

ITEM 6: MODIFICATION OF THE MEMORANDUM
OF ARTICLES OF THE ASSOCIATION

FOR ENDORSEMENT

Members are invited to receive a proposal for the modification of the Memorandum and Articles of Association concerning the maximum number of members of the EDEN Executive Committee.

Explanation and Justification

It has been noted and acknowledged by the EDEN Executive Committee at their recent meetings that in the accelerated change of the technical-social-academic environment, we shall need a strong foresight about the next modernisation of EDEN which is due in the next 2-3 years.

This will be a task for the EDEN EC, largely renewed in 2008-2010, its new President and Vice-Presidents.

Members of the EC have provided in several fields invaluable support. Further strengthening the composition and involvement of the EC in the future is in the meantime indispensable. The involvement and activity of the Executive Committee should be more intensive for improving input and leadership in guiding the Association.

The extension of the EC is proposed as strategic response to change and should provide a significant and realistic strengthening of function and capacity.

Relevant articles of the Memorandum and Articles of Association

Article 10. COMMITTEE OF MANAGEMENT

10.1 The maximum and minimum number of Executive Committee members shall be determined by the Company in general meeting but unless and until so fixed the maximum number shall be nine and the minimum number shall be five

Article 14. ELECTION OF EXECUTIVE COMMITTEE MEMBERS

14.1 Subject to article 9.1 (evident typo: 10.1 correctly) there shall be nine elected members of the Executive Committee representing member institutions or national and international associations including a President and one or more Vice Presidents and the Chair of the Steering Committee of the NAP Section

Proposed modifications (highlighted):

Article 10. COMMITTEE OF MANAGEMENT

10.1 The maximum and minimum number of Executive Committee members shall be determined by the Company in general meeting The maximum number shall be eleven and the minimum number shall be five

Article 14. ELECTION OF EXECUTIVE COMMITTEE MEMBERS

14.1 Subject to article 10.1 there shall be eleven elected members of the Executive Committee representing member institutions or national and international associations including a President and one or more Vice Presidents and the Chair of the Steering Committee of the NAP Section

Dr. András Szucs
Secretary General, EDEN

According to the EDEN Constitution

Article 5 - Governance of the Association

"The governance of the Association is managed through the Annual General Meeting and by the Executive Committee and the NAP Steering Committee, supported by the EDEN Secretariat.

- 5.2 The association shall be governed by an Executive Committee elected by the Institutions and National and International associations at the Annual General Meeting. This Executive Committee shall be responsible for the overall activities of the association."

According to the Memorandum and Articles of Association

Article 4. - Governance of the Company

"The governance of the Company is managed through the Annual General Meeting and by the Executive Committee and the NAP Steering Committee supported by the EDEN Secretariat

- 4.1 There shall be an Annual General Meeting of the Company where all eligible members are entitled to participate
- 4.2 The association shall be governed by an Executive Committee elected by the Institutions and National and International associations at the Annual General Meeting This Executive Committee shall be responsible for the overall activities of the Company

Article 14. Election of Executive Committee Members

- 14.5 The Company may from time to time by ordinary resolution increase or reduce the number of Executive Committee members
- 14.6 The Executive Committee shall have power at any time to appoint any person to be a Executive Committee member to fill a casual vacancy

Article 15. Proceedings of the Executive Committee

- 15.2 The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed shall be subject to a minimum of five."