

ARTICLES OF ASSOCIATION

(Amended 23 March 2022)

(Chamber of Commerce Registration No: 40538158)

Article 1: Name & Seat

1. The name of the association is EUConsult (The European Association of Consultants to and about Not-For-Profit Organisations).
2. The seat of the Association is: Amsterdam, the Netherlands, or such other location as the Board shall determine.

Article 2: Objects The objects of the Association are:

1. To promote the growth and quality of the non-profit sector in Europe;
2. To promote the growth and quality of the professional services for and about the non-profit sector in the fields of fundraising, sponsorship, financial services, public relations, advertising and management.

Article 3: Activities The Association shall endeavour to achieve these objects by:

1. Collection and dissemination of information about the non-profit sector;
2. Preparation of a Code of Ethics and monitoring of adherence to the Code by Members;
3. Production and distribution of publications;
4. Organisation and promotion of symposia, seminars and training programs.

Article 4: Members

1. Members shall be businesses or individuals with at least two years of professional experience that specialise in consulting services for and about not-for-profit organisations and that are established according to law or otherwise recognised by appropriate other regulatory authorities in one of the European countries.
2. The Board can make exceptions (for example for organisations, networks or partnerships, for applicants with less than two years of experience, or for applicants from outside Europe) if the applicant in the opinion of the board can be judged to make a valuable contribution to the work of the association and consultancy in the non-profit-field in Europe. The board will inform the members if such exceptions are made.
3. The Board will keep a register with the names and addresses of all members.

Article 5: Application & Admission

1. Application for membership will be in writing to the Board, on the recommendation of a Member.
2. The Board will decide admission on the basis of these Articles of Association.

Article 6: Termination of Membership

1. Membership will be terminated:
 1. If the Member ceases to exist; or,
 2. By means of notice of termination given in writing by the Member; or,
 3. By means of notice of termination being given on behalf of the Association; this may be done when a Member no longer adheres to the Code of Ethics, referred to in Article 20, or when a Member no longer adheres to the criteria for membership referred to in the Articles of Association, or when a Member no longer fulfills its obligations to the Association and when reasonably it cannot be required of the Association to continue the membership; or,
 4. By expulsion whereby a member may be expelled only if it acts in breach of the Articles, rules or resolutions of the Association, or prejudices the Association in an unreasonable manner.

2. Expulsion will be given by the Board. The Member concerned will be notified in writing about the decision with a reason, as soon as possible. The Member concerned may appeal to the General Meeting within one month after receipt of the written notice.
3. Notice of termination being given on behalf of the Association will be done by the Board.
4. Membership fees will cover the 12 month period from the date of invoice. An organisation's membership will automatically lapse 14 months after the date of invoice of their previous membership period, if the current invoice remains unpaid (i.e., 2 months into their next membership year). Thereafter an organisation will have to reapply if they wish to renew their membership. A new member whose first invoice remains unpaid for 2 months will also have their membership lapsed and will have to reapply.
5. A Member is not authorised to exclude itself from decisions about increased financial obligations by terminating its membership.
6. When membership is terminated in the course of the Association's year, the annual fee should be fully paid, unless decided otherwise by the Board.

Article 7: Annual Dues & Other Obligations of Members

1. Members will pay annual membership dues to be fixed periodically by the General Meeting.
2. Members will adhere to the Code of Ethics of the Association to be ratified at the annual General Meeting as referred to in the Article 13.

Article 8: Board

1. The Board shall consist of at least three but no more than seven, to be elected by the General Meeting, as determined by the General Meeting.
2. Members as well as non-members can be elected to the Board on the understanding that no more than one individual can be elected from a Member of the Association.

Article 9: Termination, Board Membership, Temporary Membership, Suspension

1. Each Board Member can be discharged or suspended at any time by the General Meeting. If suspension is not followed by discharge within three months, the Member will resume their duties as a Board Member.
2. Board members will be appointed for a term of up to three years. The Board will propose a schedule of reappointment to the members to ensure that not all terms end in the same year. Subject to the provision in ¶13, Board members will be eligible for immediate re-appointment. The person to fill a vacancy replaces their predecessor in the schedule of reappointment.
3. Board members may serve for a maximum of two consecutive terms after which they must retire from the Board for at least two years. An exception may be made for one or all of the outgoing officers according to Article 10 who may be reappointed at the AGM for one year beyond their second term if this would be essential to the efficient working of the Board.
4. Membership on the Board will furthermore be terminated:
 1. In case of termination of membership of the Association; or,
 2. In case of resignation or death of the Board Member; or,
 3. In case of cessation of activities, bankruptcy, or dissolution of the Member.

Article 10: Board Officers, Decisions of the Board

1. The Board appoints a minimum of three Officers: Chair, Secretary and Treasurer. No individual may hold more than two of these functions at any one time. In case of the temporary absence of an Officer for less than three months, the Board may appoint any Board Member to substitute. For an absence of three months or more, the Board may appoint a new Officer from Board Members. If this is not possible, the Board may call an Extraordinary General Meeting at which to elect new Board Members. The substitution does not apply to the legal representation (Article 11¶6).
2. The Secretary will make notes of each meeting, which will be approved and signed by the Chair and the Secretary. The opinion of the Chair concerning interpretation and intent of a decision is binding, unless overruled by a majority decision of the Board.
3. Regulations can provide rules concerning the meetings of the Board and the decision process of the Board as well as the reimbursement for travel costs of Board Members. All such regulations are subject to approval by the General Meeting.
4. The Board shall meet a minimum of four times a year, such meetings can be held in person or by telephone conference or as an online conference.

Article 11: Board Responsibilities, Representation

1. Except for the restrictions mentioned in the Articles of Association, the Board is in charge of the management of the Association.
2. There shall be a quorum when more than half of the Board Members are present at a Board Meeting.
3. When the number of Board Members is fewer than three the Board remains competent to call a General Meeting as soon as possible in which the vacancies are filled.
4. The Board may delegate duties to committees appointed by the Board. These committees will always include at least one Board Member.
5. Subject to the approval of the General Meeting, the Board is entitled to conclude agreements to acquire, to hold and alienate registered goods to enter into agreements by which the Association binds itself as surety or co-debtor, answer for a third party, or bind itself as security for a debt of a third party.
6. The Association is represented in law and in fact by either the Board or a majority of the officers according to Article 10¶1 sentence 1 acting jointly.

Article 12: Annual Report & Accounting

1. The financial year shall run from 1 October to 30 September.
2. The Board shall submit its annual report of activities including a balance sheet and a profit and loss account, with notes, and signed by all Board Members at a General Meeting to be held within six months after the end of the Association's year, unless this period is extended by the General Meeting. In case the signature of one or more Board Members is missing from the accounts, this is to be mentioned and the reason given. After the expiration of this period of six months any Member may demand by legal proceedings that the Board renders such an annual report.
3. The Board will ensure that the internal auditors appointed by the General Meeting will have sufficient access to all necessary records of the association as referred to in ¶2 and ¶3 and will ensure that such records are kept for a period of ten years.

Article 13: The General Meeting

1. The General Meeting of the Association will be entitled to the powers not entrusted to the Board by law or by the Articles of Association.
2. The Annual General Meeting of the Association will take place not later than six months after the end of the Association's year, the following to be included in the meeting: the annual report and accounts as referred to in Article 12; the report of two internal auditors from the membership who are not Board Members (appointed by the previous General Meeting), provision for elections to the Board and filling any vacancies on the Board, appointment of internal auditors; proposals of the Board or Members announced in the notice convening the meeting or as specified in ¶1.
3. Other General Meetings will be convened as deemed necessary by the Board. Such additional General Meetings can take place as a telephone conference or as an online meeting, if the Board determines that an in-person meeting is not feasible for financial or other reasons.
4. At the written request of at least three Members or one tenth of all Members (whichever is less), the Board will call and hold a General Meeting within four weeks; if the Board does not comply with the request within fifteen days, the applicant(s) may themselves convene a General Meeting within the provision of Article 17.

Article 14: Admission & Right to Vote

1. All members of the Association shall be admitted to the General Meetings. Suspended Members and suspended Board Members will have no entrance.
2. The General Meeting shall decide upon admission of persons other than those referred to in ¶1.
3. Each full Member of the Association which is not suspended may cast two votes. Every Associate Member which is not suspended is entitled to cast one vote. Each Board Member who is not a member of the Association has an advisory vote.
4. A Member not present can have a representative as authorised in writing present its vote.

Article 15: Chair & Notes of the Meeting

1. The General Meeting will be chaired by the Chair of the Association. In his absence the Board will appoint a Chair *pro-tem*. If that is not possible, the General Meeting will appoint one.

2. The Secretary or, in his absence, someone else appointed by the Chair, will take notes of the proceedings of the General Meetings, which will be approved and signed by the Chair and the Secretary and submitted to the Members for approval.

Article 16: Decisions by the General Meeting

1. A decision taken at the General Meeting and called by the Chair is binding. The same is applied to the content of decisions on which there was no proposal in writing in advance.
2. If the validity of the decision referred to in the previous paragraph is challenged by a voting Member asking for reconsideration during the meeting, a new vote will be held if a majority of the meeting agrees to reconsider. The previous decision is then overruled and a new decision may be put to vote.
3. As far as the law or the Articles do not define otherwise, decisions by the General Meeting are taken with absolute majority of votes.
4. Blank votes are regarded as void.
5. If by ballot there is no absolute majority, a second ballot will be held. When again there is no absolute majority, elections will continue until either there is an absolute majority or the votes are equally divided.
6. In case the votes are equally divided on a motion not concerning the elections of persons, it is defeated.
7. All voting is conducted by show of hands at meetings in person, and orally or electronically during a meeting by telephone or online, as indicated by the Chair, unless the Chair decides that written votes are necessary or one of the voting Members has requested a written vote before the voting procedure started. Written votes are made by unsigned, closed notes or by an online voting system or by email in advance of the General Meeting. Decisions by acclamation are optional unless a voting Member desires vote by call.
8. A unanimous decision by all Members assembled, not in a meeting, will have the same force as a decision taken by the General Meeting, provided that the Board was notified.
9. Even without written notice or any other by the Articles of Association obligated formalities, as long as all Members are present or represented in the General Meeting, all decisions – including proposals for amendment of the Articles of Association or for dissolution – shall be valid, provided there is unanimity on all subjects.

Article 17: Calling the General Meeting

1. The General Meeting will be called by the Board at least 15 days in advance; in writing or by email to the addresses of the Members in the register referred to in Article 4¶3.
2. The agenda will be circulated with the notice of the Meeting and documents in accordance with Articles 13, 18 and 19.

Article 18: Amendment to the Articles of Association

1. A resolution to amend the Articles of Association can only be passed at a General Meeting when the agenda notes that amendments to the Articles will be proposed.
2. Those requesting amendments to the Articles must give at least five days before the Meeting a full written proposal of the proposed changes and have such available to all members until the end of the day of the Meeting.
3. An amendment can only be passed by a majority of two thirds of the votes cast at a meeting where at least two thirds of the Members are present or represented. If less than two thirds of the Members are present or represented a second meeting will be called and held within four weeks thereafter, in which second meeting a resolution can be passed on the motion brought to the first meeting, irrespective of the number of present or represented, provided that the resolution be passed by at least two thirds of the votes cast.

Article 19: Dissolution & Settlement

1. A resolution to dissolve the Association can be passed by the General Meeting in accordance with ¶1, ¶2 and ¶3 of the previous Article.
2. The Board shall be charged with the liquidation of the assets of the dissolved Association, unless a different liquidator has been appointed in the resolution to dissolve the Association.
3. In case of dissolution of the Association any surplus will be equally divided among the legal entities being members at the time of resolution.

Article 20: Rules and Code of Ethics

1. The General meeting may lay down rules concerning all subjects necessary.
2. The rules will not clash with the law, nor with the non-binding law, nor with the Articles of Association.
3. The General Meeting can propose and approve a Code of Ethics. Proposals for amendments to the Code may be submitted by any member and must be circulated by the Board in writing to all members not less than 15 days in advance of the Annual General Meeting. Amendments shall take effect after ratification at the Annual General Meeting and will not be retroactive.

Article 21: Final Provisions

1. In all cases the Articles or the law do not provide, the General Meeting decides.