

STATUTES OF THE EUROPEAN RESEARCH NETWORK ON PHILANTHROPY ASSOCIATION

TITLE I – Name, registered office

Article 1 – The association is called “European Research Network On Philanthropy Association”, thereafter ‘ERNOP’. In these statutes the terms “European” and “Europe” are defined as the geographical area covered by the Cultural Convention of the Council of Europe signed in Paris on December 19, 1954 and Israel.

Article 2 – Its registered office is established at De Boelelaan 1081, 1081 HV, Amsterdam, the Netherlands.

It may be moved by decision of the general assembly, voting in accordance with Article 15 of these Articles of Association.

TITLE II – Mission, Aims, Term

Article 3

The mission of ERNOP is to advance, coordinate and promote excellence in philanthropic research in Europe.

The aims of the Association are:

1. to be an international and interdisciplinary network open to all European academic researchers studying philanthropy.
2. To establish ERNOP as a leading innovative and knowledgeable network of European interdisciplinary philanthropy researchers, spanning the European continent.
3. To secure the continuance of ERNOP, by acquiring structural funds and support for ERNOP and collecting membership fees.
4. To establish a Giving in Europe research project and to strive for the development of a database of European Philanthropy.
5. To make ERNOP a successful coordinating body of joined European research proposals, projects and publications.
6. To organize the ERNOP conference as the leading philanthropy conference in Europe.

7. To seek cooperation with existing philanthropy journals.
8. To represent the study of philanthropy in Europe and to influence policy making at national and European level.
9. To encourage cooperation between members of the Association and the development of effective networks.
10. To develop partnerships in philanthropy research between Europe and the rest of the World.

The association may carry out all activities directly or indirectly connected with its aims. It may in particular assist with or be involved in any activity similar or complementary to its aims.

Article 4 – The association is formed for an unspecified period.

TITLE III – MEMBERSHIP AND AFFILIATION

Article 5 – Basic membership requirements and membership categories

Members must be situated in, and/or have the main focus of their activities in Europe. They must endorse the aims of the association as described in Article 3 and take account of the general principles included in the Magna Charta Universitatum.

There shall be both individual and institutional Full Members (Article 6). The minimum number of full members may not fall below three.

There shall be individual and institutional Associate Members (Article 7). Collective associate members may be either European or national collective members. Associate members shall enjoy all the rights and privileges of Full Members, except the right to vote or hold elective office.

Affiliates as described in Article 9 do not possess membership status.

Article 6 – Full Members

Article 6.1 – Individual Full Members

Individual researchers shall be eligible for individual full membership. In these statutes a researcher is understood to be a person that conducts philanthropy related research.

A researcher is deemed to:

- conduct research on a structural basis:

Have a formal relationship with an institute for higher education (HEI) in Europe.

Article 6.2 – Individual full student membership

Individual student researchers shall be eligible for individual full student membership. In these statutes a student researcher is understood to be a person that conducts philanthropy related research as student (Bachelor, Master and/or PhD).

A student researcher is deemed to:

- conduct research on a structural basis:

Have a formal relationship with an institute for higher education (HEI) in Europe.

Article 6.3 – Institutional Full Members

European institutes for higher education or/and a formal collection of researchers shall be eligible to apply for Institutional Full Membership. There shall be no limit on the number of individuals that are part of the institutional membership.

The board can ask Institutional members to send a formal proof of the individual relationship of a researcher with the aforementioned institution.

Article 7 – Associate Members

Article 7.1 – Individual Associate Members

Individuals who conduct research, but do not meet the other criteria set out in article 6.1 or 6.2, shall be eligible to apply for individual associate membership.

Article 7.2 – Institutional Associate Members

Non-European institutes for higher education and/or other organizations shall be eligible to apply for collective associate membership.

Article 8 - Representation

Individual members shall be represented by themselves or by his/her duly authorised representative. Institutional members shall be represented by their assigned members duly authorised to represent the institution.

Article 9 - Affiliates

The Board may, at its discretion, grant the status of affiliate to European or other organisations.

Article 10 – Exclusion and suspension

Members, or affiliates, who are no longer deemed to be supporting the aims of the association as set out in Article 3 or who, following a request from the Board, cannot demonstrate that for a period of three consecutive years they have met the membership criteria set out in Articles 5 - 7 may be excluded, or, if urgent action is required, be suspended from the association.

Members shall be excluded only by the board a two thirds' majority and members will be notified about the exclusion of members. Affiliates may be excluded by the Board.

TITLE IV - RESOURCES

Article 11 - Subscriptions

All categories of members are required to pay annual subscriptions. The amounts of these annual subscriptions shall be fixed by the General Assembly if necessary.

The subscription fees are, from 2014 until adaptation by the board:

Individual full membership: € 80 per year

Individual full student membership: € 80 per two years

Institutional full membership: € 500 per year

Individual associated membership: € 80 per two years

Individual associated institutional membership: € 500 per two years.

Members shall be entitled to vote only if all due subscriptions have been paid.

A member which fails to pay its subscription within a month of a reminder sent by registered letter shall be deemed to have resigned. The member or affiliate which has resigned, or his or her rightful claimants, shall assert no rights on the association's assets.

Article 12 – Other resources

The Association may receive grants, gifts, endowments, bequests or other forms of donations from public or private sources, whether or not allocated to specific purposes covered by its aims.

It may also charge for the operational costs of those services provided by the Association to private or public persons or organisations, whether members or non-members.

TITLE V - STRUCTURE

Article 13 – ERNOP has the following structure:

- The General Assembly
- The Board
- The Presidency
- The Secretariat

TITLE VI – GENERAL ASSEMBLY

Article 14. - Composition

The General assembly shall comprise full and associate members, individual and institutional, with only full members being entitled to vote, and each institutional member having three votes. Each member of the General Assembly may hold only one proxy (from another member).

Article 15. - Operation

The General Assembly shall meet at least once per two years.

Decisions shall be made by simple majority of the members present, except where the provisions of Articles 10 and 30 of these Articles of Association apply. Abstentions shall not be counted as votes.

An extraordinary meeting of the General Assembly may be convened by the President or by the Board or by a formal request in writing from at least one-tenth of the Full Members.

The Board may decide upon the mode of voting, including electronic voting, either on a case by case basis or otherwise.

Article 16. Functions

The General Assembly is the supreme Governing Body of the Association. The General Assembly shall:

- Elect the Board
- Have the power to dissolve the association
- Review and amend the Articles of Association, according to the provisions of Article 30.
- Approve the annual accounts, approve the budget for the forthcoming year, receive the report of the President on the activities of the past year and plans for the future, and approve subscriptions.
- Determine the overall strategic direction of the Association.

Any proposal signed by a number of members (full or associate) equal to one twentieth of the last annual list of members, must be included in the agenda.

Article 17. Office

The decisions of the General Assembly shall be kept at the registered office where they can be consulted by all members. These decisions may be communicated by letter to interested third parties. Amendments to the Articles of Association must be published within three months of their date in the ERNOP Newsletter.

TITLE VIII - BOARD

Article 18 - Composition

The Board shall at least comprise the President and three members.
The members shall hold office for a term of four years and shall be eligible for re-election for two further terms.

The Board shall not contain more than two members from one institution.

Board members shall serve in a personal capacity, not as representatives of a
i n s t i t u t i o n or any other body.

The Board shall appoint, on the nomination of the President, one Vice-President, from among the members of the Board. This member of the Presidency shall act as treasurer. The treasurer will be responsible, in conjunction with the President, for drawing up the annual budget of the Association and for proposing it, with any associated proposals for subscriptions to the Board and General Assembly. The Treasurer shall exercise general oversight over the financial affairs of the Association and will act as a signatory on payments made above a figure determined by the Board.

Board members are elected by the General Assembly (Article 16) on the proposal of either the Board or a proposal endorsed by 15 full individual members.

Detailed procedures governing the election of the President and Board members, the responsibilities, duties and terms and conditions of Board members, and the rules applicable in the case of premature termination of office are to be set out in the strategy document to be adopted by the GA.

Article 19 - Operation

The Board shall meet at least three times per year.

The quorum shall be four members, including the President or a Vice-President.

Decisions shall be made by a simple majority of those present. The President has the casting vote.

Article 20 - Functions

The Board shall be responsible for the implementation of the policy of the Association, for the planning of its activities, and for the management of the affairs of the Association.

The Board shall:

- Prepare discussion papers,
- Prepare proposals for the annual budget for approval by the General Assembly,
- Be responsible for implementation of the budget,

- Prepare the annual accounts and the annual report for approval by the Council and the General Assembly,
- Arrange programmes, for the exchange of information and experience on matters of common interest to individual and collective members, and to identify and disseminate good practice in universities.
- set up Working Groups and Task Forces.

The Board shall, on a proposal from the President, appoint, upon terms and conditions which it shall determine, a president, vice-president and all other board members necessary. The board may appoint an executive director.

TITLE IX - PRESIDENCY

Article 21 – Composition

The Presidency shall comprise the President and one Vice-President.

Article 22 - Functions

The Presidency shall:

- conduct the ongoing affairs of the association in conjunction with the executive director
- prepare the meetings of the Board
- appoint, upon terms and conditions which it shall determine, one or more deputies to the Executive Director (if applicable).

Article 23 – The President

The President shall be elected by the board on a proposal from either the *board* or a proposal endorsed by 50 full individual members.

The President shall hold office for four years and shall be eligible for re-election. The president shall be from a full member institution.

The President shall be elected one year before the start of his/her term as President.

The President shall:

- Lead and represent the Association to third parties for all activities.
- Convene meetings of the General Assembly and the Board.
- Chair meetings of these bodies.
- With the endorsement of the board, have the power to suspend the rights of individual members.

Article 24 – The Vice-President

The Vice-Presidents shall deputise for the President in his or her absence.

TITLE X - SECRETARIAT

Article 25 – To ensure the management of the work of the Association it shall have a Secretariat under the responsibility of an Executive Director. The Executive Director shall have the authority to represent the Association and will be responsible for the efficient and effective operation of the Association, within agreed budgets, and for the appointment of staff other than the deputy/deputies Executive Director. In representing the association the Executive Director shall do so within the policies agreed by the Board or General Assembly and in prior consultation with the President.

TITLE XI –FINANCIAL YEAR

Article 26 – The financial year of the Association shall run from 1 January to 31 December.

TITLE XII - AUDITOR

Article 27 – The auditor shall submit to the board the report on the annual accounts within three months of the end of the financial year. The President shall forward to report to the General Assembly.

TITLE XIII – AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 28 - A proposal to amend the Articles of Association may be made by the board on its own initiative or acting on the initiative of the President or upon a written request of at least ten percent of the Full Members. These Articles of Association may be amended by a decision of a meeting of the General Assembly at which at least two thirds of all Full Members are present. Amendments shall be adopted only with a majority of two thirds of the vote. However, if an amendment pertains to one of the aims for which the Association was formed, it shall be valid only if voted unanimously by all Full Members present at the assembly.

If two thirds of the Full Members are not present or represented at the first meeting, a second meeting may be convened which shall deliberate irrespective of the number of members present; nevertheless, this decision must be submitted to the civil court for approval.

TITLE XIV - DISSOLUTION OF THE ASSOCIATION

Article 29 – A proposal to dissolve the Association may be made by on the initiative of the President or upon a written request of at least ten percent of the Full Members. The Association may be dissolved by a decision of a meeting of the General Assembly at which, at least two thirds of all Full Members are Present. If this condition is not met, a second meeting may be convened which shall deliberate validly, irrespective of the number of Full Members present. No decision shall be adopted unless voted by a two-third majority of the Full Members present.

Any decision relative to dissolution taken by a meeting of the general assembly not constituted by two thirds of the Full Members of the association shall be submitted to the civil court for approval.

In the event of dissolution, the assets of the Association shall be transferred according to a decision made by the General Assembly. This allocation shall be necessarily made in favour of an association whose aims are similar to those of this association.

The merger of the association, whether by way of takeover or by way of combination or its conversion into another kind of legal entity, may be decided by the General Assembly under the same quorum and majority conditions as applicable in case of dissolution.

TITLE XV – TRANSITIONAL PROVISIONS

Article 30 – Transitional Arrangements

Full and associate members and affiliates on the 1st of January 2014 will maintain their status as full and associate members and affiliates, as described in Articles 5 – 9. Should a member or affiliate wish to change membership category, then a new membership application must be submitted.

Articles 5 – 9 will come into force one month after adoption of the Rules of Procedure of Council relating to these articles. For the interim period the previous statutes governing applications for membership will continue to be applicable.

In cases not covered by these statutes, the board shall decide and inform the General Assembly in the ERNOP Newsletter within three months of the decision.