

This document is an unofficial English translation of the statutes of the foundation Centre for Evidence-Based Management. Please note that this is an unofficial office translation, in which an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will by law govern.



UNOFFICIAL TRANSLATION OF THE STATUTES OF STICHTING CENTRE FOR EVIDENCE-BASED MANAGEMENT

Established in Amsterdam, the Netherlands

As per 23 November 2010

DEFINITION OF TERMS

Article 1.

Whenever used in these Statutes, the following terms, beginning with a capital letter, will bear the meaning defined in this article.

- a. Board: the executive board of the Foundation
- b. Supervisory board: the supervisory board of the Foundation
- c. Council: the academic council of the Foundation
- d. Director: the executive director of the Foundation

NAME AND REGISTERED OFFICE

Article 2.

1. The name of the foundation is: **Centre for Evidence-Based Management**.
2. The foundation, hereinafter in these Statutes referred to as the "Foundation", has its registered office in Amsterdam, The Netherlands.
3. The Foundation has been established for an undermined period of time.

OBJECTIVE

Article 3.

1. The Foundation has set as its objective, without any profit motive, to enhance the profession of management by
 - a. helping people in organizations make better decisions;
 - b. the promotion of evidence-based practice and decision-making;
 - c. developing, educating, training and coaching students and professionals in the principles of evidence-based practice and decision-making;

- d. all that in the broadest sense is related with the above mentioned.
2. The foundation will endeavor to achieve its objective by
 - a. the exploitation of the Centre for Evidence-Based Management;
 - b. the positioning the Center for Evidence-Based Management as a leading international knowledge organization in the field evidence-based management;
 - c. developing teaching-, training- and coaching programs on evidence-based practice;
 - d. developing educators and curricula to promote the teaching of evidence-based management;
 - e. supporting researchers in conducting practice-oriented research;
 - f. conducting systematic reviews and other means of synthesizing research findings in cooperation among scholars, managers and consultants;
 - g. convening conferences of practitioners, educators, and researchers to build communities of practice;
 - h. providing a venue supporting engaged scholarship where practitioners and academics collaborate on research;
 - i. all other lawful means which may be conducive to the objectives.
3. Excluded from the objectives is to financially benefit the members of the Foundation's governing bodies.

FINANCIAL MEANS

Article 4.

The financial means of the Foundation will consist of:

- a. subsidies;
- b. contributions and/or donations by third parties;
- c. income and revenues through the Foundation's activities;
- d. return on funds invested;
- e. legacies;
- f. other lawful revenues.

GOVERNING BODIES, GENERAL MATTERS

Article 5.

1. The Foundation's governing bodies are: a Board, a Supervisory Board, and a Council
2. The members of the governing bodies are required to maintain of all information received.
3. If a governing body consists of fewer members than determined in these Statutes, the remaining members will constitute a legal governing body.

THE BOARD

Article 6.

1. The Board consists of at least two and at most seven natural members.
2. The Board and its individual members shall ensure that the objectives of the Foundation are fulfilled as effectively as possible.
3. The number of members of the Board is determined by the Supervisory Board.
4. The members of the Board are appointed by the Supervisory Board.

5. The members of the Board are appointed for a period of two years.
6. The members of the Board will be reimbursed for any expenses incurred in and resulting from the performance of their duties; they will receive no other remuneration as such, except for, and only if in the opinion of the Board circumstances warrant this, an attendance fee, to be fixed by the Board.
7. The Board shall appoint from among its members a Chair, a Secretary and a Treasurer. The mentioned functions can be served by one person.
8. The Board determines the division of tasks among its members and the Chair works at achieving a collegial consensus in the Board decisions.
9. Legally valid resolutions can only be passed by the Board in a meeting at which at least the majority of the members in office are present (in person or virtually). A member of the Board may arrange by written proxy to have himself represented by another member of the Board that is authorized to vote on the subject at hand. Written includes but is not limited to: letter, fax or e-mail.
10. Resolutions of the Board shall be passed by an absolute majority of votes. Each member of the Board has one vote. In case of a tie of votes, the Chair shall decide.
11. Resolutions may also be passed by a written ballot outside a meeting, including, but not limited to: letter, fax or e-mail.
12. The Board shall hold meetings at least two times a year. One of these meetings shall be the Annual Meeting which shall be held not later than six months after the end of the financial year, and in which, among other things, the financial report and explanatory summary shall be discussed. The Board will furthermore hold a meeting whenever the Chair or two of its members deem necessary.
13. The term notice to convene a meeting of the Board shall be at least three weeks, except in cases demanding urgent attention in the opinion of the person(s) at whose request the meeting will be convened, in which cases said term of notice may be shortened.
14. The Chair shall preside over the meeting of the Board. In the absence of the Chair meetings shall be chaired by the Vice-Chair, or, if the latter is also absent, the meeting itself shall elect the person to preside.
15. The Chair will generally, but not necessarily, attend the meetings of the Council, without having the right to vote

TERMINATION OF THE BOARD MEMBERSHIP

Article 7.

1. A Board member can, at any time, be dismissed or suspended by the Supervisory Board. If suspension is not followed by dismissal within three months, the suspension shall end upon the expiry of that term.
2. Members of the Board may be reappointed, save as provided in the last paragraph of this Article.
3. In addition, the Board membership comes to an end in case of death, resignation, or dismissal by a Court of Law, according to Article 298, Book 2, of the Dutch Civil Code. A Board member who is dismissed by a court of law cannot be reappointed.

BOARD AUTHORITY AND REPRESENTATION

Article 8.

1. The Board represents the interests of the Foundation in its broadest sense and is entitled, within the limits of these Statutes, to take all measures necessary for the realization of the objectives of the Foundation, and is entitled to decide upon agreements concerning acquisition, sale, alienation and encumbrance of immovable property, as well as to conclude agreements whereby the Foundation commits itself to be jointly and/or severally liable as a guarantor or joint-debtor, assumes responsibility for the obligations of a third party, or commits itself to guarantee the discharge of the debt of a third party.
2. The Board will draw up (or revise):
 - a. an annual policy plan for the Foundation;
 - b. any other plan as determined by the Supervisory Board.
3. The Foundation shall be represented by the Board or by two members of the Board acting jointly. This does not affect the right of the Board to grant a general or special mandate to the Director to represent the Foundation to third parties.

APPROVAL OF DECISIONS OF THE BOARD

Article 9.

1. Notwithstanding the other provisions of these statutes, subject to the prior approval of the Supervisory Board are decisions of the Board referred to in Article 8 and Article 11, including dismissal or suspension of the Director.
2. The Supervisory Board may determine that a decision is not subject to its approval if this results from an approved plan as referred to in Article 8.2.
3. The absence of approval of the Supervisory Board for a decision shall not affect the authority of the Board or the member of the Board.

THE SUPERVISORY BOARD

Article 10.

1. The Foundation has a Supervisory Board.
2. The Supervisory Board is charged with the supervision of the policies pursued by the Board and the achievement of the Foundation's mission and objectives.
3. The members of the Supervisory Board are appointed by the Supervisory Board.
4. The members of the Supervisory Board are appointed for a period of four years.
5. Members of the Supervisory Board may be reappointed, save as provided in the last paragraph of this Article.
6. The Supervisory Board shall appoint from among its members a Chair
7. The Supervisory Board shall meet as often as deemed necessary by one of its members.
8. The Supervisory Board has access to the Foundation's accounting and other records as far as necessary for the proper performance of its duties.
9. The Chair of the Supervisory Board will generally, but not necessarily, attend the meetings of the Board and the Council.
10. The Supervisory Board membership comes to an end in case of death, resignation, or dismissal by a Court of Law, according to Article 298, Book 2, of the Dutch Civil Code. A Board member who is dismissed by a court of law cannot be reappointed.

DIRECTOR

Article 11.

1. The Board shall appoint a Director of the Centre for Evidence-Based Management and settle with him the terms of his appointment.
2. It shall be the duty of the Director to implement and as a rule prepare the resolutions of the Board. The Director shall regularly provide the Board with information regarding the current affairs of the Centre for Evidence-Based Management. The Board may at any time demand that the Director furnish such information as is available to him to the Board as the Board may require.
3. The Director shall also be charged with the day-to-day management of affairs of the Centre for Evidence-Based Management and he will generally, but not necessarily, attend the meetings of the Board, the Supervisory Board, and the Council, without having the right to vote.
4. The Board shall issue general and specific directives to the Director concerning discharge of his duties.
5. The legal provisions covering employment conditions shall apply to the relationship between the Foundation and its Director.
6. In case and for as long as, in the opinion of the Board, the Director is not able to properly deal with the affairs of the Centre for Evidence-Based Management, the Board may by means of suspension – possibly followed by dismissal – of the Director and/or by making other provisions, take such measures as the Board may deem necessary in the interest of the Center for Evidence-Based Management, thereby possibly granting indemnification if these should be reasons for doing so.

COUNCIL

Article 12.

1. The Council consists of at least three and at most seven natural members. The Council determines the number of members of the Council.
2. Members are appointed by the Supervisory Board upon nomination by the Council.
3. Members are appointed for a period of four years.
4. Members may be reappointed.
5. It shall be the duty of the Council to offer the Board and Director solicited and unsolicited advise regarding the realization of the objectives of the Foundation.
6. The members of the Council will be reimbursed for any expenses incurred in and resulting from the performance of their duties; they will receive no other remuneration as such, except for, and only if in the opinion of the Board circumstances warrant this, an attendance fee, to be fixed by the Board.
7. The Council shall appoint from among its members a Chair. The Director will be the Administrative Secretary of the Council, without having the right to vote.
8. The Council determines the division of tasks among its members and the Chair works at achieving a collegial consensus in the Council decisions.
9. A Council member can, at any time, be dismissed or suspended by the Supervisory Board. If suspension is not followed by dismissal within three months, the suspension shall end upon the expiry of that term.

FINANCIAL YEAR, BUDGET AND YEARLY RECORDS

Article 13.

1. The financial year of the Foundation follows the calendar year.
2. Annually, timely before the Annual Meeting, the Director shall draw up the Annual Accounts.
3. The Annual Accounts shall be audited by a chartered accountant and who will report on his findings in writing.
4. The Director shall report each year in writing upon the affairs of the Foundation.
5. The Annual Accounts shall be signed by the Chair of the Board.
6. The Annual Accounts and explanatory summary shall be tabled at the Annual Meeting of the Board. These documents will be send to the members of the Board well ahead of the meeting.
7. The Director shall prepare, in good time before the beginning of the any financial year, the budget for that year. This budget shall be sent to the members of the Board, and will be tabled for adoption at the meeting prior to the beginning of the next financial year.

AMENDMENT OF THE STATUTES

Article 14.

1. The present Statutes can be amended by a resolution of the Supervisory Board.
2. A resolution to amend the Statutes shall require a majority of at least two thirds of the valid votes cast in a meeting of the Supervisory Board in which at least two thirds of the Supervisory Board members are present or represented and after having heard the Board, the Council, and the Director.
3. An amendment of the Statutes must be executed by a notarial deed subject to being declared void. All Supervisory Board members are authorized to execute the deed.

DISSOLUTION AND SETTLEMENT

Article 15.

1. If the Supervisory Board believes, after having heard the Board, the Council and the Director, that the objective of the foundation can no longer be realized or insufficiently realized, the board may resolve to dissolve the foundation; a resolution to dissolve the foundation may be adopted in accordance with the provisions in the preceding article.
2. If the Foundation shall be dissolved, the Board members shall perform as liquidators to settle the capital of the dissolved Foundation; with regard to this settlement, the juridical rules and these Statutes concerning the appointing, suspension and dismissal of members of the governing bodies shall be applied.
3. All what remains of the capital after payment of all debts and liabilities, shall be distributed by the Supervisory Board to a purpose as much as possible consistent with the purpose and spirit of the Foundation.

FINAL CLAUSE

Article 16.

1. In all cases and instances in which both the law and these Statutes do not provide,

the Supervisory Board decides.

2. In addition of these Statutes, the Supervisory Board may lay down additional rules and regulations.

Utrecht, 23 November 2010



Nick van Buitenen,
Civil law notary

