



# ASSOCIATION BY-LAWS

HUISHOUELIJK REGLEMENT

as agreed at the meeting of the Board of Governors on 21 November, 2017

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## REVISION HISTORY

### 2014-09-04

- New formatting, introduction of index and revision history
- Article 1: change title to Scope
- Article 1: change bye-law to by-law
- Article 1: change BoG to Board of Governors

### 2015-03-24

- Article 3: add mention of statutory holidays in deadlines
- Article 3: change 1 month to 30 days in deadlines
- Article 3: clarify earliest payment date for membership contribution
- Article 8: change Governor voting procedure to incorporate >50% approval requirement

### 2015-12-27

- Article 3: membership contribution changed to 16 euros

### 2017-11-21

- Article 8: change unusual circumstances

## ARTICLE 1 – SCOPE

The by-laws are set-up by the Board of Governors, for any changes the same procedure applies.

## ARTICLE 2 – FUNCTION DESCRIPTIONS

The NPO has the following functions:

### PRESIDENT

The president leads the working of the NPO, chairs the BoG and GA meetings and determines the agenda together with the Vice-President and Secretary.

### VICE - PRESIDENT

Has the same functions as president and replaces the president if absent.

### TREASURER

The treasurer is responsible for the accounting and financial management of the NPO. He will report in a detailed way about the accounts and budget during the GA meeting. A short status will be given during each BoG meeting.

He is allowed to make payments with a maximum of 500 euro, above this amount the signature of both the President and the Treasurer is required.

Collects the membership fees.

The treasurer is preferred to be a Belgian citizen.

### SECRETARY & ASSISTANT SECRETARY

Between them, the secretaries are responsible for the following. Duties may be exchanged between them as required due to location and or language variances:

Responsibility for all letters in name of the NPO.

Maintenance of the membership administration and all documents for court.

Maintenance of the organisational archives.

Creating meeting minutes and helping prepare agendas for all meetings.

Vote counting during the meetings.

Due to the Dutch-statutes, it is strongly advised that a secretary is Dutch-speaking. If this is not possible, an external translator can be appointed to take care of translation from English to Dutch of all paperwork that must be done in Dutch.

## ARTICLE 3 – MEMBERSHIP CONTRIBUTION

The yearly membership contribution is 16 euro (2016). The amount is defined by BoG every year in December for the next year.

The membership contribution must be paid at the latest on January 31st of the year it is deemed for, for practical reasons it cannot be paid before January 1st. Any payment outside the set period is automatically considered as a donation. In case of non-payment, the member is informed that his membership will be terminated starting from February 15th the same year.

In case the member forgot the payment, he/she has a last chance to complete the payment before February 15th (or in the case of a bank holiday, the next working day), if still not received, the membership is terminated immediately without further notice or possibility to appeal. The GA will be informed each year of the members which did not pay their contribution.

When joining the NPO, the membership contribution has to be paid within 30 days, or the next working day in case of a bank holiday after the approval by the General Assembly. If no payment is received after 30 days, or the next working day in case of a bank holiday, the member is not considered to have joined to the organisation.

The NPO will not offer reduction on the membership contribution if a member joins during the year.

The NPO will not accept a donation prior to being accepted as a GA member as the membership contribution for new members or before January 1st of the current year for current GA members. In all cases, the date the money arrives on the NPO accounts is the valid date. The member who has to pay his contribution has to take any bank or processing delays into account.

## ARTICLE 4 – MEMBERSHIP APPLICATION

Every adjoined member can apply for effective membership of the NPO during such periods of time as determined by Board of Governors but usually during January of each year. To apply for effective membership, the following procedure applies:

1. The adjoined member must send an email containing the application to the PRE, VPRE, SECR and ASECR.
2. At the GA meeting subsequent to the closure of the application period a decision is made by a regular majority, in accordance with the articles of association.
3. After that GA meeting, each applicant is informed about the decision of his/her membership application.

If a membership application is accepted, the member must comply with the membership contribution within the prescribe timelines (Article 3 - Membership Contribution) and provide the SECR and ASECR with the necessary information to complete the membership registration. This information must be submitted within 1 month after the acceptance by the General Assembly.

## ARTICLE 5 – VOTING

For all decisions made by GA or BoG the idea of a public voting applies, i.e. every member of the organ will be allowed to know for what everyone voted, but only after everyone has voted. Only in the case the voting is about persons, a secret voting is applied. Voting is tallied in a mathematical fashion where “Agree” votes carry a value of +1, “Disagree” votes carry a value of -1, and “Abstain” votes carry a value of 0.

## ARTICLE 6 – MEETINGS

Any NPO member can bring up an agenda topic as forum discussion, the PRE/VPRE/SECR/ASECR will decide when this topic is ready to be voted upon during a meeting, unless Art. 28 of the Statutes is applied.

Agenda of the meetings has to be final and published towards all NPO members 1 week before the meeting itself, unless otherwise defined by the Statutes. The main points of discussions should be tackled at this time, although further discussion can occur on the forum.

In addition, topics related to staff nominations that can totally be discussed in the forum and that have been proposed within the last 1 week, could be added to the Agenda with the agreement of the PRE/VPRE and SECR/ASECR.

Every participant to a meeting is expected to have all agenda topics prepared and to have asked questions about the topics already by means of the forum. This is applied to ensure that the meetings do not take too long.

During the meeting the President will offer all topics in order as defined on the agenda. For each meeting topic, the following procedure applies:

1. The President presents the topic as it is described on the agenda.
2. The author of the topic, or the President (if the author is not available, or the author is not part of the organ), explains the topic to clarify it for every participant of the meeting.
3. After this, the topic is tackled based on Roberts Rules of Order, with the definition that the agenda topic itself is considered as a motion already (without the need for a second on the motion).
4. The topic is considered done, as soon as the motion for it is accepted.

## ARTICLE 7 – PROXY VOTES

During every General Assembly (GA) meeting, a member is allowed to assign his/her proxy vote to another member, as defined by the articles of association.

To assign the proxy vote, the following procedure would apply:

1. The member would create an email containing his/her name and membership ID (VID), and also the name and membership ID (VID) of the person to which his/her vote will be assigned (hereafter called proxy voter).
2. This message must be send by email towards the PRE, VPRE, SECR, ASECR and proxy voter.
3. The proxy voter confirms his/her acceptance of the proxy vote by replying to the email with a copy to the PRE, VPRE, SECR, ASECR and member.
4. The PRE, VPRE, SECR or ASECR will register the proxy vote and reply towards the member and proxy voter that the proxy has been accepted and processed.
5. The PRE, VPRE, SECR or ASECR will also update the details of the proxy into the voting tool (if applicable for the meeting).

The assignment of the proxy vote for General Assembly meetings must be done in writing as outlined above, at the latest, before the start time of the meeting. Proxies of absent members cannot be accepted once the meeting has started. Proxies may be assigned, however, at any time up to and including during the meeting itself, if made in 'person' by the member. (For example, if somebody has to leave the meeting, he may assign a proxy to continue for him if he leaves.)

## ARTICLE 8 – BOARD OF GOVERNORS ELECTIONS

### MANDATES

There should be a total of 9 governors. Governors are elected for a 2 year mandate by the General Assembly (as per Article 13 of the Statutes), starting and terminating on 1st Dec. Governors may serve an unlimited number of mandates. The mandates are offset by one year to allow for optimum continuity combined with a suitable transition period. Elections shall be held at least once a year (and completed before 1st Dec.). On odd years, five governors should be elected. For even years, four governors should be elected. Interim elections are allowed if required. Should a governor or governors leave, an election should be held to elect governors for the remaining mandate (as per Article 12 of the statutes.)

### APPLICATION PROCEDURE

1. The BOG should set a date for the General Assembly meeting to be completed before 1st Dec each year with an agenda topic for Election of Governors.
2. Applications should be invited so that candidates may submit their motivation letter towards the PRE, VPRE, SECR and ASECR.
3. The deadline for receiving applications is at least 21 calendar days before the date of the election.
4. The SECR or ASECR verify that the candidates satisfy any requirements laid down in the statutes.
5. All applications that meet the requirements shall be shared with the General Assembly and the candidates and NPO members will be able to engage in a discussion regarding the candidatures.
6. The BoG, if able, should present a number of candidates which is at least the number of seats available +1.
7. A GA meeting should be held as per the statutes.

## ELECTION PROCEDURE

1. GA members may cast a vote for each candidate presented for election as either “Agree”, “Disagree”, or “Abstain”.
2. To be considered elected, the candidate must receive a vote value greater than zero following Article 5 of the By-Laws. Those candidates shall then be ordered by those with the highest vote value working downwards to fill all vacant seats until no seats remain.

## UNUSUAL CIRCUMSTANCES

1. Ties which would result in tied members earning a seat on the board do not require further action, except for instances prescribed in paragraph 2 and 3 below. Example: In the following situation, if electing 4 candidates, A, B, C, D would be elected. A, B, and C do not require a tie-vote as they are the most popular candidates within the Top X, and thus their tie is not competitive:

1 - A +10 vote values  
2 - B +10 vote values  
3 - C +10 vote values  
4 - D +8 vote values  
5 - E +7 vote values  
6 - F +6 vote values

2. In the event of a tie, a simple motion will be voted on between tied candidates in the same manner as the original vote. The candidate(s) with the most votes shall receive the seat.

Example: In the following situation, if electing 4 candidates, A,B,C are elected and each GA member would receive one ballot to cast for D, E, or F.

1 - A +10 vote values  
2 - B +9 vote values  
3 - C +8 vote values  
4 - D +7 vote values  
5 - E +7 vote values  
6 - F +7 vote values

Example: In the following situation, if electing 4 candidates, A,B are elected and each GA member would receive two ballots to cast for C, D, or E.

1 - A +10 vote values  
2 - B +8 vote values  
3 - C +7 vote values  
4 - D +7 vote values  
5 - E +7 vote values  
6 - F +6 vote values

3. In the event all candidates receive exactly the same amount of votes, a complete re-vote should be held from scratch.