



# ISOCARP

Knowledge for better Cities

**INTERNATIONAL SOCIETY OF CITY AND REGIONAL PLANNERS (ISOCARP)**  
**ASSOCIATION INTERNATIONALE DES URBANISTES (AIU)**  
**INTERNATIONALE GESELLSCHAFT DER STADT- UND REGIONALPLANER (IGSRP)**  
**ASOCIACION INTERNACIONAL DE URBANISTAS (AIU)**  
*Founded in 1965 as "INTERNATIONALE VERENIGING VAN STEDEBOUWKUNDIGEN"*

## ARTICLES OF ASSOCIATION

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## **New, notarized version, 2013 and 2014**

### **Previous notarized versions: 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.

## **END OF MEMBERSHIP**

### **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 Meeting 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 -
  - a General Meeting;
  - the Council

- the Bureau with the Executive Committee
  - the Select Committee
2. The **General Meeting** 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 General Meeting 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 a General Meeting 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 a General Meeting and the relevant decision by the Bureau must appear in writing.

## **GENERAL MEETINGS**

### **Article 11.**

1. At least once a year a General Meeting should be held (Annual General Meeting).
2. A General Meeting is convened by, and notice of the meeting is issued by, the Executive Committee. The Executive Committee is obliged to call a General Meeting if at least one-tenth (1/10) of the ordinary and/or honorary 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 give notice of the meeting within four weeks after the request has been received. If the Executive Committee does not honour a request to the extent that no meeting is called within four weeks, the petitioners have the right to call the meeting themselves. A General Meeting called by members 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.
3. Notice of a General Meeting, advising of the time and date, the place and the nature of the business of the meeting, is to be given by the Executive Committee to members at least six weeks before the day of the meeting, except in urgent cases at the discretion of the Executive Committee. The notice may be sent electronically in a readable and reproducible form to the address made available by the member, or, if requested by the member, by post. The agenda and papers for the meeting should be distributed in the same manner with the notice of meeting, or in any event at least three weeks prior to the meeting.
4. Meetings are chaired by the President. In case of absence of the President the Executive Committee appoints one of its members to conduct the meeting.
5. Each member who has not been suspended, subject to the conditions of Article 5(5), is entitled to be present at General Meetings and has the right to speak and to present proposals. The Executive Committee may make arrangements for members to participate in General Meetings by electronic means. A member who participates in a General Meeting electronically shall be counted as being present at the meeting and may participate in all the ways that members who are physically present may participate.
6. Every ordinary and 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. Ordinary and honorary members may nominate a member as a proxy. Ordinary and honorary members and proxies may vote via electronic means. Electronic voting may be organised prior to the General Meeting. The period for electronic voting opens up to thirty (30) days prior to the date of the General Meeting. Votes expressed electronically shall be considered as valid as votes cast in person at the General Meeting. Except as otherwise provided by law or by these Articles of Association decisions of a General Meeting shall be made by a simple majority of the votes cast.
7. A General Meeting has the right to draw up bylaws. Proposals for adopting and amending bylaws must be dealt with in accordance with the provisions of Articles 15(1) and 15(2) concerning

amendments to the Articles of Association.

8. In all cases where the Law, these Articles of Association and the Bylaws, if any, do not provide, the General Meeting decides.

## **AGENDA OF ANNUAL GENERAL MEETING**

### **Article 12.**

1. The Agenda of the Annual General Meeting 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 a General Meeting 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 Meeting 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 runs from the first day of July to the thirtieth day of June.

## **AMENDMENT OR ALTERATION OF THE ARTICLES OF ASSOCIATION**

### **Article 15.**

1. Proposals for amending the Articles of Association may be made by the Executive Committee, by the Bureau or by at least one-tenth (1/10) of the ordinary members and/or honorary members, who will give notice in writing to the Executive Committee stating the nature of the amendment they wish to propose. If members have sent in such a request, the Executive Committee is required to convene a General Meeting in accordance with the provisions of Article 11.
2. The Articles of Association may be amended by a resolution at a General Meeting, if the resolution generally conforms to the draft proposal sent with the notice of meeting, and if approved by a majority of valid votes cast and in accordance with the provisions of Article 17.
3. The amendment 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 amendment.
4. Bureau members are required to provide all data that are liable for registration to the register kept by the Chamber of Commerce.

## **DISSOLUTION**

### **Article 16.**

1. The Society can only be dissolved after an appropriate resolution has been passed by a General Meeting that was summoned for that purpose at least two months in advance.  
The regulations governing the calling of this General Meeting 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 a General Meeting can only be adopted under the law in a meeting in which at least sixty ordinary and honorary members participate in the meeting, whether they are present at the meeting or participate by electronic means.
2. When issues are introduced in a General Meeting where less than sixty ordinary and honorary members participate, a second General Meeting is called in accordance with the provisions of Article 11(3) and must be held at least three months and not more than six months after the first meeting.
3. In the second General Meeting a resolution is legally valid, regardless of the number of members participating, if approved by a majority of votes cast.