



## Revised and Approved Statutes of the Groningen Declaration Network as of 8 May 2019

On this day, the eighth of May two thousand nineteen, there appeared before me, Mr. Monica Maria Dorine Tieben, candidate civil-law notary, hereafter to be called 'civil notary', acting as representative of Mr Tjerk Jouke de Vries, civil-notary in Groningen:

Mr. Fabian Emmanuel Keijzer, candidate civil Notary, working in my notary office with the address of 9728 BM Groningen, Paterswoldseweg 804, born in Leeuwarden on three December nineteen hundred and eighty two.

The person appearing stated the following:

- a. On twenty six April two thousand nineteen, the Board of Directors of the Stichting Groningen Declaration Network (Foundation Groningen Declaration Network), based in Groningen and operationally residing in 9722 NK Groningen, Nolenslaan 13, registered in the trade register under number 67518613 (hereafter to be called the foundation), decided to change the statutes of the foundation completely, as evidenced by a document added to the present act (annex).
- b. The meeting of participants of the foundation has given the required approval for this change of statutes, as evidenced by the attached document.
- c. On the basis of the attached document, the person appearing is qualified to sign the present statute changing act.

The person appearing declared that in order to implement the mentioned decision the statutes of the foundation are completely amended. After the revision the statutes are as follows:

### Article 1. Definitions.

The following definitions apply to the terms used in these articles:

- **Board of Directors:**

The foundation's Board of Directors, chaired by the president of the Network, who is chosen from among the Board.

- **Charter entities:**

The founders of the network as it existed prior to the incorporation of the foundation: the American Association of Collegiate Registrars and Admissions Officers (AACRAO); the Dienst Uitvoering Onderwijs (DUO); the National Student Clearinghouse (NSC); Stanford University; University of Málaga; South African Qualifications Authority (SAQA); University of Melbourne;

- **Executive Board**

The foundation's Executive Board, whose tasks are determined by the Board and that consists of the president, the vice-president, the treasurer, the secretary and the immediate past president;

- **Participants:**

The participants of the foundation as provided for in Article 5;



- **Bylaws**  
The internal rules of procedure and process details that complement and explain the Statutes;
- **Signatories:**  
All the organisations and persons that have signed the Groningen Declaration and thereby have pledged to subscribe to the foundation's Statutes, Bylaws and Statement of Ethical principles. They have no formal status within the foundation;
- **In writing:**  
by letter, fax or email, or by message sent by another current means of communication and which can be received electronically or in writing, provided that the identity of the sender can be established with sufficient certainty;
- **Statutes:**  
The articles of association of the foundation as they read in their various amended forms;
- **Foundation:**  
the legal entity to which the Statutes relate.

### **Article 2. Name and registered office.**

1. The name of the foundation is: **Stichting Groningen Declaration Network.**
2. It has its registered office in the Municipality of Groningen, the Netherlands.

### **Article 3. Objectives.**

1. The purpose of the foundation is:
  - to develop, offer, support and advise on the subject of Digital Student Data Portability (DSDP) particularly concerning the mutual consultation on and exchange of information between all interested parties worldwide and institutes for higher education in particular;
  - to develop and offer best practices and globally accepted standards for safe and citizen-oriented mutual consultations and exchanges of information on the subject of DSDP;
  - and everything related, belonging or conducive to this in the broadest sense.
2. The foundation seeks to achieve its objectives by:
  - creating and facilitating a network for the foundation's objectives;
  - bringing together stakeholders in the area of DSDP;
  - the use of (multi)media for the foundation's objectives;
  - generating publicity by any means for the foundation's objectives;
  - the acquisition and provision of resources (financial or otherwise);
  - furthermore, doing everything directly or indirectly related to the above, in the broadest sense.
3. The foundation is not intended to generate profit.



#### **Article 4. Capital.**

1. The foundation's capital will be formed by:
  - a. subsidies and other contributions;
  - b. gifts, testamentary dispositions and bequests;
  - c. all other acquisitions and income.
2. The Foundation can only accept inheritances with the benefit of inventory.

#### **Article 5. Participants.**

1. Participants of the foundation can be natural persons, partnerships, legal entities and non-profit organizations which, in the Board's judgment, pursue activities that serve to meet the foundation's objectives.
2. Those who are not yet Participants can be admitted to the foundation as Participants on their own request, which will need subsequent approval by the Board, or on the invitation of the Board of Directors of the foundation.
3. Admission requirements will be laid down in the bylaws by the Board.
4. Participation will end:
  - a. through notice being served with due observance of the notice period provided for in one or more rules of procedure;
  - b. through cancellation of membership by the foundation's Board;
  - c. upon the legal entity of the Participant or the partnership of the Participant ceasing to exist.
5. Participants are to pay an annual participant fee to be determined by the Board.

#### **Article 6. Participants' Meeting**

1. The Board of Directors will convene a Participants' meeting at least once a year.
2. The Board of Directors will also convene Participants' meetings as frequently as it deems necessary.
3. Each Participant is entitled to one vote at the Participants' meeting.
4. All resolutions of the Participants' meetings are passed by an absolute majority of votes.

#### **Article 7. Board of Directors.**

1. The Board of Directors consists of a minimum of seven and a maximum of twelve members, to be decided by the Board of Directors.

The intention is to appoint at least one member of the Board of Directors from all six continents of the world (Africa, Asia, Europe, North America, Oceania and South America).
2. The Board of Directors will elect a president, a vice-president, a secretary and a treasurer from its midst, together forming the Executive Board. The immediate past president will also act as a member of the Executive Board.
3. The directors will step down in accordance with a rotation schedule drawn up by the Board of Directors, observing a maximum term of office of three years; appointments made to fill vacancies in the meantime will take the place of their predecessors in the rotation schedule.

Board of Directors members can only once be reappointed.



4. In the event of one or more vacancies arising in the Board, the remaining Board of Directors members will fill the vacancies through the appointment of one or more successors (or through appointment by the sole remaining member of the board) within three months of the vacancy or vacancies arising.

For the appointment of one or more new members of the Board of Directors the remaining directors should preferably consider representatives of the Charter Entities and representatives from Participants who have paid the annual participant fee, under condition that the organizations they represent belong to one of the following four categories: Data providers (institutions); data custodians (depositories); data owners (representative student bodies, for instance student unions); and (inter)national (membership) associations active in the field of the internationalization of (higher) education. Alternatively, the Participants who are natural persons, have to be active in one of the four categories mentioned. Exceptionally, the Board of Directors may want to use its discretionary powers and consider membership to the Board of Directors by entities that do not fit in any of the aforementioned four categories, in which case such a decision requires a unanimous vote in a meeting of the Board members where all members are present or represented.

5. Should, on the other hand, one or more Board members be absent for whatever reason, the remaining Board members or the only remaining Board member will nevertheless constitute a legitimate Board.
6. If at any time there are no directors left at all to fill the vacancies, a court of law will appoint one or more directors on the request of any interested party or on the demand of the public prosecution service. These directors will be in charge of filling all remaining vacancies without delay.

#### **Article 8. Board meetings and Board of Directors resolutions.**

1. The Board of Directors meetings will be held at the places determined in each case by the Board. They can also be held online, provided that the chosen technological facilities ensure that every Board member can participate actively in the discussions.
2. At least one meeting will be held every six months.
3. Meetings will also be held at all times when considered desirable by the president or if one of the other directors makes a request to that in writing to the president, precisely stating the items to be placed on the agenda.

If the president fails to heed such a request in such a way that the meeting can be held within three weeks of receiving the request, the party making the request will be entitled to convene a meeting, with due observance of the required formalities.

4. Notwithstanding the provisions of paragraph 3, the meeting will be convened in writing by the chairperson at least seven days in advance, not including the date on which the meeting is convened or the date of the meeting itself.
5. In addition to the time and place of the meeting, the notice to convene will stipulate the subjects being placed on the agenda.
6. If the rules laid down in the Statutes for convening and holding meetings are not observed, a meeting of the Board of Directors can nonetheless pass valid resolutions on all subjects raised, provided that the meeting of the Board of Directors in question is attended by all directors in office and that the resolutions in question are passed by unanimous vote.



7. The meetings will be chaired by the president of the Board; the meeting will appoint its own chairperson in his or her absence.
8. Minutes will be taken of the business transacted at the meetings by the secretary or by one of the other attendees asked by the chairperson to undertake these duties.  
The minutes will be formally adopted at the next meeting.
9. The Board of Directors can only take valid decisions at a meeting provided that the majority of the sitting Board members are present or represented at the meeting.  
Directors can have themselves represented at a meeting by fellow-directors upon submission of a written power of attorney deemed by the chairperson of the meeting to be adequate for that purpose.  
A director may only act as the authorized representative for one fellow-director.
10. The Board of Directors can also pass resolutions outside of meetings provided that all directors have cast their vote in writing.  
The provisions of the previous sentence are also applicable to resolutions to amend the Statutes or dissolve the foundation.  
The same majorities as for resolutions at meetings are required for decisions taken outside of meetings.  
A resolution passed outside of a meeting will be recorded by the secretary and this record, after being co-signed by the chairperson, will be added to the minutes together with the votes received.
11. Each director has the right to cast one vote.  
Where these Statutes do not stipulate a larger majority, all Board of Directors resolutions will be passed by an absolute majority of the valid votes cast.  
In the event of a tied vote, the president casts the deciding vote.
12. All votes at the meeting will be cast orally, unless the chairperson deems a ballot appropriate or one of the holders of voting rights requires a ballot prior to voting. Ballots will be held using unsigned, sealed paper ballots.
13. Blank votes shall be deemed not to have been cast.
14. Any dispute with respect to voting not provided for in these Articles will be decided by the president.

#### **Article 9. Management authority and remuneration.**

1. The Board of Directors is charged with the management of the Foundation.
2. Provided that prior written consent has been granted by the Participants' meeting and provided that the resolutions in question are passed by unanimous vote of all sitting directors, the Board of Directors is authorized to make a decision to enter into agreements for the acquisition, disposal and encumbering of property subject to registration and to enter into agreements in which the foundation commits itself as surety or joint and several debtor, warrants performance of a third party or provides security for a debt of a third party.
3. The directors cannot be assigned any remuneration.  
Expenses of the directors can be reimbursed on the presentation of supporting proofs.



### **Article 10. Representation.**

1. The foundation is represented by the Board of Directors in the absence of any statutory provision to the contrary.  
The Foundation can also be represented by two jointly acting members of the Executive Board.
2. The Board of Directors can authorize others to represent the foundation judicially and extrajudicially within the parameters specified in the power of attorney.

### **Article 11. Termination of membership of the Board of Directors**

Membership of the Board of Directors ends:

- through the death of a director;
- through the loss of the disposition over his/her assets;
- upon retirement in writing as a Board of Directors member;
- through his/her dismissal pursuant to article 2:298 of the Dutch Civil Code.
- through a decision taken by the other directors by unanimous vote.
- through retirement by rotation.

### **Article 12. Financial year and annual accounts and reports.**

1. The foundation's financial year coincides with the calendar year.
2. At the end of each financial year the treasurer draws up a balance sheet and a statement of income and expenditure over the previous financial year, which annual accounts and reports will be presented to the Board of Directors within six months of the end of the financial year and, if required by the Participants, accompanied by a report of a registered accountant or an accountant-administration consultant.
3. The annual accounts and reports will be approved and adopted by the Board.  
By adopting the annual accounts and reports the Board of Directors discharges the treasurer for the management acts he has performed..
4. The Board of Directors will send the annual accounts and reports to the Participants following their adoption.

### **Article 13. Committees and Task Forces**

The Board of Directors is authorized to institute one or more committees, also known as task forces, the tasks and powers of which will be laid down in separate bylaws.

### **Article 14. Advisory Board**

The Board of Directors can appoint an Advisory Board, which will then have the task of providing the Board of Directors with solicited and unsolicited advice.

The remaining tasks and powers will then be laid down in separate bylaws



### **Article 15. Executive Director.**

1. The Board of Directors can appoint an executive director charged with the day-to-day management of the foundation.
2. If an executive director is appointed, he/she can be dismissed by the Board of Directors with due observance of the statutory provisions in that regard.
3. The executive director has an advisory vote in Board of Directors meetings.
4. The appointment, the dismissal and the other conditions regarding the executive director will be laid down by the Board of Directors in separate bylaws.

### **Article 16. Bylaws.**

1. The Board of Directors is empowered to adopt one or more bylaws providing for subjects not covered by the Statutes.
2. The bylaws may not be in conflict with the law or the Statutes.
3. The Board of Directors is authorized at all times to amend or cancel the bylaws.
4. The adoption, amendment and cancellation of the bylaws are subject to the provisions of Article 17, paragraphs 1 and 2.

### **Article 17. Amendments to the Statutes.**

1. The Board of Directors is authorized to amend the Statutes with the prior written consent of the Participants' meeting.  
Without prejudice to the provisions of Article 8.10, the resolution to this effect must be passed with a majority of at least three quarters of the votes cast at a Board of Directors meeting attended or represented by all directors.
2. If not all of the directors are present or represented at a meeting at which a proposal as provided for in paragraph 1 of this Article has been placed on the agenda, a second meeting of the Board of Directors will be convened, to be held no sooner than seven days but no later than twenty days after the first meeting, at which the resolution can be adopted with a majority of at least three quarters of the votes cast and at which meeting at least the majority of the sitting directors are presented or represented.
3. Each individual director is authorized to execute the relevant notarial act amending the articles.

### **Article 18. Dissolution and liquidation.**

1. The Board of Directors is authorized to dissolve the foundation with the prior written consent of the Participants' meeting.  
The resolution to dissolve the foundation is subject to the provisions of article 17, paragraphs 1 and 2.
2. The foundation will continue to exist after its dissolution to the extent necessary to liquidate its assets.
3. The foundation will be liquidated by the Board of Directors.
4. The liquidators shall ensure that the dissolution of the foundation is registered in the Register as meant in Section 2:289 of the Dutch Civil Code.
5. During the liquidation, the provisions of these Articles will remain in force as far as possible.



6. Any credit balance of the dissolved foundation will be spent on a public benefit organization with similar objectives as that of the foundation or on a foreign institution that is exclusively or virtually a public benefit organization with similar objectives to that of the foundation.
7. After the end of the liquidation, the records and documents of the dissolved foundation will remain for seven years in the custody of the youngest liquidator.

**Article 19. Final stipulation.**

The Board of Directors of the foundation will decide in all cases not provided for by law or these Articles.”

The person appearing is known to me, the civil-law notary.

Whereof a deed is executed in one original in Groningen on the date first hereinbefore written.

After the substance of this deed had been communicated to the person appearing and an explanation had been given, the person appearing stated in good time before its execution that the person appearing had taken cognizance of its contents and did not require the deed to be read out in full.

Following its limited reading, the deed was signed by the person appearing and by me, the civil-law notary.