

The GÉANT Association Bylaws

Adopted in the general meeting of the GÉANT Association on 14/15 October 2015, amended 14 March 2016

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0.2 Definitions

Chair: The chairperson of the Board, article 9, Statutes.

Statutes: The Articles of the GÉANT Association.

General meeting: "Algemene Leden Vergadering", article 19, Statutes.

Members: The national and representative members, article 4, Statutes.

GÉANT Association: The Association under the laws of The Netherlands and registered in Amsterdam under number 4035155

The Board: The Board or "Bestuur", article 9, Statutes.

Bylaws: This set of Bylaws, article 22, Statutes

CEO: The Chief Executive Officer, article 11.2, Statutes.

1. General

1.1 These Rules are drawn up pursuant to Article 22 ("Huishoudelijk Reglement") of the Statutes

1.2 These Rules add to the rights and obligations of members and add to the rules in the Statutes which define how the GÉANT Association operates.

1.3 These Rules can be amended only by a resolution of the General Assembly.

1.4 In the event of conflict of the Bylaws, the laws of The Netherlands and the Statutes shall take precedence over these rules.

1.5 The Bylaws replace all previous documents of the GÉANT Association containing the same, similar and related subjects.

1.6 All GÉANT Association documents are public, unless the author or the Board or the General Assembly declares them to be confidential.

2. Members and Associates

2.1 The applicant for membership or associate status shall declare in writing that it subscribes to and will continue to subscribe to the Statutes and these Bylaws in their current and future form as long as membership or associate status shall continue.

2.2 The Board shall forward the application to the General Assembly as soon as it has completed all information required for the General Assembly to judge the application.

2.3 The Board will ensure that all data in the membership register are up to date. The members and associates shall inform the Board of any changes of these data.

2.4 Resignation does not prejudice the GÉANT Association's right of expulsion.

3. General Assembly

3.1 The General Assembly shall in each meeting decide the date and location of its next meeting or delegate this to the Board.

3.2 All attendants to a meeting of the General Assembly who do not have voting power shall, at the discretion of the chairman, be offered the opportunity to express their opinion.

3.3 Any member may demand the Chairman of the General Assembly meeting or of the Board to include an item on the agenda of a General Assembly meeting. The CEO shall send out a call for agenda items 5 weeks before the General Assembly meeting. Agenda items to be included in the agenda must be with the CEO at least four weeks before the meeting.

3.4 Agenda items requiring a decision will normally be accompanied by a document detailing the matter to be decided and any relevant information that may impact the decision.

3.5 Documents to be treated at a General Assembly meeting must be with the CEO at least three weeks before the meeting. The CEO shall distribute the documents to be treated at a General Assembly meeting by electronic mail two weeks before the date of the General Assembly meeting.

3.6 All documents relevant for any General Assembly meeting with the exception of those declared as confidential, will be indexed and made available in a structured electronic format by the GÉANT Association.

3.7 The CEO shall ensure that minutes of General Assembly meetings are made and kept for at least ten (10) years.

3.8 The minutes shall consist, as a minimum, of a record of the decisions taken by the General Assembly meeting and of comments explicitly requested for inclusion by a member.

3.9 After review of the draft minutes by the Chairman of the meeting the minutes shall be circulated by the CEO by electronic mail to the members for possible correction within three weeks after the meeting. Three weeks after circulation and possible correction, at the discretion of the chairman, they will be circulated again labelled as Final Draft, and submitted for approval at the subsequent General Assembly meeting.

4. General Assembly Voting

Weighted voting is applied. The voting structure is made up of two elements:

- a GNI element and
- a contribution element.

The votes are calculated once per year and presented to the last GA meeting in any year (year n), to be used in the following year (year n+1).

The GNI element is determined by:

- 1) adding the base 2 logarithms of the average GNIs of the two last available years of the countries of all member organisations together and
- 2) calculating every member country's percentage of the above.

The contribution element is determined by:

- 1) adding the contributions to GÉANT of all member organisations in year n together and
- 2) calculating every member's percentage of the combined contributions.

The number of votes in year n+1 is then determined by taking the average of the two percentages obtained as described above, within the following boundaries:

- The member with the highest average percentage will receive 100 votes;
 - The member with the lowest average percentage will receive 10 votes;
- the other members will receive a number of votes distributed in a linear way between these values.

Representative members will be classified according to the combined GNI of the countries from the organisations represented.

If any member leaves during a year or if a new member joins the number of votes of the other members will remain unchanged for the remainder of the year.

5. Elections of Board or Committee Members

5.1 If the agenda of a general meeting includes Board or Committee elections, a Call for Nominations will be sent to members at the latest at time the agenda is published.

5.2 Nominations must be proposed by a member and seconded by a second member or by an associate. The nomination must be accepted by the nominee. In case of a Board election the nomination must include for which category or categories as defined in article 9.2 of the Articles of Association the candidate is nominated. The candidate must confirm his or her eligibility to stand in the category for which he or she is nominated.

5.3 All candidates will be asked to confirm if their candidature is contingent on the availability of any remuneration for their services (in addition to reimbursement of reasonable costs and expenses). Any candidate who is not employed or otherwise engaged by a national or representative member shall state the nature of his/her current involvement, if any, with the GÉANT association, its affiliates and their activities.

5.4 The nominations shall be reported to the Association offices which will distribute the received valid nominations to the members. Nominations close five days before the start of the general meeting in which the elections will take place.

5.5 A ballot with votes for more than the maximum number of positions available will be regarded as a spoiled ballot and discounted.

5.6 For Board elections, the following procedure will apply:

a) The election for the Board will be conducted through separate secret ballots, where applicable: the first for the position of Chair, the second for any other open positions.

b) Within each category each member will cast its vote for each candidate it wishes to elect, up to the maximum number of positions available.

c) If a candidate has failed to receive a simple majority of votes he or she will not be elected. If there are more candidates receiving simple majorities than there are positions within any category, those candidates with the highest number of votes will be elected in descending order until all positions within the category are filled; notwithstanding this, there shall not be more than two Board members who are not employed by a national member or representative member.

5.7 In the event of a tie, for the last position available, a last vote will be taken with only those candidates with an equal number of votes to produce a single elected candidate, unless all candidates withdraw, or sufficient withdraw to render a second vote unnecessary.

6. The GÉANT Association Board

6.1 The Board shall adhere to the guidelines, instructions and mandates agreed by the General Assembly.

6.2 The Board may request the opinion of the members inside or outside of a General Assembly meeting on any standpoint to be taken or decision to be made by the Board.

6.3 The meetings of the Board can take place by Video Conference.

6.4 The Board cannot take financial commitment exceeding the approved budget without prior approval from the General Assembly.

6.5 The Board may set up standing Committees or working groups and will report this to the GA.

6.6 The Board shall present a Budget and an Action Plan for the GÉANT Association each year for the next financial year. It shall also report on the implementation of the previous Action Plan after the end of the relevant year at the annual general meeting.

6.7 The Board meetings shall be convened by the Chair or, upon his instruction, by the CEO.

6.8 Any Board member may demand an item to be included on the agenda of a Board meeting.

6.9 After review of the draft minutes by the Chair of the Board, the minutes shall be circulated electronically to the Board members for possible correction within three weeks after the meeting.

6.10 The CEO assists at the Board Meetings except if the Chair decides otherwise. The Chair may invite others to attend Board meetings for specific items.

6.11 Decision making within the Board shall normally be by consensus. Failing consensus, each member of the Board has one vote and the Chair has a casting vote. The quorum required for valid decision-making is 50 % of the Board members.

7. The CEO and the Management

7.1 The Board shall delegate the daily management and administration to the CEO. The Board is free to organize all aspects of the GÉANT Association within any restrictions decided by General Assembly.

7.2 The Board shall determine the employment conditions of the staff.

7.3 The Board will determine the grants of authority of the CEO who will propose the organisation of the Management of the GÉANT Association for approval by the Board.

8. Financial

8.1 The GÉANT Association may raise funding from sources other than membership fees.

8.2 The General Assembly can decide to remunerate Board members and reimburse expenses as permitted in article 9.9 of the Statutes.

8.3 The Board shall hold the books and records of GÉANT Association for at least 10 (ten) years.

8.4 The CEO may transfer money between GÉANT Association accounts without limit.

8.5 The GÉANT Association shall operate within the financial budget set by the General Assembly each year.