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10/06/2010

DEED OF AMENDMENT OF THE ARTICLES OF AN ASSOCIATION

Today, the thirty-first of December two thousand and ten, there appeared before me, Berend Frederik Wesseling, civil-law notary in Enschede:

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The person appearing stated the following:

On •, the General Meeting of

European Association for Public Administration Accreditation, an Association with full legal capacity whose registered office is in Enschede and place of business is at Drienerlolaan 5 BBT, (7522 NB) Enschede, (entered into the commercial register under number 08084457), decided to:

- readopt the Articles of the Association after they have been amended;
- authorise the person appearing to perform any and all acts necessary for effectuating the amendment of the Articles.

These resolutions are evidenced by a copy of the minutes of the aforesaid meeting, which is attached to this deed.

The Articles of the Association were last amended by deed of •, executed before B.F. Wesseling, civil-law notary in Enschede.

For the purpose of executing the resolutions, the person appearing stated that it has been decided to amend and readopt the Articles in their entirety as at the day after today, so as to read as follows:

Name and registered office.

Article 1.

1. The name of the Association is:
European Association for Public Administration Accreditation.
2. The Association is also known under the name of:
EAPAA , as an abbreviated name.
3. The Association has its registered office in Enschede.

Objects.

Article 2.

1. The objects for which the Association is established are:
to promote the quality of education and study programmes in Europe in the field of public administration and the science of public administration, on the basis of high quality standards and any and all acts pertaining thereto, arising therefrom and which may be conducive thereto, everything in the broadest sense. The term “Europe”, when used in these Articles, shall always be deemed to include the member countries of the Council of Europe, as well as the countries of the Commonwealth of Independent States (including Azerbaijan, Belorussia, Kazakhstan, Kirghizistan, Tajikistan, Turkmenistan, Uzbekistan).

2. The Association seeks to achieve its objects inter alia by:
 - establishing, maintaining and implementing an accreditation system for education and study programmes in Europe in the field of (the science of) public administration;
 - the development of contact between the members;
 - stimulating mutual contact and cooperation between the Association on the one hand and organisations and institutes with the same or similar objects on the other hand.
3. Within the framework of its objects, the Association may stipulate entitlements for the benefit of the members. The Association may enter into obligations to be fulfilled by the members, by virtue of resolutions of the General Meeting.

Members and participants.

Article 3.

The Association shall have members and participants.

Section A. Members.

1. The only members of the Association shall be organisations and institutes with legal personality with the object of representing the interests of education programmes in the field of public administration in Europe.
The members shall be either A-members or B-members.
Wherever these Articles refer to “members”, all of the above categories shall be addressed.
 - A-members shall be the ***International Institute of Administrative Sciences*** and any members which have been admitted by the Board and approved by the A-members;
 - B-members shall be ***Network of Institutes and Schools of Public Administration in Central and Eastern Europe*** and any members which have been admitted by the Board and approved by the B-members.
2. Applications of members shall be submitted in writing to the Board.
3. The Board shall decide on the admittance of members, which admission shall require the approval of A-members or B-members, as the case may be.
If an application is rejected by the Board, the General Meeting may decide to admit a member after all.

Section B. Participants.

1. The only participants of the Association shall be (inter)national organisations and institutes with legal personality promoting the quality of education in the field of public administration.
2. Applications of participants shall be submitted in writing to the Board.
3. The Board shall decide on the admittance of participants.

Register.

Article 4.

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

Accreditation/byelaws.

Article 5.

1. The Accreditation Committee shall adopt byelaws containing the guidelines, standards, criteria and procedures for (renewing/withdrawing the) accreditation and the internal and external functioning of the Accreditation Committee. The Accreditation Committee shall be authorised to amend these byelaws, on the understanding that an amendment of the byelaws shall not imply that any accreditation already granted or applied for and under review is adversely affected as a result of that amendment. The Accreditation Committee shall be required to inform the General Meeting on (any amendments to) the byelaws.
2. The General Meeting may submit a proposal for the byelaws and propose to amend the byelaws as well. The Accreditation Committee shall decide on these proposals. If a proposal is rejected, the Accreditation Committee shall inform the General Meeting of the arguments on which the rejection is based.

Committees.

Article 6.

1. The Association has an Accreditation Committee consisting of at least five members, which reviews the applications for accreditation and any renewals thereof. The members shall be appointed by the Accreditation Committee. At least one member of the Accreditation Committee must be employed by a public body, not being an educational institute. The Accreditation Committee shall appoint a chairman from its members. The Accreditation Committee shall determine a retirement schedule.
The guidelines, standards, criteria and procedures to be applied by this committee, must have been included in the byelaws referred to in Article 5. The members of this committee shall be appointed on the basis of their personal capacities and actions, without assignment or consultation. The aforementioned committee shall be authorised to delegate its duties to one or more subcommittees to be established by it. Members of the Accreditation Committee may not simultaneously be a Board member.
2. The Board shall be authorised to establish any committees other than the committee referred to above and to determine the guidelines, standards, criteria and procedures to be applied by this committee.

Annual contributions.

Article 7.

1. Each year, the financial obligations of the Association shall be divided among the members and the participants, for which purpose they may be assigned to different categories paying different amounts.
2. The division of costs as referred to in paragraph 1 may be collected by means of a subscription fee to be determined by the General Meeting.

3. The financial obligations of the Association as referred to in paragraph 1 shall not include any costs directly related to accreditation. These costs shall be borne by the member concerned.

Termination of membership/participation.

Article 8.

1. Save insofar as expressly provided otherwise, the provisions of this Article regarding membership shall apply mutatis mutandis to participation.
2. The membership shall end:
- a. when the member ceases to exist;
 - b. by notice of termination by the member;
 - c. by notice of termination by the Association;
 - d. by removal.
3. The member may give notice of termination without stating reasons.
4. Notice of termination by the Association shall be given by the Board and shall be allowed only:
- a. if the member no longer meets the qualifications for membership;
 - b. if a member fails to fulfil its obligations towards the Association;
 - c. when it cannot reasonably be expected from the Association to allow the membership to continue.
5. 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.
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.
6. Removals shall be effectuated by the Board and may take place only if a member acts in violation of the Articles, byelaws or resolutions of the Association, or if a member prejudices the Association.
7. 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 Meeting. During the appeal period and pending the appeal the member shall remain suspended.
8. When the membership ends in the course of a financial year, the annual contribution shall nonetheless be due and demandable in full.

Board.

Article 9.

1. The Board shall consist of two (2) Board members A, two (2) Board members B and one (1) Board member C. A Board member may not simultaneously be

- a member or delegate within the meaning of Article 14. Non-members may also be appointed as Board members.
2. Board members shall be appointed in the following manner:
 - a. Board members A shall be appointed by the General Meeting on the basis of a recommendation made by the members A;
 - b. Board members B shall be appointed by the General Meeting on the basis of a recommendation made by the members B;
 - c. Board member C shall be appointed by the General Meeting on the basis of a recommendation made by the Board;
 3. Recommendations made by the members shall be submitted to the Board at least five (5) days prior to the General Meeting and the Board shall inform the members thereof prior to the General Meeting, if possible.
 4. If there are one or more recommendations, these shall be binding, which means that the General Meeting may exclusively appoint recommended persons and that the General Meeting may consider the recommendation not binding by a majority of at least two-thirds of the votes cast. If there are several recommendations within the meaning referred to above, the appointment shall be made on the basis of those recommendations. If there is no recommendation within the meaning referred to above, the General Meeting shall be free to choose.
 5. If the Board temporarily consists of less than five (5) persons, it shall nonetheless be authorised, while being under an obligation of calling a General Meeting as soon as possible in order to fill the vacancy/vacancies.
 6. Board member C shall act as chairman.
The Board shall elect a secretary and a treasurer from among its members.
 7. The Board shall determine a retirement schedule. A retiring Board member may immediately be reappointed.
 8. Board members may at all times be suspended or removed from office by the General Meeting.

Managing authority.

Article 10.

1. The Board shall be charged with the management of the Association.
2. Provided that the General Meeting has given its approval, the Board shall be authorised to enter into agreements to acquire, alienate or encumber property subject to registration and to enter into agreements by which the Association commits itself as surety or joint and several debtor, warrants performance by a third party or provides security for the debt of a third party .
The absence of the approval of the General Meeting may be invoked against third parties.

Representation.

Article 11.

1. The Board shall represent the Association, unless determined otherwise by law.

The power of representation shall also be vested in two Board members acting jointly.

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 Meeting.

Board meetings and Board resolutions.

Article 12.

1. The Board meetings shall be held in the municipality where the Association has its registered office, unless the Board determines otherwise.
2. Each year at least one Board meeting shall be held.
3. Meetings shall further be held as often as the chairman deems desirable or if one of the other Board members submits a written request thereto to the chairman, stating the business to be considered. If the meeting is not held within three weeks, the person requesting the meeting shall be authorised to call a meeting with due observance of the required formalities.
4. 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.
5. The notice shall state the place and time of the meeting, as well as the business to be transacted.
6. If all Board members are present at a meeting, valid resolutions may be passed on all subjects, provided unanimously, even if the regulations for the calling and holding of meetings have not been observed.
7. The meetings shall be conducted by the chairman; if the chairman is absent, the Board shall designate another Board member as chairman.
8. The Board may pass resolutions only if a majority of the Board members are present or represented at the meeting.
A Board member may authorise another Board member to cast his vote by means of a written power of attorney.
9. Votes shall be cast by voice, unless a Board member requests the vote to be cast in writing.
Votes in writing shall be cast by secret ballot.
Blank votes shall not be counted.
10. Each officer shall have the right to cast one vote.
All resolutions shall be passed by an absolute majority of votes.
11. The opinion expressed by the chairman of the Board meeting about the outcome of a vote shall be decisive. The same applies to the contents of an adopted resolution, insofar as the vote was cast on a proposal which had not been recorded in writing.
If, immediately after the chairman has expressed his opinion, the correctness of that opinion is disputed, a new vote shall be held if the majority of the meeting so desires or if a Board member so desires, provided that the first vote was not taken by call or ballot, and the resolution to be adopted shall be recorded in writing. This new vote shall render the first vote invalid and without legal effect.

12. Minutes shall be kept of the business transacted at the meetings. The minutes shall be adopted by the chairman and the minutes secretary and shall be signed by them in evidence thereof.
13. The Board may pass resolutions outside meetings, provided that all Board members have been given an opportunity to express their opinion in writing and provided that they do not oppose to this manner of decision-making. For the purpose of these Articles “in writing” shall mean all documents transmitted by generally accepted means of communication which are received in writing.
The secretary shall draw up a written account of any resolution adopted as described above, including all replies received and such account shall be appended to the minutes after having been co-signed by the chairman.
14. A copy of the minutes shall always be sent to all members and all participants, at the addresses stated in the register referred to in Article 4.

Financial year.

Article 13.

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.

Delegates/deputies of the members/participants.

Article 14.

Each member shall designate a representative as the delegate of the member concerned. A deputy delegate may also be designated. This designation shall be in writing in accordance with the conditions to be determined by the Board, stating the term of the designation, and shall be submitted to the Board.

The delegates (or their deputies, as the case may be) shall jointly constitute the General Meeting.

Equally so, each participant shall designate a representative as the delegate of the participant concerned. The above provisions of this Article regarding the (deputy) delegates of the members shall apply mutatis mutandis.

General Meeting.

Article 15.

1. General Meetings shall be held in the municipality where the Association has its registered office, unless the notice calling the meeting determines otherwise.

2. Annually, within six months after the end of the financial year, save where this term is extended by the General Meeting, a General Meeting – the annual meeting – shall be held.
3. At the annual meeting 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 Meeting for its approval. The General Meeting'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 Meeting shall be authorised to give such instruction. If the General Meeting fails to do so, the Board shall be authorised to instruct an accountant accordingly.
For the benefit of the accountant's audit, the Board shall be required to provide the accountant with all information requested by him, to show him the cash funds and the assets and to allow him to inspect the Association's accounts and records.
5. If no auditor's report is submitted on the accuracy of the balance sheet and the statement of income and expenditure, the General Meeting shall each year appoint a committee consisting of at least two members. Each one of these committee members shall originate from a different country. The committee members may not be Board members. This committee shall investigate the documents referred to above and shall present its findings to the General Meeting.
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 Meetings.

Article 16.

1. Other General Meetings may be held as often as the Board deems desirable.
2. Furthermore, the Board shall be required to call a General Meeting within four weeks if at least one/tenth of the members entitled to vote file a written request for a meeting. If the Board fails to honour this request within fourteen days, the members requesting the meeting may call a meeting themselves.

Access and voting rights.

Article 17.

1. The delegates of the members who have not been suspended, the delegates of the participants and the Board members shall be entitled to attend the General Meeting. They shall be entitled to attend and address the meeting.
(The delegate of) a suspended member shall have access to the meeting at which the resolution to suspend that member will be discussed and shall be authorised to address the meeting on that subject.
2. The chairman of the meeting shall be authorised to allow other persons than the persons referred to in paragraph 1 to attend the meeting.

3. Each delegate of a member who has not been suspended shall have the right to cast ten (10) votes. Each Board member shall have the right to cast one vote. The delegates of the participants shall not be entitled to vote.

A member or, as the case may be, a delegate may authorise another member with the right to vote or, as the case may be, another delegate with the right to vote, or a Board member to cast its vote by means of a written power of attorney.

A Board member may authorise a member with the right to vote or, as the case may be, a delegate with the right to vote, or another Board member to cast his vote by means of a written power of attorney.

Calling a General Meeting.

Article 18.

General Meetings shall be called by the Board, without prejudice to the provisions of Article 16, paragraph 2. The notice calling the meeting shall be in writing and shall be sent to the addresses of the members and the participants as stated in the register referred to in Article 4, stating the business to be transacted, no later than seven days before the day of the meeting.

Chairman/minutes.

Article 19.

1. The General Meetings shall be conducted by the chairman of the Board or his deputy. If the chairman and his deputy are absent or unable to act, another Board member to be designated by the Board shall act as chairman. If no chairman is designated in this manner, the meeting itself shall appoint a chairman.

2. The secretary or a person designated for that purpose by the Board shall keep minutes of the business transacted at each meeting. The minutes shall be adopted by the chairman of the meeting and the minutes secretary and shall be signed by them in evidence thereof. The minutes shall be presented to the General Meeting for adoption at the next General Meeting.

Decision-making by the General Meeting

Article 20.

1. Resolutions passed by the General Meeting shall require an absolute majority of votes, subject to the following provisions.
If at a General Meeting an equal number of votes has been cast in favour and against a proposal, the proposal shall be rejected, unless the meeting decides to refer the decision to an expert to be appointed by the chairman of the Netherlands Arbitration Institute, in which case a resolution shall be passed as soon as that expert has made his decision.

If an equal number of votes has been cast in favour and against a proposal to refer the decision as stated above, that proposal shall be deemed to have been adopted.

2. Blank votes shall not be counted.

3. All votes shall be taken by voice, unless the chairman of the General Meeting deems a vote in writing desirable or if one of the persons entitled to vote

- requests the vote to be cast in writing. Votes in writing shall be cast by secret ballot.
4. The opinion expressed by the chairman of the General Meeting about the outcome of a vote shall be decisive. The above provision shall equally apply to the contents of an adopted resolution, insofar as the vote was cast on a proposal which had not been recorded in writing. If, immediately after the chairman has expressed his opinion, the correctness of that opinion is disputed, a new vote shall be held if the majority of the meeting so desires or if a person entitled to vote and attending the meeting so desires, provided that the first vote was not taken by call or in writing. This new vote shall render the first vote invalid and without legal effect.
 5. A unanimous decision of all members and delegates, 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.

Bye-laws.

Article 21.

The General Meeting may adopt one or more sets of byelaws in addition to the byelaws referred to in Article 5. The bye-laws may not be in conflict with the law or the Articles.

Amendment to the Articles.

Article 22.

1. A resolution to amend the Articles may be adopted only by a General Meeting especially called for that purpose by means of a notice stating that a proposal for an amendment of the Articles will be presented. The notice calling the meeting shall include a copy of the proposal, stating the proposed amendment verbatim.
2. The persons who have called this meeting must, at least five days before the day of the meeting, also 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 meeting is held.
3. An amendment to the Articles 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.

Dissolution.

Article 23.

1. The Association may be dissolved by a resolution of the General Meeting. The provisions of paragraph 1 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 Meeting 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 to the members and the participants pro rata to their obligation to pay the annual contribution. However, the resolution to dissolve the Association may also include another destination for the remaining assets, provided that at least two-thirds of the (delegates of the) participants have consented thereto.
4. After completion of the liquidation the books and records of the Association shall remain with the custodian referred to in paragraph 1 for a period of seven years.

The person appearing is known to me, civil-law notary.

Whereof this record, executed in Enschede on the date first before written.

After the substance of the deed had been stated and explained to the person appearing, he declared to have noted and to agree with the contents thereof.

Immediately after a partial reading in accordance with the law, this deed was signed by the person appearing and by me, civil-law notary.