

Actus Notarissen

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Amendment to the Bye-laws

Article 1

The name of the Association is: 'Consortium of Institutions for Development and Research in Education in Europe', in short 'CIDREE'. The Association is domiciled in The Hague, the Netherlands.

The Association is formed for an indefinite period and is subject to Dutch law.

Year of association

Article 2

The year of association coincides with the calendar year.

Purpose and (financial) means of the Association

Article 3

The purpose of the Association is to contribute to and improve the work of its members, with the ultimate objective to improve the quality of education in Europe.

Article 4

The Association endeavours to achieve its goal by means of:

- a) the joint coordination and implementation of development and research projects;
- b) the interchange of information among members' employees;
- c) collaborating with other associations and institutions inside and outside of Europe;
- d) stimulating the distribution of products that are the result of the Association's activities.

The Association's activities may be financed from members' contributions; from the proceeds of the sale of products developed by the Association; and from financial contributions by third parties - including, in particular, subsidies from government authorities, or international institutions and organisations.

Members of the Association

Article 5

As a member of the Association may be incorporated any institution possessing legal body at a national level, which applies itself to the development of curricula or to educational research, or both, in a European country.

Article 6

Institutions that do not meet the requirements of membership as specified in Article 5, but have expressed the wish to contribute to the Association's efforts or to those of an organisation relevant to the Association, may, at the invitation of the Board of CIDREE, be involved in the Association's work, for

example with the status of observer, and on conditions mutually agreed upon.

Article 7

Institutions wishing to become a member should apply to the Secretariat of CIDREE, on submission of the necessary documents demonstrating the fulfilment of membership requirements. The General Assembly will decide upon incorporation, taking into consideration the advice of the Board.

Article 8

Membership is terminated:

- a) upon discontinuation of the activities of the institution concerned;
- b) after notice by the institution concerned;
- c) after notice on behalf of the Association. This may occur if the member has ceased to meet the requirements of membership, if the member does not fulfil its obligations with respect to the Association, or if the Association cannot reasonably be expected to allow membership to continue.

Article 9

Notice on behalf of the Association is given by the General Assembly, after the member concerned has been provided with the opportunity to defend itself against the motives on which the notice is founded.

Termination of membership by the member or by the Association is only possible as per the end of a year of association, and is subject to a notice period of four weeks. This period of notice does not need to be observed by the Association if the Association cannot reasonably be expected to allow membership to continue. The General Assembly may withdraw the status of observer from any institution or organisation as specified in Article 6. The stipulations concerning termination of membership are applicable mutatis mutandis.

Members' contributions

Article 10

Members are obliged to pay an annual contribution, which has been determined by the General Assembly.

Structure and performance of the Association

Article 11

The Association provides for a General Assembly, a Board, a Secretariat, and contact persons.

General Assembly

Article 12

Tasks of the General Assembly include:

- a) decisions with respect to the support and initiation of activities that will help achieve the Association's goals;
- b) decisions about the incorporation of members and the termination of membership;
- c) appointing the members of the Board;
- d) determination of the budgets and approval of the annual financial report.

Article 13

The General Assembly meets at least once a year. General Assembly meetings may be held in any country in which a member/institution is domiciled. Any member/institution may act as host institution. If at least five members have requested such, the Board is obliged to convene a special meeting of the General Assembly within four weeks. If the request is not acceded to within fourteen days, the applicants may convene this meeting themselves. A special meeting of the General Assembly is held in the country in which the Secretariat is domiciled.

Article 14

General Assembly meetings are convened by the Board. This convocation is communicated in writing, and includes the items to be discussed. Notwithstanding the stipulations in Article 29, the term of convocation will be no less than seven days. At the meetings of the General Assembly, the members will be represented by persons appointed by the members themselves. These will preferably be the directors of the institutions concerned. The Board may invite non-members to attend the meeting as guest.

Article 15

- a. Each member of the association has one vote. Absent members may cast a vote by proxy, after a member who is present has been authorised in writing. The member authorised to cast a vote on behalf of one or more other members, will announce this at the start of the meeting of the General Assembly, on submission of the written authorisation to the President.
- b. Unless otherwise stated in the Bye-laws, all decisions taken during the meeting of the General Assembly, will be carried by a majority vote.
- c. Meetings of the General Assembly are presided over by the President

appointed by the General Assembly, taking into consideration the opinion of the Board.

Article 16

The agenda of the annual meeting of the General Assembly must include at least the following items:

- a) the report by the Secretariat, concerning the activities of the Association's management conducted during the past year;
- b) presentation of the Association's annual financial report, comprising the balance sheet and the statement of income and expenditure, with their respective explanatory notes;
- c) the annual financial report must be accompanied by an auditors report;
- d) the determination of the budgets for the coming year, including a proposal for membership fee;
- e) the organisation of the next meeting of the General Assembly.

The management

Article 17

The association has a Board of Directors, consisting of a President, his or her predecessor, his or her chosen successor and the Secretary-General.

Article 18

The Board comprises natural persons, preferably members' representatives, and is appointed by the General Assembly.

Article 19

The Board is in charge of the management of the Association, and in particular of the preparations and implementations of the decisions taken by the General Assembly. The Board represents the Assembly's interests in the periods in-between the meetings of the General Assembly.

Article 20

The President is appointed by the General Assembly for a period of two years. During a period of two years prior to his or her Presidency, as well as during a period of two years afterwards, he or she will be part of the Board. The General Assembly will appoint the Managing Director of the institution in which the Secretariat is domiciled, as Secretary-General.

Article 21

The Board itself will agree upon the division of the tasks.

Meetings of the Board may be held at any moment, after convocation by the President or by two other members of the Board.

The Board may take decisions in a meeting that is attended by at least three members. Decisions will be carried by a majority vote. If the votes are equally divided the President has the casting vote. Board decisions may also be taken by telephone, by fax, or by email, if all board members agree with such a procedure and if the decision to be taken is passed unanimously.

The Secretariat

Article 22

The Secretariat is managed by the member(s)/institution(s), appointed by the General Assembly, after having demonstrated their willingness to manage the Secretariat. If more than one institution is managing the Secretariat, these institutions will agree upon the division of the tasks among themselves, which is then communicated to the members.

An essential part of this division of tasks includes the appointment of the institution from which the general manager will be the Secretary-General of the Association. This institution acts as location address and executive organisation for the Association.

At the responsibility of the Secretary-General, the Secretariat carries out all duties necessary to ensure a proper functioning of the Association, including, in any case:

- a) preparations, in collaboration with the host institution, for the meetings of the General Assembly;
- b) preparations for the meetings of the Board;
- c) drawing up the minutes of meetings of the Board and the General Assembly.
- d) production of the documentation stated in Article 16;
- e) support and initiation of activities that fit within the objectives of the Association;
- f) maintaining of all contacts necessary for proper functioning of the Association.

Article 23

The Secretary-General appoints assistants for the management of the Secretariat and for the execution of the tasks under his responsibility as listed in article 22 of the present bye-laws.

Article 24

The institution(s) that manage(s) the secretariat will do so for a period of four years. This period can be extended by one or more periods of four years each. After three years the Secretariat will be subject to a review by the Board. The General Assembly will decide on extension based on the advice of the Board.

Article 25

The costs for the Secretariat will be included in the Association's budget.

Article 26

Each member/institution will appoint a contact person from among its own employees. This contact person will, in particular, be charged with the maintaining of contacts with CIDREE, concerning the operational activities of CIDREE.

The member/ institution concerned will provide its own contact person with the means to be able to do his or her job well. This includes the provision of sufficient working hours.

The costs for the contact persons are carried by the member/institution itself, unless other agreements are made with the Secretariat concerning this matter.

Representation

Article 27

Judicially and extra judicially, the Association is represented by the Board or by the President of the Association together with the Secretary-General.
The Board may decide to grant authorisation to one or more of the members of the Board, or to any other person, to represent the Association within the limits of the authorisation.

Amendments to the bye-laws

Article 28

The Bye-law may be amended after a resolution by the General Assembly is carried by a majority of at least two thirds of the votes, during a meeting at which at least two thirds of the members are present.

Article 29

A proposal for an amendment to the Bye-laws may be submitted during a meeting of the General Assembly, either by the Board or by at least a quarter of the members of the Association. If the Board submits the proposal for an amendment to the Bye-laws, it must notify the members of this at least thirty days before the meeting of the General Assembly is to take place. The proposal for the amendment to the Bye-laws is attached to the invitation to the General Assembly meeting.

Article 30

An amendment to the Bye-laws will not take effect until a notarial deed has been drawn up.

Dissolution

Article 31

The Association may be dissolved after a resolution is passed by the General Assembly. The procedures and vote ratios, as stipulated in the Articles 28 and 29, are applicable mutatis mutandis to this decision. If there is no quorum, as stipulated in Article 28, after two attempts following a proper convocation, the Board may decide to dissolve the Association during a special Board meeting, convened for this purpose.

Article 32

Any credit balance will, after liquidation, be paid to the institutions that were members at the moment of the decision to dissolve. Each of these will receive an equal share. However, at the moment of the decision to dissolve, another destination may be decided upon for the credit balance. Unless the General Assembly decides otherwise, paying out will be done by the Board.

Final stipulation

Article 34

All cases not covered by the Bye-laws, will be decided upon by the Board and the General Assembly.

Finally, it was stated that:

The association was constituted on the twelfth of December nineteen hundred and ninety, on the thirteenth of December nineteen hundred and ninety, it was decided to have the bye-laws of the association drawn up before a Notary-Public as an authentic deed. This deed was executed on the twenty-seventh of February nineteen hundred and ninety-one before Mr. F.A.M. Hoevenaars, Notary-Public in 's-Gravenhage;
the bye-laws were amended by amendment deed executed on the thirtieth of March two thousand and four before Mr. J.H.J.M. Hamans, Notary-Public in Amsterdam;
Since then, the bye-laws have not been amended.

End of the deed

The appearer is known to me, Notary-Public, and the identity of the appearer involved in this deed has been ascertained by me, Notary-Public, on the basis of the aforementioned documents, drawn up for this purpose.

IN WITNESS WHEREOF, this deed is executed in Amsterdam on the date as above. The actual content of this deed has been explained by me, Notary-Public, to the appearer.

The appearer declared that she perused the contents of this deed and did not wish to have the deed read out to her, and that she agreed with the contents of the deed.

Then, after a limited reading, this deed was signed by me, Notary-Public, and by the appearer.

Followed by the signatures.

ISSUED FOR COPY
(signed)

Stamp of mr. G. Mens
Notary-Public in Amsterdam

Sworn translation made by a sworn translator, B. Verbeken