Statutes

of the

European Evaluation Society
having its corporate seat in The Hague

Registered at the Chamber of Commerce in The Hague
ORIGINAL: DUTCH

POTENTIAL AMENDMENTS FOR DISCUSSION AND / OR APPROVAL AT THE 2015 ANNUAL GENERAL MEETING

The EES being registered in the Netherlands, its Statutes are in Dutch. The present translation is not an official, notary-authorised, legally binding translation. It was prepared in 2011 by B. de Laat, EES Secretary-General and Dutch native speaker, to present amendments of the Statutes to the membership during two EES Annual General Meetings in 2011 and 2012; it includes notary-approved amendments approved by the AGM in 2012.

In absence of a notary-authorised English translation of the Dutch text, this translation is considered valid to discuss and propose amendments; however in order for those amendments to become legally binding they will need to be translated to Dutch and incorporated in the legally binding, Dutch Statutes through a notarial deed (cf. Art.20-4 of Statutes).

The potential amendments for 2015 are indicated in blue letters and highlighted in yellow. Deleted parts are put in double strikethrough and also highlighted in yellow.

The Dutch original, dating from 1996 and including 2012 amendments, is provided to the EES members together with the present translation.

STATUTES

Name.

Article 1.

The name of the Association is: European Evaluation Society. The Association's name may be abbreviated into: « EES ».

Seat.

Article 2.

The EES has its seat at The Hague; the EES may have offices elsewhere.

Aims.

Article 3.

1. The EES has as aims:
   to promote theory, practice and utilization of high quality evaluation in the public and private sector, especially but not exclusively within European countries.
   In these Statutes evaluation is taken to include inter alia, evaluation of public policies, programmes and organisations, investigation, evaluation – and assessment techniques and impact studies.
2. The EES tries to achieve these aims by:
   a) being a forum for the utilisation and dissemination of evaluation for the benefit of all sectors of the society, and for evaluation capability building and the development of an evaluation culture;
   b) being a forum for the study of possible applications, carrying out research, the exchange and dissemination of experience and knowledge and to improve evaluation methods and techniques;
   c) the regular organisation of conferences;
   d) organising seminars, meetings and other special activities for study, research and teaching in relation to evaluation;
   e) the publication of findings, opinions and proceedings as well as (the promotion of) the issuing of one or more journals and reports;
   f) using all legal means which are incidental or conducive to the objective of the EES, in the broadest sense of the word.

3. The working language used by EES will be English. Other languages may be used subject to the availability of appropriate facilities.
4. The EES will promote co-operation with similar evaluation associations within and outside Europe.

Members and Sponsors.

Article 4.

1. The EES has as ordinary members:
   - (a) individual members;
   - (b) institutional members; and
   - (c) honorary members.

   Besides full members, the EES has associated members. The associated members are societies focusing on evaluation with whom the EES has entered into a formal agreement, in which the rights and obligations of the associated members are defined.
2. Individual members are all natural persons engaged or interested in evaluation and in the study and promotion of evaluation, including evaluators, researchers, policy-makers, program managers, administrators, auditors, consultants, teachers and students in all relevant disciplines, especially from Europe, in the broadest sense of the word.

   Institutional members are corporate entities such as research institutions, universities, audit offices, non-profit and commercial associations, active in the field of evaluation, in the broadest sense of the word.

   Honorary members may be appointed by the General Meeting following a proposal of Board, on grounds of outstanding contributions to the objectives of the EES.
3. The Board shall keep a register in which the names and addresses of all the members are kept.

   The members shall see to it that their correct address is known to the EES.
4. Sponsors are those who have declared themselves prepared to support the EES financially by paying a minimum contribution to be fixed by the General Meeting.
5. Sponsors shall have no other rights and obligations than those granted to them or imposed on them by or by virtue of these Statutes.
6. Unless provided otherwise or apparently intended otherwise, where these Statutes, or Regulations made by virtue of these Statutes, refer to "member" or "members", "member " and "members" shall be understood to

mean the full member(s) referred to in Article 4, paragraph 1 sub a, b and c, unless otherwise indicated.

Revenues.

Article 5.

The revenues of the EES comprise:

a. membership fees;
b. sponsor contributions;
c. subsidies, gifts, legacies and inheritances which may be received legally from members or third parties;
d. contributions coming from the regular organisation of conferences;
e. payment for activities and services rendered to other organizations or individuals like fees for seminars, meetings, training sessions, and sales of publications;
f. any other legal revenues.

Admission.

Article 6.

1. The Board decides about the admission of members and sponsors.
2. In case a person is not admitted as a member, the General Members' Meeting – hereinafter referred to as "General Meeting" – can decide to admission.

Termination of membership.

Article 7

The membership shall terminate:

a) as a result of the decease of the member or the liquidation of the institutional member unless this is the result of a merger in the sense of Article 309 volume 2 of the Dutch civil code, case in which the membership shall be continued by the successor of the corporate body;
b) by cancellation by the member;
c) by cancellation by the EES; this may happen if a member has ceased to fulfil the requirements of membership laid down in the statutes and if the member fails to discharge his (financial) obligations toward the EES;
d) by expulsion; this can only be pronounced when a member acts contrary to the statutes, regulations or decisions of the EES, or makes against the EES in an unreasonable manner.

Membership fees and donations.

Article 8.

1. The members are obliged to pay an annual contribution, which shall be fixed by the General Meeting. For that purpose, members can be divided into categories, which pay different contributions in accordance with the Regulations.
2. In special cases, the Board shall be entitled to grant full or partial exemption from the obligation to pay a contribution.
3. The General Meeting can place the members under other obligations to the EES than those mentioned in paragraph 1, provided the resolution to that effect has been adopted by a majority of at least two thirds of the number of votes that can be cast at a plenary meeting.

Board.

Article 9.

1. The Board shall consist of a number, to be fixed by the General Meeting, of six or more persons who shall be appointed by election by the General Meeting.

   There shall be elections by the members of the EES for the following functions:

   - the President
   - the Vice-President
   - the ordinary members of the Board.

2. If one or more Board members have to be appointed, the Board is authorised to propose nominees, as referred to hereinafter.

   Notice of the nominees must be given to each member, in accordance with the requirements of convening a General Meeting as referred to in article 17 of these statutes specifying the candidate's occupation or profession, the position s/he holds or has held elsewhere insofar as such a position is of importance in connection with the appointment as a Board member of the EES and the reason for nomination.

   The members may submit other nominees, provided that they shall inform the Board of these nominees no later than three days before the meeting.

If the members do not provide the Board with nominees within that time, or do not provide the Board with nominees at all, the recommendation by the Board is binding for the General Meeting.
The Board members shall be elected from among the individual members. Only individual members of the EES can be nominated as Board member. The Board can actively seek nominees amongst the membership.

If the number of Board members falls below the number fixed by the General Meeting, the Board shall, as such, retain all its powers until the next election; if only one Board member is in office, then this person shall only be entitled to perform all acts that permit absolutely no delay and be obliged to take all measures for an election as soon as possible.

3. The composition of the Board is based on the following principles:
   (a) the different evaluation domains in which the members are active should be reflected as much as possible;
   (b) the reflection - as far as possible - of the various European countries that members come from, though without any implication of national representation;
   (c) the capability to conduct the tasks required from a Board member
4. The Board can nominate up to three additional board members ~~of the Board~~ from the EES individual members, to carry out specific tasks. The extra members, known as "co-opted Board members", will ~~only~~ serve until the next General Meeting.

Termination of membership of the Board; periodical resignation; suspension.

Article 10

1. Each member of the Board can at all times be removed or suspended by the General Meeting. A suspension which is not followed within three months by a resolution to remove the person in question shall terminate by the expiry of that period.
2. The term of appointment of ordinary Board members is four years. The term of the Vice-President/President-Elect and of the President is two years each. The outgoing President serves as an ordinary Board member for the year that follows the last year of his/her term.
3. The President cannot be re-elected. Half of the ordinary Board members that constitute the first full Board of the society, are elected for at most one year.

The person who is appointed to fill a vacancy shall take the place of his predecessor in the rotation schedule. The Board establishes a schedule of resignation. Resignation takes place at the end of the annual meeting in the corporate year of the EES in which the appointment ends.

4. Furthermore, a person's membership of the Board shall end:
   a. if that person ceases to be a member of the EES;
   b. by voluntary resignation.

Positions on the Board; the Board's decision process.

Article 11.

1. The Board appoints a Secretary-General and a Treasurer from among its ordinary Board members. It can appoint a substitute for each of them from among its ordinary Board members.
2. The Secretary-General shall keep minutes of the proceedings of each meeting, which shall be confirmed and signed by the President and the Secretary-General.
3. The Board shall decide by an absolute majority of the votes cast at a meeting at which at least fifty per cent of the number of the elected Board members ~~is~~ are present. Co-opted Board members do not hold voting rights. In case of a tie, the President's vote shall be decisive.

Duties of the Board; representation.

Article 12.

1. The Board is entrusted with the management of the EES.
2. The Board is entitled - provided it has obtained the prior authorisation of the General Meeting - to enter into agreements to acquire, dispose of or encumber register-bound property, to enter into agreements by which the EES binds itself as guarantor or several co-debtor, assumes liability for a third party or commits itself to provide security for a debt of a third party.
   In the absence of such an authorisation this can be invoked against by EES and against third parties.
3. The Board's duties are inter alia, to organise the annual General meeting; to set up its agenda and to execute its decisions; to nominate persons for the membership of its committees; to organise conferences and other scientific and professional activities; to draft the Regulations of the EES for

approval by the General Meeting; to carry out any other activity which is not the exclusive responsibility of the General Meeting

4. The President will have inter alia the following duties: to preside over and adjourn sessions of the General Meeting and the Board; to make payments on behalf of the Board and to approve documents, minutes and correspondence by apposing his/her signature; to adopt any measures which do not allow for delay in view of the good management of the EES which s/he deems necessary or convenient and about which will subsequently be reported to the Board
5. the Vice President takes over the duties of the President in the absence of the President through illness or for any other reason is unable to fulfil his/her task.
6. The function of Secretary-General involves the responsibility for all administrative work of the EES, including keeping the members' records, and minutes, files and correspondence. Upon written approval by the Board the Secretary General is authorised to delegate certain tasks to an executive secretary
7. The function of Treasurer involves the responsibility for budget and balance sheet to the Board and the General Meeting. S/he shall collect member fees and protects the EES' funds and shall comply with the payment orders given by the Board or the President. S/he shall keep the accounts of the EES, submits the annual financial statement for approval to the Board a statement of accounts to the Board for approval. Upon written approval by the Board the Treasurer is authorised to delegate certain tasks to an executive treasurer
8. Without prejudice to the statutory powers of the Board to represent the EES, the EES shall be represented in legal and other matters by either the President or the Vice-President, acting separately, or two members of the Board delegated by the Board, acting in concert.

General Meeting.

Article 13.

1. All powers not granted to the Board by the law or the statutes shall belong to the General Meeting.
2. Annually, no later than six months after the end of the corporate year of the EES, a General Meeting (the Annual meeting) shall be held. The subjects to be dealt with at the Annual Meeting shall include:

a) the annual report, the balance sheet and the statement of revenue and expenditure with explanatory notes and the report of the committee referred to in article 18, paragraph 4;
b) the appointment of the committee mentioned in articled 18, paragraph 4, for the following corporate year of the EES;
c) the filling of any vacancies;
d) motions of the Board or the members, announced in the notices convening the meeting.

3. Other General Meetings can be held as often as the Board deems desirable.
4. The Board is furthermore free to consult the members on any issues outside the General Meeting.
5. Besides, the Board shall be obliged to convene a General Meeting within a period of not more than four weeks at the written request of at least the number of members which is entitled to cast one tenth of the votes. If the request is not complied with within fourteen days, the requesters themselves can proceed to such convening by sending notices in accordance with article 17 or by placing an advertisement in at least one national daily newspaper which has a large readership in the country in which the EES has its seat.

Admission and voting rights.

Article 14.

1. Each member of the EES who has not been suspended and each sponsor shall be admitted to the General Meeting. A suspended member shall be admitted to the meeting at which the decision about his/her suspension will be discussed and s/he shall have the right to speak thereon.
2. The General Meeting shall decide about the admission of other persons than those referred to in paragraph 1.
3. Each member of the EES who has not been suspended can cast one vote.
4. A member can have his vote cast by a proxy who has been authorised for that purpose in writing.

Decision process of the General Meeting.

Article 15.

1. In so far these statutes do not provide otherwise, all decisions of the General meeting shall be adopted by an absolute majority of the votes cast. If the votes are equally divided in case of a proposal not concerning the appointment or nomination of persons, no resolution has been adopted. If, in case of a vote on the appointment or nomination of persons, not more than fifty per cent of the number of valid votes cast is cast in respect of one person either, there shall be a new vote between the persons who secured most votes in the second vote. If more than two persons are eligible for the new vote, it shall be decided by means of an interim vote between the persons who in the second vote together secured the largest members of votes respectively, which of them may participate in the new vote. Persons who have secured the second largest number of votes shall only be eligible for a new vote and an interim vote if only one person has secured the largest number of votes. If an interim vote or a new vote does not result in a decision because the votes are equally divided, lots shall be drawn.
2. Blank votes and invalid votes shall be deemed not to have been cast.
3. In the General Meeting all votes shall be taken by show of hands, unless the President deems a vote by ballot desirable or unless one of the persons entitled to vote demands a ballot before the vote is taken. A vote by ballot shall be taken by means of unsigned folded ballot papers. Decision-making by acclamation is possible, unless a member demands voting by call.
4. A unanimous resolution adopted by all the members - provided it does not relate to an amendment of the statutes or to dissolution - even if they are not assembled at a meeting, shall have the same force and effect as a resolution of the General–Meeting provided it has been adopted with the prior knowledge of the Board.
5. As long as all the members are present or represented at a General Meeting, valid resolutions can be adopted, but only unanimously, with respect to all subjects brought up for discussion- but not including a motion to amend the statutes or to dissolve the EES - even is no meeting has been convened or if the meeting has not been convened in the prescribed manner or if other regulation regarding the convening and holding of meetings has not been observed or if any formality connected therewith has not been completed with. If this is not the case, a new meeting is to be convened. At this second meeting, the resolution is adopted by the majority of valid votes cast.

<u>General Meeting and Electronic Communication</u>

Article 16.

1. At the proposal of the Board, the General Meeting can decide to hold the general meeting with the help of electronic communication means. Each member will then be allowed, in person or by delegation in writing, to participate to the General Meeting with the help of electronic communication, to speak in that meeting and to vote.
2. In order to apply paragraph 1, it is required that the member can be identified by the electronic communication means, can follow the development of the meeting directly and can vote. It is not an obligation for the member to be able to participate directly in discussions.
3. Votes that are cast by an electronic communication means, however not earlier than 30 days before the General Meeting, are considered of equal value to votes cast during that Meeting.
4. At the proposal of the Board, the General Meeting can determine a regulation to fix conditions to the use of electronic communication means. These conditions should be published when the meeting is called.
5. Delegation in writing is deemed valid if done electronically.

Convening of General Meetings.

Article 17.

1. The General Meeting shall be convened by the Secretary-General. The meetings shall be convened in writing; the notices convening the meeting shall be sent to the addresses of the members entered in the register of members referred to in article 4. The period of notice shall be at least twenty days.
2. Upon agreement of a member, calls for meetings can be done via readable and reproducible electronic communication messages to the electronic address that the member will have communication to the EES.
3. In the notices convening the meeting the subjects to be discussed shall be stated, without prejudice to the provisions in article 21.

Annual report; accounts of administration.

Article 18.

1. The corporate year of the EES shall run from the first day of January up to and including the thirty-first day of December.
2. The Board shall be obliged to keep such records of the financial position of the EES that its right and obligations can be deduced therefrom at all times.

3. At a General Meeting, held within six months after the end of the corporate year of the EES, barring extension of this period by the General Meeting, the Board shall for such corporate year report on the course of business in the EES and on its management and it shall submit a balance sheet and a statement of revenue and expenditure for such corporate year, with explanatory notes, to the General Meeting for approval. The balance sheet and the statement of revenue and expenditure with explanatory notes shall be signed by all the members of the Board; if the signature of one or more them is lacking, this shall be reported, the reason being stated. After the above-mentioned period of six months has lapsed, each member of the EES can force the Board by instituting legal proceedings, to fulfil the obligations referred to in this paragraph.
4. The General Meeting shall annually appoint - unless a report from a chartered accountant ("register accountant") is submitted to the General Meeting - from among its members, a committee consisting of at least two persons who are no members of the Board. The committee shall audit the balance sheet and the statement of revenue and expenditure with explanatory notes and it shall report its findings to the General Meeting.
5. The Board has the obligation to provide the committee all financial information it may require, with regard to the assets of the EES.
6. The mandate of the financial committee can at all times be revoked by the General Meeting but only by the appointment of another committee.
7. The Board shall be obliged to keep the documents referred to in paragraph 2 and 3 for a period of ten years.

Regulations.

Article 19.

1. The General Meeting can lay down Regulations.
2. The regulations may not be at variance with the law - even where it does not contain any strictly binding statutory provisions - or the statutes.

Committees.

Article 20.

The General Meeting or the Board can set up committees for the implementation, study or research of matters that fall within its competence and, in addition, it can delegate such powers to such committees as it may see fit.

Third parties can also hold a seat on those committees.

Amendment of the statutes.

Article 21.

1. The statutes of the EES can be amended by a resolution of a General Meeting which has been convened by means of notices in which it has been stated that a proposal will be made to amend the statutes.
2. Those, who convened the General Meeting at which a proposal to amend the statutes will be discussed, shall be obliged to deposit a copy of such proposal, in which the proposed amendment has been included verbatim, for inspection by the members in an appropriate place for inspection at least twenty days before the day of the meeting, until after the end of the day on which the meeting is held. In addition, a copy as referred to above shall be sent to all members.
3. The General Meeting can decide to amend the statutes, if the resolution thereto is taken with a majority of at least two-thirds of the votes cast.
4. An amendment of the statutes will not be effective until a relevant notarial deed has been drawn up. Each of the members of the Board shall be entitled to cause such deed to be executed.

Dissolution.

Article 22.

1. The EES can be dissolved by a resolution of the General Meeting. The provisions of paragraphs 1, 2 and 3 of article 21 in that case apply analogously.
2. After its dissolution the EES shall continue to exist in so far as this is necessary for the liquidation of its capital. In documents sent and announcements made by or on behalf of the EES, the words: "in liquidation" must be added to its name.
3. If the EES has been dissolved pursuant to a resolution of the General Meeting, the members of the Board shall act as liquidators of the capital of the dissolved EES. The provisions of the statutes and the law relating to the appointment, suspension and removal of Board members shall apply analogously to these liquidators. A liquidator shall have the same powers, obligations and liability as a Board member, in so far as these are consistent with his/her duties as a liquidator.

4. Any balance of the capital of the EES left after all the creditors have been paid shall be transferred to one or more institutions or enterprises with an objective similar to the objective of the EES, to be decided by the liquidators. When the resolution to dissolve the EES is adopted, however, it can also be determined that any credit balance is to be destined to a different purpose.
5. After the liquidation the books and records of the dissolved EES shall, for a period of ten years, remain in the custody of the person designated to that end by the liquidators.