

¹ [Link to Original statutes in Dutch](#)

Article 1.

Definitions.

In these Statutes, the following definitions apply:

1. *General Assembly*: the body of the Association formed by voting members, affiliate members and interested parties of the Association;
2. *Board*: the Board of the Association;
3. *Written*: by letter, fax or email, or by message transmitted by any other common 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 statutes of the Association;
4. *Association*: the legal entity to which the Statutes refer.

Article 2.

Name.

The Association has the name: European Association for Mindfulness (eamba)².

Article 3.

Seat.

The Association has its seat in the municipality of Amsterdam.

Article 4.

Objectives.

1. The objective of the Association is to connect, inspire and support its members and affiliate members.
2. The Association seeks to achieve this objective by, amongst other things:
 - a. supporting national associations for mindfulness professionals, as well as national associations in formation, who work with mindfulness based approaches;

¹ *This document is an informal English translation of the original Dutch statutes (see original). These Statutes were adopted for the official registration of eamba as an Association in 2018. In this text "the Association" is referring to eamba. Remarks in italics are explanatory and not in the original text.*

² *'EAMBA - European Associations for Mindfulness based Approaches' was registered on July 31, 2018, the name was changed to 'eamba - European Associations for Mindfulness' in 2020.*

- b. promoting the integration of mindfulness into society based on evidence - based secular programs.

Article 5.

Members. Affiliate members. Associate members.

1. Members of the Association can be associations for teachers and researchers of mindfulness-based programs (MBPs) in a European country.
2. The Board keeps a list of names and addresses of members, affiliate members and associates.
3. Affiliates are groups of persons who participate in the Association's activities, and who are in the process of founding an official teachers' association in their country (territory).
4. Associates are organisations with an interest in mindfulness.
5. Affiliates and Associates do not have any rights and obligations other than those formulated in the statutes.
6. Apart from other rights granted to Affiliates and Associates in the Statutes, the General Assembly can grant them the right to
 - a. Attend the General Assembly;
 - b. Get support from the Association to develop into a full Member with voting rights
7. The General Assembly decides on possible participation and the financial contribution of Affiliate members.

Article 6

Admission

1. The Board decides on admission of members, affiliates and associates.
2. In case of non-admission, the General Assembly may ultimately decide on admission.

Article 7

Ending of membership, and ending of rights and obligations of affiliates and associates

1. Membership of the Association ends:
 - a. When the association in question terminates;
 - b. When a member cancels membership;
 - c. When the Association cancels membership. This can happen
 - i. when a member has ceased to comply to the conditions for membership as stated in the statutes;
 - ii. when they have not fulfilled obligations to the Association; as well as

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- iii. when the Association cannot be required in all reason to continue membership;
 - d. By expulsion
This is only possible when a member acts, violating the statutes, rules or decisions of the Associations, or causes disadvantage to the Association in an unreasonable way.
2. Termination by the Association shall be effected by the Board after consultation of the General Assembly. The decision for termination shall be supported by 2/3 majority in the GA.
3. Termination of membership by the member or by the Association may only take place towards the end of a financial year and is subject to six weeks' notice. However, membership may in any case be terminated by the end of the financial year following the financial year in which notice was given. Furthermore, membership may be terminated immediately if the Association or the member cannot reasonably be expected to allow the membership to continue.
4. Termination contrary to the provisions of the preceding paragraph shall cause membership to end at the earliest permissible time following the date of termination.
5. A member may terminate its membership with immediate effect within one month of being notified of a resolution to convert the Association into another legal form or to merge or divide up within the meaning of Title 7, Book 2 of the Dutch Civil Code.
6. A member may also terminate its membership with immediate effect within one month of being informed of a resolution which limits its rights or increases its obligations towards the Association. The resolution shall in that case not apply to it. A member may not terminate its membership in order to exclude it from a resolution which changes its financial rights and obligations.
7. Expulsion from membership shall take place by the Board after consultation of the General Assembly. The resolution to expel shall be supported by 2/3 majority at the General Assembly.
8. A resolution to terminate membership by the Association on the grounds that a member does not fulfil its obligations towards the Association, or that the Association cannot reasonably be expected to allow membership to continue, and a resolution to expel a member from membership shall be open to appeal to the General Assembly within one month of receiving notification of the resolution.
For that purpose, it shall be notified in writing of the decision and of the reasons for it as soon as possible.
During the appeal period and pending the appeal, the member will be suspended, provided, however, that the suspended member shall be entitled to account for its actions at the General Assembly at which the appeal referred to in this paragraph is heard.
9. If membership ends in the course of a financial year, the annual contribution shall nevertheless remain due for the whole year.
10. The rights and obligations of an affiliate member and of an associate may at any time be mutually terminated by notice of termination, except that the entire annual

contribution for the current financial year shall remain payable.

11. Termination by the Association as referred to in the previous paragraph shall be effected by the Board after consultation of the General Assembly. The resolution to terminate shall be supported by a 2/3 majority vote at the GA.

Article 8.

Annual Contributions. Commitments.

1. Members, affiliate members and associates are obliged to pay an annual contribution, which shall be determined by the General Assembly.
2. The annual contribution is based on the number of teacher-members of a member on December 31 of the previous year.
3. The Board is authorised to grant full or partial exemption from the obligation to pay a contribution in special cases.
4. The Board is not entitled to attach any obligations to the membership.

Article 9.

Governance

1. The Board consists of three or more people appointed by the General Assembly. The Board members will be appointed from the delegates of the [full] members of the Association, subject to the provisions of paragraph 2 of this Article.
2. The General Assembly may appoint one external board member [i.e. not representing a full member association].
3. The appointment of board members will result from one or more binding nominations, subject to the provisions of paragraph 4 of this Article.
4. Both the Board and one or more members can make such a nomination. The nomination by the Board shall be announced in the invitation for the meeting. A nomination by one or more members must be submitted in writing to the Board before the start of the meeting.
5. Any nomination may be deprived of its binding character by a resolution of the General Assembly passed by at least two-thirds of the votes cast, at a meeting at which at least two-thirds of the members are represented.

If no nomination has been made, or if the General Assembly decides in accordance with the preceding point to deprive the proposed nominations of their binding character, the General Assembly will be free to make a choice.

If there is more than one binding nomination, the appointment shall be made from those nominations.

Article 10

End of Board Membership. Schedule of resignation. Suspension.

Any board member, including those appointed for a fixed term, may be dismissed or suspended at any time by the General Assembly. A suspension that is not followed by a decision on dismissal within three months shall end by the expiry of that period.

1. Each board member shall retire no later than three years after his appointment, according to a schedule of resignation, to be drawn up by the Board.
2. A board member may be re-elected for a maximum of one more three-year period; anyone appointed to fill an interim vacancy shall take the place of his predecessor on the schedule.
3. The membership of the Board shall furthermore end
 - a. of a board member when membership of the member organisation they represent, is being terminated by the Association;
 - b. by resignation.

Article 11.

Functions of the Board. Decision-making of the Board.

1. The Board shall appoint from among its members a president, a secretary and a treasurer. The Board may internally appoint a substitute for each of these. A board member may execute more than one function.
2. Minutes of the proceedings of each board meeting will be written by the secretary and approved and signed by the president and the secretary.
3. Resolutions of the Board may also be taken in writing instead of in a meeting, provided they are passed unanimously by all board members.
4. Additional rules regarding the meetings of and the decision making process by the Board can be recorded in the Internal Regulations.

Article 12.

Task of the Board. Representation. Remuneration.

1. Subject to the restrictions according to the Articles of Association, the Board is charged with the management of the Association.
2. If the number of board members falls below three, the Board remains in function and authorised. However, the Board shall be obliged to convene a General Assembly as soon as possible, at which the filling of the vacancy(s) is discussed.
3. The Board may delegate some parts of its task to working groups appointed by the Board, executing the tasks under board responsibility.
4. The Board is not authorised to resolve to enter into agreements to acquire,

dispose of or encumber registered property, and to enter into agreements whereby the Association 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 Association with regard to these acts.

5. The General Assembly is authorised to approve decisions of the Board. These decisions must be clearly described and communicated to the Board in writing.
6. Without prejudice to the provisions in paragraph 4 of this Article, the Association shall be represented by the Board. The authority to represent the Association also lays with either the president, or two other board members.
7. Board members do not receive an honorarium, but their possible expenses may be reimbursed, upon presenting receipts, invoices or other supporting documents.

Article 13.

Board report. Accountability.

1. The financial year of the Association coincides with the calendar year.
2. The Board is obliged to keep records of the financial position of the Association and of everything concerning the activities of the Association in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers belonging to them in such a way that the rights and obligations of the Association can be known at any time.
3. At the General Assembly, the board presents a report on the course of events in the Association and on its financial management, within six months after the end of the financial year, unless this period is extended by no more than four months. The Board will present the balance sheet and a statement of income and expenditure with a clarification on paper to the General Assembly for their approval. These documents shall be signed by all board members; if the signature of one or more of them is missing, then this must be reported, with an explanation of reasons.
4. The General Assembly annually appoints from among its members an audit committee of at least two persons, who may not be members of the Board. This financial committee examines the documents as mentioned in the second sentence of paragraph 3 of this article, and reports its findings to the General Assembly. The Board is obliged to provide the financial committee with all the information it requires for the purpose of its investigation, to show the Association's finances, and make available all books, documents and other data carriers with financial information of the Association available for consultation.
5. If the examination of the accounts requires special accounting knowledge, the financial committee may call upon the assistance of an expert.
6. The task of the financial committee may be revoked at any time by the General

Assembly, but only by appointing another finance committee.

7. The Board is obliged to keep the books, records 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 retained, provided that the transfer is made with the correct and complete representation of the data and that these data are available during the entire retention period and can be made legible within a reasonable time.

Article 14.

General Assembly.

1. The General Assembly has all powers in the Association, which are not assigned to the Board by the law or the Statutes of Association.
2. Each year, no later than eight months after the end of the financial year, a General Assembly - the annual meeting - will be held.

The agenda of the annual General Assembly shall include:

- a. the Board management report and the financial statements 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 invitation letter convening the meeting.
3. Other General Assemblies can be convened as often as the Board considers this desirable, or when it is obliged to do so by law or the Statutes.
 4. Furthermore, at the written request of more than fifty percent (50%) of the members, the Board must convene a General Assembly not more than eight weeks after submission of the request. If the request is not reacted to, the petitioners themselves may proceed to convene the meeting in accordance with Article 18. The petitioners may then request others than the board to chair the meeting and make the minutes.

Article 15.

Access and voting rights.

1. The General Assembly is open to all members of the Association, an external board member who is not a member of the Association, all Affiliate members and all interested parties. Each member of the Association may delegate a person to attend the General Assembly.

Suspended members are not admitted, except as provided in paragraph 8 of Article 7 and suspended board members.

2. The General Assembly decides on the admission of persons other than those referred to in paragraph 1 of this article.
3. Each Member of the Association, unless suspended, has one vote [*i.e., only full members can vote, no affiliates or associates*]. If two representatives of a member association are present at the meeting, they will inform the organisation beforehand which one of them will vote.
4. A board member who is not a member of the Association has an advisory vote.
5. A member may cast a vote for another member when authorised in writing to do so.
6. If the Board has provided the possibility to do so in the invitational letter convening a General Assembly, the members may cast their votes electronically, 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 is offered, the member can participate in the deliberations and consultations.
7. If the Board has opened the possibility to do so in writing, votes may be cast prior to the General Assembly electronically, but not earlier than the thirtieth day before that of the meeting, at an e-mail address specifically designated for this purpose. Such votes must be treated in the same way as votes cast at the General Assembly.

Article 16.

Presidency. Minutes.

1. The General Assembly is chaired by the President of the Association or their deputy. If the president and their deputy are absent, one of the other board members, to be appointed by the Board, shall act as the chair. If even then no chair for the meeting is provided, the Assembly itself will provide for it. Until that moment, the oldest person in age present at the meeting will act as a chair. [*note: this last and ancient 'rule' is meant to prevent endless deliberations..*]
2. The secretary or another person appointed for this by the president, takes minutes of the meeting, which will then be approved and signed by the president and the minute-taker. The minutes will be sent to all members.

Article 17.

Decision-making of the General Assembly.

1. The judgement of the chair expressed at the General Assembly concerning the result of a vote is decisive.
2. The same applies to the contents of a decision taken upon voting for a proposal that was not put down in writing.
3. If, however, the appropriateness of a judgement referred to in the first paragraph is questioned immediately after it has been made known, a new voting round must take place when the majority of the Assembly or, if the original vote was not by ballot, an attendee with voting rights so requires. This new vote invalidates the legal consequences of the original vote.
4. Unless the Statutes of the Association or the law determine otherwise, all resolutions of the General Assembly must be passed by an absolute majority of the votes cast.
5. Blank votes and invalid votes are deemed not to have been cast. [*not counted*]
6. If in an election of persons, no one obtains an absolute majority, a second vote will be held or, in the case of a binding nomination, a second vote shall be held between the nominated candidates. If still no one has obtained an absolute majority, new votes shall be held until either one person has obtained an absolute majority or the vote 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, with the exception of the person who received the smallest number of votes in that previous ballot. If the smallest number of votes were cast for more than one person in the preceding ballot, lots shall be drawn to determine for which of these persons no further votes can be cast in the new ballot. In the event of a tie in a vote between two persons, lots shall be drawn to decide which of the two is elected.
7. If the votes are tied, the proposal shall be rejected, without prejudice to the provisions of paragraph 5 of this article.
8. All voting shall take place orally, except during election of persons. Then, the president may determine that 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 [= *when the assembly agrees unanimously without voting*], unless a person entitled to vote requests a call vote. A unanimous resolution of all members, even if not convened in a meeting, has the same power as a resolution of the General Assembly, provided it has been passed with prior knowledge of the Board. This also applies to decisions to amend the Statutes or to dissolve the Association.
9. As long as all members are present or represented at a General Assembly, valid decisions may be taken, provided they are taken unanimously, concerning all the

subjects discussed – including a proposal to amend the Statutes or to dissolve the Association - even if the convocation has not taken place in the prescribed manner or if any other rule concerning the convocation and holding of meetings or a related formality has not been observed.

Article 18.

Convening the General Assembly.

1. The General Assembly 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 (email)addresses of the members, affiliate members and interested parties according to the register referred to in article 5. The period for convocation shall be at least six weeks.
2. The notice convening the meeting announces all subjects to be discussed, without prejudice to the provisions of Articles 19 and 20.

Article 19.

Amendment of the Articles of Association.

1. Without prejudice to the provisions of Article 17, paragraphs 8 and 9, the Articles of Association may only be amended by a resolution of a General Assembly convened with the announcement that an amendment of the Articles of Association will be proposed at that meeting.
2. The persons who called the General Assembly in order to deal with a proposal to amend the Articles of Association must make a copy of that proposal, in which the proposed amendment is included verbatim, available for inspection by the members in a place suitable for that purpose at least five days before the meeting until after the day on which the meeting is held.
3. A resolution to amend the Articles of Association shall require a majority of votes (at least two-thirds of the votes cast) at a meeting at which at least fifty percent (50%) plus one of the members is present or represented). If not at least fifty percent (50%) plus one of the members is present or represented, a second meeting shall be convened after that meeting, to be held within four weeks after the first meeting, in which a decision may be taken on the proposal as discussed at the previous meeting, irrespective of the number of members present or represented, provided this is done by a majority of the votes cast.
4. An amendment of the Articles of Association shall not come into force until it has been laid down in a notarial deed. Each board member is authorised to execute this at a lawyer's office.

Article 20.

Dissolution of the Association.

1. The Association may be dissolved by a decision of the General Assembly. The provisions of paragraphs 1 and 3 of Article 19 shall apply mutatis mutandis.
2. After dissolution, the liquidation will 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. However, the resolution to dissolve the Association may also allocate the surplus to another purpose.
4. After completion of the liquidation, the books, records and other data carriers of the dissolved Association shall remain in the custody of the person appointed by the liquidators for the period prescribed by the law.
5. The liquidation shall otherwise be subject to the provisions of Title 1 Book 2 of the Dutch Civil Code.

Article 21.

Internal Regulations.

1. The General Assembly may adopt by-laws.
2. The by-laws may not be in conflict with the law, even where it does not contain mandatory law, nor with the Articles of Association.