

# AAII

## ENGLISH TRANSLATION STATUTES

### Name and Registered Office

#### Article 1

1.1 The Association is named: **Animal Assisted Intervention International**, (hereafter referred to as **AAII**)

1.2 The Association has its Registered Office in the Municipality of Groesbeek

### Object

#### Article 2

**AAII** is a coalition of practitioners, individuals or organizations working in the field of animal assisted intervention (hereafter referred to as Animal Assisted Intervention –AAI).

2.1. The Object of the Association is to

- Establish and promote standards of excellence in all areas of Animal Assisted Intervention work.
- Facilitate communication and learning amongst Members and their staff and volunteers.
- Disseminate information to the public about the benefits of AAI.

2.2 The Association achieves its Object *inter alia* by:

- The holding of regular Members' meetings, seminars, workshops and conferences to share ideas, good practice and develop a clear framework for all aspects of AAI work.
- The setting of clear minimum standards and ethics in relation to all aspects of AAI work.
- The publication of information.
- The ongoing development of an accreditation procedure that will ensure agreed minimum standards are met by Members in their AAI work.
- The establishing of consistent international terminology, recognizing that there are differences in the way terminology may be used in specific

countries.

## **Membership**

### **Article 3**

3.1 The Association has Full Members and Associate Members. Wherein these Statutes Members are mentioned, Full and Associate Members are meant, unless a specific distinction is made. Associate Members have the same rights and duties as Full Members except the right to vote or to be elected onto the Board.

3.2 Members are either organizations and/or individuals depending on the field of AAI wherein they are working as outlined in Section 3.4

3.3 Only organizations and/or individuals can be Member who demonstrate performance consistent with (AAI ) minimum standards within the Field in which they are working, and who continue to respect those standards.  
Only organizations and/or individuals can be Member who agree with the Object of the Association and who want to participate effectively in the activities of the Association.

3.4 Membership is therefore open to organizations and/or individuals working in the following fields:

**3.4.1. Animal Assisted Therapy-(AAT)**– open to organizations or individuals with formal qualifications in a relevant discipline as described by Internal Regulation according to article 18 of these Statutes.

**3.4.2. Animal Assisted Education – (AAE)**- open to organizations or individuals with formal qualifications in a relevant discipline as described by Internal Regulation according to article 18 of these Statutes.

**3.4.3. Animal Support –(AS)**- open to organizations that train animals and their handlers as described by Internal Regulation according to article 18 of these Statutes.

**3.4.4. Animal Assisted Activity-(AAA)** – open to organizations that are active in the field of social and recreation based animal assisted activities and visits as described by Internal Regulation according to article 18 of these Statutes.

3.5 Members are a Full Member when they meet the full criteria as described by Internal Regulation according to article 18 of these Statutes.

Members are an Associate Member when they only meet the lesser criteria described by Internal Regulation according to article 18 of these Statutes.

3.6 Applications to become an Associate Member are considered by the Board on the written request of the Associate; the Board will decide on this application.

The Board will approve all Full Membership applications, with the representatives from each Field on this Board having the right to veto a decision that relates to their specific Field (as described sub 3.4).

The Board will decide on matters on admission with a simple majority.

3.7 When Associate or Full Membership is declined by the Board, an appeal can be addressed to the Appeals Committee within 120 days. This Committee will be appointed by and from Full Members of the area defined in 3.4, to which the candidate in case of admission would belong. The regulations and nominations on this Committee will be further detailed by Internal Regulation.

3.8 The Secretary keeps a record of all Members

3.9 Membership is non-transferrable and cannot be acquired by any form of fusion, merger or scission.

## **Suspension**

### **Article 4**

The Board can suspend a Member for a period until the next General Assembly if the Member has repeatedly acted in violation of his obligations as a Member or has seriously damaged the Association through his actions and behavior. The rights related to Membership of the Member during his suspension cannot be exercised.

## **End of Membership**

### **Article 5**

5.1. Membership ends:

- a. by the Member terminating his Membership
- b. by the Association terminating the Membership
- c. by exclusion
- d. for an organization by its dissolution (or by an individual on the death of the Member)

5.2 As for the Termination of Membership by a Member the following rules apply:

5.2.1. Termination of Membership by a Member can be only possible at the end of the year. It has to be done in writing and be given to the Secretary before the 1st December. The Secretary has to confirm receipt of the termination notice within eight days. If the termination does not happen within these terms, Membership will continue to run until the end of the following year, unless the Board decides differently or unless a continuation by the Member of its Membership cannot be reasonably continued.

5.2.2. Termination of Membership by a Member will be effected within a month after notice has been given of a change in the terms of incorporation of his organization, or in case of a fusion or a merger.

5.3 Termination of Membership by the Association can be pronounced by the Board at the end of the Associations year, respecting a delay of three weeks, when the Member, on the 1<sup>st</sup> of December after having received several written warnings, has not paid his entire Membership fees to the Association or casu quo has not respected at some time his obligations as mentioned in these statutes. Termination of Membership by the Board can take effect immediately where it would be unreasonable for the Association to keep it running. Termination will be given in a written document stating the reasons.

5.4 Exclusion of Membership can only be pronounced when the Member acts or has acted contrary to the statutes, regulations or resolutions of the Association, or when this Member inflicts or has inflicted unreasonable damage to the Association. Notice of Exclusion shall be given without any delay by the Board which will state the reasons. The Member can appeal against the Exclusion to the General Assembly within one month after the receipt of the notification. During the period of appeal, and pending the appeal, the Member is suspended. The decision of the General Assembly on Exclusion is taken by a majority of at least two thirds of the validly cast votes.

5.5 If the Membership terminates during the course of the Association's year, for whatever reasons or causes, the entire annual fee for the whole year is due, unless the Board decides differently.

5.6 In the case of Termination of Membership, a Member cannot avoid an increase of the Members fees conforming to these statutes, notwithstanding the possibility of termination according to section 2 of this article.

## **Financial Means**

### **Article 6**

6.1. Concerning the Financial Means

6.1.1. The Financial Means of the Association are covered inter alia by:

- membership fees
- reimbursement of costs
- donations
- subsidies
- sponsorship
- legacies,

6.1.2. Legacies can only be accepted by the Association after the receipt of an inventory.

6.2. Every Member pays an annual Membership fee; the Board will establish the amount before the General Assembly is held, based on the budget and will propose this amount during the General Assembly. The Board can propose different fee levels for Associates and Full Members. The Board can also by Internal Regulations make rules regarding different fee categories. Members will also pay costs or charges decided on by the Board for special activities or unexpected expenditures, if these have been previously approved by the Board on the basis of the budget or another document; these costs cannot be higher than the membership fee.

## **Board**

### **Article 7**

7.1 The Board is charged with the management of the Association in accordance with article 8.

7.2 The Board consists of a minimum of three natural persons. The General Assembly will decide on the number of Board members. If the number of Board members goes under the minimum required, the Board still remains in charge as long as at least two Board members remain in place. The Board must do everything possible to become constituted again as regulated by these Statutes.

7.3 Once the Association has Members from all Fields as referred to in article 3.4, the Board will be ideally made up of 7 people: two elected from the Field as described in article 3.4.1, two elected from the Field as described in article 3.4.2, two elected by the from the Field as described in article 3.4.3 and 1 elected the from the Field as described in article 3.4.4.

7.4 Board members are appointed by the General Assembly; the Board members will be nominated by a minimum of two Full Members of their Field.

7.5 The Board consists of natural persons. Every Board member must be a minimum of twenty one (21) years of age.

7.6 The Board will elect within its members a Secretary and a Treasurer, a President and if necessary, a Vice-President.

7.7 Each member of the Board can be dismissed or suspended by the General Assembly. A resolution on dismissal or suspension can only be taken with two thirds of the votes validly cast in a General Assembly. Suspension that is not followed within a month by a resolution to dismiss terminates as a result of this lapse of time.

7.8 The Board members can retire from the Board but this must be done in writing and with a notice period of a minimum of three months.

7.9 Every year at least one member of the Board will retire in accordance with a time schedule that has to be made by the Board. This member can immediately stand for re-election. Board members will be appointed by the General Assembly for four year terms.

7.10 The Board requires the prior approval of the General Assembly before signing agreements on acquiring, disposing or encumbering of registered property; before signing agreements wherein the Association becomes the guarantor of or co-debtor with a third party. Here is referred to article 8.2 of the statutes.

7.11 If the Board consists of at least 5 persons, the Board can decide that the President, Secretary and Treasurer will be charged with certain administrative tasks that are written down in Internal Regulations while the other administrative tasks will be undertaken by the Board in general. In this case the President, the Secretary and the Treasurer will be named "Daily Board" while the general administration will be named "General Board".

## **Representation**

### **Article 8**

8.1. The association is represented by at least two Board members acting jointly. Every Board member can be represented by written proxy.

8.2. The limitation mentioned in article 7.10 also applies to the power of Representation. This limitation can only be invoked by the Association.

## **Financial year, bookkeeping and annual documents**

### **Article 9**

9.1. The financial year is the calendar year.

9.2. The Board is obliged to keep records of the financial condition of the Association in such a manner that the rights and obligations of the Association are known at all times.

9.3. The Board is obliged to keep these records as mentioned in article 9.2 and in article 10 for seven years.

**Annual Meeting, Audit Committee**  
**Article 10**

10.1 Not later than within six months after the end of the Association's year, a General Assembly –the Annual Meeting – must be convened, unless prolongation is given by the General Assembly.

During this meeting the Board will give its annual report about the business and management of the Association. The Board will present the balance sheet and the statement of income and expenditure and explanatory notes for Approval to the General Assembly. These documents will be signed by all Board members; if the signature of any one of them is missing, the reasons for this shall be given.

10.2. The General Assembly will nominate every year – but at least 30 days before the yearly meeting - a Committee of at least two Full members, who cannot be members of the Board, to examine the documents referred to in 10.1. This committee will report its findings to the General Assembly. If this requires special knowledge of bookkeeping, the Committee can be assisted by an expert – the costs will be paid by the Association.

10.3 The Board has to give all necessary information to this Committee, and if asked for, they will show cash and all other valuables of the Association and give access to the books and documents of the Association.

10.4 Approval by the General Assembly of the annual report and accounts shall discharge the Board except for what does not appear in those accounts.

10.5 If approval of the accounts is denied, the General Assembly will appoint another Committee consisting of at least three Full members who will conduct another investigation into those accounts. This Committee will have the same competences as the previous committee. It will report its findings to the General Assembly within a month of its nomination. If here approval is also refused, the General Assembly will be required to take measures as deemed necessary in the interests of the Association.

10.6 The matters mentioned in 10.2, 10.3 and 10.5 are not applicable where an accountant gives a declaration of fidelity in conformance to article 2:393 section 1 of the Civil Code.

## **Convening the General Assembly**

### **Article 11**

11.1 General Assemblies are convened by the Board with a notice period of at least seven days. Notice of meetings must be sent in writing to all Members. A notice in writing can also mean a notice sent by email.

11.2 Except for the Annual Assembly mentioned in article 10, General Assemblies can be held as often as the Board considers appropriate but also on the written request with mention of the subjects on the agenda, of at least as many Full Members as would be entitled to cast one tenth of the votes in the General Assembly when all members are present or represented.

11.3 After receiving a request as mentioned in article 11.2 the Board is obliged to convene a General Assembly within a period no longer than four weeks after the submission of the request. If within fourteen days of receiving the request by the Board no action is taken concerning the request, the applicants themselves may proceed to convene an Assembly in the same manner as would be done by the Board.

11.4 General Assemblies can be held virtually by computer and votes can be cast by email, provided this is mentioned in the notice to convene.

## **Decision-making**

### **Article 12**

12.1 Concerning the Decision-making in this Assembly:

12.1.1 Only Full Members are entitled to attend the General Assembly. Full Members have one vote each. Every Full Member has the right to cast its vote through another Full Member by way of a written proxy. No one can hold more than one proxy. Suspended members have no access to the General Assembly except that part of the meeting where the resolution of suspension will be dealt with. The General Assembly can decide whether people other than Full Members can have access.

12.1.2 Valid resolutions can only be made if one third of the members are present or are represented. If this quorum is not met then a second meeting can be held after five days and within thirty days; in this second meeting, regardless of the number present or represented, decisions can be taken on the subjects of the first meeting, unless it is regulated otherwise by these Statutes.

12.2. A unanimous decision of all Full Members, even without holding a meeting and provided that it has been taken with prior knowledge of the Board, has the



same effect as a resolution of the General Assembly. Such a decision will be registered by the Secretary in the Minute Register and it will be mentioned during the next General Assembly.

12.3. Votes concerning business are cast orally, and those concerning persons in writing. Decision-making by acclamation is possible where this is proposed by the President and approved by the General Assembly.

12.4 Insofar as not provided otherwise in the statutes or by law, all resolutions are passed by a majority of the votes validly cast. In the event of a tie the resolution is not passed. In the election of a person he who has more than half of the votes cast for his name will be elected. If no one has a majority, if after an intermediate vote, a second vote will be organized between the two persons who have the most votes, and then the person who has the majority of the votes in this election will be elected. If after this second election there is still a tie, the outcome of it will be decided by fate (such as the tossing of a coin).

12.5 Votes mean validly cast votes. Blank votes and invalid votes are considered not to have been cast. Those blank or invalid votes are only taken into account to calculate the quorum.

12.6 The result of the vote announced by the President during the assembly is binding unless its validity is questioned immediately afterwards; in which case a second, new vote, will be held if the majority of the assembly asks for it, or if the original vote was not in writing or by a head count, and where one person present with the right to vote, desires such an outcome. Once this vote has been held the legal effects of the first vote are no longer valid.

12.7 If mentioned in the notice of the meeting, each Full Member is entitled to participate, in person or by written proxy, in the General Assembly by means of electronic communication, to speak in it and perform (if entitled) the right to vote. Provided that the Full Member can be identified via this way of electronic communication, he can take part directly in the proceedings of the meeting and participate in the deliberations.

12.8 The Board can impose conditions on the use of electronic communication by Internal Regulation. If the Board has made Internal Regulations about this they must be put in the notice to convene.

12.9 Votes cast prior to the General Assembly via electronic communication, but not earlier than the thirtieth day before this meeting, shall be considered as votes cast at the meeting (of the General Assembly).

## **Chairing and Minutes**

### **Article 13**

13.1. The President of the Board chairs the meetings. In his absence or when impossible to do so, the Board will decide which other Board member will chair the meeting.

13.2. Minutes of a General Assembly will be made by the Secretary or by another member designed by the Chair of all matters discussed during the meeting. Those minutes will be on the Agenda of the next General Assembly.

## **Amendment of Statutes**

### **Article 14**

14.1 The Statutes of the Association cannot be amended unless by a resolution of a General Assembly which has been convened stating that at that meeting Amendment of the Statutes shall be proposed. At least fourteen days' notice must be given before convening such a meeting.

14.2. Those who convene the General Assembly to discuss a motion to amend the Statutes, shall, at least five days before the meeting, make available for inspection, a copy of that motion in which the proposed amendment has been put in writing, at a place where the Members can consult it until the end of the day of the meeting.

14.3. A resolution to amend the Statutes requires at least two thirds of the votes validly cast in the General Meeting during which at least two thirds of the Full Members are present or represented.

14.4. In cases where this quorum has not been attained a resolution to amend the Statutes can be passed, no matter how many members are present or represented, at a further Assembly held after a minimum of five but before thirty days after the first, with a majority of two thirds of the votes cast.

## **Amendment of Statutes outside the Assembly**

### **Article 15**

All that is defined in article 14 is not applicable if during the General Assembly all Members are present or represented and the decision to amend the statutes is taken by an absolute majority of votes.

## **Effect of Amendment of Statutes**

### **Article 16**

16.1. An amendment of Statutes shall not take effect until after a notarial instrument has been drawn up. Each member of the Board is authorized to have the instrument executed.

16.2. The Board has to deposit an authentic copy of the amendment with a completely modified text of the Statutes in the office of the Chamber of Commerce of the place where the Association has its Registered Office.

## **Dissolution and Liquidation**

### **Article 17**

17.1. The Association may be dissolved by a resolution of the General Assembly taken with a majority of two thirds of the validly cast votes during a meeting where at least three quarters of the members are present or represented. Furthermore the Association can be dissolved in the other cases mentioned in the law (article 19 van Boek 2 B.W.)

17.2. In the absence of a quorum, regardless of the number at the meeting present or represented, it can be decided that the Association will be dissolved at a subsequent meeting that will be held at least five days but no later than thirty days after the first where there is a majority of two thirds of the votes cast.

17.3 The notice of such a meeting as described in paragraphs 1 and 2 of this Article must state that the meeting will be held to dissolve the Association. The term of notice of such meetings should be at least fourteen days.

17.4. If in the resolution to dissolve no liquidators have been assigned then the Liquidation will be enacted by the Board in respect of all legal dispositions.

17.5. In accordance with a resolution to be taken by the General Assembly, the surplus assets at the time of Liquidation shall be put at the disposal of one or more public institutions or organizations pursuing more or less the same goals as the Association. The liquidators will then transfer the positive assets.

17.6. After the Dissolution the Association shall continue to exist to liquidate its assets. During this Liquidation period the provisions of the Statutes and regulations of the Association will be maintained. In all documents and announcements of the Association the words "In Liquidation" must be added to its name.

17.7. Books and documents of the Association must be kept by a legal entity or a natural person designated by the liquidators for seven years after the end of the Liquidation.

## **Internal Regulations**

### **Article 18**

18.1. The Board can by Internal Regulations adopt rules concerning Membership, the introduction and the amount of fees and revenues (however no increase will be possible unless based on these Statutes), the activities of the Board and its decision-making, the Board meetings, the meetings of the General Assembly, the exercise of the voting rights, the management and use of the Office of the Association or all other matters that need to be regulated

18.2. Amendments to the Internal Regulations can be made by a decision of the Board.

18.3. The Internal Regulations shall be neither in conflict with the law, nor contrary to the articles of the Statutes unless it is permitted by law or by those same articles of the Statutes.

## **Final Provisions**

### **Article 19**

The Board can decide in all cases unless otherwise regulated by law, the statutes or the Internal Regulations.