



**INTERNATIONAL SOCIETY OF CITY AND REGIONAL PLANNERS
ASSOCIATION INTERNATIONALE DES URBANISTES
INTERNATIONALE GESELLSCHAFT DER STADT- UND REGIONALPLANER
INTERNATIONALE VERENIGING VAN STEDEBOUWKUNDIGEN**

ARTICLES OF ASSOCIATION

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New, notarized version, 1992, from the 1976 version:

Royal Assent has been obtained on 19 January 1976, nr. 50, signed by the Minister of Justice

The English version of the revised Articles of Association of ISoCaRP has been established according to the Dutch text which was adopted in Amsterdam on 31 August 1975 and which was published in the Official Gazette of the Netherlands on 31 March 1976, Nr. 64.

The Society acquired corporate rights by Netherlands law on 23 December 1965.

NAME AND SEAT

Article 1.

1. The Society is called 'Internationale Vereniging van Stedebouwkundigen'.
In international correspondence one or more of the following names may be added –
 - International Society of City and Regional Planners (ISoCaRP)
 - Association Internationale des Urbanistes (AIU)
 - Internationale Gesellschaft der Stadt- und Regionalplaner (IGSRP).
2. It has its seat in Delft.
3. The Society is subject to Netherlands law.

AIMS

Article 2.

1. The Society intends to be the general international professional association of urban planners and has as its aims -
 - the promotion of the correct practice of the profession of planning
 - the promotion of planning research;
 - the promotion of excellence in planning education;
 - taking up a position vis à vis important professional matters;
 - the promotion of proper understanding at all levels of correct professional practice -its nature, the conditions required and the results to be expected.
 - developing and maintaining fraternal relations between members;
 - supporting and protecting planning interests and professional planners at an international level.
2. The Society intends to achieve its aims by -
 - organising international meetings of urban and regional planners either independently or in cooperation with other organisations;
 - establishing a code of conduct for professional planners at an international level;
 - wherever necessary providing information or advice to public authorities or agencies on matters of planning, in consultation with the National Delegation concerned;
3. The Society may stipulate rights or enter into obligations on behalf of its members.

DURATION

Article 3.

The association has been established for an indefinite period.

MEMBERSHIP

Article 4.

1. The Society is made up of ordinary members, institutional members, advisory members, candidate members and honorary members. Only ordinary and honorary members are members in the sense of title 2 of Book II of the Civil Code.
All members are appointed by the Bureau, under consideration of the stipulations given below.
The Bureau ensures publication of the names of new members.
2. Admitted to **ordinary membership** may be those urban and regional planners who have been creatively active in the profession for at least five years as a rule; the level and scope of the work produced must meet certain standards set by the Bureau, with the advice of the Select Committee. At the motion of the National Delegation concerned the Bureau may allow exceptions to said rules of admission.
The Bureau invites urban and regional planners to become ordinary members upon recommendation of the National Delegation in the home country of the person in question or on the advice of the Select Committee, and may stimulate such recommendations.

3. As **candidate members** may be admitted, young planners who as yet lack the necessary professional experience to be eligible as ordinary members, but who may be expected to attain this level.
4. As **advisory members** may be admitted those persons who are not city or regional planners in the strict sense, but who contribute or have contributed to the planning profession.
5. The Bureau, with the approval of the Council, may confer **honorary membership** on those members who have been of outstanding service to the Society and the profession. Honorary membership is conferred for life.
6. As **institutional members** may be admitted those organisations and bodies that are involved with city and regional planning as well as with environmental design and development, such as institutes of learning, counselling firms and government agencies, whose work enhances and furthers the excellence of city and regional planning, while adhering to the code of conduct of the profession.
7. By accepting to become a member the person or agency concerned submits to the Articles of Association and all other mandatory regulations of the Society. Membership entitles the member to the protection and support which the Society may provide in the conduct of his profession in an international setting and in maintaining his artistic freedom.

Article 5.

1. Membership is terminated by
 - a. a member's demise
 - b. notice in writing by the member
 - c. notice in writing by the Society
 - d. expulsion by the Bureau.
2. **Notice in writing** by the member must be given before December 1st of the current year of membership by registered letter to the Bureau. In case membership is not terminated in this manner, membership will continue over the following year.
3. **Termination in writing** by the Society is made in those cases where the Society cannot reasonably be expected to continue the membership in question.
4. **Expulsion** by the Bureau may occur in cases of serious infringement of the Articles of Association or other mandatory regulations of the Society. A member is free to appeal to the Bureau against such expulsion; the appeal will be considered by the Select Committee, conform Art. 7.
In general, a member whose membership has been terminated by expulsion may not be readmitted to the Society for a period of five years.
5. Pending the appeal the member is suspended, with the proviso that the member is permitted to speak in the General Assembly which decides in the appeal, notably during the discussion of the appeal. However, the suspended member does not have the right to vote in the meeting.
6. Termination cq suspension of membership includes termination cq suspension of all functions within and on behalf of the Society. Termination cq suspension does not release the member from financial obligations which are based on circumstances of facts dating from before or existing at the time of termination cq suspension.

OBLIGATIONS

Article 6.

1. The membership fees and other contributions owed by members are fixed by the Council.
2. Council decides in which way and at which time financial obligations have to be met.

ORGANISATION

Article 7.

1. Organs of the Society are -
 - the General Assembly;
 - the Council
 - the Bureau with the Executive Committee
 - the Select Committee
2. The **General Assembly** comprises all members of the Society, as described above in Art. 4. It directs the work of the Society in matters of general policy, decides on the content of the Articles of

Association and oversees Bureau policy.

3. The **Council** is made up of the members of National Delegations and the members of the Executive Committee. Each National Delegation is composed of five ordinary members, elected by and among members in the country concerned. When a country has only five members or less, all members in that country are automatically members of its National Delegation.
4. The **Bureau** is composed of
 - the Executive Committee, comprising the President, at least three Vice Presidents and the Secretary General, and furthermore of
 - one member from each country, appointed by and among the National Delegation of the country concerned, which member may be assisted by one deputy member, equally appointed by and among the National Delegation of the country concerned, who only has the right to vote, however, in case the member it is deputising for is absent.
 - furthermore of the President elect during the year before his entering in functions and the former President during one year after the end of his presidency, as laid down in Art. 8.
5. The **Executive Committee** is composed as described above. It is charged with the day to day business of the Society and with the preparation of the activities of the different organs of the Society.
6. The **Select Committee** comprises five (ordinary) members of proven merit, elected by the Bureau. From among these five the Bureau may upon occasion appoint three members to advise in matters that the Bureau judges to require such advice, or to investigate or judge cases of appeal that are put before the Bureau, both in regard to admission to and suspension from membership of the Society.

ELECTIONS

Article 8.

National Delegations and Council

The members of each National Delegation to the Council are elected by and from the ordinary members in the country concerned; they may be re-elected.

Elections for National Delegations are held every three years, before the meeting of the General Assembly of that year.

Each member present in the meeting of the Council casts a personal vote. In his absence his vote can be cast by post, or by authorising another member of the Council to cast his vote.

Bureau

Immediately after the election of a National Delegation the members nominate a delegate for the Bureau and, if so desired, a deputy.

Executive Committee

The Council appoints the Executive Committee for a period of three years.

The President, the Vice Presidents and the Secretary General are elected to their functions by the Council, preferably from among members and former members of the Council, otherwise from among other members of the Society.

In order to ensure the continuity of the Presidency, the future President is elected by the Council one year before he takes office; his assuming his functions will coincide with the periodic election of Council members. The President is not eligible for re-election. From the moment of his election he will be a member of the Bureau.

A President who has completed his three years in office continues during one year to be a member of the Bureau and becomes a member of the Council.

When a Council member is elected to the Executive Committee he loses his membership of the National Delegation of his country; the resulting vacancy will be filled by members in his country electing a replacement.

All candidacies for the Executive Committee will be put before the President at least two months before the election, unless special circumstances warrant an exception. The names of the candidates will be included in the notice inviting Council members to a meeting.

GOVERNANCE

Article 9.

1. The Bureau is charged with the general management of the Society and supervises the correct

implementation of the Articles of Association and regulations of the Society, as well as the decisions of the General Assembly.

2. After receiving the approval of the General Assembly the Bureau is authorised to decide to enter into agreements for the acquisition or disposal of assets and to enter into agreements under which the Society acts as guarantor or security for debts contracted on behalf of others. Aforesaid approval requires at least two-thirds of legal votes cast, within the limits set in Art. 17 below.

REPRESENTATION

Article 10.

1. The Bureau represents the Society unless the law provides differently. Moreover the President and the Secretary General are each authorised to represent the Society.
2. The authorisation to represent the Society as described above also applies to the conclusion of agreements as described in Art. 9, insofar that evidence of the approval of the General Assembly and the relevant decision by the Bureau must appear in writing.

GENERAL ASSEMBLIES

Article 11.

1. At least once a year a general assembly should be held (annual meeting).
2. The invitation to a general assembly are issued by the Executive Committee.
The Executive Committee is obliged to call a General Assembly if at least 15 ordinary and/or honorary members from at least five different countries (or, in case the Society has fewer than 45 members, at least one-third of the total number of members) request the Executive Committee to call a meeting, in writing, providing an exact description of the subjects to be discussed.
In the latter case the Executive Committee is bound to call the meeting within three months after the request has been received.
If the Executive Committee does not honour a request to the extent that no meeting is called within three months, the petitioners have the right to call the meeting themselves.
Said meeting is entitled to take all decisions a meeting called by the Executive Committee would be entitled to take, with the restriction that the agenda as submitted has to be adhered to.
Convening notices for general assemblies and meetings of the Council are sent to all members of the respective organs at least six weeks before the day of the meeting, except in urgent cases at the discretion of the Executive Committee.
Where urgent decisions are to be taken, the Executive Committee may submit written proposals to the members of the General Assembly, the Council, or the Bureau. Objections to such proposals can be sent to the Secretary General within a period indicated in the proposal of at least three weeks after the date of mailing of the proposal.
In case no objections have come in within one week after the aforesaid deadline, the proposal is considered to be accepted and valid until the next meeting of the organ concerned, where it shall be presented for discussion and confirmation.
3. Meetings are presided over by the President. In case of absence of the President the Executive Committee appoints one of its members to conduct the meeting.
4. Each member who has not been suspended, subject to the conditions of Art. 5 sub 5, is entitled to be present at the general assemblies and has the right to speak and to present proposals.
5. Every ordinary as well as honorary member has one vote.
A vote may be cast by another member who has been authorised to do so.
Other members have advisory powers.
6. The General Assembly has the right to draw up bylaws.
Proposals for instituting bylaws and changes in bylaws must be dealt with in accordance to the provisions of Art. 15 concerning the Articles of Association.
7. In all cases the Law, these Articles of Association and the Bylaws, if any, do not provide, the General Assembly decides.

Article 12.

1. The Agenda of the Annual General Assembly should always contain the following points -
 - a. the annual report by the Secretary General presented on behalf of the Bureau, reporting on the way in which the Society's affairs were conducted during the past year;

- b. presentation of the annual accounts prepared by the Bureau and the statement of income and expenditure with an elucidation, which statements must be signed by all members of the Executive Committee.
- c. Annually an Accounts Committee for the coming year will be appointed by the General Assembly from among the members present, which committee will check the financial statement and report on it to the General Assembly.
- d. the report on the findings of the Accounts Committee.

The approval of the financial statement and accounts by the General Assembly will discharge the Bureau from all liability.

2. If an annual statement by a firm of chartered accountants is presented to the general assembly, indicating the reliability of the financial accounts, above points c and d of the agenda are no longer required.
3. The agenda of the general assembly is drawn up by the Bureau, with due observance of the contents of this article.

Article 13.

All resolutions of the General Assembly are taken with an absolute majority (more than half) of valid votes cast, except in those cases where these Articles of Association demand a larger majority. Invalid and blank votes are not recorded.

FINANCIAL YEAR

Article 14.

The financial year of the Society is concurrent with the calendar year.

AMENDMENT OR ALTERATION OF THE ARTICLES OF ASSOCIATION

Article 15.

1. Proposals for amendments and/or alteration of the Articles of Association may be made by the Bureau or by at least 30 ordinary members and/or honorary members from at least five different countries (or, if there are fewer than 90 members, by at least one-third of the members), who will give notice in writing to the Bureau stating the nature of the alteration they wish to propose. If members have sent in such a request, the Executive Committee is required to convene the General Assembly at a date within three months of receipt of the request. Should the Executive Committee not act accordingly, then the stipulations of Art. 11 obtain. The Articles of Association can be altered upon a resolution of the General Assembly, approved by a majority of at least two thirds of valid votes cast and adhering to the directives of Article 17.
2. The alteration does not become operational until a notarial deed has been drawn up. Every member of the Executive Committee is authorised to sign said deed and thus to validate the alteration.
3. Bureau members are required to provide all data that are liable for registration to the Register of Associations kept by the Chamber of Commerce under whose competency they come.

DISSOLUTION

Article 16.

1. The Society can only be dissolved after an appropriate resolution has been passed by a General Assembly that was summoned for that purpose at least two months in advance. The regulations governing the calling of this particular assembly are given in Article 15. A majority of at least two-thirds of all valid votes cast by the General Assembly are required to adopt a motion for dissolution.
2. Included in the motion for dissolution it is also decided how a credit balance, if any, will be presented to one or more international agencies, described in the motion, whose goals preferably are in accordance with or related to the goals of the Society. The resolution will also stipulate the manner in which dissolution will be carried out.

QUORUM

Article 17.

1. Resolutions of the General Assembly as described in Articles 9, sub 2, 15, sub 1 and 16, sub 1, can only be adopted under the law in a meeting in which at least two-thirds of the total number of ordinary and honorary members are present or represented.

When issues as denoted in point 1 above are introduced in a meeting where less than two thirds of the ordinary and honorary members are present, a second meeting is called.

In the second meeting a resolution may be passed that is legally valid regardless of the number of members present or represented and with a simple majority of votes.