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**European Association for International Education  
(EAIE)**

**BYLAWS**

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## INTRODUCTION

1. The following terms referred to in these Bylaws have the meanings stated below:
  - Appointment Advisory Committee** means the committee as referred to in article 22 of the Articles of Association.
  - Articles of Association** means the Articles of Association of the Association.
  - Association** means: European Association for International Education, an association with full legal capacity, listed in the trade register under number 40536784.
  - Board** means the Management Board of the Association.
  - Board member** means a member of the Board of the Association.
  - Bylaws** means the Bylaws of the Association.
  - Committee** means a committee of the Association.
  - Days** means all the days of the week, thus not excluding generally recognised public holidays or days equated therewith under the General Extension of Time-limits Act [*Algemene termijnenwet*].
  - Electoral Committee** means the committee as referred to in article 21 of the Articles of Association.
  - Executive Director** means the Executive Director of the Association.
  - Functional Committee** means the committee as referred to in article 29.
  - General Council** means the body of the Association designated as the general meeting in Title 2 of Book 2 of the Dutch Civil Code [*Burgerlijk Wetboek*].
  - General Council meeting** means a meeting of the General Council.
  - Members/Member** means the ordinary members or an ordinary member, as the case may be, of the Association, as described in further detail in article 4 of the Articles of Association.
  - Membership** means the membership of the Association.
  - President** means the President of the Board.
  - Thematic Committee** means a Thematic Committee as referred to in article 28.
  - Written/in Writing** means a message transmitted by letter, fax, email or any other electronic means of communication, provided the message is legible and reproducible.
  - Working Group** means a Working Group of the Association as referred to in article 20 of the Articles of Association.
2. Any references to articles are deemed to refer to articles in these Bylaws, unless explicitly indicated otherwise. Any references in these Bylaws to 'he' are deemed to include 'she' as well as 'they'. Any references in these Bylaws to 'his' or 'him' are deemed to include 'her' as well as 'them' or 'their'.
3. The Bylaws have been drawn up pursuant to article 24, paragraph 4, of the Articles of Association.
4. The Bylaws are supplementary to, and an elaboration of, provisions as set forth in applicable laws and regulations and the Articles of Association.

## **CHAPTER I MEMBERS AND MEMBERSHIP.**

### **Article 1.**

#### **Registration, admission and commencement of Membership.**

1. A Written application for registration as a Member is submitted by way of a registration form (which is obtained and submitted, *inter alia*, on the Association's website).  
Registration as a Member is possible if the potential Member meets the requirements as described in article 4 of the Articles of Association.
2. Submission of the following information is requested by or on behalf of the Board:
  - a. name and contact details;
  - b. other details, as indicated in the application form.
3. Before the Board decides on admission to Membership, the Executive Director checks that the potential member has not previously been a Member of the Association with their Membership having ended:
  - a. as a result of termination by the Association (other than termination in connection with an outstanding Membership fee); or
  - b. as a result of expulsion.In a situation as described under a. or b., the relevant person cannot be (re-)admitted to Membership of the Association.
4. Admission to Membership of the Association by the Board is evidenced by a response from the Executive Director to that effect within eight weeks of receipt of the registration form. If the Board denies a person admission as a Member, the Executive Director notifies the person concerned thereof in Writing as soon as possible but in any event within eight weeks of receipt of the registration form, stating the reasons that have led to the decision.

### **Article 2.**

#### **Membership fee.**

1. The General Council annually determines - on the proposal of the Board - the Membership fee categories and the amounts of the Membership fee.
2. The Membership fee as determined by the General Council is adjusted annually, on the proposal of the Board, before 01 December of the year preceding the year to which the amount of the Membership fee relates. If, in any given year, the Membership fee is not redetermined, the Membership fee for the following year is deemed to have remained the same.
3. The Board may decide (temporarily) to grant a discount on the Membership fee, provided that such discount applies to an entire (sub)category or to all new Members of a (sub)category.
4. The Membership fee is charged as a lump sum and is payable by the Members annually on the date and according to the procedure as specified in the Membership fee invoice, unless the Board decides otherwise in any specific situation.
5. Failure to pay an outstanding Membership fee constitutes ground for the Association to terminate the Membership. The relevant Member is notified of any such termination in Writing.  
The Board may not terminate Membership on this ground until after the

Member is given two Written notices to pay. A Member whose Membership is terminated on the basis of this provision may be re-admitted as a Member once the outstanding Membership fee is paid. The Board is free to deny admission on the basis of the payment behaviour of the Member during their years as a Member.

6. In the event of termination of the Membership in the course of a calendar year, the Member continues to be required to perform all financial obligations ensuing from their Membership until the time of termination of the Membership.

### **Article 3.**

#### **Procedure for appealing expulsion and non-admission to Membership.**

1. In the event of expulsion from, or non-admission to, Membership by the Board, the person concerned may appeal to the General Council within one month of having been notified of the decision to expel or deny admission. The General Council may lift the suspension (expulsion) or may still resolve to admit the person concerned.
2. The person concerned declares, by means of a Written notification to the Board, stating reasons, that they are lodging an appeal with the General Council against the Board's decision to expel or deny admission.
3. The General Council decides on the appeal, stating reasons, within eight weeks of receipt of the notice of appeal and notifies the person concerned and the Board member of its decision within one week of the decision. The General Council may decide to hear the person concerned and the Board.

## **CHAPTER II APPOINTMENT OF BOARD MEMBERS**

### **Article 4.**

#### **Requirements for Board members.**

1. Board members are appointed from among the Members.
2. Any prospective Board member must meet the following requirements:
  - a. they must meet the position profile;
  - b. they may not be subject to any incompatibility as described in article 23 of the Articles of Association;
  - c. where they are subject to an incompatibility as described in article 23 of the Articles of Association, such situation must be removed by no later than one month prior to the General Council meeting in which the appointment will be discussed.

## **Article 5.**

### **Appointment Advisory Committee.**

1. For the purpose of ensuring the calibre of the Board as a whole, as well as the quality of the individual Board members, the General Council - subject to the provisions of article 22 of the Articles of Association - establishes an Appointment Advisory Committee which is responsible for the implementation (coordination) of the filling of vacancies on the Board. This includes assessing whether a prospective Board member meets the requirements as described in article 4 above and issuing a single nomination for appointment for every vacant Board position.
2. The Appointment Advisory Committee works subject to strict confidentiality (save reporting to the General Council) and according to the rules as set out in these Bylaws.

## **Article 6.**

### **Profile and application.**

1. The points for attention regarding the expertise and background required of a Board member (including the President) are determined in general terms by the Board by way of a position profile. The provisions of article 8, paragraph 3, are considered when drawing up the position profile for the role of President of the Board. The position profile is submitted to the General Council for approval.
2. Any vacancies on the Board are - together with the position profile as described in paragraph 1 above - communicated to the Members by the Executive Director in Writing, on the Association's website. The communication is accompanied by an announcement of the terms for putting forward candidates to fill the relevant vacancies.
3. Members wishing to stand for the vacant position on the Board may submit a Written application to the Executive Director within the announced term, while providing the following data/documents:
  - a. the extent to which the candidate thinks they fit the position profile;
  - b. the personal details and CV of the relevant candidate;
  - c. a Written statement and/ or information evidencing that they are not subject to an incompatibility as referred to in article 23 of the Articles of Association, or that any such situation will be removed by no later than one month prior to the General Council meeting in which the appointment will be discussed.

The Appointment Advisory Committee may approach candidates to put themselves forward.

Any application that does not meet the requirements in this article is returned to the sender by the Executive Director. Complete applications are sent by the Executive Director to the members of the Appointment Advisory Committee.

4. The Appointment Advisory Committee draws up a list containing the names of all candidates who have applied, with due observance of the provisions of articles 4 and 6 above. The Appointment Advisory Committee can draw-up a pre-selection list from the aforementioned list of all candidates.

5. The Appointment Advisory Committee invites each Member whose name appears on the pre-selection list referred to in paragraph 4 to a personal interview with the Appointment Advisory Committee to present their application in further detail. This procedure may be waived in the event of a reappointment.
6. Subsequently, the Appointment Advisory Committee prepares a final list of candidates that includes all candidates who have applied and not withdrawn from the procedure.
7. From the list of candidates, the Appointment Advisory Committee selects one candidate for each vacancy to be nominated to the General Council for appointment as a Board member. Such nomination is accompanied by an explanation from the Appointment Advisory Committee to the General Council.

#### **Article 7.**

##### **Voting procedure.**

1. For each vacancy on the Board, the General Council votes on the candidate nominated by the Appointment Advisory Committee.
2. The Executive Director presides over and oversees the voting procedure.
3. The Executive Director arranges or oversees the collection and counting of the voting forms and prepares a brief report on the count showing the number of votes cast for the respective candidate.
4. Appointment of Board members takes place with due observance of the provisions of article 8, paragraph 2, under g. and h. of the Articles of Association.
5. All candidates are notified of the result (in Writing) by the Executive Director as soon as possible. Unsuccessful candidates are informed of the reasons why they are not being appointed as a Board member.

#### **Article 8.**

##### **Reappointment and role assignment.**

1. Approximately six months prior to expiry of the first term of appointment - at such a time that it fits the Association's meeting cycle - a Board member informs the General Council of their willingness to be reappointed for a consecutive term.
2. The procedure for reappointment of a Board member is as follows:
  - a. The Board member in question submits a request for reappointment to the Appointment Advisory Committee.
  - b. The reappointment request is subsequently assessed by the Appointment Advisory Committee.
  - c. In case of a positive assessment, the Appointment Advisory Committee submits a non-binding nomination for the incumbent Board member's reappointment as a Board member. The proposal for reappointment is submitted to the General Council at a General Council meeting.
  - d. A resolution for reappointment is adopted by a simple majority of votes.
  - e. If no resolution for reappointment is adopted, the procedure for appointment as referred to in article 8 of the Articles of Association, and in articles 4 to 7 inclusive, is followed.



3. The roles as defined in article 8.3 of the Articles of Association are assigned by the General Council, following the advice of the Appointment Advisory Committee. To ensure continuity on the Board, the role of President is preferably assigned to a current Board member of the Association. To that effect, approximately six months prior to expiry of the term of the Board member who was previously assigned the role of President - at such a time that it fits the Association's meeting cycle - any Board member who so wishes informs the General Council of his willingness to be assigned the role of President.
4. If no current Board member is willing to take this role or if after review the Appointment Advisory Committee judges that no current Board member has the required skills to take this role, the General Council opens a vacancy for a Board member position including the role of President.
5. The role of Vice-President is assigned by the General Council, after nomination from the Appointment Advisory Committee, to new or current Board members that formally express interest in the role.

### **CHAPTER III BOARD - GENERAL**

#### **Article 9.**

##### **Duties and authorities of the Board. Executive Director.**

1. The Board is responsible for the management of the Association, which means, amongst other things, that the Board is responsible for realising the Association's objectives, its strategy and policy. The Board is required to render account in this respect to the General Council.
2. Furthermore, the Board promotes an effective and efficient use of the Association's resources.
3. The Board as a collective is responsible for the management of the Association. Individual Board members may be charged with specific components of the management duties, without prejudice to the collective responsibility of the Board as a whole. The Board collectively remains responsible for resolutions, even if they have been prepared by individual Board members.
4. In the performance of its duties, the Board is assisted by an Executive Director who is responsible for the day-to-day affairs within the Association.
5. The Board and the Executive Director are aware of their responsibility, social position and exemplary function and, therefore, will not engage in any acts or omissions that could harm the reputation of the Association. The Executive Director promotes that any persons performing paid work within the Association's organisation behave according to this standard as well.

#### **Article 10.**

##### **Board meetings and decision-making process.**

1. The President of the Board chairs the Board meetings and, together with the other Board members, is responsible for implementation of the resolutions adopted therein. The Vice-President replaces the President when the President is absent.
2. The President and the Executive Director are responsible for organising and preparing the Board meetings, Membership consultations, General Council meetings, Functional Committees, Thematic Committees, and, where applicable, other Committees and Working Groups meetings.
3. The Executive Director is responsible for conducting the correspondence and keeping the minutes of the Board meetings or arranging for them to be kept.
4. The Board members endeavour to ensure that any resolutions are adopted unanimously wherever possible.
5. A Board member is expected to attend the Board meetings whenever possible. If they fail to do so, they are held to account in that respect by the President.
6. Access to the Board meetings is granted to all non-suspended Board members, the Executive Director (subject to the relevant provisions of the Articles of Association), and the minutes secretary of the relevant meeting. The Board decides on the admission of any persons other than those referred to above.

#### **Article 11.**

##### **Disclosure and conflict of interests.**

1. Each Board member is open about any paid and unpaid positions that they may have and discloses their ancillary positions to the Board. Any relevant ancillary positions of Board members are reported in the Association's Board report. The Board determines which ancillary positions are relevant for disclosure in the Board report.
2. Each Board member ensures that there is no conflict between their personal interests and the interests of the Association. Even the appearance of any conflict of interest between the Association and a Board member is avoided.
3. Board members do not obtain any personal gain from transactions or other actions performed by them on behalf of the Association. Nor do they provide or offer any improper advantages to persons with whom they transact on behalf of the Association.
4. Board members are entitled to attendance fees and reimbursement of the reasonable costs incurred in the performance of their duties, as described in further detail in the reimbursement scheme referred to in article 32.
5. The attendance fees and reimbursements as described in paragraph 4 are determined annually by the General Council upon the proposal from the Board, and disclosed and further explained in the Association's financial statements. The Board adopts a reimbursement scheme as referred to in article 32.

#### **Article 12.**

##### **Openness and accountability.**

1. The Board ensures that the activities of the Association and its affiliated organisations are properly arranged from an administrative, organisational, legal and financial point of view, are transparent, and are accounted for.

2. The Board is required to render account in this respect to the General Council, and the principal points are stated in the Board report and the financial statements.

**Article 13.**

**Directors' and officers' liability insurance.**

The Association takes out a directors' and officers' liability insurance for the Board members. The costs are payable by the Association.

**CHAPTER IV GENERAL COUNCIL**

**Article 14.**

**Requirements for (prospective) members of the General Council. Profile.**

1. Only voting Members of the Association can be elected delegates to the General Council. In this respect, each (prospective) delegate must meet the following requirements:
  - a. they may not be subject to any incompatibility as described in article 23, paragraphs 2 and/or 3, of the Articles of Association;
  - b. if and to the extent that there is a situation as described in article 23, paragraphs 2 and/or 3, of the Articles of Association, such situation must be removed by no later than one month prior to commencement of their membership of the General Council;
  - c. they must explain in Writing why they think they fit the position profile for members of the General Council as adopted by the General Council in consultation with the Board, which position profile is made known by or on behalf of the Board at the time of the invitation to put forward candidates for members of the General Council;
  - d. they must be eligible for reappointment under the provisions of article 15, paragraphs 8 and 9 (maximum number of terms of appointment).
2. The Electoral Committee assesses whether the prospective members meet the requirements set in paragraph 1 of this article. The Electoral Committee is supported in this by the Executive Director or an employee of the Association to be designated by the Executive Director.
3. Subsequently, the Electoral Committee adopts the list of candidates.

**Article 15.**

**Registration of prospective General Council members.**

1. The Board notifies the Members, via the Association's website, of the date up to which candidates for the General Council can apply. The notice further contains the following information:
  - a. a brief description of the duties and responsibilities of the General Council;
  - b. the position profile as referred to in article 14, paragraph 1, under c.
2. When applying, candidates provide information about themselves, via an election statement as set out in the position profile.

**Article 16.**

**Voting procedure for appointment to the General Council.**

1. The Board determines the procedure for the election (digital or otherwise) and the terms related to nomination and election to the General Council.
2. The Executive Director is responsible for distributing to all the voting Members (digital) voting forms listing in alphabetical order all the candidates for the General Council who meet the requirements set for such purpose in article 14, paragraph 1, under a. to c. inclusive.
3. The voting form is accompanied by the information as referred to in article 15, paragraph 2. The voting form and/or an accompanying text clearly states how the voting form should be completed, as well as its deadline and the procedure according to which the voting form should be received by the Electoral Committee.

**Article 17.**

**Casting votes.**

1. Each voting Member has the right to cast one vote.
2. A voting Member may not authorise another voting Member to vote on their behalf.

**Article 18.**

**Electoral Committee.**

1. The General Council establishes an Electoral Committee consisting of three Members, who may not currently be serving on or may not go on to serve on the General Council. Any Members forming part of the Electoral Committee at the time of putting themselves forward as candidates for the General Council are excluded from participation in the election to the General Council.
2. The Electoral Committee oversees the collection, classification, counting and verification of the validity of the voting forms.
3. The Electoral Committee prepares a report of the count. Such a report in any event includes:
  - a. the maximum number of votes that could be cast;
  - b. the number of votes that were actually cast;
  - c. the number of blank votes cast;
  - d. the number of votes cast for the respective candidates;
  - e. the candidates elected to the General Council.

If more than one candidate has obtained an equal number of votes, the Electoral Committee draws lots by means of folded uniform slips bearing the names of the respective candidates. The candidate whose name appears on the slip drawn is elected to the General Council.

If there are three or more candidates, all the slips are opened one by one to determine the order of the results.

4. If the Electoral Committee cannot establish a result, the Board submits the proposal to the General Council as to how to proceed. Subsequently, the Board and the General Council jointly determine the further procedure.
5. The Board may - upon the proposal from the Electoral Committee - appoint an external independent expert to monitor the election process and safeguard a proper procedure.

**Article 19.**

**Publication of the result of the vote.**

All candidates are notified of the result (in Writing) by or on behalf of the Board as soon as possible. The report referred to in article 18, paragraph 3, is published on the Association's website.

**Article 20.**

**Procedure in the event of premature retirement of the full General Council.**

In the event of premature retirement of the full General Council, an election is organised for a new General Council as soon as possible but in any event within one month of retirement, according to the procedure as described in article 15 of the Articles of Association and in this chapter of the Bylaws.

**Article 21.**

**General council meetings. Meeting dates. Power of attorney.**

1. The General Council meeting dates are scheduled in advance to the extent possible.
2. A member of the General Council may grant Written power of attorney - in accordance with article 18, paragraph 2, of the Articles of Association - to another member of the General Council to vote on their behalf at the General Council meeting.
3. The General Council may decide to admit other persons to a General Council meeting.

**Article 22.**

**Attending the General Council meeting.**

A member of the General Council is expected to attend the General Council meetings, and be properly prepared for the meetings, whenever possible. If they fail to do so, they may be held to account in that respect by the President (or the chair of the General Council).

**Article 23.**

**Introductory programme for General Council members.**

1. Each new member of the General Council, once appointed, follows an introductory programme covering the relevant aspects of the position. The Board adopts an introductory programme for new General Council members in consultation with the General Council.
2. Each member of the General Council is expected to keep abreast of such developments and aspects as may be relevant to the Association, be competent and equipped for their duties, and remain so.

**Article 24.**

**Dispute resolution.**

1. In the event of a persistent difference of opinion between the Board and the General Council on policy or management issues, the General Council and/or the Board may request the following exceptional procedure to be followed in search of a solution:

- a. the difference of opinion is discussed again in a joint meeting of the Board and the members of the General Council, which meeting is held within fourteen Days after both parties have noticed that there is a difference of opinion; at least two Board members and two members of the General Council must be present at this meeting;
  - b. if this has not resulted in a satisfactory outcome, the parties have fourteen Days following the meeting to reach a mutually agreed solution (unless the urgency of the matter does not tolerate any delay);
  - c. a new meeting is convened during which both parties have the opportunity to appoint one external adviser each;
  - d. the two external advisers are given fourteen Days to reach consensus;
  - e. if the advisers do not reach consensus, a third adviser is appointed by the two external advisers;
  - f. the opinion of the three advisers is binding.
2. The meeting(s) as referred to in paragraph 1 may also be held by means of telephone or video conferencing, or using any other means of communication, provided each participating Board member and member of the General Council can be heard by all the others simultaneously.

#### **Article 25.**

##### **Incompatibility and conflict of interests.**

1. The conduct of a member of the General Council is characterised by integrity and independence.
2. With regard to the provisions of paragraph 1, the General Council, where necessary, determines the involvement, background or function with which membership of the General Council is deemed incompatible.
3. Each General Council member ensures that there is no conflict between their personal interests and the interests of the Association. The emergence of any conflict of interest between the Association and a General Council member is also avoided.
4. If a General Council member anticipates an actual or apparent conflict of interest or preferential treatment or other conflict of interest with the Association, the relevant General Council member informs the President of the Board and other General Council members.
5. The General Council decides, outside the presence of the relevant General Council member, whether there is any actual or apparent conflict of interest or preferential treatment and, if so, whether that conflict of interest or preferential treatment is an occasional or more regular event.
6. If the General Council decides that there is an occasional conflict of interest or preferential treatment for which a temporary solution is possible, the relevant General Council member lends their cooperation in such temporary solution.
7. If the General Council decides that there is a regular conflict of interest or preferential treatment, the relevant General Council member ensures removal of the incompatibility or resign.

## **CHAPTER V GENERAL COUNCIL MEETINGS MEMBERSHIP CONSULTATION**

**Article 26.**

**Membership meetings.**

At least once a year, the Board organises a Membership meeting, in which Members can discuss matters with the Board and/or the General Council.

**Article 27.**

**Membership consultation.**

1. The Board conducts a Membership consultation regarding the Members to be appointed to Thematic Committees, as referred to in article 28, and according to the procedure described in this article.
2. In addition to the Membership consultation referred to in paragraph 1, the Board may, either independently or at the request of the General Council, conduct a Membership consultation.  
Such a Membership consultation relates only to issues that - at the discretion of the Board - generally concern the strategic policy or continuation of the Association.
3. The Board determines the procedure for the Membership consultation and communication of the outcome to the Members.
4. A Membership consultation as described in this article expressly does not mean a referendum as described in Article 39(2) of the Dutch Civil Code.

**CHAPTER VI THEMATIC COMMITTEES, FUNCTIONAL COMMITTEES,  
OTHER COMMITTEES AND WORKING GROUPS.**

**Article 28.**

**Thematic Committees. Membership consultation.**

1. The task of a Thematic Committee is to actively support the Board on a particular theme or topic and make a substantive contribution on that theme or topic.
2. The duties and powers of a Thematic Committee are determined by the Board. The Board establishes and dissolves Thematic Committees.
3. A Thematic Committee consists of between five and up to seven Members. The members of a Thematic Committee are appointed and dismissed by the Board. The appointment of the members of a Thematic Committee take place after a Membership consultation.
4. The Board notifies the Members, via the Association's website, of the date up to which candidates for a Thematic Committee can apply.
5. When applying, candidates provide some relevant information about themselves, as indicated in the application form.  
Only potential candidates who have provided this information can be candidates for a Thematic Committee.
6. The Board gives all voting Members the opportunity to express their preference for candidates for a Thematic Committee by organising a Membership consultation.
7. In the Membership consultation, each Member may cast one preferential vote per candidate for up to three candidates for a Thematic Committee.

- They may cast one preferential vote per candidate, and may not cast three preferential votes for one and the same candidate.
8. The Board appoints the five candidates who have obtained the highest number of preferential votes to the Thematic Committee. The Board appoints the remaining members of the Thematic Committee from among the remaining candidates, regardless of the number of preferential votes cast for the relevant candidate, with the aim to ensure diversity in terms of country representation, gender equality, areas of expertise and other terms that could be relevant. The result of the Membership consultation is not binding.
  9. The result of the Membership consultation is made public on the Association's website.
  10. The members of a Thematic Committee are appointed for a maximum term of three years and are eligible for reappointment once. The Thematic Committee designates a Chair from its number. The Chair acts as a liaison between the Board and the Thematic Committee.
  11. A member of a Thematic Committee may be dismissed by the Board if the Board considers that a member of a Thematic Committee is no longer able to carry out his tasks. The Board may only dismiss such a member after he has been heard.
  12. Vacancies on a Thematic Committee are filled by the Board - after consultation with the Chair of the relevant Thematic Committee.

## **Article 29.**

### **Functional Committees.**

1. The Association has three Functional Committees:
  - a. Conference Programme Committee;
  - b. Professional Development Committee;
  - c. Publications Committee.
2. The task of a Functional Committee is to support the Board with executing crucial tasks related to the EAIE Conference, training and publications.
3. The duties and powers of a Functional Committee are determined by the Board. The Board establishes and dissolves Functional Committees.
4. A Functional Committee consists of between five and up to seven Members. The members of a Functional Committee are appointed and dismissed by the Board. The appointment of the members of a Functional Committee takes place after the following procedure:

All vacancies for Functional Committees are advertised to the Membership through the usual channels as they arise. A suitable period of time of at least four weeks is allowed to ensure that Members wishing to apply for a position on a Functional Committee may do so.

Applications are sent to the Executive Director, and together with the Chair of the Functional Committee, a Written summary of applications is made for the Functional Committee members who then rank their preferences. The outcomes are sent to the Board for approval.
5. A Functional Committee member may serve on a Functional Committee for a maximum of two terms of three years. This period includes time spent serving as Chair of the Functional Committee, should this arise.



6. A Functional Committee has Functional Committees Regulations clearly describing their tasks and duties. The Board adopts the Functional Committees Regulations.
7. Each Functional Committee nominates a Chair that is approved by the Board. The Chair acts as a liaison between the Board and the Functional Committee.
8. A member of a Functional Committee may be dismissed by the Board if the Board considers that a member of a Functional Committee is no longer able to carry out his tasks. The Board may only dismiss such a member after he has been heard.

**Article 30.**

**Other Committees and Working Groups.**

1. The General Council establishes the Appointment Advisory Committee and the Electoral Committee.
2. Thematic Committees and Functional Committees are established by the Board in accordance with the provisions of articles 28 and 29.
3. Any other Committees and Working Groups are established and dismissed by the Board. The Board determines the name of the relevant Committee or Working Group.
4. With the exception of the Committees referred to in paragraph 1, the task of a Committee is to support the Board in the realisation of the Association's mission.
5. With the exception of the committees referred to in paragraph 1, all Committees and Working Groups come under the responsibility of the Board. The Board may designate an employee as contact for the relevant Committee or Working Group.
6. With the exception of the committees referred to in paragraph 1, the duties, powers, budget and working method of a Committee and Working Group are recorded in Writing by the Board. It further specifies when the relevant Committee or Working Group is to report to which body and in what form.
7. The Committees and Working Groups are listed on the Association's website. The Members are notified by the Executive Director, via the Association's website and/or community platform of the establishment of any Committees and/or Working Groups.

**CHAPTER VII FINANCIALS**

**Article 31.**

**Bank accounts.**

1. Bank accounts are held with a bank to be designated by the Board. The bank designated must have a good rating by objective standards.
2. The Board ensures a sufficient segregation of duties in the payment procedure within the Association (four-eyes principle).

**Article 32.**

**Reimbursement scheme.**

1. The Board makes a proposal for a scheme for reimbursement of costs incurred on behalf of the Association for the Board members, the members of the General Council and the members of the various Committees within the Association. The Board makes also a proposal for the attendance fees for the President and Vice-President as referred to in Article 8, paragraph 5 of the Articles of Association.
2. The reimbursement scheme is adopted by the General Council on the proposal submitted by the Board.

## **CHAPTER III MISCELLANEOUS**

### **Article 33.**

#### **Integrity.**

Each Board member, the Executive Director, each member of the General Council and each member of a Committee or Working Group undertakes, both during and after termination of their membership of such bodies, to not disclose to anyone in any way any information of a confidential nature concerning the Association, which may have come to the member's knowledge in the performance of their duties and which they know or should know to be confidential, unless required to do so by law. Such persons are, however, permitted to communicate such information to the other members of the body to which they belong or belonged.

### **Article 34.**

#### **Protection of personal data of Members.**

Where personal data of Members are concerned, the Board, the Executive Director, the General Council, and any other person involved are required to act within the limits of the applicable privacy laws.

### **Article 35.**

#### **Interpretation.**

In the event of ambiguities or a difference of opinion as to the interpretation of any provision of the Bylaws, the difference in interpretation is submitted for assessment by the General Council.

### **Article 36.**

#### **Applicable law and jurisdiction.**

The Bylaws are governed by the laws of the Netherlands.

### **Article 37.**

#### **Severability.**

If any provisions of the Bylaws are or become invalid, the validity of the remaining provisions will not be affected.

### **Article 38.**

#### **Adoption.**

The Bylaws were adopted by the General Council in a meeting held on March 14, 2024.