the values and to allow access to the books and documents. \_\_\_\_\_
6. The sub-committee's order can be recalled at all times by the General Assembly, but only by appointing another sub-committee. \_\_\_\_\_
7. The Committee is obliged to keep the documents to which reference is made in Articles 16.2 and 16.3, for a period of ten years. \_\_\_\_\_

#### **THE GENERAL ASSEMBLY** \_\_\_\_\_

##### **Article 17** \_\_\_\_\_

1. The General Assembly is entitled to all competences within the Society, which have not been assigned to the Committee by the law or by the Articles of Association. \_\_\_\_\_
2. Every year, not later than six months after the ending of the Society year, a general assembly - the annual assembly - will be held. The meeting includes the following: \_\_\_\_\_
  - a. the report and accounts as meant in Article 16, plus the report of the sub-committee meant there; \_\_\_\_\_
  - b. the appointment of the sub-committee mentioned in article 16 for the next Society year; \_\_\_\_\_
  - c. the filling of vacancies, if any; \_\_\_\_\_
  - d. proposals of the Committee or the members, announced in the call to the assembly. \_\_\_\_\_
3. Other general assemblies will be held as often as the Committee deems desirable. \_\_\_\_\_
4. In addition, the Committee convenes a General Assembly at the written request of at least such a number of members that have a vote, as at least one-tenth of the number of voting members, within thirty days at the most. If the request is not granted within fourteen days, the requestors themselves may convene a General Assembly in the manner of Article 20. \_\_\_\_\_

#### **ADMITTANCE AND RIGHT TO VOTE** \_\_\_\_\_

##### **Article 18** \_\_\_\_\_

1. All members of the Society and all observers have admittance to the General Assembly. \_\_\_\_\_  
Suspended members and suspended committee members have no admittance. \_\_\_\_\_
2. The General Assembly decides upon admittance of others than those meant in Article 18.1. \_\_\_\_\_



3. Every member of the Society that has not been suspended has one vote.—
4. It is not allowed to vote by authority.—

### **CHAIR-MINUTES**

#### **Article 19**

1. The General Assembly is chaired by the Society's President or a substitute. In the absence of the chairperson and his substitute, one of the Committee members, to be indicated by the Committee, will act as the Chair. When such provision fails, the General Assembly itself makes provisions for the temporary appointment of a chairperson.—
2. Minutes of the debated in each meeting are drawn up by the Secretary or another person, appointed by the Chair, which are determined and signed by both the Chair and the minutes secretary. The contents of the minutes are brought to the members' notice.—

### **DECISION MAKING OF THE GENERAL ASSEMBLY**

#### **Article 20**

1. The Chair's judgement, pronounced during the meeting of the General Assembly, that a decision has been made by the meeting is final. The same holds for the content of a decision in as far as the meeting voted on a subject not based on a written proposal.—
2. If the correctness of the judgement as meant in Article 20.1 is contested immediately after pronouncement, a new vote shall be taken if requested by a majority of the meeting's members, or, if the original vote was not taken by a show of ballot, by a voting member present.—
3. Unless decreed otherwise by law or by the Articles of Association, all decisions of the General Assembly are made by an absolute majority of the votes cast.—
4. Abstentions are considered as not casted.—
5. In case of a tied vote concerning the election of a person, a second voting is organised, or in case of a binding nomination, a second voting is organised between the nominees. If then again an absolute majority is not obtained, there will be voted again, until either one person obtains the absolute majority, or there is a tied vote between two persons. In case of these repeated votings (not included the second one) there will be voted again between the same persons as in the preceding voting, with exception of the person who obtained the least number of votes in the preceding voting. If the least number of votes in the preceding voting is given to more than one person, there will be decided by lot, which one of the candidates will be excluded from the next voting. In case of a tied vote between two persons there will be decided by lot.—
6. In case of a tied vote not concerning the election of persons the proposal will be rejected.—
7. All votings are decided by a show of bands, unless the Chair considers a—



ballot to be desirable or this is asked for, previous to the voting, by one of the voting members. Ballots take place by unsigned, closed papers. Decision making by acclamation is possible, unless one of the voting members demands voting by call.

8. As long as in a General Assembly all the members are present, valid decisions can be made, but only unanimously, concerning all subjects coming up for discussion - thus including a proposal to change the Articles of Association or disbandment - even if the meeting was not called for in the appropriate way, or any other prescription with respect to the call and the holding of meetings or a related formality has not been considered.

### **CALLING THE GENERAL ASSEMBLY**

#### **Article 21**

1. General assemblies are convened by the Committee. Calls are in writing to the addresses of the members, according to the membership records meant in Article 3.2. The term for a call is at least thirty days.
2. In the call the subjects to be discussed are stated, without prejudice to the statement of Article 22.

### **CHANGES IN THE ARTICLES OF ASSOCIATION**

#### **Article 22**

1. No changes can be made in the Articles of Association other than by decision of a General Assembly that was called with the announcement that changes in the Articles of Association will be proposed in that meeting.
2. Those who have called for a general assembly in which proposed changes in the Articles of Association will be discussed, must at least five days before the meeting will take place, give inspection to the members of a copy of that proposal, including a verbatim representation of the proposed changes, in a place suitable for that purpose, until the end of the day on which the meeting is held. Also a copy as meant above; is sent to all members.
3. Decisions to change the Articles of Association require at least two thirds of the votes casted.
4. A change in the Articles of Association does not come into effect until they have been drawn up by a notarial deed. Every Committee member is authorised to have the deed executed.

### **DISBANDMENT**

#### **Article 23**

1. The Society can be disbanded by decision of the General Assembly. Articles 22.1, 22.2 and 22.3 apply accordingly.
2. On disbandment, the Executive Committee settles the accounts.
3. Any financial surplus comes to those who were members at the time of



- the decision to disbandment. Each of them receives an equal share.——  
However, with the decision to disbandment a different use can be given to  
the financial surplus.——
4. After disbandment the books and documents of the disbanded Society——  
remain for the legally prescribed period in the custody of the person——  
appointed by the executors.——
  5. The articles of Title 1 of Book 2 of the Civil Code of the Netherlands——  
apply to the execution.——

**UNFORSEEN CASES**

**Article 23**

In all cases not dealt with in the Articles of Association or the standing orders, the  
Committee has the power of decision.——

(Volgt ondertekening.)

UITGEGEVEN VOOR AFSCHRIFT

