

English translation
of the
Constitution of the European Association of Agricultural Economists
(revised version of 18 December 2012)

The original Statutes of the EAAE are in Dutch. This English translation is for convenience purposes only. It does not have any legal force. In case of conflict between a provision in the original Dutch Statutes and this English translation the former shall prevail.

NAME AND SEAT

Article 1

The name of the association is: European Association of Agricultural Economists. Its registered office is in The Hague.

OBJECT

Article 2

1. The object of the association shall be:
 - a. to promote the knowledge and understanding of agricultural economics, in particular in the European context; and
 - b. to promote the exchange of experiences, ideas and information among agricultural economists.
2. The association tries to achieve this object inter alia by organizing meetings for the members, including the organization of a triennial congress with a general theme, and seminars devoted to one or more specific subjects and also by publishing scientific journals.
3. The association does not have the goal to make profits.

MEMBERS

Article 3

1. Members of the association may be natural persons who have reached the age of sixteen and legal persons.
2. The board shall keep a register listing the names and addresses of all the members. With the consent of the member, his/her email address will also be listed.
3. Every member shall be obliged to communicate his/her (email)address and any change therein to the association in writing; this (email)address shall remain valid for the association as long as the member has not given the association another (email)address in writing. All the consequences of not communicating his/her (email)address and changes therein shall be at the expense and risk of the member.

ADMISSION

Article 4

1. The board shall decide about admission of members.
2. If a person is not admitted as a member the general meeting may still decide on admission.

CONTRIBUTIONS

Article 5

1. The members shall be obliged to pay a triennial contribution, which shall be determined by the board, after approval obtained from the general meeting.
After approval obtained from the general meeting, the members may be classified by the board into categories that pay different contributions.
2. The board shall be entitled in special cases to grant whole or partial exemption from the obligation to pay contribution.

END OF THE MEMBERSHIP

Article 6

1. The membership shall end:
 - a. owing to the death of the member natural person and owing to dissolution of the member legal person;
 - b. owing to resignation by the member;
 - c. owing to termination by the association. This may be done if the member has ceased to comply with the requirements of the membership imposed by the statutes, if he or she does not fulfil his/her obligations vis-à-vis the association and also if it cannot be reasonably required of the association to allow the membership to continue;
 - d. owing to expulsion. This may only be pronounced if the member acts contrary to the statutes, regulations or decisions of the association, or harms the association in an unreasonable manner.
2. Termination on behalf of the association shall be effected by the board, after approval obtained from the general meeting. Approval from the general meeting is not required in case of termination by the board on behalf of the association when a member has remained in default to fulfil the contribution as mentioned in article 5 section 1 or any other amount due by the member to the association for more than three months after notice of default.
3. Termination of the membership by the member or by the association may only occur in writing by the end of an association year and subject to four weeks' notice. Nevertheless, the membership may be terminated forthwith if it cannot be reasonably required of the association or the member to continue the membership. Any termination contrary to this section 3, shall cause the membership to end at the earliest time permitted following the date on which termination was requested.
4. Furthermore a member may terminate his/her membership with immediate effect within one month after he or she has been informed of a resolution on conversion of the association into a different legal person or on merger.
5. By terminating his/her membership a member shall not be entitled to exclude himself from a resolution by which the financial obligations of the members have been increased.
6. Expulsion from the membership shall be effected by the board, after approval obtained from the general meeting.
7. A resolution by the association to terminate the membership on the ground that it cannot be reasonably required of the association to allow the membership to continue and a resolution on expulsion from the membership may be appealed against by the relevant person to the general meeting within one month after receipt of the notification of the resolution. For the purpose the member shall be informed in writing of the resolution with a statement of the reasons as soon as possible. During the appeal period and pending the appeal the member shall be suspended.
8. If the membership ends in the course of an association year, the triennial contribution for the whole period shall remain due.

BOARD

Article 7

1. The board shall consist of ten members, namely a president, a vice-president, a secretary-general, a treasurer and also six other board members, who shall be appointed by the general meeting. The appointment shall be made from the group of members, subject to the provisions in section 2 of this article.
2. The general meeting may resolve that board members shall be appointed from outside the group of members.
3. Subject to the provisions in section 4 of this article the appointment of a board member shall be made on ground of a binding nomination prepared by the board, after a call for candidacy to the members of the association. The nomination by the board shall be announced in the convening notice for the meeting.
4. The binding nature of any nomination may be superseded by a resolution of the general meeting passed by at least two thirds of the votes cast in a meeting in which at least two thirds of the members are represented.
5. If no nomination has been prepared or if the general meeting resolves to supersede the binding

nature of the prepared nominations in accordance with the preceding section 4, the general meeting shall be free in its choice.

6. If the number of board members has dropped below the fixed number, the remaining board members or the only remaining board member shall be a competent body. Nevertheless, the board shall be obliged to call a general meeting as soon as possible to fill the vacancy /vacancies.

END OF MEMBERSHIP OF THE BOARD (PERIODICAL) RETIREMENT - SUSPENSION

Article 8

1. Every board member, even if he or she has been appointed for a definite period, may always be dismissed or suspended by the general meeting. A suspension that is not followed by a resolution on dismissal within three months shall end on expiry of that period. If there was a relationship of employment between the association and a board member, an order for restoration of that employment cannot be pronounced by the court.
2. The president, vice-president, secretary-general and the treasurer shall be appointed for a term of three years. The secretary-general and the treasurer shall be eligible for reappointment and when the president retires the vice-president shall be automatically nominated by the board for appointment as president for the coming three years.
3. Ordinary board members (these are the six other board members, not being the president, vice-president, secretary-general and treasurer) shall be appointed for a term of three years. Ordinary board members can be immediately reappointed for another term of three years only once. After two combined terms, a past ordinary board member can be reappointed if at least three years have elapsed since the end of the previous served term. Normally three of the six ordinary board members will retire at the end of each term, while the remaining three will be nominated by the board to serve for another term.
4. The membership of the board shall furthermore end:
 - a. with regard to a board member appointed from the group of members: by termination of the membership of the association;
 - b. by resignation;
 - c. by death.

BOARD POSITIONS - RESOLUTIONS OF THE BOARD

Article 9

1. The president shall act as chair of the board.

In the absence of the president the vice-president shall be chair of the board. The secretary-general shall act as secretary of the board.
2. The proceedings at every meeting shall be recorded by the secretary in minutes, which shall be adopted by the board and signed by the chair and by the secretary.
3. The opinion of the chair pronounced at the meeting of the board about the outcome of a vote shall be decisive. The same shall apply to the contents of a resolution passed, in so far as a vote was taken on a proposal not laid down in writing.
4. If, however, immediately after the pronouncement of the opinion referred to in the preceding section 3, its correctness is contested, a new vote shall be taken if the majority of the board or, if the original vote had not been by poll or in writing, one person entitled to vote requests this. The legal consequences of the original vote shall be made null and void by this new vote.
5. A simultaneous telephone or visual connection with sound realized among all the board members, wherever in the world they may be, shall be deemed to constitute a meeting of the board during the existence of this connection, unless a board member opposes to this.

The minutes of the proceedings attested by the chair and the secretary of the board shall be sufficient proof of the proceedings and of the observance of all the necessary formalities.
6. Resolutions of the board may be passed not only at a meeting but also in writing - including by telegram, e-mail, fax and telex message and also conveyed via any other customary channel of communication and received in writing or in a form susceptible of written reproduction - provided that all the board members have been informed of the resolution to be passed and none of them opposes this method of passing resolutions.

7. By means of bye-laws the board may lay down further rules concerning meetings of and the passing of resolutions by the board.

BOARD TASKS - REPRESENTATION

Article 10

1. Subject to the restrictions according to the statutes, the board shall be entrusted with managing the association.
2. Without prejudice to article 11 the board shall be entitled to have certain parts of its task performed under its responsibility by committees that are appointed by the board. The board may lay down regulations in connection with the method of meeting and the method of passing resolutions within a committee.
3. With the approval of the general meeting, the board shall be entitled to conclude agreements to acquire, grant and encumber registrable property and to enter into agreements in which the association binds itself as guarantor or jointly and severally liable, gives guarantees for a third party or binds itself as security for a debt of a third party. Absence of this approval may be imposed on by and against third parties.
4. The board shall also require approval from the general meeting for resolutions on:
 - I. without prejudice to the provisions under II, entering into legal acts and performing investments in excess of an amount or value of fifty thousand euros (EUR 50,000.--);
 - II.
 - a. hiring, letting and otherwise acquiring or granting the use or usufruct of registrable property;
 - b. lending money and also borrowing money;
 - c. entering into settlement agreements;
 - d. acting at law, including the conduct of arbitral proceedings, but with the exception of taking conservatory measures and taking those legal measures that brook no delay;
 - e. concluding and amending contracts of employment.

The absence of this approval may not be imposed on by and against third parties.
5. The association shall be represented by:
 - a. the board;
 - b. or by the president, vice-president or secretary-general and the treasurer acting jointly

COMMITTEES

Article 11

1. The board shall appoint a congress organising committee, which shall be entitled to act on behalf of the board in connection with the planning and organizing of congresses at times and places that shall be determined by the board. The chairperson of the congress organising committee or a substitute shall be entitled to attend the meetings of the board.
2. Furthermore the board shall be entitled to appoint a programme committee, whose duties shall consist of taking care of programmes at congresses or other meetings if the board desires this. The programme committee shall be appointed for a term of three years and members of this committee shall be eligible for reappointment. The chair of the programme committee or a substitute shall be entitled to attend the meetings of the board.
3. The board shall maintain contacts with the European Review of Agricultural Economics as official scientific publication of the association. The editor in chief/editor of the journal shall be entitled to attend the meetings of the board.

AWARDS AND FELLOWS

Article 12

1. The Awards and Fellows program of the association are two different programs that recognize professional excellence in agricultural economics. Award and Fellow recipients are selected on the basis of their achievements in research and their contribution to the advancement of knowledge in areas related to food, agriculture and natural resource economics.
2. Recipients of Awards and Fellows are presented at the triennial congress of the association.
3. Nominations can be made by one or more members of the association.
4. Fellows are appointed for life as members of the association.

ADMINISTRATION - FINANCIAL YEAR - ANNUAL REPORT – ACCOUNTS AND REPORTING

Article 13

1. The board shall be obliged to keep records of the capital position of the association and of everything concerning the work of the association, in accordance with the requirements that follow from this work, in such a manner and to keep the corresponding books, documents and other information carriers in such a manner, that the rights and obligations of the association may be known at all times.
2. The association year shall run from the first of January up to and including the next thirty-first of December.
3. At a general meeting within six months after the end of the financial year, bar extension of this period by the general meeting, the board shall present its annual report about the course of business in the association and about the policy conducted. On that occasion the board shall submit to the meeting the balance sheet and the statement of income and expenditure with explanatory notes for approval.
These documents shall be signed by the board members; if the signature of one or more of them is lacking, this shall be stated with the reasons. After expiry of the period every member may demand from the joint board members at law that they fulfil these obligations.
4. Annually the general meeting shall appoint from the members a committee of not less than two members, who may not be board members. The committee shall examine the documents referred to in section 3 of this article and shall report its findings to the general meeting.
5. If the examination by the committee requires special accounting knowledge, the committee may be assisted by an expert - after consultation with the board -; the costs of the expert shall be for account of the association. The board shall be obliged to give the committee all information desired by it, to show it the cash and the values if desired and to allow it to inspect the books and documents of the association.
6. The committee may always be relieved of its task by the general meeting but only by the appointment of another committee.
7. The board shall be obliged to keep the documents referred to in the sections 1 and 3 of this article for seven years.

GENERAL MEETING

Article 14

1. The general meeting shall have all the powers in the association that have not been entrusted to the board by the law or the statutes.
2. Annually, at the latest within six months after the end of the association year, a general meeting - the annual meeting - shall be called in accordance with article 18. At the annual meeting attention shall be given inter alia to:
 - a. the annual report referred to in article 13 with the report of the committee referred to there;
 - b. the appointment of the committee mentioned in article 13 for the next association year;
 - c. the filling of any vacancies;
 - d. proposals from the board or the members announced in the convening notice for the meeting.
3. General meetings shall also be held as often as the board deems this desirable.
4. Furthermore on the written request of at least such a number of members as are entitled to cast one tenth of the votes, the board shall be obliged to call a general meeting within a period of not more than four weeks after submission of the request. If the request is not honoured within fourteen days, the persons making the request may make that call themselves by making a call in accordance with article 18 or by an advertisement in at least one daily newspaper widely read in the place where the association is established.
5. The persons making the request may then entrust others than board members with the chair and the secretarial duties of the meeting and the preparation of the minutes.

ADMISSION AND RIGHT TO VOTE

Article 15

1. All the members of the association, the board members who are not members of the association shall be admitted to the general meeting. Suspended members and suspended board members shall not be admitted, provided that suspended members shall be admitted to the general meeting at which the resolution on their suspension will be discussed; suspended members shall be entitled to speak at the meeting about their suspension.
2. The general meeting shall decide on the admission of persons other than those mentioned in section 1 of this article.
3. Each member of the association who has not been suspended shall have one vote. The board member who is not a member of the association shall have a consultative voice.
4. A member may have his/her vote cast by another member authorized for the purpose in writing. A member can represent no more than four (4) other members.
5. The board is authorized to have resolutions - which can be adopted in a general meeting and which are suitable according to the board or which cannot be adopted via a regular general meeting in an, according to the board, acceptable term seen the activities of the members - adopted due to a referendum.
A resolution via a referendum is adopted when at least that many members approve the proposal as is required in a general meeting in which all members are present or represented.

CHAIRMANSHIP - MINUTES

Article 16

1. In accordance with article 9 section 1 the general meetings shall be led by the chair of the board or a deputy, with the exception of the case referred to in article 14 section 4. If the chair and his/her deputy are absent, one of the other board members, to be designated by the board, shall act as chair. If the chair is not filled in this manner either, the meeting shall choose its own chair.
2. The proceedings at every meeting shall be laid down in minutes by the secretary or another person designated for the purpose by the chair, which minutes shall be adopted and signed by the chair and the minutes secretary. The persons who call the meeting may have a notarial report of the proceedings drawn up. The contents of the minutes or of the notarial report shall be communicated to the members.

RESOLUTIONS OF THE GENERAL MEETING

Article 17

1. The chair's opinion pronounced at the general meeting about the outcome of a vote shall be decisive. The same shall apply to the contents of a resolution passed, in so far as a vote was taken on a proposal not laid down in writing.
2. If, however, immediately after the pronouncement of the opinion referred to in section 1 of this article its correctness is contested, a new vote shall be taken if the majority of the general meeting or, if the original vote was not taken by poll or in writing, one person entitled to vote so desires. This new vote shall make the legal consequences of the original vote null and void.
3. In so far as the statutes of association or the law do not provide differently, all resolutions of the general meeting shall be passed by an absolute majority of the valid votes cast.
4. Blank votes and invalid votes shall be considered votes not cast.
5. If in an election of persons, from a binding nomination or otherwise, nobody receives the absolute majority in the first vote, a second vote shall be taken; if then again nobody receives the absolute majority, one or more re-votes shall be taken, until either one person has obtained the absolute majority or a vote has been taken between two persons and the votes are tied. In the said re-votes- not including the second vote - a vote shall always be taken among the persons for whom votes were cast in the preceding vote but with the exception of the person for whom the smallest number of votes was cast in the preceding vote. If in the preceding vote the smallest number of votes was cast for more than one person, it shall be decided by the drawing of lots for which of those persons no votes may be cast in the new vote anymore, provided that in the event of election of persons from a binding nomination no votes may be cast in the new vote anymore for that person who is lower on the nomination. If in a vote between two persons the votes are tied, it shall be decided by the drawing of lots which of the two shall be elected, provided that in

the event of an election of persons from a binding nomination the person who is highest on the nomination shall be elected in that case.

6. If the votes are tied on a proposal about affairs, no resolution shall be passed.
7. All the votes shall be taken by show of hands unless the chair considers a written vote desirable or one of the persons entitled to vote expresses this desire prior to the vote. Written voting shall be done by means of unsigned, closed ballot papers. Resolutions by acclamation shall be possible unless a person entitled to vote desires a poll.
8. An unanimous resolution of all the members, even if they are not gathered at a meeting, shall have the same force as a resolution of the general meeting, provided it has been passed with the prior knowledge of the board.
9. As long as all the members are present or represented at a general meeting, valid resolutions may be passed, provided it is done unanimously, about all subjects raised - so also a proposal on amendment of the statutes or on dissolution - even if no call has been made or if it has not been made in the prescribed manner or if any other prescription about calling and holding meetings or a corresponding formality has not been observed.

CALLING A GENERAL MEETING

Article 18

1. Except for the case referred to in article 14 section 4 the general meetings shall be called by the board. The call shall be made in writing to the addresses of the members according to the register of members referred to in article 3. The convening period shall be at least twenty-eight days, not counting the day of the call and that of the meeting.
2. The convening notice shall state the subjects to be discussed, without prejudice to article 19.

AMENDMENT OF THE STATUTES

Article 19

1. Without prejudice to article 17 section 9 no amendment may be made to the statutes otherwise than by a resolution of a general meeting that has been called with the statement that amendments of the statutes will be proposed at it.
2. The persons who have made the call to the general meeting for discussion of a proposal on amendment of the statutes must send every member a copy of that proposal, in which the proposed amendment has been included verbatim, at least two months before the meeting.
3. Without prejudice to article 17 section 9 a resolution on amendment of the statutes shall require at least two thirds of the votes cast.
4. An amendment of the statutes shall only take effect after a notarial deed has been drawn up in this respect. Every board member shall be empowered to have the deed executed.

DISSOLUTION

Article 20

1. The association may be dissolved by a resolution of the general meeting. Sections 1, 2 and 3 of the preceding article shall apply accordingly.
2. The liquidation shall be effected by the board unless the general meeting resolves differently.
3. The liquidator(s) shall transfer to the members any balance of the capital of the association left after payment of the creditors. Each of them shall receive the same share. However, in the resolution on dissolution the balance may also be given another purpose.

BYE-LAWS

Article 21

1. The general meeting may lay down bye-laws, which it may alter at any time.
2. The bye-laws may not be contrary to the law, even where it does not contain imperative law, or to the statutes.