

DRAFT CONSTITUTION OF THE WADER STUDY GROUP

INSTRUMENT OF ASSOCIATION

If the Executive Committee denies admission, the General Assembly may overrule this decision and admit the person concerned.

ARTICLES OF ASSOCIATION

Membership shall be available to any natural or legal person that is interested in the Society's work. Any legal person shall be referred to in this Instrument as a "member organisation".

NAME AND DOMICILE

Article 1

The name of the Society shall be:

INTERNATIONAL WADER STUDY GROUP (WSG)

and its domicile shall be: Texel, The Netherlands (NL)

Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Society; and may appoint an alternate to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend. Each member organisation shall notify the name of the representative appointed by it and of any alternate to the general secretary. If the representative or the alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

OBJECTS

Article 2

1. The Society's objectives ("the objects") are to:

i) internationally promote, encourage and co-ordinate studies on waders or shorebirds (Charadrii) and factors affecting them; and

ii) internationally enhance the exchange of information and experience relating to waders or shorebirds (Charadrii) and factors affecting them.

Honorary members shall be those members:

- who have been nominated as such by the Executive Committee by reason of their exceptional merits to the Society, and
- who have been granted the status of honorary member by the General Assembly, and
- who have accepted this status.

Article 5

Membership shall be personal and therefore non-transferable.

DURATION

Article 3

The Society shall exist indefinitely.

Article 6

Membership shall end:

- a. by the death of a member (who is a natural person) or by dissolution of a member (who is a legal person)
- b. by cancellation by the member
- c. by cancellation by the Society
- d. by expulsion.

MEMBERSHIP

Article 4

The Society shall have ordinary members and honorary members. In these Articles and in any regulations adopted or decisions made pursuant to these Articles, the terms "member" and "members" shall refer both the ordinary and the honorary members, unless there is an express indication or obvious implied intent to the contrary.

Ordinary members shall be those members who have requested membership from the Executive Committee and have been admitted to the Society as such.

Members may only cancel their membership effective at the end of a financial year. This cancellation must be in writing and at least four weeks' notice must be given. Nevertheless, membership may be immediately terminated by cancellation:

- a. Where it would be unreasonable to require continuation of membership.
- b. Where the rights of members have been limited or their obligations have been increased. This cancellation must be within one month of the time when the decision limiting such rights or increasing such obligations has been communicated to the member, or the time when the member learned of such decision. If, however, the decision concerns a change in financial rights or obligations, membership may be cancelled effective at the end of the year following the year in

which the cancellation is made.

c. Where the Society has been converted into another legal form, or has merged with another body. This cancellation must be within one month after this decision of conversion or merger was communicated to the member concerned.

If a cancellation is not within the applicable term, the membership will continue until the end of the Society's year following the year in which the cancellation was made.

The Society may only cancel a membership effective at the end of a financial year.

This cancellation shall be by the Executive Committee. It shall be in writing and at least four weeks' notice shall be given. The Society may only cancel a membership where it would be unreasonable to require the Society to continue the membership concerned.

If a cancellation is not within the applicable term, the membership will continue until the end of the Society's year following the year in which the cancellation was made.

A member may only be expelled from the Society where the member has violated these Articles, or the regulations or decisions of the Society. A member will, for example, violate these Articles, regulations or decisions where, after a reminder, the member fails to promptly pay annual dues. A member will also violate these Articles, regulations or decisions where the member unreasonably acts in a manner prejudicial to the interests of the Society.

Expulsion shall be by decision of the Executive Committee. The Executive Committee shall inform the member of such decision promptly and shall state reasons for the decision. The member concerned may appeal to the General Assembly within one month of receipt of the notice of the Executive Committee's decision.

During the term of appeal and pending appeal, the member shall be suspended.

The General Assembly may decide to expel a member by a decision to that effect, taken by a majority of at least two-thirds of the votes cast.

Where a membership ends in the course of the Society's year, the member shall still owe the annual dues for that entire year.

The Executive Committee may suspend a member that violates these Articles or regulations or decisions of the Society or unreasonably acts in a manner prejudicial to the interests of the Society. The Executive Committee shall determine how long the suspension shall last, but no suspension shall last longer than six (6) months. The suspension may be appealed to the General Assembly. The provisions of section 4 regarding "appeal" shall apply.

Before the Executive Committee makes any decision to expel a member or cancel a membership, the member concerned shall have an opportunity to make comments before the Executive Committee. At the hearing where

the member makes these comments, the member may be assisted by counsel.

DONORS

Article 7

Donors shall be admitted as such by the Executive Committee.

The Executive Committee may revoke the status of donor by a written statement of termination.

Donors must make an annual financial contribution to the Society. The minimum amount of this contribution shall be set by the General Assembly.

FUNDS

Article 8

The Society's funds shall consist of the annual dues of the ordinary members and the donors, testamentary dispositions, legacies, gifts and other revenues.

Each ordinary member shall owe annual dues. The amount of these dues shall be set by the General Assembly.

Honorary members shall be exempted from annual dues, unless the General Assembly expressly stipulates that the honorary members shall owe annual dues as described above. The amounts owed annually must be paid through bank draft into a bank account to be determined by the Executive Committee.

The Society's funds must be spent in conformity with the Society's purpose.

THE EXECUTIVE COMMITTEE

Article 9

The Executive Committee shall have at least ten and no more than twenty-two members. The members shall be natural persons. The chairman, general secretary and treasurer shall be elected by the members. The chairman, general secretary and treasurer shall comprise the day-to-day management.

The members of the Executive Committee shall be appointed from among the members of the Society. Nominations for election to the Executive Committee must be made by members of the Society in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual General Assembly meeting. Each nomination must be proposed and seconded by two fully-paid up members and accompanied by a signed statement of willingness to

stand for election by the nominated person. Should nominations exceed vacancies, election shall be by ballot.

The Executive Committee may in addition appoint not more than 7 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Meeting under clause 10(3.a.) and shall take effect from the end of that meeting, unless the appointment is to fill a place which has not then been vacated, in which case the appointment shall run from the date when the post becomes vacant.

The General Assembly may suspend or dismiss members of the Executive Committee at any time, but must state reasons for such suspension or dismissal. The General Assembly may suspend or dismiss a member of the Executive Committee only by a majority vote of two-thirds of the votes cast. A member of the Executive Committee may also be suspended or dismissed in the following instances:

- a. if the member is unable to continue in office by reason of a mental or physical condition.
- b. if the member has been declared bankrupt or has been granted a suspension of payment.
- c. if the member has been absent without statement of reason at all of the meetings of the Executive Committee or the members for a period of one year.

Any suspension of a member of the Executive Committee shall end where the General Assembly does not decide to dismiss the suspended member within three months of the suspension. The suspended member shall be allowed an opportunity to explain his or her actions before the General Assembly and may be assisted by counsel on that occasion.

Members of the Executive Committee shall be appointed for a period of no more than three years. In this context, "one year" shall be a period between two consecutive annual General Assembly meetings. The members of the Executive Committee shall step down in conformity with a schedule set by the Executive Committee. Any member of the Executive Committee who steps down in conformity with the schedule shall be eligible for immediate re-appointment. The term in office of members of the Executive Committee shall begin immediately after the meeting at which they are appointed. If, however, an appointment is made for an Executive Committee position which is filled at the time of the appointment, then the term in office of the member so appointed shall begin as soon as that position is vacant.

Existing vacancies shall be filled as soon as possible. However, the Executive Committee shall retain its decision-making authority even where it does not have its full number of members.

Members of the Executive Committee must:

- a. have reached the age of eighteen years, and
- b. have signed a statement accepting the Executive Committee position and declaring intent to act in the interest of the Society.

A member of the Executive Committee may resign from that position at any time, but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect.

No member of the Executive Committee may at any time make any claim on the capital or property of the Society, or derive profit through the exploitation of the Society's property.

As an exception to Section 10, a member of the Executive Committee may receive compensation where the member or a company run at the member's expense has certain knowledge or skills that the member has used to benefit the Society at the Executive Committee's request. However, the following conditions must be satisfied:

- a. The majority of the Executive Committee may in no case benefit from this rule, and
- b. The member of the Executive Committee who asserts an entitlement to compensation may not participate in the Executive Committee meeting at which the Executive Committee decides whether the compensation will be awarded and, if the compensation is awarded, what its amount will be.

Each member of the Executive Committee may receive compensation for the performance of activities for the Society, provided that the conditions of Section 11, paragraphs a. and b., are met.

Article 10

The Executive Committee shall be charged with the governance of the Society. The Executive Committee may delegate tasks and powers to the day-to-day management, but retains the right to revoke such delegation.

- a. The Executive Committee shall represent the Society.
- b. Two members of the day-to-day management shall also have power to represent the Society.

- a. The Executive Committee shall meet at least once annually. The Executive Committee shall also meet where the chairman or at least two members of the Executive Committee request a meeting. A meeting of the Executive Committee shall be called by a written notice to all members of the Executive Committee. The notice shall state the date, location and time of the meeting, and shall be given at least fourteen days in advance of the day on which the meeting shall be held. The notice shall announce what subjects shall be discussed at the meeting. However, if the meeting is called to appoint an additional member of the Executive

Committee as referred to in Article 9, section 3, the notice must be given to all members of the Executive Committee at least thirty days in advance of the day on which the meeting is held.

b. A valid decision at the meeting can be made only where at least one-third of the members of the Executive Committee or the entire day-to-day management is present.

The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.

Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any subcommittee.

The Executive Committee has authority to make decisions to enter into agreements to acquire, transfer title to, or encumber registered property as "registered property" is defined under Netherlands law. The Executive Committee also has authority to enter into agreements whereby the Society

- a. is obligated as a guarantor or jointly and severally liable debtor, or
- b. guarantees the debt of a third party, or
- c. provides security for the debt of another.

Article 11

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- a. power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities;
- b. power subject to any consents required by law to borrow money and the charge all or any part of the property of the Society with repayment of the money so borrowed;
- c. power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- d. power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

e. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

f. power to hold workshops, seminars and conferences solely, or in conjunction with other similar organisations in furtherance of the objects;

g. power to commission research in support of the objects and to publish the results of such research;

h. power to appoint and constitute such advisory and sub committees as the Executive Committee may think fit;

i. power to do all such other lawful things as are necessary for the achievement of the objects.

The Executive Committee may grant a power of attorney to one or more members of the Executive Committee or to other persons. This power of attorney shall be an authorisation to represent the Society within the limits of the power of attorney.

THE GENERAL ASSEMBLY

Article 12

The General Assembly shall be open to any member not suspended and to anyone who has been invited by the Executive Committee or the General Assembly. A suspended member may enter the General Assembly meeting at which the decision to suspend will be discussed, and may speak at that meeting on the subject of the suspension.

The members described above shall be entitled to vote in the General Assembly. Each member so described shall have one vote. Each member who is entitled to vote may grant a power of attorney in writing to another member who is entitled to vote to the effect that the second member may cast the vote of the first member. No member entitled to vote may have a power of attorney for more than two persons.

A unanimous decision by all those entitled to vote in the General Assembly shall have the effect of a decision of the General Assembly, even if those entitled to vote are not convened in the General Assembly when that decision is made. However, this decision shall only have the effect of a decision of the General Assembly if the Executive Committee is notified in advance.

The chairman shall decide in what manner the votes in the General Assembly shall be held.

All decisions shall be by absolute majority of the votes cast, unless a larger majority is required by statute or these Articles. In the event of a tie, the vote of the chairman shall be decisive. In the event of a tie

regarding the election of a person, lots shall be cast. In the event that there is an election involving more than two persons and no one person obtains an absolute majority, there shall be a second ballot between the two persons who obtained the highest number of votes in the first ballot. If necessary, intermediate ballots may be held.

Article 13

The chairman shall preside over the meetings of the General Assembly. If the chairman is absent, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting. They shall make this choice before any other business is transacted. If no members of the Executive Committee are present, the General Assembly shall determine who shall preside over the meeting.

The chairman shall decide when a decision has been made by the General Assembly. This decision by the chairman, made at a General Assembly meeting, shall be final.

The chairman shall also decide what the substance of a decision is, to the extent that the decision concerns a proposal that has not been expressed in writing.

The general secretary or a person designated by the Executive Committee shall take minutes of business transacted at General Assembly meetings. These minutes shall be adopted in the same or the next General Assembly meeting, and shall be signed by the chairman and general secretary of that meeting.

Article 14

The Society's financial year shall be the calendar year. At least one General Assembly meeting shall be held each year. This meeting must be held within six months of the end of the financial year, but the General Assembly may extend this term. In this General Assembly meeting, the Executive Committee shall present its annual report on the state of affairs in the Society and on its policy. The Executive Committee shall submit the balance sheet and the statement of profit and loss to the General Assembly with explanatory notes. These documents shall be signed by the members of the Executive Committee. If the signature of any member of the Executive Committee is absent, this absence shall be noted and its reason stated.

If a statement by an accountant as described in article 2:393 section 1 of the Netherlands Civil Code is not presented to the General Assembly regarding the accuracy of the documents referred to in Section 1, the General Assembly shall annually appoint a committee of at least two members who are not part of the Executive Committee.

The Executive Committee shall send the documents referred to in Section 1 to the committee at least one month in advance of the day of the General Assembly

meeting at which the documents will be discussed. The committee shall examine the documents and present its findings to the General Assembly.

The Executive Committee must submit to the committee any information requested by the committee for its inquiry. The Executive Committee must also, upon request, present the cash in hand and all securities, and permit a review of the books and documents of the Society.

If the committee believes that this inquiry requires special accounting expertise, the committee may hire an expert to assist it at the Society's expense.

Article 15

In addition to the General Assembly meeting referred to the previous article, the Executive Committee may convene General Assembly meetings as frequently as it considers needful.

Where at least ten members so request in writing, the Executive Committee must convene a General Assembly meeting no later than thirty days after the submission of the request.

If the request is not honoured within fourteen days, the persons making the request may convene a General Assembly meeting personally. In this event, these persons may designate persons who are not members of the Executive Committee to preside over the meeting and take minutes.

Every General Assembly meeting shall be called by the Executive Committee. The general secretary shall give at least 30 days' notice of the General Assembly meeting to all the members of the Society. The notice shall specify the time, place and general nature of the business of the meeting.

Where the General Assembly meeting has not been called by written notice, the General Assembly may nevertheless make decisions that are legally binding. For the decisions to be legally binding, there must be present at the meeting at least a number of persons entitled to vote equal to half of the number of votes that may be cast in a meeting where all members are present. Also, for a decision to be legally binding there must be no objection by a member or by the Executive Committee against making decisions.

Where the General Assembly meeting is called within a shorter term than the required term, the General Assembly may nevertheless make decisions that are legally binding. However, the decisions shall not be legally binding if a number of those present equal to those entitled to cast one-tenth of the votes in that meeting shall object.

The provisions of the first paragraph of this section shall also apply to decision-making by the General Assembly meetings regarding subjects that are not listed on the agenda.

AMENDMENT OF THESE ARTICLES

Article 16

These Articles may only be amended by decision of the General Assembly. The notice convening a General Assembly meeting at which such a decision will be discussed must state that amendment of the Articles will be proposed at that meeting.

Anyone convening a General Assembly meeting for the purpose of discussing a proposal to amend the Articles must make a verbatim copy of that proposal available for review by the members at a suitable location at least thirty days in advance of the day of the meeting.

An amendment of the Articles may only be adopted by a majority in the General Assembly of at least two-thirds of votes cast.

The amendment to the Articles shall not take effect until after a notarial instrument of the amendment has been drawn up.

Any member of the Executive Committee is authorised to execute the notarial instrument of the amendment of the Articles.

The provisions of sections 1 and 2 of this Article shall not apply where all those entitled to vote are present or represented in a General Assembly meeting and the decision to amend the Articles is unanimous.

The members of the Executive Committee must file a certified copy of the instrument of amendment of the Articles, and a full text of the entire Articles as amended, at the Register of Societies maintained by the Chamber of Commerce.

DISSOLUTION AND LIQUIDATION

Article 17

If the Executive Committee considers it necessary or advisable to dissolve the Society, it must convene a special members' meeting. The provisions of Article 16, sections 1, 2, 3 and 5 shall apply.

At the meeting described in section 1, the General Assembly shall decide how any funds shall be used. Funds shall be used in conformity with the purpose of the Society as far as possible.

Liquidation shall be by the Executive Committee.

Subsequent to liquidation, the Society shall continue to exist to the extent that such existence is needed for the liquidation of the assets of the Society. During the liquidation, the provisions of the Articles shall remain in force as far as possible. In documents and

announcements issued by the Society, the words "in liquidation" shall be added to the Society's name.

The Society shall cease to exist when no known assets exist, as judged by the Society itself and by its liquidator(s). The liquidator(s) shall enter an item in the register indicated in section 6 of Article 16, to the effect that the Society has ceased to exist.

The books and documents of the dissolved Society must be stored for twenty years from the end of the liquidation. The liquidators shall designate a person for the storage.

REGULATIONS

Article 18

The Executive Committee and the General Assembly may adopt and amend one or more regulations, whether internal regulations or otherwise. These regulations may cover subjects not covered or not covered completely by these Articles.

No regulation may contain any clause that violates statutory law or these Articles.

The provisions of Article 16 sections 1, 2 and 5 shall apply to decisions to adopt or amend a regulation.

Article 19

The Executive Committee may create committees comprising three or more members of the Society. Such committees may perform inquiries and other activities designated by the Executive Committee. The committees may be created for such a period of time as the Executive Committee may consider necessary or advisable. The committees must give an accounting at least once annually to the Executive Committee.

Article 20

Any notice required to be served on any member of the Society shall be in writing and shall be served by the general secretary or the Executive Committee on any member either personally or by sending it through the post (prepaid) addressed to such member at his or her last known address, and any such letter so sent shall be deemed to have been received within 21 days of posting.