

## **Changing of the statutes and implementation of changes.**

Dear Members.

### ***Introduction.***

When ESTSS was formed there were no, or very little local societies in the European countries. Since then however the number of local societies, partly by virtue of the actions of ESTSS has grown. To illustrate this ESTSS now has 11 member societies (about 2500 ESTSS members) and 13 affiliated societies (about 70 ESTSS members) within Europe, and about 90 members that are from countries that have no member or affiliated societies.

For ESTSS this means that more and more we need to communicate with these local societies about how ESTSS can supplement to what they are already doing locally, and how to strengthen the bond between all these societies. For this ESTSS decided to change towards an umbrella society of societies a few years ago.

During this process the board realized that this could not be done, without changing the structure of the board from a board chosen directly by the members, and therefore independent from the societies, to a board that would be better connected to the societies.

For this a change of the statutes is needed. After consultation of the member society the following changes of the statutes are proposed.

### ***What is changing?***

Of course you may read the proposed statutes yourself (please do so!).

But because the statutes must be formulated in accordance with Dutch law, which makes reading it a bit complicated we will sum up the major changes and the reasons why here.

- membership is redefined: members will from now on primarily be societies, while keeping the possibility for individuals from countries without a society to become individual members. (art. 3)
- board: the board will primarily be based on representatives of the member societies (in the statutes called "full member societies"), as they represent the great majority of the people connected to ESTSS. Affiliated societies and individual members get one seat in the board. (art. 8)

We also hope that this stimulates affiliated societies to become full member societies!

- decision making. Within ESTSS we value decision making based on arguments rather than power or politics. However there need to be regulations about how to decide when no consensus can be reached. Within the societies there was a need to reflect the magnitude of the societies in one way or another. In these statutes that is done in 2 ways:

a) within the board the board members representing societies over 100 members will have 2 votes (art. 9)

b) in the General Meeting (which is the highest authority by law) all three types of members (Member societies, affiliated societies and individual member) are represented. This is mandatory by Dutch law. To reflect their importance to ESTSS however, the number of votes they are able to cast, differ. (Member societies 50, affiliated societies 20, individuals 1) (art. 14).

Changes not related to the structural change of the board

- there needs to be a yearly General Meeting by law. It is not very practical to ask people to travel a big distance for just one meeting. So the possibility for virtual meetings is introduced. (art. 14 and 16).

-the statutes prepares ESTSS to become a so called AMBI organisation. This is an organisation that only (or mainly) has the public utility as its goal. For this it is not allowed to have a commercial goal, pay its board members, and so on. (art. 2, art. 8.8, art. 19). If ESTSS becomes an AMBI organisation gifts to ESTSS by societies, companies or individuals will be tax deductible.

### ***Implementing the changes.***

If the changes in the governance structure of ESTSS are agreed upon, these changes need to be implemented. A long period of implementation is not beneficial for the society, and as the changes are primarily about the board, they may be implemented quickly. The board expects that this may be done within half a year. There is however one problem.

Normally at the General Meeting we elect a new board. In this case the new board would be charged with the implementation of the new structure, which would mean that they would have to prepare for another new board in a period of half a year.

As every new board needs some time to get used to the tasks and get acquainted with the ongoing business of the society there is a risk of the transition taking more time. Besides that, changing the board twice in a short time, seems not a wise thing to do.

For that the current board proposes to the general meeting to extend the term of this board for one time with the period necessary to implement the changes that are proposed.

The new board in accordance with the new structure should be in place at the latest on December 31 of this year. The current board will transfer the responsibility for the society as soon as the new board is in place.

If the General meeting does not agree on this, new elections according to the old statutes will be held as soon as possible after the General Meeting.

### ***Decision on the proposed changes.***

For the decision to change the statutes a majority of 2/3rd in a meeting with at least 2/3rd of the members (that is about 1.775) present. (art. 21 current ESTSS statutes).

Let us face the fact that that is not going to happen in Vilnius.

If this majority is not present the current statutes prescribe that another meeting should be called within 4 weeks of the first one, on which may be decided with a 2/3rd majority of the votes present.

Of course it is not realistic to expect people to travel to another meeting location to vote again.

The board is discussing on how to proceed on this, without it becoming just a trick. At the moment there are 2 possibilities in discussion:

- 1) to proclaim another meeting in Vilnius, while there are still a relatively great number of members present, due to the ESTSS conference.
- 2) to ask all members by mail to give their preference within the prescribed 4 week period, and have a formal General Meeting on the end of this period in which will be voted by those present in accordance with the preferences of the members.

We will discuss these and possibly other possibilities and decide on them in the general meeting.

For the decision on the extension of the term of the current board a single majority of those present will do, as the General Meeting formally appoint the board.

We hope that the proposed changes and the reasons why are clear. If not you may of course ask questions and discuss at the General Meeting. If you would like to have more information before the meeting, please contact the secretariat with your questions, and we will see if it is possible to answer them before or on the General Meeting.