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EFAMRO STATUTES

May 19th, 2010

A. NAME, SEAT AND OBJECTIVES

Article 1

1. The association, hereinafter also referred to as: “the Federation”, bears the name: **European Federation of Associations of Market Research Organizations** (EFAMRO).
It is the international umbrella of national trade associations in the field of market, opinion and social research.
2. The Federation has its seat in Amsterdam (The Netherlands).
3. The financial year of the Federation is the calendar year.

Article 2

The objectives of the Federation are:

- To represent the common interests of its members at European and international level with regard to their mutual contacts as well as to their external relations with national and international authorities and national and supranational organizations.
- To maintain and improve the reputation of market, opinion and social research to the public.
- To develop and establish international quality standards for market, opinion and social research.
- To develop, maintain and enforce international professional principles and rules which are mandatory for the members of the Federation.
- To establish and participate in an efficient international disciplinary body.
- To combat unfair trading.
- To support its members and other national associations in the field of market, opinion and social research by providing corresponding information and services.

B. MEMBERS

Article 3

1. Members of the Federation are nationally organized legal entities either forming an association of institutes in the field of market, opinion and social research or forming an association which represents these institutes.
2. Only one association per country can be a member of the Federation.
3. The Committee of the association, hereinafter referred to as: “Executive Board”, keeps a register in which the names, the addresses and the dates of foundation of all members are mentioned, as well as the turnover figures of the national market of each member and the personal particulars of the delegate referred to in paragraph 4. The turnover figure applies to the provisions in Article 7, paragraph 2.
4. Each member appoints a representative who is specially authorized to represent the member within the scope of the Federation.

Application for membership

Article 4

1. Application for membership is made in writing to the Executive Board.
2. The Executive Board decides upon admittance.
3. The Executive Board decides whether the association which applies for membership fulfils the claims of these Articles. In case the association fulfils the claims, the Executive Board will send a written declaration to the association that in case of approval of the Articles the association will become a member.
4. The decisions of the Executive Board regarding admittance of new members have to be ratified by the General Meeting.

C. TERMINATION

Article 5

5.1. Membership can be terminated:

a. *If a Member withdraws its membership; this is only possible at the end of a calendar year. Written notice of membership termination must be sent to the Executive Board at least two (2) months beforehand.*

b. If the Association gives notice to terminate membership; this requires a decision of the General Meeting. On request of the Executive Board or on request of at least twenty-five percent (25 %) percent of the members the General Meeting can decide to expulse a member, if this association:

- no longer complies with the statutory requirements of Article 3, paragraph 1;
- does not fulfill the international professional principles and rules which have been developed and/or approved by the Federation.

The member must be given the possibility to express his points of view to the General Meeting. The termination will operate immediately with the resolution. The member has to be informed about the termination by the Executive Board in writing.

c. If a Member is expelled; this requires a decision of the General Meeting. On request of the Executive Board or on request of at least twenty-five percent (25 %) percent of the members the General Meeting can decide to expulse a member, if this association:

- does not fulfill the Articles and resolutions of the Federation
- damages the Federation in an unfair way
- does not fulfill his obligations towards the Federation

The member must be given the possibility to express his points of view to the General Meeting. The termination will operate immediately with the resolution. The member has to be informed about the termination by the Executive Board in writing.

d. If the member ceases to exist.

2. If membership expires in the course of a calendar year, the annual contribution remains due for the whole year.

D. OBLIGATIONS OF MEMBERS

Article 6

1. The members of the Federation are obliged to conform to the provisions of the Articles and to support the Federation with regard to its objectives as laid down in Article 2.

E. FINANCIAL CONTRIBUTIONS

Article 7

1. The expenses of the Federation are financed by contributions of its members.
2. The contribution rates will be committed by the General Meeting. The commitment shall consider the different turnover figures of the national markets of the members.
3. The current adopted and committed contribution rates are evidenced by a document which shall be appended to this instrument.
4. Contributions are yearly contributions. Members are obliged to pay the contributions in the

first quarter of the financial year. On request of a member the contribution can be split and the second half be paid in the third quarter of the financial year.

F. BODIES OF THE FEDERATION

Article 8

The bodies of the Federation are:

1. The General Meeting
2. The Executive Board
3. The Director General

G. THE GENERAL MEETING

Article 9

1. The General Meeting consists of one authorized delegate or deputy delegate of each member of the Federation.
2. Every General Meeting which is convened in accordance with Article 10, paragraph 3 has a quorum.
3. The number of votes which each member may cast depends on its turnover figures and will be determined as follows:
 - a. members with a turnover of five hundred ninety-nine million Euro (€ 599,000,000.00) or more, are categorized as Group I and have five (5) votes;
 - b. members with a turnover of two hundred fifty million Euro (€ 250,000,000.00) or more but less than five hundred ninety-nine million Euro (€ 599,000,000.00), are categorized as Group II and have five (5) votes;
 - c. members with a turnover of one hundred million Euro (€ 100,000,000.00) or more but less than two hundred fifty million Euro (€ 250,000,000.00), are categorized as Group III and have three (3) votes;
 - d. members with a turnover of fifty million Euro (€ 50,000,000.00) or more but less than one hundred million Euro (€ 100,000,000.00), are categorized as Group IV and have three (3) votes;
 - e. members with a turnover of twenty-five million Euro (€ 25,000,000.00) or more but less than fifty million Euro (€ 50,000,000.00), are categorized as Group V and have two (2) votes;
 - f. members with a turnover of ten million Euro (€ 10,000,000.00) or more but less than twenty-five million Euro (€ 25,000,000.00), are categorized as Group VI and have one (1) vote;
 - g. members with a turnover of less than ten million Euro (€ 10,000,000.00), are categorized as Group VII and have one (1) vote;
4. The General Meeting decides in particular about:
 - a. the budget;
 - b. the financial contributions of the members;
 - c. the exoneration of the Executive Board;
 - d. the election and re-election of the President and the Vice-Presidents;
 - e. the ratification of new members;
 - f. the expulsions of members;
 - g. the development and/or approval of international quality standards;
 - h. the development and/or approval of international professional principles and rules;
 - i. the alteration of the articles of the Federation.
5. General Meetings shall be convened by the Executive Board at least twice a year.
6. The regular General Meeting has to take place within five months of a new calendar year.
7. The Executive Board can to every time convene to an extraordinary General Meeting. The Executive Board has to do so, if at least a quarter of the members demand the meeting in writing giving information about the reason and purpose.

Article 10

1. The General Meetings are to be chaired by the President or a Vice President mandated by the President.
2. Issues which are not part of the agenda can only be negotiated if the General Meeting approves this unanimously.
3. Invitations to the General Meetings must be sent out to the members together with the agenda of the meeting. The invitation must be sent out at least thirty (30) days prior to the meeting.

Article 11

1. All resolutions for which the law or this Constitution prescribes no larger majority shall be passed by an absolute majority of the votes cast.
To determine whether a majority for the decision-making of the General Meeting is obtained, there should be a majority of both:
 - a. the number of valid votes; as well as
 - b. the number of members which have casted a vote.The calculation of the majority is based on the number of valid votes. Voting abstention and non-voting are treated as invalid votes.
2. On request of at least one member decisions must be made as a secret voting.
3. In any case elections must be carried out as a secret voting.
4. Expulsion of a member needs a majority of three fourth of the members and casting votes.
5. Decisions regarding the budget of the Federation and the financial contributions of its members need a majority of three fourth of the members and casting votes.
6. Decisions regarding international quality standards and/or professional principles and rules need a majority of three fourth of the members and the votes.
7. If all members agree decisions of the General Meeting can be made in writing or by electronic means except of those mentioned in paragraph 5 to paragraph 7.

Article 12

The matters dealt with on the General Meeting are to be recorded by the Director General. The minutes must contain at least the decisions of the General Meeting and must be brought to the notice of the members within six weeks.

H. THE EXECUTIVE BOARD

Article 13

1. The Executive Board contains of the President and two Vice-Presidents.
2. Each member of the Federation has the right to nominate candidates.
3. The President and the Vice-Presidents should be elected for a period of three years. A shorter period can be agreed with the candidate and the General Meeting.
4. Re-election of the President is possible once.
5. Re-elections of the Vice-Presidents are possible unlimited.
6. If the President or a Vice-President resigns within the election period a successor must be elected. If all members of the Executive Board resign a new election must take place.
7. The composition of the Executive Board should reflect the structures of the members of the Federation regarding size of national markets and geographical spread.

Article 14

1. The Executive Board shall represent the Federation. Two of the three members of the Executive Board together represent the Federation on legal and financial matters.
2. The Executive Board has to appoint the President or a Vice-President as treasurer who is responsible for the bookkeeping of the Federation. The treasurer has to submit a balance sheet to the General Meeting.
3. The Executive Board including the Director General manages the business of the Federation according to its objectives as laid down in the Articles.
4. Decision making of the Executive Board is based on single majority.

I. THE DIRECTOR GENERAL

Article 15

1. The Executive Board has to appoint a Director General on the basis of a free-lance contract.
2. The Director General supports the Executive Board in managing the business of the Federation.
3. The Director General attends the General Meetings and the meetings of the Executive Board and records the matters dealt with in these meetings.

J. ALTERATION OF THE ARTICLES, DISSOLUTION

Article 16

1. A resolution to alter the articles of the Federation or to dissolve the Federation can only be taken in a meeting convened for this specific purpose and with a majority of three fourth of the members and casting votes.
2. Those who convened the General Meeting in order to deal with a proposal to alter the articles of the Federation or for the dissolution of the Federation have to forward at least twenty eight days before the meeting a copy of that proposal to the members, containing the proposed alteration word for word.
3. An alteration of the Articles of the Federation does not take effect before a notarial deed has been drawn up.

Article 17

1. After a resolution to dissolve the Federation the Executive Board is in charge of the liquidation, unless the General Meeting has appointed one or more other liquidators in the resolution.
 2. A credit balance after liquidation goes to those who are members at the time of the resolution to dissolve the Federation, each for a part according to contribution rates, unless the resolution gives another destination to an eventual credit balance.
 3. The members of the Federation are not liable for an eventual deficit.
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