BYE – LAWS

Preamble

Aims and objectives of the European Educational Publishers' Group (EEPG)

1. To further the development of quality educational materials in Europe.
2. To research, monitor and analyse developments in educational politics in Europe and other parts of the world.
3. To consolidate and share all relevant information on educational politics and developments.
4. To document and publish the network’s position on educational politics in Europe.
5. To form efficient strategic alliances amongst the members in order to be able to tender for EU projects.
6. To advise on EU projects and support its members with their applications.
7. To represent its members at other publishing associations such as IPA.
8. To build a network of relationships between staff of leading producers of educational materials across Europe.

A. Membership

ARTICLE 1

To be eligible to be a member, an organization has to be a commercial publisher and distributor of educational materials and be based in Europe. The production and distribution of educational materials has to be the main source of income of the organization. Members from other countries may be considered if they have bonds with Europe and/or are closely related. The management board will recommend whether to accept members from other countries.

ARTICLE 2

Organizations wishing to become members shall make written application to the Management Board (MB) no later than August and such application shall be referred by the Management Board (four weeks before the meeting in Frankfurt) to the Annual General Assembly (AGM) whose decision shall be final.
There will be a secret ballot at the AGM and an application will be deemed successful if two thirds of the eligible voters approve the application.

Membership will recommence on the 1st of January following the decision at the AGM and will be valid after the first payment of the first annual membership fee has been received.

In the event of a potential member applying between an AGM and the end of the year, a secret online ballot can be held to speed up proceedings. In this case ⅔ of all members eligible to vote will have to approve the candidates. The review period between the management board’s recommendation and the secret online ballot will be at least two weeks. The members will be given two weeks for taking part in the ballot. If the candidate does not receive the requisite number of ⅔ in an online ballot, the procedure may be repeated at the next AGM.

The management board will issue a certificate of membership with the starting date.

ARTICLE 3

A member may retire from the Group at the end of any calendar year provided that at least five months' prior notice has been given to the MB in writing. The MB may propose to the AGM that a member be excluded from the EEPG if the annual membership fee has not been received within 60 days of invoice.

**B Dedication of assets and limitation of liability**

ARTICLE 4

The costs involved in the efficient functioning of the EEPG shall be met by a membership fee to be paid by each of the members. The annual membership fee may vary per year, according to the budgeted costs to be covered and shall be worked out in each year by the MB before the annual meeting of the AGM, and shall be approved by the AGM.

The liability of the members is limited to contribution by membership fees and payments for services rendered.
ARTICLE 5

The assets of the EEPG are dedicated to and for non-profit purposes only. No part of the net earnings or assets of the EEPG, on dissolution or otherwise, shall inure to the benefit of any person or any member, director or officer of the EEPG. On liquidation or dissolution, all remaining properties and assets of the EEPG shall be distributed and paid over to an organization dedicated to non-profit purposes.

C Offices

ARTICLE 6

The principal office of the EEPG is located at

c/o Law Firm Fabritius Tengnagel & Heine, Advokat Søren Locher, Store Kongensgade 67C | DK-1264 Kopenhagen K

The EEPG may have other such offices, as the Management Board may determine or deem necessary, or as the affairs of the EEPG may find a need for from time to time.

D The General Assembly (AGM) and Votes

ARTICLE 7

The AGM shall be held once a year - on the day(s) before the first day of the Frankfurt Book Fair - and in addition on such other occasion as circumstances may warrant.

The AGM will be chaired by the Chairman of the MB (see ARTICLE 11) or, in her/his absence, by a member elected by those present.

ARTICLE 8

Meetings of the General Assembly may be called:

1. by the Management Board
2. at the written request of at least three members of the Group. At least 30 days' notice of meetings shall be given in writing.
ARTICLE 9

Each member shall be entitled to send up to four persons from their organization to the AGM. In voting, each member shall be represented by one person having the power to make decisions on all matters of the Agenda of the meeting.

ARTICLE 10

The competence of the AGM shall include

1. election of the Management Board
2. amendments of the aims and objectives
3. amendments of the Bye-Laws
4. approval of the budget and of the accounts of the Group
5. approval of the annual membership fee
6. receiving and approving the Annual Report of the Management Board and approving proposals on future programmes of the Group
7. approving of membership applications and changes
8. proposals from the members
9. other business

ARTICLE 11

The Agenda for the meeting of the AGM shall be fixed by the MB, and shall be sent out in writing to all members at least two weeks before the AGM is due to meet.

Items for the Agenda submitted by members must be received in writing by the MB at least three weeks prior to the AGM.

ARTICLE 12

Recommendations and decisions at the meetings shall be by simple majority vote of those member present and voting - one member/one vote.

In the case of a resolution to amend the Bye-Laws it shall require a majority of two-thirds of all members. If this cannot be obtained at the meeting of the AGM, a second voting- occasion shall be arranged within minimum of 60 days. The votes shall then be given in writing to the MB and a majority of two-thirds of those members voting shall be required.

In the case of approval of a new member to the Group, the decision has to be carried by two thirds of all members.

In the case of a resolution to exclude a member it shall require a majority two thirds of all members.
The fixing of the yearly membership fee and the discount for new members shall require a majority of two thirds of the members entitled to vote.

E. The Management Board

ARTICLE 13

The Management Board shall consist of a Board of four persons from the Group and the Director of the Central Office. The Board shall elect its Chairperson who shall also be responsible for chairing the AGM.

Members of the Management Board shall be elected by the AGM for a period of one year; they may be re-elected.

In the event of a vacancy the MB shall - for the period until the next AGM - nominate another member for confirmation by two thirds of the members in writing. In the case of a vacancy, the MB is still functional if at least two members and the director are present to conduct the day to day business.

ARTICLE 14

The MB handles the general and strategic management of the EEPG, and ensures the prudent organisation of the activities of the EEPG.

The MB takes decisions on all significant matters, including on the general organisation of the activities within the guidelines set out in these Bye Laws, the business strategy or otherwise required.

The MB supports the director in his/her dealings administering and running the EEPG. Its duties include facilitating the implementation of the objectives as stated in the PREAMBLE.

F. The Director

ARTICLE 15

The Director shall be appointed by the MB, under a contract of employment, the terms of which shall be worked out by the Management Board.

The Director shall carry out the decisions and duties assigned by the AGM and the MB and take such steps as may be necessary to give effect to the aims and objects of the Group.
The Director shall present to the MB an Annual Report including the accounts, examined and signed by an approved public accountant, for approval of the AGM.

**ARTICLE 16**

The director is responsible for the day to day administration of the EEPG. His or her duties include but are not limited to:

1. Supporting the members in policy issues including addressing the media
2. Proposing and organising up to three network meetings a year
3. Organising a bi-annual conference
4. Associating with other organisations such as IPA
5. Doing the accounts and keeping the books
6. Looking after the website
7. Co-organising the BELMA

The director has authority for the EEPG bank account.

**G. Signatories**

**ARTICLE 17**

The EEPG is bound by the signatory of the Chairman of the MB together with the Director or by the signatory of two-thirds of the members of the MB.

**H. Accounts and audit**

**ARTICLE 18**

The fiscal year of EEGP shall be 1 January to 31 December.

Accounts shall be examined and certified by an approved public auditor appointed by the General Assembly.
I. Membership Rules

ARTICLE 19

Membership fees are due per calendar year, payable in EURO and to be paid within 30 days of invoice. New members are entitled to a discount (to be set by the AGM) for the first year.

Members who wish to retire from the Group at the end of a calendar year are bound by the Bye- Laws (ARTICLE 3) to notify the Management Board in writing before 1 August.

If a resolution to exclude a member is approved by the requisite majority, the membership shall terminate immediately, and the member will not be entitled to any refund on membership fees that have been paid.

ARTICLE 20

Members are expected to notify the EEPG of all changes regarding status, contact person, change of address, etc. They should regularly check the information regarding their organization on the website and provide new information, logos, etc., and will regularly submit suggestions for action or research, as they see fit.

Members are expected to participate in enquiries and surveys initiated by the Management Board and to answer on letters from the Management Board within stipulated time. If they are not able or prepared to do so they are expected to inform the Director.

ARTICLE 21

All information, oral or written, circulated to members must be treated in confidence, and not disclosed to third parties without the written consent of the Management Board.
J. Jurisdiction and choice of law

ARTICLE 22

All disputes arising out of or in connection with the present Bye Laws shall be governed by Danish law and resolved by Copenhagen City Court (Københavns Byret).