

## **Articles**

### **Name and seat**

#### **Article 1**

1. The Society bears the name: European Society for Traumatic Stress Studies (abbreviated: ESTSS).
2. The Society has been founded for an indefinite period of time.
3. It is established in Amsterdam, The Netherlands.

## **Aims**

### **Article 2**

The objects and mission of the Society are:

- a. promoting the broadening of, and increase in, knowledge of the direct effects of extraordinary events and their long-term consequences for people and on effective treatment to prevent or decrease the undesirable consequences of these effects. This includes furthering the understanding of treatment options for traumatic stress related conditions;
- b. initiating and stimulating the foundation and development of local or national societies with the aims as mentioned under a;
- c. financing activities and raising funds to realize the goals mentioned under a and b;
- d. giving advice and providing services to professionals governments and others enterprises and companies to realize the goals mentioned under a and b
- e. and all activities that are related to or can promote the foregoing, all in the broadest sense.

The society has no commercial goals

## **Members**

### **Article 3**

ESTSS being an umbrella society of local societies, the primary entity of its members are local, national or language based European traumatic stress societies.

ESTSS has the following members:

#### 1. Full member societies

Full member societies. They should have:

I. objectives consistent with those of ESTSS;

II. more than twenty members;

III. a membership that is open to all professional groups; IV. a formal agreement with ESTSS in which is stated:

- active participation in ESTSS board and ESTSS activities.

- active role in passing information from ESTSS to their members and involving them in ESTSS activities.

-paying a fee per member to ESTSS.

- sign a membership contract with ESTSS.

#### 2. Affiliated societies

ESTSS may affiliate with societies that may become full member societies in the future, but do not fully fulfil all qualifications or choose not to become member organisations at his moment.

Obligations and rights of these affiliated societies will be defined in a contract with these organisations. They will however always:

- actively and constructively engage in activities of ESTSS;

- inform their members about ESTSS and ESTSS activities;

- have the opportunity to let their members become individual ESTSS members at a reduced rate.

Affiliated societies will have some defined influence on ESTSS policies, but less than the member societies. This will be laid down in internal regulations.

In the General Meeting the affiliated societies will represent their members that have registered as individual ESTSS member.

3 Individual members:

In countries or regions where there are no member societies or affiliated societies, individuals may become individual members.

3.2 ESTSS may associate with other organisations that have a different objective as ESTSS, or are not based within Europe. These organisations will never be able to meet the criteria to become a member society.

These organisations will have to:

- strategically or practically strengthen the goals of ETSS or their realisation;

#### **Article 4**

Student members, associated members and benefactors.

- 1) Student members are those approved as such by the membership, affiliated or associated societies.  
If they are not a member of one of those organisations, they will have to prove that they are enlisted as a student in a University or College, by presenting a valid enlistment form issued by that institution.
- 2) Associated members are members not living in a country that falls within the defined borders of Europe.
- 3) Benefactors are those that support ESTSS with a minimum financial contribution to be defined by the General Meeting.
- 4) Student members, associated members and benefactors have no other rights and obligations than those defined in these statutes.

#### **Article 5**

##### **Admission**

Acceptation:

The board decides on the acceptance of:

- 1) Member societies, affiliated societies and associated societies. Societies may only become member societies after being an affiliated society for at least two years.
- 2) Individual members, including those mentioned in article 4.

If a society or a person is not accepted, the General Meeting may yet accept this society or person.

#### **Article 6**

##### **Cancellation of membership**

- 1) A society may lose its status as a member, affiliated or associated society if:
    - it does no longer meet the criteria for acceptance as such a society;
    - upon cancellation by the Society. This may occur when a member does not live up to the requirements that go with the being such a society as stated in the statutes and regulations of ESTSS, or the contract between ESTSS and that society;
    - by expulsion; this may only be declared if a member acts contrary to the statutes, the provisions or resolutions of the Society, or unreasonably harms the Society.
    - The board will propose such a decision, but it needs preceding approval of the General Meeting.
- Both the board and the society involved will be given an opportunity to present their arguments at this meeting.

- The end of membership will be effective directly after the decision of the General Meeting has confirmed the decision. This decision will be made by a single majority of the votes present. All financial and other obligations and rights will be considered to be valid until that moment.

-A society decides it no longer wishes to be a member/affiliated or associated society. In this case the society will inform the ESTSS board about their decision. This decision will be effectuated no sooner than half a year after the decision has been made known to the ESTSS board, and will be effective from the first of January the next year.

Until that moment all rights and obligations following from the former status of that society will remain intact.

- is a society is dissolved . Then all rights and obligation will end the first of January the next year.

2) An individual membership of members as stated in article 4 may end by:

- cancelation by that member. This must be done at least two months before the end of the membership term. All financial and other rights and obligation will be valid until the end of his or hers current membership term.

A member may not evade a resolution changing his financial rights and obligations by cancelling his membership.

-Death of a member. In this case the membership ends on the moment the society is notified. There will be no refunding of the current term of membership.

- cancellation by the Society. This may occur when a member no longer meets the requirements for membership as laid down in this Statute and the internal regulation, or when he does not fulfill his obligations to the Society, and also when the Society cannot in all fairness be expected to continue the membership;

-. by expulsion; this may only be declared if a member acts contrary to the Articles, the provisions or resolutions of the Society, or unreasonably harms the Society.

Cancellation of membership and expulsion from membership are handled by the board.

The member concerned may appeal a decision of the board to cancel the membership or to expel him from membership, within a month after having received notification of the decision. To this end he will be notified in writing about the decision and its grounds as soon as possible. During the period for appeal and pending the appeal, the member will be suspended, on the understanding that the member has a right to justify himself at the General Meeting.

## **Article 7**

### **Annual contributions**

1) Member-organisations will be obliged to pay a yearly fee per member.

This fee period ranges from January 1 to December 31 of a year.

2) Individual members, including those mentioned in article 4, will pay a yearly fee. Their fee period will start at the moment of payment, and will last for a period of twelve months.

3) The height and structure of the fees and moment(s) of payment will be laid down in the internal regulations of ESTSS.

The General Meeting will decide about the height of the fees. The board is authorized to waive the obligations to pay fees partly or totally in special cases.

## **Article 8**

### **The board**

- 1) The board of every full member society will nominate one member of the board. This may be the chair of the society or a person representing that board. These nominations will be considered to be binding nominations. The General Meeting will appoint the board, and may with a two third majority of votes deviate from the nomination of a society.
- 2) If a member of the ESTSS board loses his position within the board of a member society, that board may nominate another member of that board to replace him. After two years the board of the member society will decide on prolongation of the board membership of their representative.
- 3) In important matters a president of a member society may join the board meeting if he is not the appointed candidate of that society. The voting rights however remain with the appointed member of that society
- 4) If a member society fails to appoint a member of the board, this position will be kept open until a member is appointed by that society. Until there is a board member appointed the society has no vote in the ESTSS board.
- 5) The individual members who register through an affiliated society or from a country without a full member or affiliated society will elect one board member. This election will take place every two year before the General Meeting, on which moment the representative or the individual member will be formally appointed by the General Meeting. On this moment his two year period will start. A member may be chosen for this position for three two-year periods at the most.  
Every individual member may be a candidate for the board. He or she needs to present a signed support declaration of at least ten other individual members to be eligible for election. The procedure for election will be laid down in internal regulations. All individual members must be enabled to vote by informing them about the election and the voting procedure at least three months before the election takes place.
- 6)The board may appoint a limited number of extra members based on special skills, knowledge or tasks within ESTSS.  
The number, role and rights of these members will be laid down in the internal rules of ESTSS.
- 7)The board will appoint from its members an executive board, that will be charged with the daily management of the society. This executive board will at least consist of the board's president, the treasurer and the secretary, to be appointed by the board.  
The board may decide to add other persons to this executive board with special tasks. This will be regulated by internal regulations of ESTSS.  
The president of ESTSS has the last say in the composition of the executive board.
- 8) No remuneration will be granted to members of the board or the executive board. Expenses may be reimbursed on production of the necessary proof.

## **Article 9.**

### **Decision making and votes.**

- 1) The board decides preferably by consensus.  
If no consensus is reached to board will vote as follows:
  - Representatives of societies with less than 100 members: one vote.
  - Representatives of societies with 100 or more members: two votes.
  - The representative of the individual members will have one or two votes depending on the total number of votes cast by individual members. If less than 100 votes are cast he will have one vote, otherwise he will have two votes.
  - Other board members (article 8.3) will hold at most one vote on subjects laid down in the internal regulations.
  - The number of votes will be based upon the number of members of that society that is known to ESTSS and for which the society has paid fees on December 31 the preceding year.

The number of votes of the representative of the individual member will be based upon the number of votes cast at the election for the whole of his term.

- 2) The issues decided upon, the decisions taken and the number of votes casted will be registered in a report or the meeting on which the decision is made.  
The board will decide on a simple majority of votes.
- 3) The board may decide in or outside a meeting. In case the board passes resolutions without holding a meeting, all the board members must cast their votes in writing.  
In between meetings voting and approval of minutes may be done electronically. These procedures will be laid down in the internal regulations of ESTSS.
- 4) The secretary keeps the minutes of every meeting, which are afterwards confirmed and signed by the chairman and the secretary. Signing may be replaced by an verifiable electronic approval.  
Notwithstanding the legal provisions in force, the opinion of the chairman on the materialization and the contents of a resolution is not decisive. 5) Further rules with regard to board meetings and decision-making by the board may be laid down in internal rules.

#### **Article 10.**

##### **End of term, resigning and suspension board membership**

1. Every member of the board may be dismissed or suspended by the General Meeting at all times, even if he has been appointed for a definite period of time. A suspension that is not followed by a resolution to dismiss within three months ends by the expiration of this term.
2. Every member of the board will resign by rotation two years after his appointment, according to a schedule drawn by the board. The retiring member may be re-appointed two times at the most.
3. The term of extra board members (article 8.3) will end as their special task ends or their special skill is no longer needed. This will be decided by the board,
4. Membership of the board ends finally:
  - a. by cancellation of the membership of the Society;
  - b. by retirement from the board.

#### **Article 11**

##### **The task of the board; Representation**

1. Subject to the limitations laid down in the statutes, the board is charged with the task of managing the Society.
2. If the number of Members of the board has sunken below seven, the board will still be authorized. However, it will be obligated to call a general meeting within three months. This general meeting will decide on replenishment of the board.
3. The board is authorized to delegate certain parts of its task on its own responsibility to committees, including task forces projects etcetera, appointed by the board.
4. Subject to the approval of the General Meeting, the board is authorized to decide to conclude agreements in order to obtain, alienate and encumber registered property, and to conclude agreements in which the Society binds itself as a surety or commits itself as joint and several debtor, in which the Society warrants performance by a third party, or provides security for a debt of a third party, and to represent the Society relating to these acts. Lacking the approval of the General Meeting referred to above, an appeal can be made against third parties.
5. The board will also need the approval of the General Meeting for resolutions regarding:
  - a. renting, letting and in other way obtaining or giving the use or enjoyment of registered property;
  - b. concluding agreements whereby the Society is granted a bank credit;

c. lending money, as well as borrowing money, excepting the usage of a bank credit granted to the Society;

Failure to obtain the approval will not affect the board's authority to represent the Society in conformity with paragraph 6.

6. Without prejudice to the provisions made in paragraph 5, the Society will be represented by the board. The authority to represent the Society is also vested in either the chairman, and one of the other members of the executive board together.

## **Article 12**

### **Annual report; rendering an account;**

1. The financial year runs from the first day of January up to and including the thirty-first day of December.

2. The board is obligated to keep the accounts of the financial condition of the Society and of everything regarding the activities of the Society in accordance with the requirements arising from these activities, and to keep the books, records and other data carriers associated with the accounts in such a way that the rights and obligations of the Society may be known at all times.

3. The board makes an annual report consisting of the activities of the Society, its policies, possessions and finances, and presents this to the general meeting within six months of the end of the administrative year.

The annual report is signed by all board members. If one or more fail to sign the report, this is reported with the reason(s) to the members of the general meeting.

4. The board will be obligated to keep the books, records and other data carriers as referred to in paragraphs 2 and 3 for seven years, without prejudice to the provisions laid down in paragraph 5.

5. The data applied to a data carrier, except for the balance sheet and the statement of income and expenditure in writing, may be transferred and kept on another data carrier, provided that this transfer is carried out correctly and completely and that these data remain available for the whole period and can be made readable within a reasonable period of time.

## **Article 13**

### **General Meetings**

1. All powers that are not vested in the board by law or the Statutes, belong to the General Meeting.

2. A general meeting is held every year. Items on the agenda of this meeting are amongst others:  
I the annual records and the accounts as referred to in article 12.

II motions made by the board or the members, announced in the notice convening the meeting.

3. Other general meetings are held as often as deemed desirable by the board.

4. Furthermore, the board is obliged to convene a General Meeting within four weeks at the most at the request in writing of at least the number of members that is authorized to cast one fifth of the votes. If this request is not granted within fourteen days, the requestors may continue to call the meeting themselves by issuing a notice in conformity with article 17.

## **Article 14**

### **Attendance of the General Meeting and the right to vote.**

1) All presidents of full member, affiliated societies and all ESTSS board members are allowed to participate. The presidents may be replaced by another member of their board that is entitled to act on behalf of their society.

Individual members from countries without a member or affiliated society are also allowed to participate.

2) Suspended board members will not be allowed unless their suspension is the subject on the agenda.

- 3) Admittance of others is decided on by the General Meeting.
- 4) Decisions should preferably be made by consensus. If no consensus is reached votes will be cast as follows:
  - Representatives of full member societies fifty votes each
  - Representatives of affiliated societies twenty votes each
  - Individual members one vote
- 5) A member may cast his vote through another member who has been authorized.
- 6) Virtual members meetings are possible.

The procedure for this will be laid down in the internal rules of ESTSS. They may however replace no more than fifty percent of the regular general meetings.

A regular General Meeting is to be held instead of a virtual one if five or more participants of that meeting require one.

## **Article 15**

### **Chairmanship; Minutes**

1. General meetings are chaired by the chairperson of the Society or his deputy. If the chairman and his deputy are not available, one of the other members of the board is appointed chairperson by the board. If it is not possible to appoint a chairperson in this way, the meeting will appoint a chairman itself. Until that point the eldest person present at the meeting will act as chairperson.
2. At every meeting, the minutes of the proceedings are taken by the secretary or by any other person appointed to this end by the chairman. The minutes are confirmed and signed by the chairperson and the person who has taken the minutes. The persons convening the meeting may have a notarial record of the proceedings made. The contents of the minutes or of the record are brought to the notice of the members.

## **Article 16**

### **Decision-making by the General Meeting**

1. The opinion of the chairperson given at the General Meeting with regard to the result of the vote is decisive. The same applies to the contents of a resolution taken insofar as the vote was cast on a motion that had not been put down in writing.
2. However, if the correctness of an opinion as referred to in the first paragraph is challenged immediately after it is given, a new vote will be cast if the majority of the meeting or, in the case that the original vote was not cast by roll call or by ballot, a holder of voting rights present at the meeting so desires. As a result of the new vote, the legal consequences of the original vote will no longer apply.
3. Unless otherwise determined by the Articles or by law, all resolutions of the General Meeting are adopted by a single majority of the votes cast.
4. Blank votes are considered not to have been cast.
5. If the votes are equally divided on a resolution, the resolution shall be deemed to have been rejected.
6. All votes are taken orally or virtually. However, the chairman may decide that the votes are to be cast by ballot. Any holder of voting rights present may demand that the votes are cast by ballot. A vote by ballot is taken by means of unsigned, closed notes. Decision-making by acclamation is allowed, unless any holder of voting rights demands a vote by roll call.
7. If the executive Board has opened the option in the notice to a General Meeting, the members will be authorized to exercise their voting rights by means of an electronic means of communication, provided
  - (i) the conditions for the use of that means of communication like the connection, the security and the like have been made public in the notice to the meeting,
  - (ii) the member is able to be identified,

- (iii) the member is able to acquaint himself of the discussions at the meeting and (iv) if this option has been opened, the member is able to participate in the discussions.
8. If the Executive Board has opened the option In Writing, votes can be cast electronically in a period not earlier than thirty days prior to the General Meeting, at an e-mail address designated for that purpose. These votes shall have equal effect as votes cast in a General Meeting.)
  9. An unanimous resolution adopted by all members of the General Meeting, even if they are not holding a meeting, carries as much weight as a resolution adopted by the General Meeting, provided that the resolution was adopted with foreknowledge of the board.
  10. As long as all members are present or represented in a General Meeting, valid resolutions can be adopted, provided that they are passed unanimously, regarding all business to be transacted including a proposal to amend the Articles or to dissolve the Society – even if no notice to convene a meeting has been issued or if this notice has not been issued in the prescribed manner or if any other regulation with regard to convening and holding meetings or any related formality has not been observed.

### **Article 17**

#### **Convening a General Meeting**

1. General meetings are called by the board. The notice is issued in writing to the addresses of the member, affiliated and associated societies as laid down in the membership register. The notice period will be at least one month.
2. In the notice, the business to be transacted is stated, without prejudice to the provisions in articles 18 and 19.

### **Article 18**

#### **Amendment to the Articles**

1. The Statutes of the Society can only be amended by a resolution adopted by a General Meeting, which has been convened stating that amendment of the Statutes will be proposed at that meeting.
2. Those persons who have issued the notice to convene a General Meeting in order to present a motion to amend the Statutes, will have to put up a copy of that motion, in which the proposed amendment is included verbatim, in a suitable place for inspection by the members from five days before the meeting at the latest until the end of the day on which the meeting is held. Furthermore, a copy as referred to above will be sent to all members of the General Meeting..
3. To pass a resolution to amend the Articles, at least two thirds of the votes cast are needed, in a meeting in which at least half of the members are present. If less than half of the members are present, a new General Meeting will be held within eight weeks>  
In this second meeting the resolution under discussion can be adopted regardless of the number of members who have cast a vote, provided that it is adopted by a two-thirds majority of the votes cast.
4. An amendment to the Articles will only take effect after a notarial deed to this effect has been drawn up. Every member of the board is authorized to have the deed drawn up.

## **Article 19**

### **Dissolution**

1. The Society can be dissolved after a resolution to this effect passed by the General Meeting.

The provisions of paragraphs 1, 2 and 3 of the previous article may be applied by analogy.

2. After the dissolution, the members of the board will be charged with the liquidation.

3. A positive liquidation balance of the dissolved Foundation shall be spent for the benefit of an organization with ANBI status (*algemeen nut beogende instelling*) with similar objects as the objects of the Foundation or for the benefit of a foreign organization which exclusively or almost exclusively intends the public utility and which has similar objects as the objects of the Foundation.

On the decision of termination the General Meeting will decide on this.

4. After the liquidation, the books and records of the dissolved Society will remain in the custody of the person appointed by the liquidators for the period prescribed by law.

5. For the rest, the liquidation will be governed by the provisions of the Title 1, Book 2 of the Dutch Civil Code.

## **Article 20**

### **Internal Rules**

1. The General Meeting may lay down Internal Rules.

2. The Internal Rules may not contravene the law, not even where the requirements are not mandatory, nor the Articles.