

## ALLEA - ARTICLES OF ASSOCIATION

### Article 1. Definition.

In these articles of association the following expressions shall have the following meanings:

- a. Academy: (National) Academy of Sciences and Humanities;
- b. Member: every Academy which has been duly admitted to the Association in compliance with article 6;
- c. Steering Committee: the executive board of the Association;
- d. Association: this association with full legal capacity;
- e. General Assembly: the body formed by Members of the Association, or a meeting at which these Members are present or represented.
- f. Associate Member: a Member with the right to attend the General Assembly and any other right connected with the membership, except for the right to cast a vote in the General Assembly.

### Article 2. Name

The name of the Association shall be All European Academies (ALLEA).

### Article 3. Seat.

1. It has its seat in Amsterdam.
2. The Association has been entered into for an indefinite period of time.

### Article 4. Objects.

1. The objects of the Association are:
  - to promote cooperation between Member- academies through exchange of information and experience;
  - to collaborate in giving advice on policy issues to particular audiences.
2. The Association shall as far as possible undertake such actions with due respect for the spheres of activity, the competence and interest of the respective academies.

### Article 5. Members.

1. The Association has Members.
2. Members are those who applied in writing to the Steering Committee at the Charter meeting in Paris (nineteen hundred ninety four; 1994) or later and have been admitted by the General Assembly.
3. Membership cannot be transferred by means of a merger or acquired by means of demerger as mentioned in Title 7, Book 2 Dutch Civil Code.
4. The Association can admit Associate Members pursuant to a resolution of the General Assembly as referred to in article 6.
5. The Steering Committee shall keep a register in which the names and addresses of all Members and their legal representatives are recorded.

### Article 6. Admission

The General Assembly decides on the admission of Members by a simple majority of votes.

### Article 7. Termination of membership.

1. Membership ends:
  - a. by dissolution of the Member;
  - b. by resignation of the Member;
  - c. by notice of termination of membership given by the Association. This is possible when a Member no longer meets the requirements for membership laid down in the articles of association, when it does not fulfil its obligations towards the Association, and also when the Association cannot reasonably be expected to allow the membership to continue;
  - d. by expulsion. This can be pronounced only when a Member acts contrary to the articles, regulations and resolutions of the Association, or damages the Association in an unreasonable manner.
2. Notice of termination of membership by the Association shall be given by the Steering Committee.
3. Resignation of the Member or termination of membership by the Association may take place only at the end of a financial year and with due observance of a term of notice of twelve weeks. However, membership can be terminated forthwith if the Association or the Member cannot reasonably be expected to allow the membership to continue.
4. In case of resignation or termination contrary to the provisions of the preceding paragraph, membership will end at the earliest date allowed following the day on which notice was given.
5. A Member may resign immediately, within one month of receiving notice of a resolution to transform the Association into another legal type or entailing a merger or demerger as mentioned in Title 7, Book 2 Dutch Civil Code.
6. A Member may also resign immediately, within one month of receiving notice of a resolution, by means of which its rights have been restricted or its obligations with regard to the Association have been increased. Such a resolution does not in that case apply to this Member.  
A Member may not by resigning its membership withdraw itself from a resolution amending its monetary rights and obligations.
7. Notice of expulsion from membership is given by the Steering Committee.
8. In the cases of a resolution to terminate membership on the grounds of failure by a Member to fulfil its obligations towards the Association, or a resolution that it cannot reasonably be expected by the Association that membership continue, and of a resolution for expulsion from membership, the Member concerned may appeal to the General Assembly within one month of receipt of notice of the resolution. To this effect the Member shall be notified in writing as quickly as possible of the resolution and of the reasons for it. During the term of appeal and pending the appeal the Member shall be suspended with the proviso, however, that the suspended Member shall have the right to defend itself at the General Assembly at which the appeal referred to in this paragraph is discussed.

### Article 8. Annual dues and obligations.

1. The General Assembly may resolve that the Members must pay annual dues. In this case the Members shall be obliged to pay such annual dues, the amount of which shall be determined by the General Assembly. They can to that end be divided into categories that pay different dues.
2. The Steering Committee may in special cases grant full or partial exemption of the obligation to pay dues.
3. The Steering Committee is authorized, subject to prior approval by the General Assembly, to attach obligations to membership.

### Article 9. Steering Committee

The Steering Committee consists of nine representatives of Members who shall be appointed by the General Assembly on the proposal of the President, being (i) one representative as the President, (ii)

seven representatives of Member Academies and (iii) one representative of the host Academy of the secretariat. The President is elected by the General Assembly from among the candidates, whose candidatures have been previously declared.

Article 10. Termination of membership of the Steering Committee – retirement by rotation - suspension.

1. Each member of the Steering Committee, irrespective of term of office, may be dismissed or suspended by the General Assembly at any time. Any suspension which is not followed by a resolution for dismissal within three months, shall lapse at the end of that period.
2. a. Each member of the Steering Committee shall retire at the latest two years after its appointment according to a rota of retirement to be drawn up by the Steering Committee. The retiring member shall be re-eligible twice in succession.  
b. The President retires ultimately three years after his appointment. The retiring President is re-eligible for one further period of office of three years.
3. If an Academy represented on the Steering Committee ceases to be a Member of the Association, its membership of the Steering Committee is terminated forthwith.

Article 11. Functions and resolutions of the Steering Committee.

1. The President is chairman of the Steering Committee. The Steering Committee shall appoint at least one Vice-President, who become (s) (a) supernumerary member(s) of the Steering Committee.
2. Minutes will be kept of the proceedings at each meeting of the Steering Committee; the minutes shall be confirmed by the Steering Committee and signed by the chairman.
3. Further rules in respect of the meetings and resolutions of the Steering Committee may be set out in the regulations.

Article 12. Duties of the Steering Committee - Representation.

1. The Steering Committee shall be charged with the management of the Association, subject to the limitations of these articles of association.
2. If the number of members of the Steering Committee falls below nine, the Steering Committee shall continue to be lawfully constituted. It shall, however, be obliged to convene a General Assembly as soon as possible, at which meeting, which may be by correspondence, the filling of the vacancy or vacancies will be discussed. An appointment 'by correspondence' should be interpreted as (1) a resolution entered into in accordance with article 17 paragraph 8 of these articles of association or (2) a resolution held at a meeting of the General Assembly where the Members are represented in writing.
3. The Steering Committee shall be entitled to assign, under its responsibility, certain parts of its duties to committees to be appointed by it. All appointments of members of such committees shall be made by the President on behalf of Steering Committee.
4. The Steering Committee shall require approval of the General Assembly for decisions to:
  - a. enter into agreements whereby the Association is granted a bank loan;
  - b. lend or borrow moneys, with the exception of drawing down monies under a bank loan granted to the Association;
  - c. be a party to legal proceedings, including the conducting of arbitration proceedings, with the exception of taking measures which are of a protective or urgent nature.
 Failure to obtain this approval does not affect the legal representation of the Association as described in paragraph 5 below.
5. The Association shall be represented in and out of court by the Steering Committee. Authorization to represent the Association is also granted to the President or the Vice-President or to two other current members of the Steering Committee acting jointly.

#### Article 13. Financial year and annual report.

1. The financial year runs from the first day of January up to and including the thirty-first day of December.
2. The Steering Committee shall be obliged to keep a record of the financial position of the Association and of its activities and consequential commitments and obligations, and to manage this material, preserving the relevant books, statements and other documents in such a way that the rights and obligations of the Association can be known at all times.
3. The Steering Committee shall submit its annual report to a General Assembly within six months of the end of the financial year, except in the case of extension of this period by the General Assembly and shall, upon submission of a balance sheet and a statement of income and expenditure, render an account of the administration conducted during the previous year. These documents must be signed by all members of the Steering Committee; if a signature of one or more of them is missing this shall be stated, giving the reason for it. After the said period of six months each Member may demand at law that the Steering Committee fulfil its legal obligation as described above.

#### Article 14. General Assembly.

1. All the powers in the Association which have not been entrusted to the Steering Committee by law or by these articles of association, shall be vested in the General Assembly.
2. Annually, at the latest six months after the end of the financial year, a General Assembly - the annual meeting - shall be held, which may be by correspondence. The agenda of the annual meeting shall include inter alia:
  - a. the annual report and the statement of income and expenditure referred to in article 13;
  - b. discharge of the Steering Committee for their management;
  - c. filling of any vacancies;
  - d. proposals of the Steering Committee or of the Members, specified in the notice of the meeting.

#### Article 15. Admission and voting rights.

1. All representatives of the Members and Associate Members shall be admitted to the General Assembly. Representatives of suspended Members and/or Associate Members shall not be admitted. The General Assembly can invite non-Members to attend at the General Assembly as observers.
2. Each Member which is not suspended shall be entitled to one vote; Associate Members shall not be entitled to vote.
3. A Member may have its vote cast by another Member, duly authorized to that end in writing.

#### Article 16. Chairmanship - Minutes.

1. The General Assembly shall be presided over by the President of the Association or by his deputy. If the President and his deputy are absent, one of the other members of the Steering Committee, designated to that end by the Steering Committee, shall act as chairman. If the chairmanship cannot be provided for in this manner, the meeting itself will choose its chairman. Pending that choice, the eldest person present at the meeting shall act as chairman.
2. Minutes shall be kept of the proceedings at each meeting by the President or another person designated thereto by the President, the minutes shall be confirmed by the General Assembly and signed by the President.

Article 17. Resolutions of the General Assembly.

1. The chairman's judgment pronounced at the General Assembly that the meeting has adopted a resolution shall be decisive. The same shall apply to the contents of an adopted resolution in cases where a vote was taken on a proposal not presented in writing.
2. If, however, immediately after the pronouncement of a judgment as referred to in the first paragraph the correctness thereof is contested, a new vote will be taken if the majority of the meeting, or, if the original vote was not taken by poll or by ballot, a person present and entitled to vote, should wish so. The legal consequences of the original vote shall be cancelled by this new vote.
3. Insofar as these articles of association or the law do not provide otherwise, all resolutions of the General Assembly shall be adopted by a majority of the votes cast.
4. Abstentions shall not be counted as votes.
5. If nobody obtains the majority in an election of persons, a second vote, or in case of a tie between candidates, a second vote between the proposed candidates, shall take place. If then again nobody obtains a majority, new votes will be taken until either one person obtains a majority or there is a tie between two persons. In case of such further votes (excluding the second vote), the vote shall each time be taken in respect of the persons voted for in the preceding vote, omitting however the person who received the least number of votes in that preceding vote. In cases where more than one person obtains the smallest number of votes in such a preceding vote, it will be decided by lot which of those persons can no longer be voted for in the new vote. In case of a tied vote between two persons, the one of them to be appointed shall be chosen by lot.
6. In case of a tied vote on a proposal that does not concern persons, the proposal shall be deemed to have been rejected.
7. All votes shall be taken orally. The President is however entitled to decide a vote by secret ballot. In the case of an election of persons, a person present at the meeting and entitled to vote can also demand a vote by secret ballot. The President is elected by secret ballot. Voting by ballot is conducted by means of closed, unsigned ballot papers. Adopting resolutions by acclamation shall be possible, unless one of the persons entitled to vote desires a ballot.
8. An unanimous resolution of all Members, even if they are not together at a meeting, shall, provided that it is adopted with the prior knowledge of the Steering Committee, have the same effect as a resolution of the General Assembly.
9. As long as all Members are present or represented at a General Assembly, valid resolutions may be adopted, provided that they are adopted unanimously, on all subjects coming up for discussion – including therefore proposals to amend these articles of association or to dissolve the Association – even if no convocation has been sent or the convening has not been effected in the prescribed manner or any other prescription in respect of the convening and holding of meetings or a formality connected therewith has not been observed.

Article 18. Convening the General Assembly.

1. The General Assembly shall be convened by the Steering Committee. Convening shall take place in writing. The convocation shall be sent to the addresses of the Members as recorded in the register of Members referred to in article 5. The notice given shall be at least four weeks.
2. The convocation shall contain the subjects to be discussed, without prejudice to the provisions of the articles 19 and 20.

Article 19. Alteration of these articles of association.

1. These articles of association can be amended only by a resolution of the General Assembly, which has been convened with the statement that an amendment of these articles of association will be proposed at that meeting.

2. Those who have convened the General Assembly to discuss a motion to amend these articles of association, shall, at least five days before the meeting, deposit a copy of the said motion containing the verbatim text of the proposed alteration at a place appropriate for that purpose for inspection by the Members, until the end of the day on which the meeting is held. Moreover, a copy as referred to above shall be sent to all Members.
3. A resolution to amend these articles of association shall require at least two thirds of the votes cast at a meeting at which at least two thirds of the Members are present or represented. Should two thirds of the Members not be present or represented, then a second meeting shall be convened after that meeting, to be held within four weeks one of it, at which a resolution on the proposal as discussed in the preceding meeting can be adopted irrespective of the number of Members present or represented, provided that it is adopted by a majority of not less than two thirds of the votes cast.
4. An amendment of these articles of association shall become effective only after a notarial instrument thereof has been drawn up. Each member of the Steering Committee shall have power to execute the instrument.

#### Article 20. Dissolution.

1. The Association may be dissolved by a resolution of the General Assembly. The provisions of paragraphs 1, 2 and 3 of the preceding article shall apply accordingly.
2. The liquidation shall be effected by the Steering Committee.
3. The balance remaining after liquidation shall be divided among those who were Members at the time when the resolution to dissolve was adopted. Each of them shall receive a share, pro rata to their respective annual dues. However, the resolution to dissolve may also specify another destination for the balance.
4. After the liquidation the books and other documents of the dissolved Association will be held for the term prescribed by law by the person designated by the liquidator.
5. The liquidation shall otherwise be subject to the provisions of Title 1 of Book 2 Dutch Civil Code.

#### Article 21. Regulations.

1. The General Assembly may formulate regulations, but delegates the power to amend these regulations to the Steering Committee. The provisions of the paragraphs 1, 2 and 3 of article 19 shall apply accordingly.
2. The regulations may not be contrary to the law, even when they have no obligatory force, nor to these articles of association.

#### Article 22. Final Clause

The first financial year of the Association ends on the thirty-first day of December two thousand six.