ESOMAR
WORLD RESEARCH

STATUTES

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STATUTES

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CHAPTER A. NAME, SIT AND REGISTERED OFFICE

Article 1. Name.

The name of the association is: ESOMAR (the WORLD Association for Social, Opinion and Market Research) (the "Association").

Article 2. Seat and registered office.

The seat and registered office of the Association is in Amsterdam.

CHAPTER B. OBJECTS AND CODES

Article 3.

Objects and codes.

3.1. The objects of the Association are:

a) to promote worldwide the development and use of social, opinion and market research, being recognized forms of scientific endeavour and as an important basis for effective management decisions in both the public sectors and private sectors;

b) to further the professional interest of members of the Association irrespective of where they are domiciled or work;

c) to promote the use of the highest technical standards and levels of professional conduct by its members;

d) to develop professional standards and to establish code(s) of conduct;

e) to study and to render advise on national and/or international legal developments which may affect members and to cooperate with other stakeholders to promote and defend the legitimate interests of the sector, to legislators;

f) to organize meetings, conferences, seminars, publications and other activities by which all members may extend their knowledge, widen their experience and advance their professional status;

g) to engage in any other activity or activities as may be consistent with the interests of members.

3.2. All activities of the Association and its members shall be subject to the ESOMAR International Code on market and social research ("Code of Conduct") and other Code(s) as adopted and as amended from time to time by the Council, each amendment with prior approval of the General Meeting.

CHAPTER C. MEMBERSHIP

Article 4.

Members.

4.1. Membership shall be open to any person, (legal) entity or other organisation, regardless of their legal form, who can show evidence of recognised accomplishment, professional standing and/or investiture in such branch or branches of social, opinion and market research as may be consistent with the objects of the Association as set out in article 3.

4.2. All members shall be of equal status within the Association, have equal voting rights unless provided otherwise in these articles of association and, if a person, be eligible to serve on the Council or on any committee, sub-committee, working party or other body established with the authority of Council.

4.3. The Association offers the following principal membership types:

(i) Individual Membership;

(ii) Corporate Membership;

(iii) Honorary Membership;

(iv) Academic Membership;

(v) Association Membership;

(vi) Affiliate Membership.

4.4. Individual Membership may be sought by any person submitting the relevant application form, accompanied by a personal, signed introduction from a paid up Member in good standing. The application process as set out in article 5 and in the Admission Rules & Procedure as referred to in paragraph 10 hereof, will then be initiated.

4.5. Corporate Membership may be sought by any (legal) entity or other organisation, regardless of their legal form, on submission of the relevant form, detailing the number of members requested and the primary point of contact for all correspondence. The application process as set out in the Admission Rules & Procedures as referred to in paragraph 10 hereof, will then be initiated.

4.6. The Council may, by appointment, offer Honorary Membership to those natural persons, (legal) entities or other organisations, regardless of their legal form, that - in the majority opinion of Council - have demonstrated an exceptional and distinguished contribution to such branch or branches of social, opinion and market research as may be consistent with the objects of the Association mentioned in article 3.

4.7. The Council may, by appointment, offer Association Membership to all national or regional associations in order to foster, encourage and develop a mutual strengthening of the links between national, regional and global activities, in support of our industry's objectives.

4.8. The Council may, by appointment, offer Affiliate Membership to those natural persons, (legal) entities or other organisations, regardless of their legal form, who or which are coming from a non-research related industry or sector, but who in the opinion of Council play an important role in the furtherance of the Associations objects as set out in article 3.

4.9. The Council may, by appointment, offer Academic Membership to universities or faculties or schools.

4.10. The Council shall draw up rules concerning the admission procedure (the "Admission Rules & Procedures"), which shall set out in detail the requirements to be met for admission to Membership.

4.11. The Association shall keep a register of all members, listing the name and (email) addresses of the members and specifying the type of membership; members must inform the Central Secretariat as referred to in article 19,

paragraph 2 of their addresses and any changes therein in writing or by email. The register shall be available for inspection by the members.

4.12. Affiliate Members will not have any voting rights.

4.13. Reference in these articles of association to a 'member' or to 'members' means any kind of member/members, unless the context requires otherwise.

4.14. Reference in these articles of association to 'membership year' means each year starting from the date of acceptance for membership.

Article 5.

Application for Admission.

5.1. Membership to the Association will be predicated on the written acceptance of:

(i) the Code of Conduct and such other code(s) as referred to in article 3, paragraph 2, as may apply at the time of application;

(ii) the Disciplinary Procedures referred to in article 15, paragraph 7; and

(iii) these articles of association.

5.2. Each applicant shall complete, sign and submit the appropriate application form as detailed in the Admission Rules & Procedures as referred to in article 4, paragraph 10, which shall further include such further administrative requirements as the Council shall deem appropriate.

Article 6.

Acceptance for Membership.

6.1. Acceptance for Individual, Corporate, Honorary, Academic, Association or Affiliate Membership shall be determined solely by the Council.

6.2. Membership will be vested upon compliance with all requirements set forth in the Admission Rules & Procedures, including the first Annual Membership Fee as referred to in article 14 and the approval by the Council.

6.3. The Council shall inform the applicant in writing whether he/, she/ or it has been admitted or refused as a member.

Article 7.

Appeal to refusal of membership.

The applicant is entitled to appeal against the decision of the Council to the Appeals Committee as referred to in article 15, paragraph 7. The appeal must be filed with the Appeals Committee by registered letter (via the Central Secretariat, as referred to in article 19, paragraph 2), within thirty days after notification of the decision by the Council. The Appeals Committee shall decide on the admission in its next meeting.

Article 8.

Termination of membership.

8.1. Membership shall terminate:

a) as a result of the member's death or, if the member is a (legal) entity, as a result of dissolution other than by way of legal merger or legal division;

b) by the member resigning: the resignation must be directed in writing to the Central Secretariat by the end of the membership year subject to a notice period of at least thirty days. Provided that it takes place by registered letter, a member may resign with immediate effect if the member cannot reasonably be expected to allow the membership to continue or within one month after being informed of a resolution to convert the Association into another legal form or to effect a legal merger or division. A member may not terminate his, her or its membership with immediate effect in the event of a change in his, her or its financial rights and obligations;

c) as a result of notice of termination given by the Association;

d) as a result of expulsion, as referred to in paragraph 3 of this article 8.

8.2. With due observance of paragraph 4 hereof, notice of termination by the Association shall be given by the Council by registered letter.

The membership shall in that case end at the date of registered letter.

8.3. In the event the Disciplinary Committee, as referred to in article 15, paragraph 7, finds a Member to have violated one or more provisions of the Code of Conduct, the Disciplinary Committee may impose a warning or one or more of the following sanctions: publication, reprimand, suspension, expulsion or notification to the authorities or any other measures that are authorised by the Council.

8.4. The Council also reserves the right to terminate from Membership in the Association, any Member

(i) who is found to have behaved in a manner likely to bring discredit on the profession, the Association and/or its Members;

(ii) whose Annual Membership are in arrears.

Exclusion from Membership on the aforementioned grounds may be implemented immediately by the Council, notwithstanding the provisions of Article 8, paragraph 5.

8.5. If the Member contends that Council's decision is unfair, the Member shall have the right to appeal to the Appeals Committee, within thirty days of having been informed of Council's decision. The appeal should be notified to the Director General by registered letter explaining the reasons for the appeal. If the Appeals Committee resolves to withdraw the expulsion or has not passed a resolution on the subject within three months after the appeal, the Membership of the relevant Member shall be deemed not to have ended. Membership services, and positions held within the Association will be suspended during the period in which the Member's appeal can be lodged or is pending.

During suspension, or pending an appeal, all voting rights will be suspended.

8.6. In the event of termination of membership in the course of a membership year the relevant member shall owe the Annual Membership Fee, referred to in article 14, for the whole membership year.

Article 9.

Resignation.

A member who wishes to resign must indicate this intention before the end of the current membership year. If the member fails to do so the full Annual Membership Fee for the following membership year will be due and payable.

CHAPTER D. GENERAL MEETING

Article 10.

Powers.

The General Meeting shall have all powers within the Association which have not been conferred to other constituent bodies by law or these articles of association.

Article 11.

Meetings.

11.1. There shall be at least one meeting of members a year, preferably during the ESOMAR congress.

11.2. A General Meeting may be convened as often as the majority of the Council Members request this. A General Meeting shall furthermore be convened if Members jointly representing one tenth of the total number of votes submit a written request to the Council to this effect. The request shall set out the subject(s) to be discussed. If within fourteen days after submission of the request to the Council no General Meeting has been called at twenty-eight days' notice or less, every person who has made the request shall have the right to convene the meeting on a date and at a place to be determined by him.

11.3. The General Meeting shall be convened by the Director General in accordance with the rules set out by the Council (the "Rules for convening a general meeting").

11.4. Every Member who or which has not been suspended by virtue of a decision by the Disciplinary Committee pursuant to and in accordance with article 8, paragraph 3 with full voting rights shall be entitled to cast one vote. Without prejudice to any other provision of these articles of association to that effect, the voting rights of a member will be suspended if the member has failed to pay the Annual Membership Fee when due and payable. The Council shall cause the member to be informed in writing of such a suspension of voting rights and the effective date thereof.

11.5. Members with full voting rights that are not natural persons may be represented by a person or persons who is or are legally authorised to represent the member concerned.

Article 12.

Voting.

12.1. The President and in his or her absence the Vice President shall chair the General Meeting. If both are absent, a Council Member designated by the Council shall chair the General Meeting. The chairman of the General Meeting shall designate a secretary to the meeting who shall record all resolutions adopted at the meeting.

12.2. The chairman of the General Meeting decides on the manner of voting.

12.3. Members who have full voting rights may give written authorisation to another voting member to vote as their proxy at the General Meeting. This proxy shall be in a form to be specified by the Council.

12.4. The Council may resolve that each member has the right to exercise his voting right by electronic means of communication, either in person or by a proxy authorised in writing.

12.5. The Council may resolve that votes cast by electronic means of communication prior to the general meeting shall be treated equally to votes cast during the meeting. The Council shall determine the period of time during which votes may be cast in this manner.

Article 13.

Resolutions. Referendum.

13.1. Resolutions of the General Meeting shall be validly adopted if taken by a simple majority of the votes cast and irrespective of the number of voting Members present or represented at the meeting, unless these articles of association or the law prescribe otherwise.

13.2. The Council may decide that certain resolutions of the General Meeting will be subject to a referendum. The Council has exclusive competence for this in case the Council expresses its intention for this in the meeting of the General Meeting where the resolution, subject to the referendum to be held, was adopted. The expression of the intention by the Council of holding the referendum suspends the operation of the resolution of the General Meeting and forces the Council holding the referendum within thirty days subsequently. If this is not done, the resolution of the General Meeting comes into force as from the date that the aforementioned point in time passed, unless the General Meeting adopted a later date of coming into force.

13.3 At the discretion of the Council the referendum takes place either by forwarding a dated referendum form, registered in the name of each member, by the Council to all voting Members which form contains the resolution adopted by the General Meeting and on which form the Members can cast their vote in favour or against the resolution or because the Council enables to cast votes by electronic means of communication, in a manner to be stipulated by the Council. Every voting Member has one vote. The completed and signed referendum forms or, if applicable, the votes cast by electronic means of communication must be sent to the Association within thirty days after the date of the (electronic) date by the voting Member of the Association.

13.4. The resolution concerned will come into force when a majority of two-third of the votes cast are in favour of the resolution.

13.5. The result of the referendum held will be placed on the website of the Association.

Article 14.

Annual Membership Fee.

The General Meeting shall decide annually on the amount of the annual membership fee ("Annual Membership Fee"). The Council shall submit a proposal for such amount.

CHAPTER E. COUNCIL

Article 15.

Council. Election Committee.

15.1. The Council shall manage the Association. The Council shall consist of a President, a Vice President and eight other members ("Council Members").

All Council Members shall be appointed for a period of two years. Retiring Council Members shall be eligible for re-election immediately, except that:

a) the President shall hold his or her office only during one single term of two years;

b) no person shall hold the position of a Council Member for more than three full terms, after which he or she shall only be eligible to hold the position of President for one additional term;

c) on completion of the term as President, a Council Member will no longer be eligible for election to Council.

15.2. The Council shall reflect, where possible, the diversity of membership in terms of country of residence and occupation.

15.3. With due observance of these articles of association, the Council may adopt rules governing its internal proceedings (the "Council Rules"). The Council Rules must set out in more detail the additional requirements that must be met for the position of Council Member. Furthermore the Council Members may divide their duties among themselves, whether or not by including provisions to that effect in the Council Rules.

15.4. The Council shall establish an Election Committee. The Council shall establish rules in relation to the tasks and duties of the Election Committee and the appointment, suspension and dismissal of its members (the "Election Committee Rules").

The Council Members shall be appointed by the General Meeting on the nomination by the Election Committee. The General Meeting shall appoint the President and the Vice President in office. The Council shall appoint one of the Council Members as its Treasurer and one of the Council Members as its Secretary.

A Council Member may be dismissed and suspended by the General Meeting at any time.

15.5. The following requirements must be met for the position of Council Member:

a) any Individual Member or representative of a Corporate Member may stand as a candidate for nomination as Council Member;

b) a person who has served as a member of the Council for at least a full term of two years may then stand for election to the offices of Vice President or President;

c) nobody shall be permitted to stand for the offices of both President and Vice President during the same elections;

d) a Council Member may stand for re-election and simultaneously for the office of Vice President;

e) a Council Member who is seeking election for the office of Vice President during the term of his or her Council Membership, shall remain in office if not so elected until the expiry of such term.

15.6. In the event of a tie in the votes cast at any election in the General Meeting, the President shall have one additional, casting vote.

15.7. The Council shall establish such Committees and/or Working Parties as it may deem necessary and shall determine their composition, with duties and responsibilities as the Council shall establish. In order to uphold, enforce and develop the Code of Conduct and any other codes, referred to in article 3, paragraph 2, as adopted by the Council and amended from time to time with the approval of the General Meeting, the Council shall establish a Disciplinary Committee and rules in relation thereto (the "Disciplinary Procedures"). The Disciplinary Committee and other Committees will also be empowered to propose - and with approval of the Council - implement any sanctions deemed appropriate to enforce the Code of Conduct and any other codes.

Such Committees will include, but not be limited to, a Professional Standards Committee and an Appeals Committee.

15.8. The Council may establish and abolish such other (sub-)committees and working parties as it may deem necessary from time to time, and shall determine their composition, duties and responsibilities, whether or not by way of rules.

15.9. The Council may appoint from among the Members, a representative for each country, region, industry or other segment as it deems appropriate (a "Representative"). A member of the Council may not simultaneously serve as Representative.

The Council may draw up rules concerning the duties, responsibilities and the period in office of Representatives.

Article 16.

Vacancies on the Council.

16.1. The Council shall not be empowered to co-opt persons to vacant seats on the Council which may arise from resignation or other reasons unless the total membership of the Council falls to below eight persons out of the total of ten.

16.2. Should the total membership of the Council fall below eight persons, however, the Council shall then, and only then, be empowered to co-opt additional persons to some or all of such vacant seats. Any person so co-opted shall only serve on the Council until the next Council election.

Article 17.

Past President.

An immediate Past-President shall be invited to attend meetings of the Council for a further term of two years and take part in the discussions, but he or she shall not have voting rights.

Article 18.

Representation.

18.1. With due observance of the provisions in paragraph 2, the Association shall be represented by the Council as a whole or by one member from the Executive Committee and one Council Member acting jointly.

18.2. Subject to the approval of the General Meeting, the Council may pass resolutions to enter into agreements to acquire, dispose of or encumber registered property and to enter into agreements in which the Association commits itself as surety or as joint and several co-debtor, gives guarantees for a third party or provides security for a debt of someone else. Failing such approval, the Council nor any other person as referred to in paragraph 1 shall not be empowered to represent the Association in the matter of these legal acts.

18.3. The Council may furthermore grant to one or more persons, whether or not employed by the Association, the power to represent the Association ("procuratie") or grant to such persons in a different manner the power to represent the Association on a continuing basis. The Council may also grant such other titles as it may determine to persons as referred to in the preceding sentence, as well as to other persons, but only if such persons are employed by the Association.

CHAPTER F. EXECUTIVE COMMITTEE AND CENTRAL SECRETARIAT.

Article 19.

Executive Committee. Central Secretariat.

19.1. The Association shall have an executive committee (the "Executive Committee"). The Executive Committee shall oversee the day-to-day operations of the Association at the directions and instructions of the Council.

19.2. A central secretariat (the "Central Secretariat") shall be established and shall be located in such country or city as the Council may determine. The location of the Central Secretariat is therefore independent of either the country or place of incorporation of the Association.

The Central Secretariat shall be responsible, by delegation from the Council, for the administration of the day-to-day affairs of the Association, for communication with the Members, and for performing such other duties as the Council may prescribe.

19.3. The Executive Committee shall consist of the President, the Vice President, the Treasurer, the Director General and the Chief Financial Officer. The Director General and the Chief Financial Officer will be appointed and may be suspended and dismissed by the President, in consultation with the Council. If the Executive Committee consists of fewer than three persons or, if the Executive Committee consists of an even number of persons, the Council shall appoint a Council Member as additional member of the Executive Committee.

19.4. The Central Secretariat shall be placed under the direction of a Director General assisted by such supporting staff as may be deemed necessary by the Executive Committee in consultation with the Council.

The President, in consultation with the Council, shall determine the duties and the responsibilities of the Director General and Chief Financial Officer.

Other officers who shall serve on the Central Secretariat shall be appointed, and may be suspended and dismissed, by the Director General and the Chief Financial Officer jointly, in consultation with the Executive Committee.

CHAPTER G. SPECIAL RESOLUTIONS GENERAL MEETING

Article 20.

Special resolutions.

20.1. A resolution of the Council to commence proceedings aimed at a legal merger ("juridische fusie") or division ("splitsing") shall require the prior approval of the General Meeting.

20.2. A resolution regarding:

a) the amendment of the articles of association;

b) the dissolution of the Association; and

c) the amendment of the Code of Conduct, any other code(s) as referred to in article 3, paragraph 2 and of the Disciplinary Procedures, referred to in article 15, paragraph 7,

which is proposed or is supported by the Council and submitted to the General Meeting for adoption, may only be passed by the General Meeting with a majority of at least two thirds of the votes cast. If a resolution to amend the articles of association or to dissolve the Association has not been proposed or supported by the Council, the resolution to approve the same may only be passed by the General Meeting if at two successive meetings, which are at least two months apart, at least two thirds of the members cast their votes in favour of the resolution.

20.3. Notice of a General Meeting at which a proposal to pass a resolution referred to in paragraph 2 is to be discussed, must be given at least four weeks before the day of the meeting.

20.4. The person(s) convening the meeting to discuss a proposal to amend the articles of association must make available a copy of that proposal and include the proposed amendment verbatim for inspection by the members at a suitable place and on the website of the Association, at least five days before the day of the meeting until one day after the meeting. A member may request a copy of the proposal by mail or e-mail to the Director General and it must be sent to him or her free of charge. The provisions of this paragraph shall be included in notice of the meeting.

20.5. Amendments of the articles of association take effect by execution of a notarial deed of amendment. Every Council Member shall have the power to cause the relevant deed to be executed.

CHAPTER H. FINANCIAL YEAR.

Article 21.

Financial year.

21.1. The financial year of the Association shall coincide with the calendar year.

21.2. The Council must keep records of the financial position of the Association and of all matters concerning the activities of the Association, in accordance with the Association's standards, and to store the books, documents and other data carriers in such a manner that the rights and obligations of the Association may be derived therefrom at any time.

21.3. The Council shall submit for approval to the General Meeting the appointment of the accountants for the past year together with the budget for the following year.

21.4. At the annual General Meeting to be held within six months after the end of the financial year, except where this period has been extended by the General Meeting, the Council shall submit an annual report about the Association's activities and the policy conducted. The Council shall simultaneously submit the balance sheet and the statement of income and expenditure with notes to the General Meeting for adoption. The balance sheet and the statement of income and expenditure must be signed by the Council Members; if the signature of one or more of them is lacking, this shall be stated and explained. The agenda of the General Meeting at which the adoption of the balance sheet and the statement of income and expenditure will be discussed shall also contain as an item the granting of discharge to the Council Members for their management during the past financial year.

21.5. The General Meeting may instruct an accountant as referred to in section 2:393(1) of the Dutch Civil Code to audit the documents referred to in paragraph 3 in accordance with section 2:393(3) of the Dutch Civil Code. The instructions given to the accountant may be withdrawn by the General Meeting in accordance with section 2:393(2) Dutch Civil Code. The accountant shall report on his audit to the Council and shall set out the outcome of his audit in writing. If no instructions are given to an accountant, the General Meeting shall appoint a committee of at least two members who may not simultaneously serve as Council Member on the Council. The committee shall audit the documents referred to in paragraph 4 and shall report to the annual General Meeting.

21.6. The Council is obliged to keep the books, documents and other data carriers referred to in the paragraphs 2, 3 and 5 during seven years.

CHAPTER I. LIQUIDATION.

Article 22.

Liquidation.

22.1. The Association shall be dissolved:

a) by a relevant resolution of the General Meeting passed in accordance with section 2:19 Dutch Civil Code;

b) after having been wound up, either by the closing of the winding-up owing to the position of the estate or by insolvency;

c) by the court in the cases provided by law;

d) due to a complete absence of members.

22.2. The Council shall be charged with the liquidation, unless (an)other person(s) is or are appointed as liquidator by the General Meeting.

22.3. If the Association is dissolved because of a complete lack of members, the liquidators shall be appointed by the District Court at the request of interested parties or of the Public Prosecutor's office.

22.4. The General Meeting shall decide on the allocation of the balance, if any.

22.5. During seven years after the end of the liquidation the books, documents and other data carriers of the Association shall remain in the custody of the person(s) who has or have been designated for that purpose by the liquidator(s).

CHAPTER J. LANGUAGES

Article 23.

Language.

The official language of the Association shall be English.

ESOMAR
Eurocenter 2
Barbara Strozzilaan 384
1083 HN Amsterdam
The Netherlands
Tel +31 20 664 2141
Fax: +31 20 664 2922
E-mail professional.standards@esomar.org
www.esomar.org

ESOMAR is the world organisation for encouraging, advancing and elevating market research worldwide.