

Special General Meeting

18 November 2025

Notice of Motions

1 Ratification of the actions of the Board

THAT, recognising the Board's need to respond to significant governance and financial challenges, the members RATIFY the actions taken by the Board in (i) calling the Special General Meeting for 18 November 2025 and the Annual General Meeting for 4 December 2025, and (ii) bringing a series of issues to the members for consideration.

2 Membership and representation in all international regions

2.1 THAT the members:

ENDORSE the goal of the International Society of City and Regional Planners to welcome a growing membership from all international regions;

INSTRUCT the Board to develop a strategy for *defining* the relevant regions, *promoting* the Society in all regions, and *ensuring* that there are Board Members from all regions; and

AGREE that the **initial focus** of these principles should be on building the Society's presence in Africa and South America.

2.2 THAT the members:

INSTRUCT the Board to apply these principles in the 2025 Board elections by

- encouraging all members to consider supporting candidates from Africa and South America.
- encouraging *candidate statements* to include the candidate's region.
- encouraging candidates to indicate how, as a Board Member, they would promote membership and activity in their region.
- implementing minor adjustments to the voting process to ensure (if reasonably possible) that the new Board will include a member from Africa and South America.

AUTHORISE the Board to increase the number of Board Members from ten to eleven or twelve if this enables these principles to be applied in the fairest and most efficient manner.

3 Filling early vacancies on the Board

3.1 THAT, to avoid a costly and time-consuming by-election to be held if a vacancy occurs within eight months of Board elections, the Board is AUTHORISED, at its discretion, to use a count-back process whereby the results of the previous election are counted again to determine which candidate would have been elected if (i) the holder of the vacant position had not been a candidate OR (ii) there had been one additional vacancy to be filled.

3.2 THAT, if the last elections were held more than eight months prior, the Board MAY DETERMINE whether to fill the vacancy through a by-election OR at the next Annual General Meeting.

3.3 THAT, if Board elections have not been held for over a year, a by-election is required unless the next Annual General Meeting is to be held within four months.

4 Ending voting by proxy (see Annex 1 for more details)

THAT in Article 9.3 of the Constitution of the International Society of City and Regional Planners the following words be inserted after the words "voting right": "A member may not grant a written proxy to another person."

5 Ending early voting on motions before a General Meeting (see Annex 1 for more details)

THAT in Article 9.3 of the Constitution of the International Society of City and Regional Planners the following words be inserted after the words "Electronic voting": "in elections".

6 Appointment of Secretary General by the Board (see Annex 1 for more details)

THAT Article 4.3 of the Constitution of the International Society of City and Regional Planners be replaced by the following Article: "Article 4.3 The Board consists of at least ten natural persons, including the President, the President Elect and nine other Board Members."

Annex 1

Proposed amendments to the Constitution of the International Society of City and Regional Planners to enable and/or clarify matters of current significance

1 Amendment to end voting by proxy and early voting on motions before a General Meeting

This amendment has two subcomponents.

1.1 Article 9.3: Ending voting by proxy

Context and reason

Members can vote on important questions by nominating another member to represent them and cast their vote at a General Meeting. This was fair and democratic at a time when General Meetings required attendance in person. In order to be strengthened inclusivity and with online tools that became available in the COVID period, ISOCARP chose to make member meetings hybrid. Now that every member can participate and vote online, voting by proxy is unnecessary, and in the words of the Civil Code, “the articles of incorporation [may] provide otherwise”. Recent experience showed that voting by proxy can compromise procedural integrity. Voting by proxy is no longer necessary.

Rules

- Dutch Civil Code Article 2.38-4 says, “Unless the articles of incorporation provide otherwise, a [member] may grant a written proxy to vote on his behalf to another [member].”
- ISOCARP Constitution Article 9.3: “Each member has one vote and may vote electronically on condition that the person who has the right to vote can be identified via the electronic means of communication, can take note of the business transacted at the meeting and can exercise the voting right. (...)”

Motion

THAT in Article 9.3 of the Constitution of the International Society of City and Regional Planners the following words be inserted after the words “voting right”: “A member may not grant a written proxy to another person.”

1.2 Article 9.3: Ending early voting on motions before a General Meeting

Context and reason

Electronic voting in elections begins two weeks prior to the date of the General Meeting. Early voting was extended to important questions, such as amendments to the Constitution, in the interests of inclusion and democracy. Recent experience showed that early voting on motions before a General Meeting can compromise procedural integrity. The simple solution is to require votes on motions moved at a General Meeting to be cast at the meeting.

Votes on motions and amendments before a General Meeting should not be cast until the issues have been discussed in the meeting.

Rule

ISOCARP Constitution Article 9.3: “ (...) Electronic voting may be organised prior to the General Meeting. The period for voting begins two weeks prior to the date of the General Meeting.”

Motion

THAT in Article 9.3 of the Constitution of the International Society of City and Regional Planners the following words be inserted after the words “Electronic voting”: “in elections”.

1.3 Article 9.3: Consolidating the two changes.

Article 9.3 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. **A member may not grant a written proxy to another person.** Electronic voting **in elections** may be organised prior to the General Meeting. The period for 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.

2 Amendment to appoint the Secretary General

Article 4.3: Appointment of Secretary General by the Board

Context and reason

The Civil Code allows the boards to appoint a chair, secretary and treasurer from members of those boards. The Civil Code also enables associations to follow the practice of defining Offices which are directly elected by the membership. ISOCARP chose this path. By specifying the membership of the Board as “President”, “Secretary General” and “other” Board Members, Article 4.3 of the Statutes show that Secretary General is a specific position in the Board. It has been long term practice in ISOCARP that the Secretary General, like the President, has been elected separately, respectively to these two specific offices. It is not explicitly legally stated that the SG must be separately elected by the membership outside the general Board election, but through long term practice it could be understood that way. It is open to the members to define one, two or three such Offices.

In response to recommendations from the WBTR (the new Dutch law), the independent Health Scan, and the Board’s strategic direction -including a healthy growth with a stronger strategic and oversight role, increasing global membership, building capacities, and achieving greater impact- it is essential to define clearer boundaries between operational responsibilities at one hand, and strategic and oversight roles at the other hand. A key step forward is to professionalise the Society’s operational arm (Secretariat) under the leadership of an Executive Director or similar (in a paid management position), while enabling the Board to take on a more strategic and oversight focused role.

Learning from experiences with election of ISOCARP’s Secretary General (SG) by the members over the past decades, the ISOCARP Board of Directors is best placed to assign the role of SG among all elected officers elected by the members, in line with the Dutch Civil Code. This approach reinforces good governance and aligns with legal requirements, while drawing from practical lessons of past decades, and similar to Treasurer, allow the competencies and skills needed for the role, in the best interest of the Society.

Transitioning

The Board is transitioning towards a governance structure in which a professional Secretariat, led by an Executive Director or similar, assumes a substantial portion of the tasks previously managed by the Secretary General (SG). Under this revised model, the Board will comprise a President, Secretary, Treasurer, and ordinary board members, with strategic leadership and oversight as their primary focus. This approach aligns with best practices for delineating operational and governance responsibilities and reflects trends in sound association governance and management. This transition will be gradual, beginning with this motion and advancing as financial and human resources permit. The Board is actively progressing toward this model it is therefore essential that the SG possesses as much as possible, the competencies required for this evolving role and is able to adapt effectively as the Society moves toward a professionalised governance structure. It is also advantageous for the Secretary General to reside within reasonable proximity to the Secretariat, ideally possess proficiency in Dutch, and bring substantial senior (change) management experience to the position.

Rules

- Dutch Civil Code Article 2:37- 7 “Unless the articles of incorporation provide otherwise, the Board of Directors appoints its chairman, secretary and treasurer from its members.”
- ISOCARP Constitution Article 4.3 “The Board consists of at least ten natural persons, including the President, the Secretary General, the President Elect and eight other Board Members.”

Motion

THAT Article 4.3 of the Constitution of the International Society of City and Regional Planners be replaced by the following: “The Board consists of at least ten natural persons, including the President, the President Elect and nine other Board Members.”

Proposal approved by ISOCARP Board of Directors on 27 October 2025