

CONSTITUTION

Adopted: Aug 28, 1987; Sept 4, 1999; Aug 6, 2003; Jan 27, 2010; Nov 7, 2018

Name

Article 1.

The name of the society is:

European Society for Evolutionary Biology, in the following: **the society**.

Seat

Article 2.

The society has its seat in the municipality of Wageningen

Object

Article 3.

1. The object of the society is to promote the study of organic evolution.
2. The society seeks to achieve this object by, among other things:
 - a. Publishing the professional journals, The Journal of Evolutionary Biology (JEB) and Evolution Letters (EL);
 - b. Organizing congresses and scientific meetings;
 - c. Rendering financial and other support to research into organic evolution;
 - d. Supporting activities to foster a scientifically based understanding of organic evolution in teaching and research;
 - e. Doing anything related to the above, directly or indirectly, or incidental thereto, all in the broadest sense.
3. The society is a non-profit association.
4. The society aims to be a public benefit institution as defined in Article 5b of the General Law on State Taxes (Awr) and aims to be classified as such by the Dutch Tax Authorities.

Members

Article 4.

1. The society has ordinary members, student members, and distinguished fellows. Ordinary members may be subdivided in special categories. The special categories can be defined in the bylaws. Where this constitution refers to members or member, this will be understood to mean ordinary members as well as student members and distinguished fellows unless there is evidence to the contrary.
2. Members, except the distinguished fellows, are those who have registered as members with the secretary in writing (including electronic mail) and have been accepted by the steering committee as members. Acceptance is evidenced by a statement issued by the secretary. In the event of non-admission by the steering committee the council may decide to admit the applicant as yet.
3.
 - a. Distinguished fellows of the society are private individuals who have been appointed by the general meeting on the recommendation of the council because of their special services to the society or in the context of the society's object.

- b. Every member may put a motion to the council to appoint a specific person as distinguished fellow. Every two-year period just one person may be appointed distinguished fellow.
 - c. Distinguished fellows have no financial obligations towards the society.
- 4. Membership categories can differ in the membership dues and whether they receive the printed copy of the Journal of evolutionary Biology. The membership dues will be inserted in the bylaws.
- 5. The secretary keeps a register of members in which the names and addresses of all members are recorded. The secretary can delegate this function to the publisher of the journal.
- 6. Membership is personal and cannot be transferred or pass by succession.

Donors

Article 5.

- 1. Donors are they who have declared themselves willing to financially support the society with a minimum contribution to be determined by the council and have been admitted by the steering committee as such.
- 2. Donors have no other rights or obligations than those awarded or imposed by or by virtue of this constitution.
- 3. The rights and obligations of a donor may be terminated at all times by the donor concerned and/or by the steering committee by means of a written notice on the understanding that the annual contribution for the current society's financial year will be payable in full.

Suspension

Article 6.

- 1. The steering committee has the right to suspend a member for a period not exceeding one month in the event that the member repeatedly acts contrary to the membership obligations or has hurt the society's interests by the member's acts or actions.
- 2. During the period of suspension, the rights attached to the membership may not be exercised while the suspended member's obligations will remain in effect.

End of Membership

Article 7.

- 1. The membership ends:
 - a. By the death of a member; if a legal person is a member of the society, its membership ends when the entity ceases to exist;
 - b. By termination of a member;
 - c. By termination by the society;
 - d. By disqualification.
- 2. The member may terminate his or her membership only effective from the end of the society's financial year and with due observance of a notice period of at least one month. Notice must be given in writing to the secretary. If termination has not been effected in time and/or writing, the membership will continue until the end of the next financial year unless the steering committee decides otherwise.
Membership, however, ends with immediate effect after termination:
 - a. If the member cannot reasonably be expected to continue the membership;
 - b. Within one month after a resolution restricting the rights of members or increasing their obligations has become or made known to a member, unless this concerns a change in the financial rights and obligations;

- c. Within one month after a member has been informed of a resolution to convert the society into another legal form, on merger, secession or split-off.
- 3. Termination of the membership by the society is effected by the steering committee effective from the date as will be fixed by the steering committee and without observance of a notice period:
 - a. If the member fails to comply with his or her obligations towards the society;
 - b. If the member no longer meets the requirements then set by the constitution for membership;
 - c. If the member does not pay the yearly membership fee;
 - d. If the society cannot reasonably be required to continue the membership.
 Notice of termination will always be given in writing (including electronic mail) stating the reason(s).
- 4. A member may be disqualified from membership only if he or she acts contrary to the constitution, bylaws or resolutions of the society or if he or she unreasonably prejudices the society. Members are disqualified by the council, which will notify the member concerned as soon as possible, stating the reasons.
- 5. Within one month of receipt of the notice of the resolution the person concerned may file appeal with the general meeting from a resolution of the steering committee terminating his or her membership or disqualifying him or her from membership.
The decision of the general meeting on the appeal referred to in the preceding sentence requires at least two-thirds of the votes validly cast regardless of the number of members with voting rights present or represented at the meeting. During the appeal term and pending the appeal the member will be suspended.
- 6. If membership ends in the course of the society's financial year, the annual contribution will remain payable in full unless the council decides otherwise.

Funds

Article 8.

- 1. The society's funds consist of the contributions of donor and members, the proceeds from the journals published by the society and other publications and of any acquisitions following testamentary dispositions, legacies and gifts and other revenue.
- 2. The general meeting may decide to change the annual membership dues. The members may be classified in categories that each pay a different contribution.
- 3. In special cases, the steering committee has the right to grant exemption in whole or in part from payment of a contribution.
- 4. Inheritances are accepted by society only under the privilege of inventory.
- 5. The society does not hold more capital than is reasonably necessary for the continuity of the planned activities for the benefit of its objective.
The capital required for the continuity of the planned work includes:
 - a. capital or constituents thereof that have been obtained by the society pursuant to a will or donation, and which must be maintained, whether or not in real terms, on the basis of the ultimate disposition or donation;
 - b. assets to the extent that their maintenance results from the society's objective; and
 - c. assets and capital held for the anticipated purchase of assets, insofar as an institution reasonably needs those assets for the benefit of the society's objective.

Steering Committee Composition and Appointment

Article 9.

1.
 - a. The steering committee consists of the officers of the society. Officers are elected or appointed from among the members.

Officers are at least a president, a president elect, a past president, an executive vice president, a vice president, a secretary, the editor-in-chief of the society's journal *Journal of Evolutionary Biology*, a member of the Oversight Committee of the journal *Evolution Letters* published by the society, and an officer entrusted with the organization of the biennial congress of the society.

The president elect and the vice president are elected by the general meeting from a binding list of two candidates for each officer save for the provisions contained in the succeeding paragraph. The list of candidates is drawn up by the election committee.

The executive vice president and the secretary are elected by the general meeting from a binding list of one candidate for each officer save for the provisions contained in the succeeding paragraph. The list of candidates is drawn up by the Executive Committee.

The JEB editor-in-chief and the member of the Oversight Committee are appointed on the recommendation of the executive committee, by the council.

The congress organizer is appointed on the recommendation of the executive committee, by the general meeting.
 - b. By a resolution passed by at least two-thirds of the votes validly casted at a meeting at which at least two-thirds of the members is represented, the general meeting may each time decide that a nomination is not binding.

Members who have cast their votes in the manner referred to in Article 21.3 for the meeting are deemed to be present at the meeting.
 - c. If no list of candidates has been drawn up or if the general meeting decides that a nomination is not binding in accordance with the preceding paragraph, the general meeting will be free in its choice.
 - d. An officer shall not have access to the capital of the society as if it were the officer's own capital.
2. The vice president and the congress organizer will be appointed for a two-year period. Beside the two-year term of office as president, the president will be part of the steering committee as the president elect during the two years before office and will remain on the steering committee as past president for a period of two years. The executive vice president, the secretary, the member of the Oversight Committee, and the JEB editor-in-chief are appointed for a period of four years or six years, depending on what has been agreed with the officer concerned. With the exception of the president all officers will be eligible for reappointment without restrictions.
3. If an officer retires prematurely, the steering committee is required to include the filling of the vacancy in the agenda for the next general meeting or, insofar as an officer is concerned who has been appointed by the council, the steering committee will request the council to fill the vacancy as soon as possible.

As long as the vacancy has not been filled, the executive committee will take care if the duties of the vacant position.
4. The members of the board receive no remuneration for their work.

They are entitled to reimbursement of the costs incurred by them in the performance of their duties, insofar as these are reasonably made and non-excessive attendance fees.

Executive Committee

Article 10.

1. The society has an executive committee that forms part of the steering committee. The executive committee consists of the president, the executive vice president, the JEB editor-in-chief of the society's journal, the member of the Oversight Committee, and the secretary. The executive committee deals with the society's current business. The executive committee is authorized to independently take and implement decisions of minor interest. For other decisions the executive committee requires the prior consent of the steering committee. For important decisions the executive committee requires the prior consent of the council.
2. The council may draw up a list of acts that may be executed by the executive committee without the council's consent and/or a list of acts for which the executive committee requires the council's prior consent.
3. The provisions contained in Articles 11 and 12 regarding the steering committee apply mutatis mutandis to the executive committee to the extent possible.

Positions and Steering Committee Meetings

Article 11.

1. Every officer may hold just one position in the society.
2. Steering committee meeting will be held in the venue specified in the notice calling the meeting. The steering committee meets at least biennially at the society's congress.
3. The council meets at least biennially at the society's congress.
The executive committee meets at least once a year.
4.
 - a. Meetings will be held whenever the president deems desirable or when at least one-third of the number of officers in office so request the president in writing, carefully stating the subjects to be considered.
 - b. If the president does not comply with such request or complies with the request but such that the meeting cannot be held within three weeks of the request, the applicant(s) will have the right to call the meeting themselves with due observance of the required formalities.
5. The meeting – save for the provisions contained in paragraph 4.b – will be called by the president at least seven days in advance, not counting the day of notice and the day of the meeting, by means of notices.
6. Beside the venue and time of the meeting the notices will state the subjects to be considered.
7. The meeting will be chaired by the president. If the president is absent, one of the other officers designated by the steering committee will chair the meeting. If the chairmanship is not provided for in this manner, the meeting will be chaired by the oldest officer present.
8. Minutes will be kept of the business transacted at the meetings by the secretary or one of the others present, so requested by the chair.
These minutes will be adopted at the same or the next meeting and in evidence thereof signed by the chair and secretary of that meeting

Steering committee Resolutions

Article 12.

1. The steering committee may pass resolutions at meetings only if the majority of the officers in office are present or represented at the meeting.
Resolutions may be passed only regarding subjects that have been included in the agenda.

An officer cannot participate in the deliberation and decision-making if the officer has a direct or indirect personal interest that conflicts with the interest of the society. The officer concerned is obliged to notify the other officer(s) immediately of a conflict of interest as referred to in the previous sentence.

If all officers or the sole officer have a conflict of interest as referred to in the previous sentence, the decision can still be taken by the general meeting.

2. An officer may choose to be represented at the meeting by a fellow officer submitting a written proxy that is adequate in the opinion of the chair of the meeting. An officer may represent just one fellow officer as proxy.
3. If the requirements set by the constitution for the calling and holding of meetings have not been observed, valid resolutions may still be passed on all subjects that come up provided by a general vote and provided that all officers are present or represented.
4. The steering committee may pass resolutions outside meetings provided that all officers have been given the opportunity to express their opinions in writing (including all forms of text transmission) and have voted in favour of the motion.

The secretary must make a record of a resolution thus passed, which will be co-signed by the chair and added to the minutes.

5. Every non-suspended officer may cast one vote.
6. Insofar, as the constitution does not prescribe a larger majority, all steering committee resolutions will be passed by an absolute majority of the votes validly cast.
7. The provisions contained in Article 23.3 and 23.4 apply mutatis mutandis to a tie.
8. All votes at a meeting will be cast orally unless before the vote one or more officers require votes to be cast in writing. Written votes will be cast by means of sealed and unsigned ballots.
9. Blank or invalid votes or abstentions will be regarded as not having been cast. Blank or invalid votes or abstentions will be counted in determining the quorum.
10. The opinion expressed by the chair at the meeting about the outcome of the vote will be decisive. The same applies to the contents of a resolution passed insofar as the vote concerned about a motion that was not recorded in writing. If the correctness of this decision is disputed immediately after a new vote will be held if the majority of the meeting or, if the vote was not cast by roll call or in writing, one person with voting rights so requires. This new vote will cancel the legal consequences of the original vote.

End of Steering committee Membership

Article 13.

1. The steering committee membership of an officer ends:
 - a. By the end of the membership of the society;
 - b. By removal from office, with due observation of the provisions contained in paragraphs 2 and 3;
 - c. By the officer's retirement, with due observation of the provisions contained in paragraph 4;
 - d. By the officer losing the right to dispose of his or her property;
 - e. By expiry of the period for which an officer has been appointed.
2. Officers may be suspended and removed from office by the body that has appointed the officer concerned at all times, stating reasons.
3. Suspension will end if the competent body has not decided on removal from office within three months. The suspended officer will be given the opportunity to render account to the meeting concerned and may choose to be assisted by council in doing so.
4. The officers have the right to retire at all times, provided they do so in writing with due observation of a notice period of at least three months.

Administrative Authority

Article 14.

1. The executive committee is entrusted with the administration of the society.
2. The steering committee is not authorised to pass resolutions entering into agreements to acquire, alienate and encumber registered property and entering into agreements by which the society commits itself as surety or as joint and several co-debtors, warrants performance by or provides security for a debt of a third party, unless the steering committee has acquired the prior consent of the council.

Representation

Article 15.

1. The society is represented by the steering committee or by the executive committee.

Council

Article 16.

1. The council consists of all officers as well as a maximum of thirty members as representatives of the different countries.
For every country no more than two persons may be a member of the council. Members of the council must be members of the society.
2. The council may pass resolutions only if at least three officers and at least five other members of the council are present.
3. With due observation of the other provisions contained in this Article the members of the council, insofar as they are not officers, will be appointed by the council. Vacancies will be filled as soon as possible. Members of the council will be appointed on the recommendation of the council. Every member may submit a motion to the council to appoint a certain person as member of the council. The council will submit the motions received to the secretary, after which the executive committee will give its opinion of the candidate. The appointed candidates will be announced at the next general meeting.
4. The members of the council, insofar as they are not officers, will be appointed for a four-year period. Their office starts at the biennial congress of the society. They will retire by rotation in accordance with a schedule drawn up by the council and will be eligible for reappointment without restrictions.
5. The membership of the council will also end:
 - a. Upon termination of membership of the society;
 - b. By retirement, which must be effected in writing with due observance of a notice period of three months;
 - c. By removal from office by the council.

A resolution to remove an officer from office may be passed only by a three-quarters majority of votes cast at a meeting of the council at which at least one half of all members are present or represented.
The presence and the vote of the member about whose removal from office a resolution will be passed do not count for the quorum requirement and decision-making.
6. The council meets at the biennial society congress and whenever the president or five members so request in writing. If such request is not complied with within three weeks the applicant members will be jointly authorized to call the meeting, which provides for its chairmanship if necessary.
7. The members of the council are authorised to have themselves represented by a fellow member authorised in writing. At the meeting a member may represent just one fellow as proxy.
8. Unless this constitution stipulates otherwise all resolutions of the council are passed by simple majority of the votes validly cast.

9. Votes on persons will be taken in writing, votes on business matters orally, unless the meeting decides otherwise about the latter.
In the event of a tie the motion will again be included in the agenda for the next meeting. If there is again a tie at that meeting, the motion will be deemed to have been rejected. If the motion concerns the election of persons, the president will decide.

Duties and Powers of the Council

Article 17.

Besides the duties and powers explicitly listed in this constitution the council will integrally supervise the policy of the steering committee and the executive committee and the general course of business of the society.

The council is authorized to advice the steering committee and executive committee on request.

Election committee

Article 18.

1. The society has an election committee comprising three members. The chair of the election committee will be appointed by the president of the society at least six months before the next biennial congress.
The members of the election committee will be appointed by the chair of the election committee.
The members of the election committee must be member of the society.
The chair of the election committee will be appointed from among the members of the council.
2. The election committee is entrusted with:
 - a. Organising and supervising the election of the president, the vice president, the executive vice president and the secretary;
 - b. Drawing up a list of candidates for the appointment of the president, vice president;
 - c. preparing a nomination list for the Executive Vice-President and the Secretary on the recommendation of the Executive Committee;
 - d. Looking for suitable candidates for the positions referred to in a. and b., among other things by information from the council;
 - e. Organising the election in the event of a recommendation for the appointment of a distinguished fellow;
 - f. The announcement of the newly elected officers at the biennial congress.
3. The members of the election committee will be appointed for a period of two years and will be eligible for reappointment without restrictions.

Financial Year and Annual Accounts

Article 19

1. The society's financial year coincides with the calendar year.
2. The steering committee is required to keep accounts of the financial status of the society and of anything regarding the activities of the society in accordance with the requirements arising from these activities and to keep the accompanying books, documents and other data carriers such as that the society's rights and obligations can be known from them at any time. The steering committee may delegate the bookkeeping to the executive vice president.
The administration of the society must be organized in such a way that it clearly shows:

- a. the nature and extent of the expense allowances and attendance fees due to the individual members of the executive board;
 - b. the nature and scope of the costs incurred by the society for the management of the society, whereby these costs must be in reasonable proportion to the expenditures of the society for the benefit of its purpose;
 - c. the nature and scope of the other expenses of the society than referred to under b;
 - d. the nature and extent of the income of the society;
 - e. the nature and extent of the assets of the society, the purpose for which the assets are held, and a justification for the size of the assets.
3. At least every year, one general meeting of the membership (annual meeting) will be held within six months after the end of the society's financial year, unless this term is extended by the general meeting. In this general meeting, the steering committee issues its annual report on the state of affairs in the society and about the policy pursued. The steering committee presents the balance sheet and the statement of income and expenditure with an elucidation to the meeting for approval. Hereinafter, these documents will be jointly referred to as "annual accounts".
 4. The annual accounts are signed by the members of the steering committee. If the signature of one, or several, of them is missing, this and the reason therefore will be stated.
After the expiry of the term stated in paragraph 3, every member of the steering committee can legally claim that he or she fulfilled the obligations listed in paragraph 2.
 5. Every two years, six months before a general meeting, the president will appoint an accountant as referred to in Article 393 paragraph 1 of Book 2 of the Dutch Civil Code. The accountant examines the balance sheet and the statement of income and expenditure with the elucidation and presents a statement of assessment on this. The steering committee will submit the accountant's report together with the annual accounts referred to in paragraph 3 to the general meeting.
 6. The steering committee is required to provide the accountant with all information requested for the accountant's assessment, to show the accountant the cash funds and assets and to make available for inspection the books, documents and other data of the society.
 7. The instruction to the accountant may be revoked at all times by the general meeting but only by the appointment of another accountant.
 8. The general meeting adopts the annual accounts. After the motion to adopt the annual accounts has been considered, a motion will be submitted to the general meeting to grant discharge to the officers for the policy pursued by them in the financial year concerned insofar as evidenced by the annual accounts or such policy has been made known to the general meeting.
 9. The data stored on a data carrier, with the exception of the paper balance sheet and the statement of income and expenditure, may be transferred and stored on a different data carrier, provided that they are transferred with the correct and complete representation of the data and these data are available during the entire storage period and can be rendered legible within a reasonable time.
 10. The steering committee must keep the documents referred to in paragraph 3 and the balance sheet and the statement of income and expenditure for the term set by Article 2:10 of the Dutch Civil Code, which currently is seven years.
 11. The society must have an up-to-date policy plan that provides insight into the activities to be carried out by the society in order to achieve its objective, the method of acquiring income, the management of its assets and the way in which they are spent.

General Meetings

Article 20.

1. The steering committee will call a general meeting whenever the steering committee deems this desirable or is required to do so by law or the constitution.
2. At the written request of at least such number of members as is authorized to cast one-tenth of the voted at the general meeting if all members are represented the steering committee will be required to call a general meeting within four weeks after such request has been filed.
The requirement of the written request is met if the request is recorded electronically. If the steering committee does not act on the written request within fourteen days, the applicants may call the meeting themselves in the manner in which the steering committee calls general meetings. In that case the applicants may entrust others than officers with chairing the general meeting and drawing up minutes.
3. The call of a members' meeting shall be carried out by written notice sent to the members using the addresses of the members according to the membership list or - if the member agrees - by a legible and reproducible message sent electronically to the address that has been disclosed by the member to the society for this purpose, with due observance of a period of at least seven days, not including the day of the call and that of the meeting.
4. The notice calling the meeting will state the subjects to be considered. If further documents have to be made available for this purpose at the general meeting, this may be done electronically, if the members have agreed to this.
5. The general members' meetings are held in the municipality where the society has its congress that year.

Access and Voting Right

Article 21.

1. Access to the general meeting is granted to members who have not been suspended and others thereto invited by the steering committee and/or the general meeting.
Suspended members have access only to the general meeting at which the resolution about their suspension will be considered and may speak only on that subject.
2. Every member of the society who has not been suspended has one vote.
3. Votes cast electronically prior to the general meeting but not before the thirtieth day before that of the meeting are considered equal to votes cast at the time of the meeting.
4. Every member with voting rights may grant a written power of attorney only to another member with voting rights to cast his or her vote. The requirement of written authorization of the attorney is met if the power of attorney is recorded electronically.
A member with voting rights may act as attorney in fact for two persons maximum.

Chairmanship of the General Meeting and Minutes

Article 22.

1. The president and the secretary of the society will act as chair and secretary at the general meeting. In the absence of the president one of the other officers, to be designated by the steering committee, will chair the meeting. If the chairmanship is not thus provided for, the meeting will provide for its own chair.
2. The secretary or another person designated thereto by the chair will keep the minutes of the business transacted at the meeting. These minutes will be adopted

and signed at the same or the next general meeting by the secretary and the chair of that meeting.

The contents of the minutes will be notified to the members.

Decision-Making of the General Meeting

Article 23.

1. All resolutions of the general meeting will be passed by an absolute majority of the votes validly cast unless the constitution or the law prescribes a larger majority.
2. Blank and invalid votes will be regarded as not having been cast. To determine a required quorum blank or invalid votes or abstentions will be counted.
3. If in the election of persons, no candidate has obtained the absolute majority a second vote will be held. If again no one obtains the absolute majority a revote will be held until either one person has obtained the absolute majority, or an election has been held between two persons and there is a tie.
On repeated voting, the vote will be between all the persons voted for in the previous vote, except for the person obtaining the fewest votes. If in that previous vote the fewest votes were cast for more than one person, a drawing of lots will decide for whom no votes may be cast in the new vote. In the event of a tie in the vote between two persons, a drawing of lots will decide.
4. In the event of a tie about subject matters the motion will be rejected.
5. Save for the provisions contained in Article 21.3 all votes at the meetings will be taken orally, unless the chair deems a written vote desirable or at least such number of members as is authorised to cast one-tenth of the votes at that general meeting so require.
Written votes will be cast by means of sealed and unsigned ballots. Decision-making by acclamation is possible unless one person with voting rights demands vote by roll call.
6. The opinion expressed by the chair at the meeting about the outcome of the vote will be decisive. The same applies to the contents of a resolution passed insofar as the vote concerned a motion not recorded in writing.
If the correctness of this decision is disputed immediately after a new vote will be held if the majority of the meeting of, if the vote was not cast by roll call or in writing, one person with voting rights so requires. This new vote will cancel the legal consequences of the original vote.
7. If this is stated in the call for the general meeting, each member is authorized, in person or by proxy (authorized in writing), by means of an electronic way of communication, to get acquainted directly with the proceedings at the general meeting and to exercise the voting right, provided that the member can be identified via the electronic way of communication, can take note of the proceedings at the meeting and exercise the voting right.
The meeting referred to in the previous sentence does not require the member to participate in the deliberation via the electronic means of communication.
The general meeting is authorized to set conditions in the bylaws for the use of the electronic ways of communication. If the general meeting sets conditions, this will be announced in the call.
8. As long as all members with voting rights are represented at a general meeting, valid resolutions, including resolutions referred to in Article 24, 25 and 26, may be passed about all subjects that come up even though one or several requirements for convening the meeting or other formalities have not been observed, provided by general vote and with the prior knowledge of the council.
9. A unanimous resolution including the resolutions referred to in Articles 24, 25 and 26 of all members with voting rights, even if not convened at a meeting, has the same effect as a resolution of the general meeting, provided it was passed with the

prior knowledge of the steering committee. Such resolution may be passed also in writing.

A member is authorized to cast its vote via an electronic communication tool. The general meeting is authorized to set conditions in the bylaws for the use of the electronic ways of communication.

Bylaws

Article 24.

1. The council may adopt and change bylaws regulating subjects not provided for wholly or partly by this constitution.
2. The bylaws may not be contrary to the law, including provisions that are not mandatory, or to the constitution.
3. The provisions contained in Article 23 paragraph 1, 2, 3, and 4 apply mutatis mutandis.

Amendments to the Constitution, Merger, secession and Split-off

Article 25.

1. The society's constitution may be amended only after a resolution of the general meeting, which has been called by a notice stating that at that meeting a motion will be submitted to amend the constitution. The term for calling such meeting is at least two months.
If the steering committee submits a motion to amend the constitution the steering committee will first submit the motion to the council for advice. If someone other than the steering committee wishes to put a motion to amend the constitution this motion must be submitted to the secretary. The secretary will then submit the motion to the council for advice. A motion to amend the constitution must be submitted to the council at least three months before the general meeting decides on this motion.
2. The parties calling the general meeting at which a motion to amend the constitution is considered must deposit for inspection a copy of that motion setting out the verbatim text of the proposed amendment(s) and, if available, the advice of the council, by the members in a suitable place at least five days before the meeting and until one day after the day of the meeting.
The provisions of Article 20, paragraph 2 (available for inspection electronically) apply.
3. A resolution to amend the constitution will be passed by a majority of votes.
4. The provisions of the first three paragraphs do not apply if at the general meeting all members are represented and the resolution to amend the constitution is passed by a general vote.
5. An amendment of the constitution does not take effect until a notarial deed has been drawn up. Every officer is authorized to have the notarial deed executed. The general meeting may furthermore authorize one or several persons to have the notarial deed executed.
6. The provisions of this Article apply mutatis mutandis to a resolution on merger as referred to in Article 2:309 of the Dutch Civil Code and a resolution on a secession or split-off as referred to in Article 2:334a of the Dutch Civil Code.

Dissolution and Liquidation

Article 26.

1. The society may be dissolved by a resolution of the general meeting. The provisions contained in Article 25, paragraphs 1,2,3,4 and 5, apply mutatis mutandis.

2. The assets will be liquidated by the executive committee unless otherwise determined by the general meeting. A possible positive balance after liquidation will benefit an institution, which is to be designated by the steering committee, and which has a similar purpose as the society or a foreign institution, that exclusively or almost exclusively serves the public benefit, and which has a similar objective as the society. The liquidators will transfer the positive balance to this institution.
3. After dissolution, the society will continue to exist insofar as required for the liquidation of its assets. During liquidation, the provisions of the constitution will remain in effect as much as possible.
4. Documents and notices sent by the society must contain the words 'in liquidation' after its name.
5. The books, documents and other data carrier of the society must be kept by a natural or legal person to be designated by the liquidators for seven years after liquidation or the term prescribed by law.
6. Custodian will be the person designated by the liquidators as such.

Final Provision

Article 27.

The general meeting of the society will have all powers not awarded to other organs of the society by law or the constitution.