

STATUTES
***INTERNATIONAL ASSOCIATION FOR THE EVALUATION OF
EDUCATIONAL ACHIEVEMENT***

**TITLE I. APPELLATION - COMPANY HEADQUARTERS - COMPANY
OBJECTIVE - DURATION**

Article 1: Appellation

1. The International Non Profit making Association has the appellation: "*INTERNATIONAL ASSOCIATION FOR THE EVALUATION OF EDUCATIONAL ACHIEVEMENT*", abbreviated to "*I.E.A.*" and in French "*ASSOCIATION INTERNATIONALE POUR L'EVALUATION DU RENDEMENT SCOLAIRE*", hereafter referred to as "the Association".

Article 2: Headquarters and region

The headquarters of the Association was established in Belgium at Liège, in the Liège region. It may be transferred to any other place in Belgium by the decision of the general assembly, ruling with a majority of two-thirds (2/3) of votes cast.

Note:

Since April One Thousand Nine Hundred and Ninety-Nine, the International Secretariat of the Association has been organized in the Netherlands in the form of a Foundation. The statutes of this Foundation contain descriptions of the relationship between the Council for the Administration of the Foundation and the General Assembly of the Association.

In so far as necessity requires, the composition of the Administration Council (also called "Standing Committee") of the Association is defined as identical to the composition of the Administration Council of the Foundation.

Article 3: Objective

The non profit making aim of the Association's international interest is to:

- a) direct research in matters of education at international level;
- b) promote research targeted at examining problems in matters of education common to a number of countries with a view to creating a premise for the analysis and development of a policy, both of which are based on conclusive data;
- c) propose, within the framework of the Association, means by which research centres that are members of the Association may undertake co-operative projects, and;

- d) promote the reinforcement of capacities to evaluate educational achievement;
- e) execute all other activity linked to the research, contributing to executing the purposes of the Association mentioned below.

Article 4: Duration

The Association is constituted for an unlimited duration.

TITLE II. MEMBERS - CONTRIBUTIONS - EXIT

Article 5: Members - membership

1. Only institutions charged with research in matters of education (participant centres) may be members of the Association. Any research centre that has the status of a corporate entity incepted as a company may become a member on the condition that it is sufficiently qualified and has the resources to undertake the research project envisaged.

Membership is decided by the General Assembly.

2. Each institutional member shall designate a representative for the General Assembly with the aim of representing the continued general interest of this institution.

3. The Association may from time to time designate individuals as honorary members. They shall not have duties, powers or responsibilities, even if they are invited from time to time to attend meetings for any body of the Association. The honorary members may not vote on questions of policy within the Association.

Article 6: Contributions

The resources of the Association include contributions and funds arising from, for example, gifts, donations, legacies and revenues from sales of its publications. Equally, the General Assembly may determine the amount of the annual contribution.

Article 7: Right to vote - rights of members

The General Assembly includes a representative from each participant centre. Each representative only has one vote.

Article 8: Voluntary retirement - resignation - suspension - exclusion

1. Any member of the Association is free to withdraw from it at any time, addressing the administration council of the resignation in writing.
2. Membership may be cancelled by a majority vote of three-quarters (3/4) by attending members of the General Assembly, when serious reasons arise.
3. Membership may be annulled by an identical majority vote if the members cease to satisfy the conditions of participation. Those that cease to be members give up all their rights in the Association.

TITLE III. ORGANISATION AND FUNCTION

Section 1: Bodies of the Association

Article 9: Bodies of the Association

The bodies of the Association are:

- the general assembly;
- the administration council, sometimes also called the “standing committee”.

Section 2: The general assembly

Article 10: Competences

The general assembly possesses plenary powers that permit the execution of the objective and the activities of the Association.

The general assembly, which includes a representative from each participant centre, has complete authority.

More generally, the general assembly determines the general policy of the Association.

Reserved exclusively to its powers, duties and functions are:

- amendment of statutes;
- appointment and removal of administrators and, if it so happens, of commissioners, as well as the setting, of possible remuneration for the latter;
- discharging of grants to administrators and, if it so happens, to commissioners;
- approval of the budget and annual accounts;

- voluntary dissolution of the Association ;
- exclusion of a member;
- adoption of an internal rule of order;
- all cases where statutes require it.

The general assembly may establish, if necessary, subsidiary bodies, of a temporary or a permanent nature. It determines the general composition, the authority and the duration of the mandate of these bodies.

Article 11: Composition

1. The general assembly is composed of all members.
2. The general assembly is presided over by a president elected by it under a proposal from the administration council.

Article 12: Convocation

§1. A meeting of the general assembly must be held at least once every year. Furthermore, the general assembly may be reconvened in an extraordinary manner at any time, by the decision of the administration council, the president, or at the request of at least one-fifth of the members.

The meetings are held at the place indicated in the convocation. All members must be called there.

§2. The general assembly is convened by the administration council by ordinary letter, fax, electronic mail or any other means of communication addressed to each member at least fifteen days before it is to be held, without prejudice to Article 14, and signed by the President or an administrator in the name of the administration council. The agenda is given reference in the convocation.

Any proposal signed by a number of the members at least equal to a twentieth of the members is also carried onto the agenda.

In case of amendments to statutes, proposed amendments must be given explicit reference in the convocation.

Article 13: Mode of decision

§1. The general assembly shall only deliberate if half of the members are present or represented.

Each representative has only one vote.

A quorum may equally be understood as having been reached when a vote and/or a written opinion concerning a current issue has been received by standard post, by fax

and/or via other forms of electronic communication. Such quorum must be validated by the Administration Council.

§2. The members may be represented at the general assembly by a proxy, by means of a written or special procuration. Each member may only hold that position by procuration.

§3. Except for in exceptional cases provided for by current statutes or by the law, resolutions are taken by a simple majority of members present or represented.

Article 14: Conditions for amendments to statutes

Statutes may only be amended by a deed drawn up by a notary.

Without prejudice to articles 50 §3, 51 § 2 and 3, 55 and 56 of the law on Non Profit making Associations, International Non Profit making Associations, and Foundations, any proposal having for its aim an amendment to the statutes the dissolution of the Association must proceed from the administration council or from at least one-third (1/3) of the members of the Association.

The administration council must bring to the attention of the members of the Association, at least one month in advance, the date of the meeting of the general assembly the general assembly which will rule on the said proposal as well as the proposed amendments.

The general assembly may only effectually deliberate on the proposal if it convenes three-quarters (3/4) of the members, present or represented, of the Association.

No decision shall be reached if it is not voted for by a majority of three-quarters (3/4) of the votes of members present or represented.

Equally, a quorum may also be understood to have been reached when a vote and/or a written opinion concerning a current issue has been received by standard post, by fax and/or via other forms of electronic communication. Such quorum must be validated by the administration council.

In any case, if the general assembly does not convene three-quarters of the members of the Association, a new meeting shall be called which will rule definitively and effectively on the proposal, with the said majority of three-quarters (3/4) of the voices, whatever the number of members present or represented, at the earliest one month after the first meeting.

Section 3. The administration council

Article 15: Competences - extension of powers - representation of the Association

§1. The administration council is invested with powers to act in the name of the Association and to carry out all acts of management, administration, and settlement that are in the interests of the Association, with the reserve of the competence of the general assembly.

Furthermore, the functions of the administration council consist in:

- taking decisions, between meetings of the general assembly, within the framework of the global policy determined by the general assembly;
- appoint members of sub-committees;
- analyse decisions concerning expenses that are determined by the international secretariat and limited to the budget of the Association.

The international secretariat consists of the president, executive director and other members of staff.

The international secretariat is responsible for the implementation of decisions taken by the general assembly and the administration council.

§2. Administrators not specifically invested by the general assembly with specific functions and missions exercise their power through boardroom participation in administration council meetings.

§3. The administration council elects a president from among its number.

§4. The administration council may delegate daily management, by using the signature and representation pertaining to this management, or giving specially elected powers to one or more persons, whether administrators or not, members or not, who exercise their intercessions in an individual manner and whose powers it shall set. The administration council may allocate a salary or allowance for these persons. The removal of the mandate of a delegate from daily management may only be interceded by a reasoned decision made taken by the administration council with a simple majority of votes. The administration council may create any committee, council or office for which it shall determine powers and competences.

§5. All actions undertaken by the Association are, without special procurations, signed by two administrators or by the executive director who shall not have to give justification for a third of the powers conferred to this end. Judicial actions, either as plaintiff or defendant, are pursued by the administration council, represented by the president, the executive director or an administrator appointed to this effect by it.

§6. The president and, in his/her absence, two administrators acting jointly are authorized

to accept a provisionary or a permanent title, with gratuities made at the Association, and to perform any necessary formalities in order to do this.

§7. Each year, and at the latest, six month after the closing date of the company's financial year, the administration council presents to the general assembly for approval the budget for the following financial year, and the annual accounts for the financial year just past, in conformity with article 53 of the law.

Article 16: Composition

§1. The Association is administered by a council composed of a president and six other members, being physical persons.

§2. The administrators are called by the general assembly for a mandate of three years, and are for all time removable by it. They can be removed by the general assembly, ruling by a majority of three-quarters (3/4) of members present or represented. They are re-electable.

§3. The administration council may invite observers, consultants, members, or not, with a consultative vote.

§4. The functions of administrators come to an end with death, resignation, civil incapacity or placement under temporary administration, removal, or expiry of mandate. Any administrator is free to retire at any moment from his functions by addressing the administration council of his/her resignation in writing, which acts on it and acknowledges it at the next meeting of the general assembly.

In case of annual leave during a mandate, the general assembly may appoint a replacement who will complete the mandate of his/her predecessor.

§5. The mandate of the administrator is not remunerated, except by a decision to the contrary by the general assembly.

Article 17: Meetings and convocations

§ 1. The administration council convenes when called by the president or, in its absence, by an administrator. The convocation is transmitted by letter, fax, electronic mail or any other means of communication.

§ 2. The administration council forms a board and may only make a ruling if at least a quarter of its members are present or represented.

Its decisions are made with a simple majority of votes. In case of a divided vote, that of the president or his/her replacement is decisive.

Equally, a quorum may also be understood to have been reached when a vote and/or a written opinion concerning a current issue has been received by standard post, by fax and/or via other forms of electronic communication.

Any administrator prevented from carrying out a duty may in writing give proxy to another administrator. Neither of them may be the bearer of more than one proxy.

In case of the president being prevented from carrying out a duty, his/hers functions are assumed by the older of the administrators present.

§3. Decisions are documented recorded in the form of minutes. These minutes are signed by the person who presided over the sitting or by an administrator and are documented in a special register. The extracts or copies that must be produced are signed by an administrator.

TITLE IV. MISCELLANEOUS

Article 18: Internal rule of order

An internal rule of order may be presented by the administration council to the general assembly, which will enable amendments to be introduced at any time.

Article 19: Company financial year - commissioners

§1. The company financial year begins on the First of January and ends on the Thirty-First of December each year.

The accounts audit shall be carried out each year by a competent international auditor and the accounts should be submitted to the general assembly.

§2. In the event that this does not happen, and in any case where the law deems it necessary, the general assembly shall appoint a commissioner, selected from among members of the Institut des Réviseurs d'Entreprises, responsible for verifying the Association's accounts, in conformity with article 53 of the law.

§3. If the Association produces profits, they may only be used towards the objectives mentioned in article three of the Statute. Members may not take part of the profits and, in their capacity as members, may not receive gifts, donations, grants or loans from the Association. The Association may not take on foreign administrative expenses arising from Association objectives or pay inappropriate sums of money (for example, salaries, allowances, fees, etc.) to any person.

Article 20: Dissolution and liquidation - assignment of estate

The general assembly adjudicates on the dissolution of the Association. At the same time, it rules on the mode of liquidation, appoints the liquidator(s), and determines their powers and remunerations. Possible net assets after liquidation shall be assigned, following a decision by the general assembly, to a corporate entity governed by private or public law following a similar company objective. In the event where this does not happen, the decision of the general assembly concerning the use of the remaining assets requires approval from the relevant fiscal authority.

Article 21: Postponement - Primacy of binding legal clauses

Anything that is not explicitly envisaged in the current statutes is ruled by the law of Twenty-Seventh of June One Thousand Nine Hundred and Twenty-One governing International Non Profit making Associations.

Legal clauses that prove to be incompatible with new legal clauses coming into force and that are binding shall be considered unwritten.