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In this translation an attempt has been made to be as literal as possible without jeopardising the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will by law govern

AMENDMENT TO THE ARTICLES OF ASSOCIATION
(CIDREE)

Name and registered office.

Article 1.

1. The name of the Association is:
Consortium of Institutions for Development and Research in Education in Europe
(in short also called CIDREE).
2. The Association has its registered office in the Hague.

Objects.

Article 2.

1. The objects for which the Association is established are:
to contribute to and to improve the work of the members with the focus on
improving the education in member countries across Europe.
2. The Association seeks to achieve its objects inter alia by:
 - the joint coordination and realization of development- and research projects;
 - the exchange of information between employees of the members;
 - the cooperation with other associations and institutes within and outside Europe;
 - the progression of the expansion of products which are the result of activities of the association,and furthermore to exercise all activities in general as well as any and all acts pertaining thereto or which may be conducive thereto, in the broadest sense.

Members.

Article 3.

1. As a member of the Association may be incorporated the institution possessing legal body at a national level, which is the lead organisation for their country for providing professional policy advice to Ministers on the development and support of the curricula or on educational research, or both, in a European country or region within a country.
2. Applications of members shall be submitted in writing to the board.
3. The General Assembly shall decide on the admittance of members.

Register of members.

Article 4.

The Board shall keep a register in which the names and addresses of the members have been recorded. The members shall be required to ensure that their addresses are known to the Board.

Annual contributions.

Article 5.

The members are obliged to pay an annual contribution, which amount shall be

determined by the General Assembly annually. They can be assigned to categories paying different amounts.

Termination of membership.

Article 6.

1. The membership shall end:
 - a. when the members' legal entity ceases to exist;
 - b. by notice of termination by the member;
 - c. by notice of termination by the Association;
 - d. by removal.
2. The member may give notice of termination without stating reasons.
3. Notice of termination by the Association shall be given by the Board and shall be allowed only:
 - a. if a member fails to fulfil its obligations towards the Association;
 - b. when it cannot reasonably be expected from the Association to allow the membership to continue.
4. Notice of termination shall be given in writing only.

Notice of termination by the member may be given as at the end of a financial year, with due observance of a notice period of at least four weeks. Notwithstanding the above provision, a member may terminate its membership with immediate effect if the member can no longer reasonably be expected to continue the membership or within one month after that member has been informed of a resolution to convert the Association into another legal form or to enter into a merger or a demerger. A member shall not be authorised to terminate its membership with immediate effect in the event of a change in any financial rights and obligations.
5. Removals shall be effectuated by the Board and may take place only if a member acts in violation of the articles of Association, bye-laws or resolutions of the Association, or if a member prejudices the Association.
6. The Board shall inform the member concerned as soon as possible of a resolution to terminate the membership by the Association and of a resolution to remove the member, giving the reasons therefor. Within one month after receipt of the notice referred to above, the member may file an appeal to the General Assembly. During the appeal period and pending the appeal the member shall remain suspended.
7. When the membership ends in the course of a financial year, the annual contribution shall nonetheless be due and demandable in full.

Board.

Article 7.

1. The Board shall consist of at least three (3) natural persons who represent a member and is appointed by the General Assembly.
2. If the Board temporarily consists of less than three (3) persons, it shall nonetheless be authorised, while being under an obligation of calling a General Assembly as soon as possible in order to fill the vacancy/vacancies.
3. The chairman is called President and is appointed by means of this title. The Board shall elect a Secretary and a Treasurer from among its members. The titles Secretary and Treasurer can be combined.
4. Board members are appointed for a maximum period of six (6) years. The Board shall determine a retirement schedule. A retiring Board member may immediately

be reappointed.

5. Board members may at all times be suspended or removed from office by the General Assembly.

Managing authority.

Article 8.

The Board shall be charged with the management of the Association.

Representation.

Article 9.

1. The Board shall represent the Association, unless determined otherwise by law. The power of representation shall also accrue to:
 - a. the President;
 - b. the Secretary;
 - c. the Treasurer.
2. In the event of a conflict of interest between the Association and one or more Board members, the Association shall be represented by the person or persons designated – annually or otherwise – for that purpose by the General Assembly.

Board meetings and Board resolutions.

Article 10.

1. Each year at least one Board meeting shall be held.
2. Notice calling the meeting shall be given at least seven days in advance, not counting the day of giving notice and the day of the meeting.

Financial year.

Article 11.

1. The financial year of the association shall coincide with the calendar year.
2. The Board shall be required to keep such records of the Association's financial situation and of all aspects of the Association's activities, and to keep the accounts, records and any other data carriers pertaining thereto in such manner as will accurately show the Association's rights and obligations at all times.
3. Within six months of the end of the financial year the Board shall prepare and draw up the Association's balance sheet and statement of income and expenditure. These documents shall be prepared by the Treasurer.
4. The Board shall be required to keep the accounts, records and other data carriers referred to in the two preceding paragraphs for seven years.

General Assembly.

Article 12.

1. General Assemblies can be held in each country in which a member of the Association has its registered office.
2. Annually, within six months after the end of the financial year, save where this term is extended by the General Assembly, a General Assembly – the Annual Assembly – shall be held.
3. At the Annual Assembly the Board shall report on its management conducted in the past financial year. The Board shall submit the balance sheet and the statement of income and expenditure to the General Assembly for its approval. The General Assembly's approval of the report shall discharge the Board from liability for its management insofar as evidenced by those documents.
4. The Association may instruct an accountant to audit the balance sheet and the statement of income and expenditure. The General Assembly shall be authorised to

give such instruction. If the General Assembly fails to do so, the Board shall be authorised to instruct an accountant accordingly. The instruction given by the Board can be withdrawn by the General Assembly.

5. If no auditor's report is submitted on the accuracy of the balance sheet and the statement of income and expenditure, the General Assembly shall each year appoint a committee consisting of at least two members which shall not be members of the Board. This committee shall investigate the documents referred to above and shall present its findings to the General Assembly.

For the benefit of its audit, the Board shall be required to provide the audit committee with all information requested by it, to give access to the cash funds and assets, if desired, and to allow the committee to inspect the Association's accounts and records.

Other General Assemblies.

Article 13.

1. Other General Assemblies may be held as often as the Board deems desirable.
2. Furthermore, the Board shall be required to call a General Assembly within four weeks if at least one/tenth of the members entitled to vote file a written request for a meeting. The request is filed in writing in case that the request has been recorded electronically.
3. If the Board fails to honour this request within fourteen days, the members requesting the meeting may call a General Assembly themselves.

Calling a General Assembly.

Article 14.

1. General assemblies shall be called by the board, without prejudice to the provisions of Article 13, paragraph 2. The notice calling the meeting shall be in writing and shall be sent to the addresses of the members as stated in the register of members stating the business to be transacted, no later than seven days before the day of the meeting.
If a member has agreed to this, the notice for convening a meeting may also be sent by an electronic, legible and reproducible message to the address given by the member to the association for this purpose.
Registration of an electronic address in favour of the register of members is considered as a consent as meant in the aforementioned sentence.
2. The subjects to be discussed are mentioned together with the convocation, or the location is mentioned where the members can get notice hereof.

Access and voting rights.

Article 15.

1. Members who are not suspended as referred to in article 6 have access to the General Assembly.
A suspended member shall have access to the General Assembly at which the resolution to remove that member or to terminate that membership will be discussed and shall be authorised to address the General Assembly on that subject.
2. The President of the Board shall be authorised to allow other persons than the persons referred to in paragraph 1 to attend the General Assembly.
3. Every non-suspended member of the Association has one vote. A member can grant a power of attorney in writing to another member entitled to vote, to cast his vote. The power of attorney is granted in writing in case that the power of attorney has

been recorded electronically.

Chairman

Article 16.

1. General Assemblies shall be conducted by the President of the Board. If the President of the Board is absent or not available to preside, another Board member designated by the Board shall act as chairman. If no chairman is designated in this manner, the meeting itself shall appoint a chairman.

Decision-making by the General Assembly

Article 17.

1. Unless provided otherwise by law or the articles of association, resolutions passed by the general assembly shall require an absolute majority of votes.
2. Blank votes shall not be counted.
3. A unanimous decision of all members, even if they are not present at a meeting, shall have the same power as a resolution of the general meeting, provided that the board has been informed in advance. The votes for such resolutions can only be recorded in writing.

Bye-laws.

Article 18.

The General Assembly adopts bye-laws that clarify the articles of Association. The bye-laws may not be in conflict with the law or the articles of Association.

Amendment to the articles of Association.

Article 19.

1. A resolution to amend the articles of Association may be adopted only by a General Assembly especially called for that purpose by means of a notice stating that a proposal for an amendment to the articles of Association will be presented.
2. A resolution to amend the articles of Association may only be adopted by a majority of at least two thirds of the votes cast, in a General Assembly at which at least two thirds of the members are present or represented. If less than two thirds of the members are present or represented at the meeting, a new General Assembly can be convened and held, to be held not earlier than two weeks after the first meeting and not later than eight weeks after the first General Assembly, at which new General Assembly a resolution about the same proposal to amend the articles of Association can be passed, irrespective of the number of present or represented members at the General Assembly. In the notice for that new General Assembly has to be stated that and the reason why a resolution can be passed irrespective of the number of present or represented members at the General Assembly.
3. The persons who have called this General Assembly must, at least five days before the day of the General Assembly, make a copy of that proposal, stating the proposed amendment verbatim, available to the members at a convenient place until the end of the day on which the General Assembly is held.
4. An amendment to the articles of Association shall take effect only after a notarial deed has been drawn up of that amendment. Each Board member shall be authorized to cause such deed to be executed.
5. The provisions of paragraphs 1, 2 and 3 shall apply mutatis mutandis to a resolution to merge or demerge.

Dissolution.

Article 20.

1. The Association may be dissolved by a resolution of the General Assembly. The provisions of paragraphs 1 and 2 of the preceding article shall apply mutatis mutandis.
The resolution to dissolve the Association shall include the assignment of a custodian for the accounts and records.
2. Insofar as the General Assembly does not appoint any other liquidators, the Board members shall act as such in order to liquidate the assets of the association.
3. After the creditors have been paid, the liquidators shall transfer the remainder of the assets proportionately to the amount of the members' annual contribution and to the length of the membership in the Association. However, the resolution to dissolve the association may also include another destination for the remaining assets.
4. After completion of the liquidation the books, records and other supporters of data of the Association shall remain with the custodian referred to in paragraph 1 for a period of seven years.