

**THE EUROPEAN ORGANISATION OF PRISON
AND CORRECTIONAL SERVICES
(EuroPris)**

ARTICLES OF ASSOCIATION

Definitions

- a. Affiliate Member: member of the Association without voting rights;
- b. Articles of Association: these articles of Association;
- c. Association: the European Organisation of Prison and Correctional Services (EuroPris);
- d. Board: body in which the management of the Association is vested;
- e. European Region: Europe as defined by the United Nations Statistics Division;
- f. Executive Committee: body charged with the day-to-day business of the Association;
- g. Executive Director: the Officer charged with managing the day-to-day business of the Association;
- h. General Meeting: the meeting at which the members hold session and the body to which the law and the articles of association grant certain competencies;
- i. Members: members of the Association in the sense of the Dutch Civil Code;
- j. Officers: the President, the Vice-President(s), the Treasurer and the Executive Director;
- k. President: the Chairman of the Board;
- l. Treasurer: the member of the Board responsible for the funds and securities of the Association, who shall keep full and accurate records of all assets, liabilities, receipts and disbursements of the Association;
- m. Vice-President: the Vice-chairman of the Board.

Interpretation

In these Articles of Association and in all other ByLaws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

Article I: Incorporation and Name

1. The Association is incorporated in and under the laws of the Netherlands.
2. The name of the Association is: The European Organisation of Prison and Correctional Services (EuroPris).

Article II: Statutory Seat

3. Unless and until changed in accordance with the Articles of Association, the statutory seat of the Association shall be in The Hague, the Netherlands.

Article III: Scope of the Association

1. The Association is a non-political organisation which speaks for the views of prison practitioners in Europe.
2. The Association brings together practitioners in the prisons' arena with the specific intention of promoting ethical and rights-based imprisonment, exchanging information and providing expert assistance to support this agenda.
3. The Association exists to improve co-operation among European national Prison and Correctional Administrations, with the aim of enhancing public safety and security; reducing re-offending; and advancing professionalism in the corrections' field.
4. The specific goals of the Association are to:
 - a) advance the operational capabilities and professionalism of prison and correctional practitioners across Europe;
 - b) act as an 'expert group' on prison matters within Europe;
 - c) contribute to, and support the development of, European prison-related policy and legislation, within the framework of standards established by the European Union and the Council of Europe;
 - d) be available to policy-makers in an advisory capacity on prison-related matters;
 - e) generate relationships and exchange information with other organisations working in the prisons and criminal justice arena, both in Europe and beyond, with a view to developing best practice in the field; and
 - f) advance the above agenda by, wherever possible, engaging in collaborative, funded, programmatic work.
5. Finally, the Association has the intention to implement and advance all of what has been mentioned under paragraph 4 a. to f. in the broadest sense, or all of what is deemed of importance to or deemed desirable by all the members, all in the broadest sense.

Article IV: Membership

1. Membership of the Association is open to those European national Prison and Correctional Administrations which are able and willing to support the agreed aims and objectives of the Association as referred to in Article III paragraphs 3 and 4.

2. There are two classes of membership:
 - a) Public institutions or organisations in the European Union (including devolved authorities) and also in Norway, Switzerland, Iceland and Lichtenstein, which provide prison or correctional services on a legal or statutory basis are **Full Members**.
 - b) Public institutions or organisations in the countries of the European Region that do not fall under the scope of article III paragraph 2a, which provide prison or correctional services on a legal or statutory basis, are **Affiliate Members**.
3. The Board shall, at its absolute discretion, admit to membership such of those organisations as appear to them to qualify under article IV paragraph 1.
4. Affiliate Members enjoy the same entitlements as Full Members, but without voting rights. As a result, the Affiliate Members are according to the definition in the Dutch Civil Code not Members.
5. Membership fees for all classes of membership shall be determined by the Board, subject to the approval of the General Meeting.
6. Members may resign at any time by notifying the Board in writing. Membership fees are not refundable.

Article V: General Meetings

1. The Members of the Association shall meet at a General Meeting at least once every year at the office of the Association, or at such other place as the Board may determine. When circumstances so require, a General Meeting shall be convened upon a request in writing addressed to the Executive Director and signed by not less than one-third (1/10) of the Full Members, or upon a resolution of the Board passed in accordance with the Articles of Association.
2. The Annual General Meeting shall govern the affairs of the Association, and shall issue guidelines to the Board for the general operation and management of the Association's activities. The General Meeting has all the rights and obligations within the Association that are not given by the law or the Articles of Association to other bodies. In addition to such other powers as are conferred upon it elsewhere in the Articles of Association, the General Meeting shall have power to:
 - a) nominate and appoint members to the Board;
 - b) approve, amend and confirm the minutes of the previous General Meeting;
 - c) receive, consider and adopt, with or without modification, a report from the Board on the activities of the Association since the last General Meeting, which report shall include annual accounts for each year under review which shall be certified by the Association's auditors;
 - d) approve or amend the future work programmes and the estimates or plans of income and expenditure as recommended by the Board;

- e) resolve any points that the Board has put on their agenda; and
 - f) delegate to the Board such authority as the General Meeting deems fit to facilitate the operation of the Association's affairs in the interval between general meetings.
3. The Executive Director shall give at least ninety (90) days notice in writing to all Members of the dates and venue of a general meeting, not counting the days of notice and the day of the General Meeting. Notice of any meeting where special business shall be transacted shall contain sufficient information to permit a Member to make a reasoned judgment on the matter.
4. General Meetings shall be presided over by the President or, in his absence, by the longest-tenured Vice President. In the absence of all Vice Presidents, the chair will be taken by the person that the Members or the Board shall determine by election.
5. Resolutions at a General Meeting, if required to be voted upon, shall be taken as follows:
- a) A resolution put to the vote shall be decided by a simple majority of the votes cast, unless these Articles of Association determine otherwise. At this General meeting, at least ten (10) Full Members of the Association need to be present.
 - b) A vote shall be determined by a show of hands.
 - c) Proxy votes are not allowed.
 - d) In the case of an equal number of votes the President has the right to cast a second decisive vote.
6. When elections of Board members are required, the Executive Director will give written notice to all members of the Association at least ninety (90) days in advance of the respective General Meeting, not counting the days of notice and the day of the General Meeting. A valid nomination by a Member must be received by the Executive Director in writing at least thirty (30) days in advance of the General Meeting. A valid nomination must be duly signed by the candidate being nominated, and include a short written statement about the candidate. The Executive Director will ensure that all eligible Members present at the General Meeting receive a ballot. The candidate(s) receiving the highest number of votes shall be elected.

A valid nomination can be rendered invalid only on a motion put to the vote at the General Meeting. For a valid nomination to be rendered invalid it must be carried with a two-thirds (2/3) majority of votes cast at the General Meeting. In addition, at least two-thirds (2/3) of the Full Members of the Association must participate or be represented at the General Meeting.

Article VI: Board of Directors

1. The management of the business of the Association, subject to such directives as shall be given by the General Meeting, shall be vested in the Board. The Members of the Board must be individuals, eighteen (18) years of age or over, with the capacity to contract in law.

2. The Board appoints the Officers, being the President, a maximum of three (3) Vice Presidents and the Treasurer from among its members.
3. Members of the Board shall hold office for a term of three (3) years, until their successors are elected at a General Meeting, or until one or more of the following occurs:
 - a) the Board member resigns in writing;
 - b) the Board member dies;
 - c) the Board member is found to be incapable of contracting in law.
4. A Board, reduced numerically as a result of Article VI 3 above, retains its authority. Vacancies of members of the Board between General Meetings may be filled on an interim basis by appointment made by the Board.
5. Members of the Board shall serve as such without remuneration and shall not directly or indirectly receive any profit from their position as such. A member of the Board may be paid reasonable expenses incurred in the performance of official duties. Nothing herein contained shall be construed so as to preclude any member of the Board from serving the Association as an Officer or in any other capacity and receiving compensation as a result.
6. The Board consists of a maximum ten (10) members, who shall be elected by the General Meeting in accordance with Article V paragraph 6 from the eligible Full Members of the Association.
7. No Member of the Board may serve in the same position for more than two (2) terms, whether consecutive or otherwise.
8. The composition of the Board shall, as far as practicable, reflect the composition of EuroPris membership.
9. The Board may appoint up to three (3) experts in the prisons/corrections field. These experts are not part of the Board and do not have voting rights in meetings of the Board.
10. The Board may appoint additional subject experts to serve on any committees to support the work of the Association.
11. The Association has an Executive Committee, consisting of the Officers and the Executive Director and possibly other Board members, to be determined by the Board. The Executive Committee is responsible for the daily management of the Association.
12. The Executive Director is appointed by the Board for a period that is determined by the Board and is responsible to the Board.
13. The Board can, taking these Articles of Association into consideration, establish regulations that determine the (other) matters concerning the Board and the Executive Committee and their activities.

Article VII: Duties of Members of the Board of Directors

1. The Board shall, subject to the general control and direction of the General Meeting:

- a) convene General Meetings in accordance with article V, and establish their provisional agenda, and the dates and venues of such meetings;
- b) issue invitations to individuals and organisations concerned with correctional issues to attend General Meetings as observers;
- c) present reports to the Annual General Meeting reviewing the activities undertaken by the Association since the preceding Annual General Meeting;
- d) circulate such other reports to members of the Association on the activities of the Association as it thinks fit, or as may be called for by the Annual General Meeting;
- e) plan and propose the work programme for the Association for consideration by the General Meeting;
- f) receive and manage funds on behalf of the Association;
- g) present a financial report, including annual accounts, certified by the auditors of the Association, for the years under review and the provisional budget for the following years, for consideration by the Annual General Meeting;
- h) implement the Association's work programme as approved at the General Meetings, with such authority to modify the circumstances as the General Meeting may from time to time determine;
- i) appoint the Executive Director of the Association and fix the remuneration and other terms and conditions of employment associated with the post;
- j) approve Affiliation Agreements with other Associations that the Board considers appropriate; and
- k) undertake all other acts as appear to be necessary or fitting to be done in order to carry into full operation and effect the objectives of the Association.

2. It is a requirement of Board membership that as part of the nomination process all prospective members agree in writing to the roles and responsibilities of Board members. The nature of these roles and responsibilities will be determined by the Board and reviewed periodically in accordance with the regulations set in Article VI paragraph 13.

Article VIII: Board Meetings

1. The Board shall meet at the request of the President and on the occasion of each Annual General Meeting. The Board shall also meet with twenty one (21) calendar days when a written request for such a meeting is sent to the Executive Director by not fewer than five (5) members of the Board. Meetings of the Board shall be held at such time and place, as the Board shall decide.

2. The quorum for meetings of the Board shall be constituted by the Presiding Officer and five (5) members of the Board and shall conform with paragraph 3 below. In the case that the Board consists of fewer than ten (10) members the quorum is reached as soon as the Presiding Officer plus half of the other Board members are present. Any meeting of the

Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of Association of the Association.

3. A meeting of the Board shall be presided by the President or, in his absence, by the longest-tenured Vice President. In the absence of all the Vice Presidents, the chair will be taken by the person that the members or the Board present shall determine by election.

4. Decisions of the Board may be made by a simple majority of members of the Board present and voting, under observance of the structures set out in paragraph 2 of this Article. Each Member shall have one (1) vote and the vote will be taken by a show of hands. In the case of an equal number of votes on any question at a meeting of the Board, the chairman of the meeting shall be entitled to a second, casting vote.

5. The Board may, if it thinks fit, transact any business by the circulation of papers and a decision approved in writing, provided that all of its members have the opportunity to cast votes and agree with the decision.

6. Board meetings and transactions, as referred to in the previous paragraph, may be held by electronic means, but everyone must have equal access to the technology.

Article IX: Committees and Advisory Councils

1. The Board may, by adoption of resolution, establish one or more Committees to consist of one or more Board members and/or third parties. Any such Committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) the representation of the Association;
- (b) the adoption, alteration, or repeal of any ByLaw of the Association;
- (c) the election or appointment of any Board member, or the removal of any officer or Board member;
- (d) the amendment or repeal of any resolution previously adopted by the Board; and
- (e) action on matters committed by the Articles of Association or by resolution of the Board to the members.

2. Committees cannot enter into binding obligations for the Association and cannot take binding decisions.

3. Unless otherwise determined by the Board or set out in these Articles of Association, the President shall appoint members of all committees.

4. The Board may, in its discretion, establish Advisory Boards that may include persons who are not Board members. Such Advisory Boards shall have no power to bind the Association and shall have only such other responsibilities and duties as delegated to them by the Board or the President.

Article X: Staff of the Association

1. The appointment of additional staff members and allocation of their duties shall be the responsibility of the Executive Director within the limits of the by the General Meeting determined and by the Board-approved budget.

Article XI: Representative Authority

1. The Board represents the Association. The authority to represent the Association is also vested in an Officer and the Executive Director acting jointly.

2. All contracts, documents and instruments in writing signed in accordance with paragraph 1 shall be binding upon the Association without any further authorisation or formality.

3. The Board shall have power to appoint one or more proxy holders on behalf of the Association to sign specific contracts, documents and instruments in writing, or to represent the Association in general.

4. The seal of the Association, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid in paragraph 1.

Article XII: Finance

1. The funds of the Association shall comprise:

- a) membership subscriptions;
- b) grants, special contributions and other forms of income from such foundations, international agencies and other bodies as the Board shall approve; and
- c) revenue from the sale of publications and other professional services.

2. The funds of the Association shall be applied exclusively to the purposes of the Association.

3. The financial year of the Association shall correspond with the calendar year.

4. The Members shall at each Annual General Meeting appoint an independent auditor to review and certify the Annual Accounts of the Association, for report to the members at the succeeding Annual General Meeting. The auditor presents the results of his audit to the Board in accordance with auditing standards generally accepted in the Netherlands. The remuneration of the auditor shall be fixed by the Board.

Article XIII: Rules and Regulations

1. The Board may make rules or regulations from time to time on any matter which is not required by the Articles of Association provided that such Rules and Regulations shall not be inconsistent with these Articles of Association.

Article XIV: Amendment of Articles of Association

1. These Articles of Association may be amended by a resolution of the General Meeting, summoned with the announcement that an amendment of the Articles of Association will be voted upon. Any amendment must receive a majority of at least two-thirds (2/3) of votes cast.

2. An amendment to these Articles of Association may be proposed by the Board or by Full Members. Notice of such proposed amendment must be forwarded to the Executive Director of the Association not less than ninety (90) days before the date of the General Meeting at which the proposed amendment is to be considered. The Executive Director shall circulate the notice to all members forthwith.

3. Every two (2) years, the Board will consider if the Articles of Association need to be reviewed.

Article XV: Dissolution

1. The Association shall not be dissolved except by resolution passed by the General Meeting adopted with a majority of at least two-thirds (2/3) of votes cast.

2. In case of dissolution of the Association, the General Meeting shall determine the destination of the credit balance, if there is one.

Article XVI: Books and Records

1. The Executive Director and the Board shall see that all necessary books and records of the Association required by the Articles of Association or by any applicable statute or law are regularly and properly kept.

Article XVII: Languages

1. Initially, the operating language of the (Interim) Board and Secretariat of the Association will be English. The Board will review annually the possibility of augmenting the number of languages the Association uses to conduct its business.

Article XVIII: Applicable Law

1. These Articles of Association shall be subject to and interpreted in accordance with the Laws of the Netherlands.

Article XIX: Writing

1. The requirement of acting in writing, as used in these Articles of Association, will also be fulfilled if electronic means of communication will be used. This does not apply to the cases,

provided by law, in which an act in writing without application of any electronic communication means is required.

2. The requirement for convening a meeting in writing, as required in these Articles of Association, is also met if notice of the meeting takes place by means of an electronically sent, readable and reproducible message to the electronic address that is known to the Association for this purpose.

Article XX: Transitional Provision

First Financial Year

1. The first financial year will end on the thirty-first December Two Thousand and Twelve (2012). This provision will become null and void as a provision of the Articles of Association after the end of the first financial year.