

ARTICLES
International Society for the Measurement of Physical Behaviour (ISMPB)
Translated from the Original Dutch Version

Article 1 - Definitions

In these Articles of the Society the following definitions shall apply:

- *General Membership Meeting*: The body of the Society which is formed by voting members of the Society;
- *Board*: the Board of the Society;
- *In writing*: by letter, fax or e-mail, or by message which is transmitted by another common means of communication and can be received electronically or in writing, provided that the identity of the sender can be established with sufficient certainty;
- *Articles*: the articles of the Society;
- *Society*: the legal entity to which the Articles of Society refer.

Article 2 - Name

The name of the Society is: **International Society for the Measurement of Physical Behaviour (ISMPB)**.

Article 3 - Seat

The Society shall have its seat in the municipality of **Rotterdam**.

Article 4 - Aim

1. The aim of the Society, given the importance of physical behaviour for the health, welfare and functioning of people, is to promote multidisciplinary research on the objective measurement and quantification of physical behaviour.
2. The Society shall seek to achieve this aim, inter alia, by
 - being an international organization that promotes dialogue and facilitates cooperation between its members and related communities, as well as by encouraging and initiating the sharing and dissemination of research;
 - organising scientific conferences and meetings.

Article 5 – Members

1. Members of the Society may be those who have applied in writing to the Board for membership.
2. The Society shall have different categories of members as determined by the Board and described in the Bylaws.
3. The Board shall keep a register in which the particulars of all members are recorded.

Article 6 - Admission

1. The Board shall decide on the admission of members.
2. In case of non-admission to membership, the General Meeting may as yet decide on admission.

Article 7 – Contributions & Commitments

1. Members shall be required to pay a contribution (dues), of which the amount and period shall be determined by the Board and set by the General Assembly.
 - a. For this purpose, they may be divided into categories paying a different contribution.
2. In special cases the Board shall be empowered to grant full or partial exemption from the obligation to pay a contribution.
3. The Board shall be empowered, after approval by the General Membership Meeting, to attach obligations to the membership.

Article 8 – Termination of Membership

1. Membership of the Society shall terminate
 - a. on the member's death
 - b. upon cancellation by the member;
 - c. by termination by the Society. The termination may occur if a member has ceased to fulfil the membership requirements as set out in the Articles of Society; if he fails to fulfil his obligations towards the Society; as well as if the Society cannot reasonably be expected to allow the membership to continue;
 - d. through expulsion. This may only be pronounced if a member acts contrary to the Articles of Society, rules or resolutions of the Society, or harms the Society in an unreasonable manner.

2. Termination by the Society shall be done by the Board.
3. Termination of membership by the member or by the Society may only be affected towards the end of a contribution period and subject to four weeks' notice. However, membership may in any case be terminated towards the end of the contribution period following the contribution period in which notice of termination is given. Furthermore, membership may be terminated with immediate effect if the Society or the member cannot reasonably be required to continue the membership.
4. Termination, contrary to the provisions of the preceding paragraph, shall cause membership to end at the earliest permissible time following the date against which notice was given.
5. A member may terminate its membership with immediate effect within one month after it has been informed of a resolution to convert the Society into another legal form or to merge or demerge within the meaning of Title 7, Book 2 of the Dutch Civil Code.
6. A member may furthermore terminate its membership with immediate effect within one month after a resolution limiting its rights or increasing its obligations towards the Society, has become known or has been communicated to him. In that case the resolution shall not apply to him. A member shall not be authorized to exclude a resolution by which his pecuniary rights and obligations are changed from his membership.
7. Expulsion from membership shall take place by the Board.
8. A resolution to terminate membership by the Society on the grounds that a member does not fulfil its obligations towards the Society, or that the Society cannot reasonably be expected to allow the membership to continue, and a resolution to expel a member from membership, shall be open to appeal to the General Meeting by the person concerned within one month after receipt of the notification of the resolution. For that purpose, he shall be notified in writing of the resolution in question and of the reasons for it as soon as possible. During the appeal period and pending the appeal, the member shall be suspended, provided, however, that the suspended member shall be entitled to account for his actions at the General Meeting in which the appeal referred to in this paragraph is heard.
9. If membership ends during a contribution period, the full contribution for that period shall nevertheless remain due.

Article 9 - Board

1. The Board shall consist of several persons to be determined by the General Membership Meeting, being at least six and at most sixteen persons, who shall be appointed by the General Membership Meeting. The appointment of officers shall be made from the members of the Society.
2. The Board shall elect from among its members the Executive Board, consisting of a president, a president elect, a secretary, a treasurer and a past president. The latter is understood to be the person who served as president during the period immediately preceding the current president.
3. Members of the Executive Board shall be appointed for a period of two years and may be immediately reappointed twice. One year means the period between two consecutive General Membership Meetings. Board Members retire according to a schedule to be drawn up by the Board. However, in deviation from this, regarding the positions of president elect, president and past-president, the rule is that the president elect is appointed president after completion of the first two-year period and finally - after the end of another two-year period - as past president.
4. Board members, not being part of the Executive Board, are appointed for a period of two years and are eligible for immediate reappointment twice.
5. Board members may only be reappointed after a consecutive period of two years without serving on the Board.
6. Deviation from the provisions of this paragraph can only occur after prior approval of the General Membership Meeting.

Article 10 - End of Board membership. Periodic resignation. Suspension.

1. Any director, also when appointed for a fixed period, may at any time be dismissed or suspended by the General Meeting. A suspension that is not followed within three months by a resolution to dismiss shall end by the expiry of that period.
2. The membership of the Board shall furthermore end
 - a. by the termination of the membership of the Society
 - b. by resignation.

Article 11 - Resolutions of the Board

1. The secretary, or another person appointed by the chairperson, shall draw up minutes of the proceedings of every meeting of the Board, which shall be adopted and signed by the chairman and the secretary.

2. Resolutions of the Board may also be passed in writing instead of in a meeting, provided they are passed unanimously by all members of the Board.
3. Further rules regarding the meetings of and decision-making by the Board may be laid down by Bylaws.

Article 12 - Task of the Board. Representation. Remuneration.

1. Subject to the restrictions according to the articles of Society, the board shall be charged with the management of the Society.
2. If the number of officers has dropped below six, the Board shall remain competent. The Board shall, however, be obliged to convene a General Membership Meeting as soon as possible, at which the filling of the vacancy(s) shall be discussed. In the event of the absence or inability to act of one or more Board Members, the remaining Board Members shall be charged with the entire management. In the absence or inability to act of all members of the Board or of the sole member of the Board, the Society shall be temporarily managed by a person who must always be appointed for that purpose by the General Membership Meeting. In these Articles of Society, 'being unable to act' shall in any case mean the circumstance that:
 - a. the director is unavailable for a period of more than seven days due to illness or other causes; or
 - b. the director has been suspended.
3. The Board shall be empowered to have certain parts of its task performed under its responsibility by committees that are appointed by the Board.
4. Subject to the approval of the General Membership Meeting, the Board shall be empowered to resolve to enter into agreements to acquire, dispose of and encumber registered property, and to enter into agreements whereby the Society binds itself as surety or joint and several co-debtor, warrants performance by a third party or provides security for a debt of another party, and to represent the Society in these acts. The absence of the aforementioned approval of the General Membership Meeting may be invoked against third parties.
5. The General Assembly shall be authorized to subject decisions of the Board to its approval. These decisions shall be clearly described and notified to the Board in writing.
6. Without prejudice to the provisions of paragraph 4 of this article, the Society shall be represented by the Board. The power of representation shall also be vested in two members of the Executive Committee acting jointly. The Board may grant a written power of attorney to one of them or to third parties to represent it.
7. No remuneration shall be paid to the directors. Expenses incurred in the performance of their duties shall be reimbursed to the directors on submission of supporting documents.

Article 13 - Management Report. Accountability.

1. The financial year of the Society shall coincide with the calendar year.
2. The Board shall be obliged to keep records of the financial position of the Society and of everything concerning the activities of the Society in accordance with the requirements ensuing from these activities, and to keep the books, documents and other data carriers belonging thereto in such a manner that the rights and obligations of the Society may be known at any time.
3. Within nine months after the end of the financial year, the Board shall present a management report at a General Membership Meeting, on the state of affairs of the Society and the policy pursued. The Board shall submit the balance sheet and the statement of income and expenditure on paper, together with an explanation, to the General Meeting for approval. These documents shall be signed by the directors; if the signature of one or more of them is missing, this shall be reported, stating the reasons.
After expiry of the term, each member may claim at law from the joint managers that the managers meet these obligations.
4. Each year the General Meeting shall appoint from among the members an Audit Committee consisting of at least two persons who may not be members of the Board. The Audit Committee shall examine the documents referred to in the second sentence of paragraph 3 of this article and shall report its findings to the General Meeting. The Board shall be obliged to supply the Audit Committee with all information requested by it for the purpose of its investigation, to show the cash register of the company and to inform the Audit Committee of its findings if requested to do so. The Board shall be obliged to provide all the information requested by the Committee for its investigation, to show the cash and the values of the Society to the committee if so desired, and to make the books, documents and other data carriers of the Society available for consultation.
5. If the examination of the annual accounts requires special accounting knowledge, the Audit Committee may call upon the assistance of an expert.
6. The charge of the Audit Committee may be revoked at any time by the General Meeting, but only by the appointment of another Audit Committee.

7. The Board shall be obliged to keep the books, documents and other data carriers referred to in paragraphs 2 and 3 of this article for a period of seven years, without prejudice to the provisions of paragraph 8 of this article.
8. The data recorded on a data carrier, with the exception of the balance sheet and statement of income and expenditure drawn up on paper, may be transferred to another data carrier and preserved, provided that the transfer is made with a correct and complete representation of the data and that these data are available during the entire retention period and can be made readable within a reasonable time.

Article 14 - General Meetings

1. The General Meeting shall have all powers in the Society which are not granted to the Board by the law or the Articles of Society.
2. Annually, not later than nine months after the end of the fiscal year, a General Membership Meeting shall be held. The agenda of the annual meeting shall include the following items
 - a. the management report and the account of accounts referred to in Article 13, with the report of the committee referred to therein;
 - b. the appointment of the Committee referred to in Article 13 for the following financial year;
 - c. the filling of any vacancies;
 - d. proposals by the Board or the members, announced in the notice convening the meeting.
3. Other General Membership Meetings shall be convened as often as the Board considers this desirable, or when it is obliged to do so by law or by the Articles of Society.
4. Furthermore, at the written request of at least ten percent of authorized members, the Board shall be obliged to convene a General Membership Meeting in a period of not more than four weeks after submission of the request. If the request is not complied with within fourteen days, the applicants themselves may proceed to convene the meeting by notice in accordance with Article 18 or by advertisement in at least one newspaper with wide circulation in the area where the Society has its registered office, with due observance of the convocation period referred to in Article 18. The applicants may then charge others than directors with the task of chairing the meeting and taking the minutes.

Article 15 - Access and voting right

1. Admission to the General Assembly shall be granted to all members of the Society. No admittance shall be granted to suspended members, except as provided for in paragraph 8 of Article 7 and suspended board members.
2. The General Assembly will decide on the admission of persons other than those referred to in paragraph 1 of this Article.
3. Each member of the Society who is not suspended shall have one vote.
4. A member may cast his vote by another member authorized in writing.
5. If the Board has opened the possibility for this purpose in the notice convening a General Meeting, the members shall be authorized to exercise their voting right by means of an electronic means of communication, provided that (i) the conditions to be imposed on the use of the means of communication such as the connection, the security and the like are announced in the notice convening the meeting, (ii) the member can be identified, (iii) the member can directly take note of the proceedings at the meeting, and (iv) if this possibility has been opened, the member can participate in the discussions.
6. If the Board has opened the possibility in writing, votes may be cast prior to the General Meeting by electronic means of communication, but not earlier than the thirtieth day before that of the meeting, at an e-mail address designated for this purpose. These votes shall be considered equal to votes cast in the General Meeting.

Article 16 - Chairmanship. Minutes.

1. The General Meetings shall be presided over by the president of the Society or his deputy. If the chairman and his deputy are absent, one of the other officers, to be appointed by the Board, shall act as chairman. If the chairmanship is not provided for in this manner either, the meeting shall provide for itself. Until that time, the chairmanship shall be held by the oldest person in age present at the meeting.
2. The secretary or another person designated for the purpose by the chairman shall take minutes of the proceedings at each meeting, which shall be adopted and signed by the chairman and the minute-taker. The person who convenes the meeting may have a notarial record made of the proceedings. The contents of the minutes or the record shall be brought to the notice of the members.

Article 17 - Resolutions of the General Meeting.

1. The opinion of the chairman expressed at the General Meeting on the result of a vote shall be decisive. The same shall apply to the contents of a resolution passed, insofar as a vote was taken on a proposal not laid down in writing.
2. However, if the correctness of the opinion referred to in the first paragraph is challenged immediately after it has been pronounced, a new vote shall be taken if the majority of the meeting or, if the original vote was not by roll-call or by ballot, an attendee with voting rights so requires. The legal consequences of the original vote shall be annulled by this new vote.
3. Unless the articles of Society or the law provide otherwise, all resolutions of the General Meeting shall be passed by an absolute majority of the votes cast.
4. Blank votes and invalid votes shall be deemed not to have been cast.
5. If no one obtains an absolute majority in an election of persons, a second vote shall be taken or, in the event of a binding nomination, a second vote shall be taken between the nominees. If again no one has obtained an absolute majority, repeated ballots shall be held until either one person has obtained an absolute majority or the ballot is between two persons and the votes are tied. In the event of such further voting (not including a second ballot), a vote shall always be taken between the persons who were voted for in the previous ballot, but excluding the person who received the smallest number of votes in the previous ballot. If more than one person obtained the smallest number of votes in the preceding ballot, lots shall be drawn to decide which of those persons is to be excluded from the next ballot. In the event of a tied vote between two persons, lots shall be drawn to decide which of the two is elected.
6. If the votes are tied, the proposal shall be rejected, without prejudice to the provisions of paragraph 5 of this article.
7. All voting shall take place by show of hands. However, the chairman may determine that votes shall be cast by means of ballot papers. If it concerns an election of persons, any person present who is entitled to vote may also demand that the votes are cast by means of ballot papers. Voting by means of ballot papers shall take place by means of unsigned sealed ballots. Decisions may be taken by acclamation, unless a person entitled to vote requests a roll call vote.
8. A unanimous resolution of all the members, even if they are not convened at a meeting, shall have the same force as a resolution of the General Meeting, provided it has been passed with prior knowledge of the Board. This shall also apply to resolutions to amend the Constitution or to dissolve the Society.
9. As long as all members are present or represented at a General Meeting, valid resolutions may be passed, provided they are passed unanimously, on all the matters coming up for discussion - thus also a proposal to amend the Articles of Society or to dissolve the Society - even if the convocation has not taken place in the prescribed manner or if any other rule regarding the convocation and holding of meetings or a related formality has not been observed.

Article 18 - Convening the General Meeting.

1. The General Meetings shall be convened by the Board, without prejudice to the provisions of Article 14, paragraph 4. The convocation shall be made in writing to the addresses (including e-mail addresses) of the members according to the register referred to in article 5. The notice convening the meeting shall be at least seven days. If a member consents thereto in writing, notice of a meeting may be given by means of a legible and reproducible message sent electronically to the address which the member has given to the Society for this purpose in writing.
2. The notice convening the meeting shall state the items to be discussed, without prejudice to the provisions of Articles 19 and 20.

Article 19 - Amendment of the Articles of Society.

1. Without prejudice to the provisions of Article 17, paragraphs 8 and 9, the Articles of Society may only be amended by a resolution of a General Meeting convened with the notice that an amendment of the Articles of Society will be proposed thereat.
2. Those who have called the General Meeting for the purpose of dealing with a proposal to amend the Articles of Society must have at least five days before the meeting, a copy of that proposal, in which the proposed amendment is included verbatim, must be deposited in a place suitable for inspection by the members until after the day on which the meeting is held.
3. A resolution to amend the Articles of Society shall require at least two-thirds of the votes cast at a meeting at which at least two-thirds of the members are present or represented. If not two-thirds of the members are present or represented, a second meeting shall be convened after that meeting, to be held within four weeks after the first meeting, in which the resolution on the proposal as discussed in the previous meeting

may be adopted, irrespective of the number of members present or represented, provided it is adopted by a majority of at least two-thirds of the votes cast.

4. An amendment of the Articles of Society shall not take effect until it has been laid down in a notarial deed. Each director shall be authorized to have the deed executed.

Article 20 - Dissolution

1. The Society may be dissolved by a resolution of the General Meeting. The provisions of paragraphs 1 and 3 of Article 19 shall apply mutatis mutandis.
2. After dissolution the liquidation shall be carried out by the board members. The Board may decide to appoint other persons as liquidators.
3. The surplus after liquidation shall be transferred to those who were members at the time of the resolution for dissolution. Each of them shall receive an equal share. The resolution to dissolve the Society may, however, also allocate the surplus to another purpose.
4. After completion of the liquidation, the books, documents and other data carriers of the dissolved Society shall remain in the custody of the person appointed by the liquidators for the period stipulated by the law.
5. The provisions of Title 1 Book 2 Civil Code shall otherwise apply to the liquidation.

Article 21 - Internal Regulations

1. The General Meeting may adopt Bylaws.
2. The Bylaws may not be contrary to the law, even if they do not contain mandatory provisions, nor to the Articles.

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