



Articles

European Association for Research on Learning and Instruction (EARLI)

I Name, Seat, Goals and Duration

Article 1

The Association is named 'European Association for Research on Learning and Instruction', abbreviated as EARLI.

Article 2

The seat of the Association is located at this address: Peterseliegang 1, Box 1, 3000 Leuven, Belgium and resorts under the judicial district of Leuven. The seat of the Association can be moved to another place only upon decision of the Policy Council, provided that they take into account the rules for changing these Articles.

Article 3

The Association has no intention to make profit. The aim of the Association is to promote and foster the development of empirical and theoretical research on learning and instruction and the dissemination of information concerning these topics amongst European members and other associations worldwide.

The Association seeks to achieve this aim and its associated objectives by:

- Organisation of conferences;
- Publication of newsletters;
- Promotion of mutual scientific communication and scientific collaboration between members and the Association;
- Publication of book series;
- Assisting its members to translate and internationally publish manuscripts;
- Collaborating with other associations and institutes both within and outside Europe;
- Publication of scientific journals.



The Association may also undertake all other actions that can promote this Aim and the Objectives. However, the Association can only perform an action of commerce, if the yield will be spent on the objective for which the action is undertaken.

In order to help EARLI reach these goals, Special Interest Groups (SIGs) can be established, which are part of the legal entity of EARLI. The functioning and organisation of these SIGs is described in the SIG guidelines, which are considered as binding.

Article 4

The Association is established for an indefinite term. It can be dissolved at any time.

II Members

Article 5

The number of members is unlimited, but must amount to at least eight. The Association can have members of the Policy Council and ordinary Members. Voting rights and all actions of the Policy Council are constrained within the explicit mandate of the ordinary Members Meeting. The legal provisions refer to responsibilities of the members of the Policy Council. The following persons are considered as being members of the Policy Council, assuming that they have been members for at least two subsequent years:

- The members of the Executive Committee during their term;
- The ex-officio members of the Executive Committee during their term;
- One representative per Special Interest Group (SIG).

Ordinary Members issue a mandate to the Policy Council. They have no vote in the Policy Council. The rights and obligations of the ordinary Members are specified in the Standing Orders.

Article 6

Membership of the Association is limited to individuals that can be expected to have a substantial contribution to the research on learning and instruction within the research domain as specified in the Standing Orders or to those who already contributed by



means of research or writing books, scientific articles or other published materials that contribute to the promotion of learning and instruction.

Article 7

The Executive Committee may accept other persons as honorary members, patron members, and supporting or advisory members to the Association. These are considered as ordinary Members. Their rights and obligations are specified in the standing orders.

Article 8

The maximum membership fee is 500 euros.

Article 9

Any Member, either ordinary or of the Policy Council, may at any time leave the Association. The resignation of Members of the Policy Council must be sent by registered mail to the Executive Committee. Termination of membership takes place within four weeks of receipt of the signed letter.

Article 10

Resigning or excluded Members of the Policy Council and their successors have no part in the assets of the Association, and will therefore never recover a return or compensation for services paid or contributions.

III Executive Committee

Article 11

The Association is governed by an Executive Committee, composed of a minimum of six persons who have been an ordinary Member of the Association for at least two years.



Article 12: Duration of the elective office of the Executive Committee

Executive Committee members are appointed for a two-year term, which can be renewed once. An Executive Committee member can be appointed for maximum four terms of two years if s/he is, during one term, appointed as President-elect and, during one term, appointed as President. Interim members of the Executive Committee are only appointed for the remainder of the term.

Article 13: Appointment and Compensation of the Executive Committee Members

The Executive Committee Members are appointed by the Policy Council by a simple majority, acting on the mandate of the Members Meeting, irrespective of the number of present or represented members. The process of election of Executive Committee Members can be carried out electronically and is described in the Standing Orders. The President and President-elect can be appointed for a maximum of one two-year term. The Secretary-Treasurer and any other member of the Executive Committee can be appointed for a maximum of two consecutive terms. The Executive Committee Members carry out their duties unpaid. The documents concerning the appointment of Executive Committee Members must be filed with the clerk of the Commercial Court and shall be published in the annexes to the Belgian Official Gazette within thirty days after the filing. The Association strives for the Executive Committee Members to be as representative as possible of the different regions within Europe.

Article 14: Resignation or Removal of the Executive Committee Members

The mandate of the Executive Committee Members can be terminated by dismissal by the Policy Council, by voluntary resignation, by completion of the duration of the mandate (if applicable), or death.

The dismissal by the Policy Council is decided by a simple majority of the number present and/or represented members of the Policy Council. However, it should be explicitly stated on the agenda of the Policy Council meeting, which is circulated at least four weeks in advance. An Executive Committee Member, who resigns voluntarily, must disclose this in writing to the Policy Council. This resignation shall take effect immediately unless by the dismissal the number of Executive Committee Members would drop under the statutory minimum. In this case, the Executive Committee shall convene the Policy Council within two months, to provide a replacement under a



mandate from the ordinary Members Meeting and subsequently will inform the resigned member in writing.

The documents concerning the termination of office and the appointment of Executive Committee Members must be filed on the registry of the Belgian Chamber of Commerce and shall be published within thirty days after the deposit in the annexes to the Belgian Official Gazette.

Article 15: Competencies of the Executive Committee Members

The Executive Committee shall manage the affairs of the Association and represents it in and out of court. The Executive Committee is responsible to the Policy Council for all matters, except those expressly designated by the law. The Executive Committee acts as plaintiff and defendant in all litigation and decides whether or not to take legal action.

The Executive Committee shall appoint and dismiss members of staff and determines their remuneration. The Executive Committee exercises its powers as a Board.

The Executive Committee can only make a decision validly if a majority of the Executive Committee Members is present. Decisions are taken by simple majority of votes. In case of an equality of votes, the vote of the President or the vote of the person who replaces him or her prevails. The deliberations of the Executive Committee may also take place through videoconferencing or other electronic means.

Article 16

The Executive Committee is convened by the President or by two members of the Executive Committee. The President chairs the meetings of the Executive Committee. If (s)he is absent, the meeting is chaired by the President-elect and in his/her absence by the oldest member present. External experts may advise the Executive Committee or other committees on matters related to the field of Learning and Instruction or Practitioner Research on Learning.

Article 17

Minutes are kept for each meeting. The Minutes are signed by the President and Secretary-Treasurer and entered in an appropriate register. In the absence of these



Executive Committee Members, two other Executive Committee Members are allowed to sign these documents.

Article 18

The Executive Committee issues all standing orders, policy documents and manuals, which it considers necessary and useful, and does so under the mandate of the Members Meeting. The Executive Committee may, if it deems necessary, appoint a deputy director or director. This person takes care of the current affairs and the daily correspondence and signs on behalf of BPost and documents of the public and private banks and other institutions, always informing the Executive Committee at its immediately next meeting.

Article 19

Executive Committee Members who act on behalf of the Association, may not show to third parties any decision or authorization.

Article 20

To third parties, both in legal proceedings and extrajudicial matters, the President and President-elect represent the association. If they are not available, three other appointed members of the Executive Committee may represent the Association. Other directors, who act on behalf of the association, may not show to third parties any decision or authorization.

Article 21

The Executive Committee may delegate its powers and duties to one of its members. The Executive Committee may assign to each of its members any function or portfolio which is necessary for the proper functioning of the Association. Their appointment is done by the Executive Committee by a simple majority, which decides validly only if the majority of its members is present.

The discharge of such persons may be authorized:

a) Voluntarily by the agent him/herself by a written resignation submitted to the Executive Committee



b) by dismissal by the Executive Committee via a simple majority which decides validly only if the majority of its members is present. This decision shall be notified to the person in case within seven calendar days via registered mail.

The documents concerning the termination and the appointment of persons authorized to represent the Association must be deposited with the clerk of the Commercial Court and must, within thirty days after the filing, be published in the annexes to the Belgian Official Gazette. The plenipotentiaries exercise their powers individually or communally.

Article 22

The Executive Committee may establish a daily management board, existing of a member of the Executive Committee or another person. The Executive Committee by a simple majority, provided more than the majority of the Executive Committee is present, does their appointment.

The discharge of such persons may be authorized:

- a) Voluntarily by a member of the daily management, itself by a written resignation, submitted to the Executive Committee.
- b) a dismissal by the Executive Committee by a simple majority, who decides only validly if the majority of the Executive Committee is present. This decision shall, however, within seven calendar days by a registered mail be notified to the person in casu.

The documents concerning the termination and the appointment of persons authorized to represent the Association must be deposited with the clerk of the Commercial Court and must, within thirty days after the filing, be published in the annexes to the Belgian Official Gazette. The plenipotentiaries exercise their powers individually or communally.

The decisions taken by the daily management board are being taken in collegial consultation.



IV Policy Council

Article 23

The Policy Council consists of all members of the Executive Committee during their term; The ex-officio members of the Executive Committee during their term; One representative per Special Interest Group (SIG).

The Policy Council is chaired by the President of the Executive Committee or in his/her absence by the President-elect or in his/her absence by the Secretary-Treasurer. Each Policy Council member has one vote on the Policy Council. Members of the Policy Council should be paying members of the Association. In case of non-payment within a certain term as defined by the Executive Committee, the membership of the Association and of the Policy Council will be considered as ineffective.

Article 24

The Policy Council is authorised to:

- Change the Association's articles on the mandate of the Members Meeting.
- Appoint and dismiss the members of the Executive Committee.
- Approve the budget of the Association
- Approve the audited financial statement of the Association
- Voluntarily dissolve the Association on the mandate of the Members Meeting.
- Appoint and dismiss any member of the Association
- Convert the Association into a company with a social purpose, on the mandate of the Members Meeting
- Take all other actions required by these Articles.

The process for seeking the mandate of the Members Meeting is described in the Standing Orders.

Article 25

The Executive Committee or the Policy Council are convened each time it is deemed necessary to fulfil the Aims and the Objectives of the Association. Meetings of the Executive Committee or the Policy Council may also take place through videoconferencing or other electronic tools.



The Executive Committee is convened at least twice a year to discuss the affairs and status of the Association and to decide on future actions.

The Policy Council is convened at least once a year to approve the audited financial statement of the past year and the budget for the next year.

Article 26

The Policy Council is convened within six months after the closure of the financial accounting year.

Article 27

The Executive Committee is obliged to convene the Policy Council if 1/5 of the active members of the Executive Committee or the Policy Council request it. The Executive Committee needs to respond within 21 calendar days following this request. In this case, the Executive Committee is obliged to convene the Policy Council within 40 days, including on the agenda the requested agenda items.

Article 28

The invitation letter convening a Policy Council meeting has to be signed by the President or two members of the Executive Committee. A regular letter must be sent to invite all members of the Policy Council, by e-mail or by registered post, at least eight working days before the meeting.

Article 29

The invitation letter convening a Policy Council meeting, which notes the date, hour and location, also contains the preliminary Agenda, which is determined by the Executive Committee. Each item that is nominated in writing by any member of the Policy Council should be added to the Agenda. Such items need to be submitted to the President of the Association at least eight working days before the meeting.

Article 30

In regular cases the decisions of the Policy Council are taken by a simple majority of votes of the present or represented members. Under simple majority, the abstentions



and invalid votes are considered as not included in the meetings of the Policy Council. In case of an equality of votes, the vote of the President or the vote of the person who replaces her or him prevails. The deliberations of the Policy Council may also take place through videoconferencing or other electronic tools.

Article 31

Decisions to amend the Articles may only be decided if the change is mentioned in detail on the Agenda and if 2/3 of the members of the Policy Council are present. If this number is not reached, a second meeting may be convened, following the process specified in the Articles, on which a valid decision can be taken, regardless of the number of attendees. This second meeting may not be held within 15 calendar days following on the first meeting. For each amendment of an Article, a majority of 2/3 of the votes is required, of those present at the Policy Council meeting at which the amendment is decided upon. Amendment of the Aim or Objectives of the Association may only be decided with a majority of 4/5 of the votes. After any amendment the changes and fully updated articles (after the changes) will be deposited with the clerk of the Commercial Court. Within 30 days after deposition, the amendment has to be published in the annexes to the Belgian Official Gazette.

Article 32

In case of a voluntary dissolution of the Association the same regulations are followed as described for changing the purpose of the Association. The proposition of voluntary dissolution of the Association needs to be explicitly mentioned on the agenda of the Policy Council meeting.

Article 33

A majority of 2/3 of the votes of those present is required to exclude a member. In case of an exclusion of a member this item should be placed on the agenda and the member concerned should be invited to have the opportunity to defend him/herself.

Article 34

Minutes are kept for each meeting, which are signed by the President and entered in an appropriate register. Members of the Policy Council and parties with a legitimate interest can access this register at the seat of the Association. Excerpts are signed by



the President and/or by two members of the Executive Committee and in their absence by two members of the Policy Council.

V Budget and Financial Statement

Article 35

The financial accounting year of the Association runs from March 1st to February 28th.

The Executive Committee is responsible for developing the financial statement of the previous accounting year, having it audited and also preparing the budget of the upcoming accounting year. Both the Budget for the coming year and the audited financial statement of the previous year are submitted for approval to the Policy Council, which is held within six months of the end of the financial accounting year.

VI Dissolution and Clearance

Article 36

Save for causes of judicial dissolution or dissolution by law, only the Policy Council can decide on the dissolution if 2/3 of the members present or represented at the Policy Council agree with a 4/5 majority of votes to dissolve the association. The proposition of voluntary dissolution of the association needs to be explicitly mentioned on the agenda of the Policy Council.

Should the participation or representation of members on the Policy Council fall below the 2/3 thresholds, a second Policy Council needs to be convened which deliberates validly regardless of the participating or represented members and during which a 4/5 majority is needed to voluntarily dissolve the Association. In regular cases the decisions are taken by a simple majority of votes of the present or represented members. Under simple majority, the abstentions and invalid votes are considered as vote against at the meetings of the Policy Council. A member can mandate only one other member.

In the event of voluntary dissolution, the Policy Council – or failing which the Court – will appoint one or more liquidators. The Policy Council also determines their competencies and the settlement terms.



The act of dissolution, the appointment and the resignation of the liquidators will be filed at the commercial court of the Chamber of Commerce. Within 30 days of the filing, the abstract detailing the act of dissolution, the appointment and the resignation of the liquidators needs to be published in the Belgian Official Gazette.

Article 37

For everything not stated in these articles the law of 27 June 1921, changed by the law of 2 May 2002, remains applicable.

The Executive Committee carries its mandate as a board, but can transfer certain powers under its responsibility to one or more agents.

The Executive Committee represents the Association in all juridical and extra-juridical acts and has all powers, which are not by law or by these articles granted to the Policy Council, provided that its decisions are taken within the budget, which was approved by the Policy Council.

The Executive Committee appoints every function, which it considers necessary for the proper functioning of the Association.

For all administrative duties the President and President-elect have an unlimited and separate proxy and/or mandate the EARLI office.

For all financial duties the President, President-elect and Secretary-Treasurer have an unlimited and separate proxy until an amount of 5,000 euro. Above this amount a shared signature of two of them is compulsory.

Articles reviewed and adjusted during the EC meeting August 24th 2015.

Signed by the President Costas Constantinou