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AMENDMENT TO THE CONSTITUTION
of Internationale Vereniging van Stedebouwkundigen

Final Proposal
August 17th, 2018

On this * [ordinal number] day of* [month] two thousand and eighteen, the following person appeared before me, *, a civil law notary practising in The Hague:
* for the purposes hereof acting as a *member of the Executive Committee of the association:
INTERNATIONALE VERENIGING VAN STEDEBOUWKUNDIGEN (ISOCARP), having its seat in Delft and its office address at Laan van Meerdervoort 70, 2517 AN The Hague, registered in the Business Register under number 40397271, hereinafter referred to as the "Association", and as such entitled, pursuant to Paragraph 2 of Article 15 of the Constitution of the Association, to arrange for the amendment to the Constitution to be recorded in a notarial deed.

The person*s appearing declared the following to me, civil law notary:

PREAMBLE

1. The Association was formed on the twenty-third day of January nineteen hundred and sixty-five.
2. The Constitution of the Association was amended most recently by a notarial deed executed on the thirty-first day of March two thousand and fifteen before me, civil law notary.
3. On the * [ordinal number] day of* [month] two thousand and *, the General Meeting of the Association passed a resolution, by the required majority, to amend the Constitution of the Association.

The document evidencing this resolution is attached to this deed.

AMENDMENT TO THE CONSTITUTION

In implementation of the resolution to amend the Constitution, the Constitution is amended to read as follows with immediate effect:

NAME AND SEAT

Article 1.

1. The name of the association is International Society of City and Regional Planners (ISOCARP).
2. The association is established in the municipality of The Hague in The Netherlands.
3. The association is governed by Dutch law.

AIMS

Article 2.

1. The association has the following aims:
 - a. to be the international society for those professionally involved in city and regional planning, and
 - b. to support at a global level the practice, teaching, promotion and improvement of city and regional planning, and housing.
2. The association seeks to achieve these aims through education, research and service, and specifically by:
 - a. representing and providing networks and communication channels for members, partners and institutions;
 - b. developing services and resources related to all aspects of city and regional planning and housing;
 - c. creating and sharing knowledge through meetings, projects and programs of all kinds.

MEMBERSHIP

Article 3.

1. The association has individual members and institutional members. Only individual members are members in the sense of Title 2 of Book 2 of the Civil Code of The Netherlands.
2. All members are appointed by the Board. The admission of new members will be announced by the Board.

3. The Board shall adopt procedures for receiving and determining applications for membership, and shall adopt standards relating to professional qualifications for admission to membership.
4. Members shall pay an annual membership fee as determined by the General Meeting on the recommendation of the Board.
5. The Board shall set procedures for the payment of membership fees and may vary fees in case of specified circumstances.
6. Membership of the Association ends:
 - a. if a member dies;
 - b. if a member resigns membership;
 - c. if the Association terminates a member's membership;
 - d. if a member is expelled.
7. A member may resign membership only with effect from the end of a financial year by giving a minimum of one month's written notice. A member may resign membership with immediate effect if the member cannot reasonably be expected to allow membership to continue.
8. Any action by the Association in relation to 3.6(c) and 3.6(d) shall be in accordance with Article 2:35 of the Civil Code of The Netherlands.

GOVERNMENT BY THE BOARD

Article 4.

1. The association is governed by a Board representing the international membership charged with the general government of the association, the observance of the constitution and the implementation of the decisions of the General Meeting.
2. The General Meeting determines the number of Board Members and elects them. Nominations to fill vacancies on the Board are invited from individual members at least two months prior to the Annual General Meeting, and voting begins two weeks prior to the elections conducted at the Annual General Meeting. The Board shall adopt procedures for the elections, including online participation at the Annual General Meeting and online voting.
3. The Board consists of at least ten natural persons, including the President, the Secretary General, the President Elect and eight other Board Members.
4. Board Members are elected for a term of three years. The President is elected for a single term of three years, preceded by a term of one year as President Elect. Other Board Members are eligible to re-nominate for one consecutive term.
5. A Board Member continues in office for three years, or until their term ends as a result of their position being filled by the election of a new Board Member; their resignation; their death; or their ceasing to be a member of the association.
6. An incomplete Board retains its powers. The Board shall ensure that as soon as possible after a vacancy occurs, the General Meeting elects a Board Member to complete the term of any vacancy.
7. In the absence of the President and/or Secretary General, the Board may appoint Board Member(s) to temporarily exercise their functions.
8. The Board represents the Society unless the law provides differently.
9. Membership of the Board shall terminate, and may be suspended, in accordance with Article 2:37 of the Civil Code of The Netherlands.

MEETINGS AND DECISIONS OF THE BOARD

Article 5.

1. Each Board Member is authorised to convene a meeting of the Board.
2. The notice of meeting shall be sent electronically to addresses provided by Board Members, giving a minimum of three clear days' notice, stipulating the day, the time and place of the meeting, and the agenda.
3. Notwithstanding the provisions of the previous paragraph, a communication between a majority of the Board Members is a valid meeting of the Board if all Board Members were advised that the communication would be taking place and were given the opportunity to participate, and if each participating Board Member is capable of communicating with every other participating Board Member simultaneously at all times during the proceedings.
4. A written resolution assented to by at least two-thirds of the Board Members is as effectual as if it had been passed at a meeting of the Board.
5. The quorum for a meeting of the Board is at least half of the number of Board Members.
6. The person chairing the meeting of the Board has a deliberative vote and a casting vote. Other Board Members have one vote. Unless a larger majority is prescribed by the constitution, decisions are made by a majority of the votes cast.

MANAGEMENT BY THE EXECUTIVE COMMITTEE

Article 6.

1. The Executive Committee is responsible for the day-to-day management of the society, exercising the powers and functions, and following the procedures, assigned to it by the Board.
2. The Executive Committee consists of the President, the Secretary General and three other Board Members appointed by the Board. The quorum for a meeting of the Executive Committee is three. The person chairing the meeting of the Executive Committee has a deliberative vote and a casting vote. Other members have one vote. Decisions are made by a majority of the votes cast.
3. The Executive Committee is authorised to represent the Society.

FINANCIAL ACCOUNTABILITY

Article 7.

1. The financial year of the association runs from 1 July to 30 June of the following year.
2. No later than one month before the end of the financial year, the Board shall make the budget for the coming financial year available to members.
3. Within six months of the end of the financial year (unless extended by the General Meeting) the Board shall present to the General Meeting a management report on the state of affairs of the association, the pursuit of policy and any other relevant matters. The Board shall submit the balance sheet and the statement of income and expenses with an explanation. These documents are signed by all Board Members. If one or more Board Members have not signed the documents, this will be reported, stating reasons.
4. The Board shall submit the annual accounts to the General Meeting for approval. An accountant will certify the accuracy of these documents in accordance with article 2: 393 paragraph 1 of the Civil Code of The Netherlands. After the annual documents have been approved the proposal is made by the General Meeting to grant discharge to the Board for the accounts and accountability.
5. The Board shall adopt a strategic plan and a financial plan and update both plans annually. The strategic plan prioritises the activities to be performed by the association. The financial plan explains targets for managing the assets of the association and fund raising.

THE GENERAL MEETING: COMPETENCES AND BUSINESS

Article 8.

1. The General Meeting exercises all powers vested in the association which are not assigned to the Board by law or the constitution. In all cases where the law, the constitution and regulations, if any, do not provide, the General Meeting decides.
2. The General Meeting is convened by, and notice of the meeting is issued by, the Board.
3. At least once a year an Annual General Meeting is to be held no later than six months after the end of the financial year. The agenda of the General Meeting is drawn up by the Board to include:
 - a. the report of the Board for the past financial year;
 - b. a proposal to approve or not approve the annual accounts for the past financial year and to discharge the Board from all liability;
 - c. the report of the Board on its budget for the forthcoming year;
 - d. the appointment of the members of the audit committee for the new financial year;
 - e. the election of Board Members if vacancies exist on the Board;
 - f. proposals from the Board, as announced in the notice convening the meeting; and
 - g. proposals put forward by members, as announced in the notice convening the meeting.
4. Notice of the General Meeting, advising of the time and date, the place and the nature of the business of the meeting, is to be given in writing by the Board to members at least six weeks before the day of the meeting, except in urgent cases at the discretion of the Board. 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.
5. A number of members, jointly authorised to cast at least one-tenth of the votes, may request the Board in writing to convene the General Meeting within four weeks of that request. If the Board does not issue the invitation to the meeting within fourteen days of receiving the request, the applicants may convene the meeting themselves. The General Meeting called by members is entitled to take all decisions a meeting called by the Board would be entitled to take, with the restriction that the agenda as submitted shall be adhered to.

6. The Board may recommend, and the General Meeting may approve, standing orders for General Meetings and procedures for convening and conducting General Meetings and the Annual General Meeting.

THE GENERAL MEETING: CONDUCT, VOTING AND QUORUM

Article 9.

1. Each member is entitled to be present at General Meetings and has the right to speak and to present proposals. The meeting may also decide to admit other persons to a part or all of the meeting.
2. The Board shall make arrangements for members to participate in General Meetings by electronic means. A member who participates in the 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.
3. Every member has one vote and may vote via electronic means, on condition that the person entitled to vote can be identified via the electronic means of communication, can immediately see or hear the proceedings at the meeting and exercise the voting right. Electronic voting may be organised prior to the General Meeting. The period for electronic voting begins two weeks 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.
4. General Meetings are chaired by the President. In the absence of the President the Board appoints a Board Member to chair the meeting, and otherwise the meeting will appoint a member to chair the meeting.
5. Except as otherwise provided by law or by the constitution, decisions of the General Meeting shall be made by a simple majority of the votes cast.
6. The person chairing the meeting shall rule on the result of a vote. If the votes are tied in a vote that does not concern the election of persons, the proposal is defeated. If a majority is not obtained by a vote on the election of persons, successive votes are held until a majority is obtained.
7. Minutes shall be kept of the proceedings of each meeting by the Secretary General or another person appointed by the person chairing the meeting.
8. Resolutions of the General Meeting can only be adopted in a meeting in which at least sixty members participate in the meeting (quorum), whether they are present at the meeting or participate by electronic means.

THE GENERAL MEETING: AMENDMENTS TO THE CONSTITUTION

Article 10.

1. The constitution may be amended by a resolution at the 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.
2. The amendment does not become operational until a notarial deed has been drawn up. Every Board Member is authorised to sign the deed and thus to validate the amendment. An authentic copy of the deed of amendment and a continuous text of the amended constitution shall be filed with the Chamber of Commerce.

MERGER, SPLIT AND CONVERSION

Article 11.

Resolutions of the General Meeting to merge or split in the sense of Title 7 of Book 2 of the Civil Code or to convert the association into another legal form in accordance with Article 2:18 of the Dutch Civil Code are, to the extent possible, to conform to the requirements of Section 10.

DISSOLUTION AND LIQUIDATION

Article 12.

1. Resolutions of the General Meeting to dissolve the association, to determine if a liquidator is to be appointed, and to determine the distribution of any assets consistent with the purposes of the association are, to the extent possible, to conform to the requirements of Section 10.
2. The Board is responsible for the liquidation of the assets of the association, unless a liquidator has been appointed by the General Meeting.

REGULATIONS

Article 13.

1. Members or the Board may propose, and the General Meeting may adopt, regulations.
2. Regulations may not be in conflict with the law or with the constitution and may not contain provisions that must be regulated by provisions in the constitution.

INTERPRETATION

Article 14

1. The term 'Board Member' applies to the President, the President Elect, the Secretary General and the other members of the Board.
2. References to communications being 'written' or 'in writing' includes communication by post, by fax, by email or by any other common means of communication with which it is possible to transfer text.

WHEN THE CONSTITUTION IS SILENT

ARTICLE 15

In all cases not provided for in the constitution, as well as in disputes about their interpretation, the General Meeting decides.

CONCLUDING STATEMENT

This deed was executed in one original copy in The Hague on the day and in the year first above written. The person appearing is known to me, civil law notary.

The contents of this deed were stated and explained to *him. The person appearing declared that *he did not require the deed to be read out in full, that *he had taken note of the contents of this deed well in advance of its execution and that *he agreed to its contents.

Immediately after that, this deed was read out in part and signed by the person appearing and by me, civil law notary.