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**ASSEMBLY OF ECPAT ORGANISATIONS AND MEMBERSHIP  
REPRESENTATIVE COMMITTEE REGULATIONS**

(Assembly and MRC Regulations)

**STICHTING ECPAT INTERNATIONAL**

**Definitions**

1. In these regulations, the terms set out below have the meanings stated next to them:
  - articles of association** means the articles of association (*statuten*) of ECPAT International.
  - Assembly and MRC Regulations** means the regulations as referred to in article 15 paragraph 10 of the articles of association.
  - Assembly of ECPAT Organisations** means the Assembly of ECPAT Organisations as described in article 15 paragraph 1 of the articles of association.
  - ECPAT Organisation** means an ECPAT Organisation as referred to in article 15 paragraph 1 of the articles of association.
  - Electoral Committee** means the Electoral Committee as referred to in article 6 paragraph 2.
  - Executive Director** means the Executive Director of the foundation as described in article 5 paragraph 1 of the articles of association, unless provided otherwise.
  - foundation** means the foundation: Stichting ECPAT International, having its registered office in Amsterdam (the Netherlands), registered in the trade register under number 34139743.
  - Membership Representative Committee** means the Membership Representative Committee of the Assembly of ECPAT Organisations as referred to in article 15 paragraph 9 of the articles of association.
  - Membership Standards** means the conditions for recognition as ECPAT Organisation.
  - Nomination Committee** means the Nomination Committee as referred to in article 10 paragraph 3 and 4.
  - representative** means a representative as meant in article 1 paragraph 1 of the articles of association, being a natural person who has been designated by an ECPAT Organisation to represent that ECPAT Organisation in the (meeting of the) Assembly of ECPAT Organisations.
  - supervisory board** means the supervisory board of the foundation as described in article 11 paragraph 1 of the articles of association.
  - written/in writing** means a message transmitted by letter, email or any other electronic means of communication, provided that the message is legible and can be reproduced.

2. Any references to articles will refer to articles of these Assembly and MRC Regulations, unless expressly provided otherwise.
3. References in these Assembly and MRC Regulations to 'he' are also deemed to refer to 'she' as well as 'they'.

### **Tasks and powers of the Assembly of ECPAT Organisations**

#### **Article 1**

1. The Assembly of ECPAT Organisations advises the Executive Director on strategic issues and the programming of activities of the foundation.
2. The Assembly of ECPAT Organisations can advise the Executive Director, both if requested and of its own accord, on subjects which concern strategic issues and the orientation of its general activities.
3. The Assembly of ECPAT Organisations advises on (international) developments that are relevant to the operation of the foundation, including current issues relating to the orientation of the foundation as well as strategy adjustments intended by the Executive Director.
4. The tasks of the Assembly of ECPAT Organisations include reflecting on the outlines of the foundations (multi-year) policy, in particular regarding the safeguarding of the realisation of the foundations objectives as referred to in article 2 of the articles of association, and serving as sounding board and think tank.
5. The Membership Representative Committee is authorised to make a binding nomination for a maximum of two (2) members of the supervisory board, all as provided for in article 11 paragraph 2 under g. of the articles of association.

### **ECPAT Organisations. Admission. Membership Standards.**

#### **Article 2**

1. Only organisations with objectives that are similar or complementary to those of the foundation or objectives that are otherwise relevant can be recognised as ECPAT Organisation.
2. Application for recognition as an ECPAT Organisation must be made by submission of a written request to that effect to the Executive Director.
3. An organisation can only be admitted as an ECPAT Organisation if it meets the requirements of the Membership Standards, as adopted by the Executive Director. The supervisory board's prior approval is required for a resolution to adopt or amend the Membership Standards.
4. The Executive Director will assess whether the applicant meets the Membership Standards. The Executive Director will forward applications that meet the Membership Standards to the Membership Representative Committee for advice within two (2) months after their receipt.
5. The Membership Representative Committee will send a written advice on the application for admission to the Executive Director within two (2) months.
6. The Executive Director will decide within three (3) months after receipt of the advice as referred to in paragraph 5 whether the applicant will be recognised as an ECPAT Organisation or whether the application will be denied.

The decision to admit an organisation will be submitted to the supervisory board in writing for its approval - together with the advice of the Membership Representative Committee - and - if the application is denied - announced to the applicant stating reasons.

7. A decision to recognise an ECPAT Organisation will be valid for an indefinite period of time. The Executive Director reviews the affiliation of each ECPAT Organisation every five (5) years to validate alignment with the Membership Standards.

### **ECPAT Organisations. Termination. Withdrawal.**

#### **Article 3.**

1. The Executive Director will be authorised at all times to cancel the recognition as an ECPAT Organisation if an ECPAT Organisation no longer meets the requirements as described in article 2 paragraphs 1 and 3 or if the foundation cannot in all reasonableness be required to continue the recognition as an ECPAT Organisation.
2. Cancellation by the Executive Director needs the prior approval of the supervisory board.
3. The cancellation will take effect immediately after the Executive Director communicates the decision to the ECPAT Organisation in question in writing and substantiated with reasons within six (6) months after the cancellation.
4. Termination of the recognition as ECPAT Organisation by an ECPAT Organisation itself will take place by a written notice that is addressed to the Executive Director. Notice of termination by an ECPAT Organisation must be given with due observance of a notice period of six (6) months. This period commences on the first day of the month following the month in which the request for termination has been received by the Executive Director. If desired, the ECPAT Organisation as referred to in this paragraph and the Executive Director can decide on another termination date as referred to in this paragraph by agreement.

### **Membership Representative Committee.**

#### **Article 4.**

1. The Membership Representative Committee represents the Assembly of ECPAT Organisations and is responsible for the execution of the tasks and the exercise of the powers of the Assembly of ECPAT Organisations that are given in or under article 15 of the articles of association.
2. For a balanced representation of all ECPAT Organisations in the Assembly of ECPAT Organisations, the ECPAT Organisations are spread over five (5) regions that each elect representatives as a member of the Membership Representative Committee according to the following distribution:
  - a. The Americas (2 members);
  - b. Europe and Central Asia (2 members);
  - c. Sub-Saharan Africa (Africa excluding North Africa) (2 members);
  - d. MENA (Middle East and North Africa) (1 member);
  - e. Asia and the Pacific (3 members).

3. The Membership Representative Committee consists of ten (10) natural persons, who are elected by and from among the representatives, in which connection two (2) positions are available for each region, all this with due observance of the provisions of articles 5 and 6 below. The Membership Representative Committee appoints a chair from among its members.
4. Members of the Membership Representative Committee are appointed for a period of four (4) years. Members of the Membership Representative Committee may be eligible for reappointment for one further consecutive term of four (4) years.  
At the end of their term of office, as described above in this article, a member of the Membership Representative Committee can only become eligible again for appointment as a member of the Membership Representative Committee (and any contiguous reappointment) at the end of a four-year period.
5. Members of the Membership Representative Committee retire:
  - a. if they lose the capacity on the basis of which they were elected;
  - b. if their membership of or involvement in the ECPAT Organisation ends;
  - c. if they no longer meet the conditions set to representatives in the Membership Standards, at the discretion of the Executive Director;
  - d. if they resign of their own volition (retirement);
  - e. if they are dismissed by the Assembly of ECPAT Organisations;
  - f. if and as soon as a situation of incompatibility arises as described in article 16;
  - g. if the period for which they were appointed has expired;
  - h. upon their demise.
6. If one or more members of the Membership Representative Committee are absent, the remaining members will constitute a competent Membership Representative Committee. Vacancies must be filled as soon as reasonably possible, with due observance of the provisions of this article. If all the members of the Membership Representative Committee are absent, the Assembly of ECPAT Organisations will appoint new members to the Membership Representative Committee without delay, all with due observance of the provisions of these Assembly and MRC Regulations.
7. Each member of the Membership Representative Committee can be suspended or dismissed by the Assembly of ECPAT Organisations at any time. A suspension that is not followed within ninety (90) days by a resolution to dismiss will end by the expiry of that term.

**Nomination procedure of the Membership Representative Committee. Article 5.**

1. The Executive Director will announce vacancies on the Membership Representative Committee to the ECPAT Organisations on the website of the foundation and per e-mail. The announcement will state the deadlines for nomination of candidates to fill the vacancy or vacancies.
2. Each representative can nominate themselves for the region in which the ECPAT Organisation they represent is located.
3. The following applies with regard to the nomination of each prospective member of the Membership Representative Committee:

- a. a situation as described in article 16 (incompatible positions) does not exist;
  - b. if and in so far as a situation as described in article 16 exists, this situation will have ceased to exist no later than one (1) month before their membership of the Membership Representative Committee will take effect.
4. Nominees can be submitted to the Membership Representative Committee in writing within the term announced and accompanied by a document containing the personal details and curriculum vitae of the nominee in question. The Executive Director will return nominations that do not meet the requirements of this article to the sender.
  5. The Executive Director will prepare a list of all nominees with due observance of the provisions of this article.

### **Voting procedure. Electoral Committee**

#### **Article 6.**

1. Each representative will be given the opportunity to take part in the voting on the appointment of members of the Membership Representative Committee within their region.
2. The Executive Director will set up an Electoral Committee consisting of three (3) representatives. Representatives who are members of the Electoral Committee at the time of nomination will be excluded from taking part in the election for members of the Membership Representative Committee. Electoral Committee members will be assisted by the Executive Director.
3. The Electoral Committee will supervise the collection, classification, counting and checking of the validity of the returned voting forms for the ten (10) seats of the Membership Representative Committee.
4. The Electoral Committee will draw up a report of the count. This report will contain at least:
  - a. the number of written and digital voting forms sent;
  - b. the number of voting forms returned;
  - c. the number of blank votes;
  - d. the number of valid votes;
  - e. the number of invalid votes;
  - f. the number of votes cast for the respective nominees;
  - g. the nominee or nominees elected and the region for which they have been elected to the Membership Representative Committee.

If several nominees within a region have obtained the same number of votes, the Electoral Committee will draw lots in the form of folded identical ballots (or the digital version thereof) containing the name of the nominees in question and the chair of the Electoral Committee will draw a ballot in the presence of the entire Electoral Committee. The nominee whose name is on the drawn ballot will have been elected to the Membership Representative Committee.

5. If the Electoral Committee is not able to determine the result, the Executive Director will decide on the further procedure.
6. Each representative can cast no more than one (1) vote for each vacancy within their region. If more than one (1) vote is cast, for example by ticking the boxes of more than one (1) nominee on the voting form, the vote will be invalid.

Any additions made on the voting form will also make the vote invalid (which will therefore be deemed not to have been cast). Blank votes will also be deemed not to have been cast.

7. If the Assembly of ECPAT Organisations so resolves, voting will be by ballot, in which case the following possibilities exist:
  - a. *one (1) nominee for one (1) vacancy:*  
The nominee will be put to the vote and will have been appointed to fill the vacancy if they have obtained more than half of the number of votes validly cast.
  - b. *more than one (1) nominee for one (1) vacancy:*  
A direct vote will be taken between all nominees. If one (1) nominee obtains more than half of the number of votes validly cast, they will be appointed to fill the vacancy. If none of the nominees obtains a simple majority, a revote will be taken between the two (2) nominees who obtained most votes in the first vote; if it cannot be determined which two (2) nominees obtained most votes in the first vote (an equal number of votes for numbers two (2) and "three" (3)), an interim vote will be taken to decide.
8. The nomination and appointment procedure will be followed again for vacancies that have not been filled in accordance with paragraph 7 of this article.
9. The counting result will be available for the ECPAT Organisations within the region in question.
10. The voting procedure may also take place in digital form, with due observance of the provisions of this article. The Executive Director can attach further conditions to a digital voting procedure.

### **Meetings of and decision-making by the Membership Representative Committee.**

#### **Article 7.**

1. The Membership Representative Committee will meet as often as necessary for the proper functioning of the Membership Representative Committee, but at least twice a year. In addition, the Membership Representative Committee will also meet at the request of the Executive Director.
2. Each member of the Membership Representative Committee and the Executive Director have the right to place a matter on the agenda of a meeting of the Membership Representative Committee.
3. Meetings of the Membership Representative Committee will be held by means of telephone or video conferencing, or using any other means of communication, provided that all participants can communicate with each other at the same time.  
Meetings of the Membership Representative Committee can also be held in person under the initiative of the Executive Director or with the participation of the Executive Director.
4. The Membership Representative Committee aims to adopt resolutions by consensus to the extent possible. If that is impossible, the resolution will be put to the vote. Resolutions will be adopted by a simple majority of votes.
5. Resolutions can only be adopted at meetings of the Membership Representative Committee if more than half of the number of Membership Representative Committee members is present.

Membership Representative Committee members cannot have themselves represented at meetings of the Membership Representative Committee.

6. Each Membership Representative Committee member has one (1) vote. Blank votes will be deemed not to have been cast. They do count, however, if a quorum must be established. If the votes are tied, the motion will be deemed to have been rejected.
7. The Membership Representative Committee can also adopt resolutions (in writing) without holding a meeting, by a simple majority of votes, with prior notice to the Executive Director, and only if none of the Membership Representative Committee members opposes this manner of adopting resolutions. The resolutions will be included in the report of the next meeting.
8. The Executive Director has the right to attend meetings of the Membership Representative Committee, and may give an advisory opinion.
9. The Membership Representative Committee will determine if and when third parties will attend its meetings.
10. The Executive Director will be obliged to provide the Membership Representative Committee with all desired cooperation and information it reasonably requires to fulfil its duties.
11. The Membership Representative Committee can submit a request to the Executive Director for more support from the work organisation (the Office) of the foundation. This will take place on the basis of the annual plan and the budget, based on realistic figures.
12. The manner and degree of support from the work organisation of the foundation will be laid down in an annual agreement between the Membership Representative Committee and the Executive Director.
13. A report will be drawn up of the proceedings at a meeting of the Membership Representative Committee.
14. The Membership Representative Committee will provide a report of its deliberations, findings and recommendations to the Assembly of ECPAT Organisations as often as necessary.

### **Article 8**

#### **Representation on / representatives of the Assembly of ECPAT Organisations**

1. An ECPAT Organisation will be represented at meetings of the Assembly of ECPAT Organisations by a representative to be appointed by the board of an ECPAT Organisation for an indefinite period. A representative needs to fulfil the requirements set for this position in the Membership Standards. The appointment should be done in writing by the executive director or the board of the ECPAT Organisation and communicated to the Executive Director.
2. Representatives must meet the quality requirement of being a member of the board, another body or the management of the ECPAT Organisation or of being a senior programme officer of another staff-member of the ECPAT Organisation.
3. Each ECPAT Organisation will not only appoint a representative for an indefinite period, but also a deputy of the representative. Deputies must meet the same quality requirement as representatives.

4. Representatives of ECPAT Organisations will attend all meetings of the Assembly of ECPAT Organisations.  
If the representative of an ECPAT Organisation is unable to attend, his deputy will represent the ECPAT Organisation.
5. A representative or a deputy will resign:
  - a. upon their demise;
  - b. by giving notice (retirement);
  - c. if they no longer meet the quality requirement as described in paragraph 2 of this article;
  - d. if the requirements set in the Membership Standards are no longer fulfilled;
  - e. if they are dismissed by the board of the ECPAT Organisation that appointed the representative or deputy in question.

### **Article 9**

#### **Meetings of the Assembly of ECPAT Organisations**

1. Meetings of the Assembly of ECPAT Organisations will be held at least once every two (2) years at minimum or:
  - a. as often as the Executive Director deems necessary;
  - b. as often as necessary pursuant to the articles of association or these Assembly and MRC Regulations;
  - c. at the request of the Membership Representative Committee.
2. Meetings will be convened by the Executive Director in writing along with a statement of the matters to be dealt with, within a period of at least ten (10) days, not including the day on which the meeting is convened and the day on which it is held.  
In urgent cases, the Executive Director may decide to deviate from the method of convening a meeting and/or the term for convening a meeting.
3. Meetings of the Assembly of ECPAT Organisations will be held by means of telephone or video conferencing, or using any other means of communication, provided that all participants can communicate with each other at the same time. Meetings can also be held in person, but only on the initiative of the Executive Director.
4. All (deputy) representatives, the Executive Director and the supervisory board will be admitted to the meetings as well as those persons admitted by the Executive Director.
5. Each representative will have one (1) vote. Representatives may cast votes by written proxy for no more than two (2) other representatives or their deputies. In so far as no larger majority is prescribed in these regulations, all Assembly of ECPAT Organisations resolutions will be adopted by a simple majority of the votes validly cast at a meeting at which at least more than half of the number of representatives is present or represented.  
Blank votes will be deemed not to have been cast.  
If the votes are tied, the motion will be rejected.
6. All voting will be by voice, unless a representative (or their deputy) requests a vote by ballot.



7. The meetings will be chaired by the chair of the Membership Representative Committee. If the chair of the Membership Representative Committee is absent, the Membership Representative Committee will designate someone else to chair the meeting of the Assembly of ECPAT Organisations. If all members of the Membership Representative Committee are absent, the meeting of the Assembly of ECPAT Organisations will designate a chair from its midst.
8. A report will be drawn up of the proceedings at a meeting by a person designated by the chair of the Assembly of ECPAT Organisations meeting.

#### **Article 10**

##### **Nomination of supervisory board members. Nomination Committee.**

1. If and as soon as there is an upcoming vacancy within the supervisory board for which the Membership Representative Committee can make a binding nomination under article 11 paragraph 2 under g. of the articles of association, the Membership Representative Committee will be notified of this by the Executive Director in writing.
2. The Membership Representative Committee will be given the opportunity to make a nomination and inform the Executive Director of this nomination within the term stated in the notification.  
The nomination will be accompanied by a statement of the person to be nominated showing that they are prepared to accept membership of the supervisory board.
3. The Membership Representative Committee will set up a Nomination Committee that will be responsible on behalf of the Membership Representative Committee to advise on the binding nomination of supervisory board members by the Membership Representative Committee, all as described in article 11 paragraph 2 under g. of the articles of association.
4. The Nomination Committee will consist of five (5) natural persons, namely:
  - a. two (2) persons - to be designated by the Membership Representative Committee - who are members of the Membership Representative Committee;
  - b. three (3) persons - to be designated by the supervisory board - who are members of the supervisory board.The members of the Nomination Committee will be assisted by the Executive Director.
5. Each time there is a vacancy in the supervisory board as referred to in paragraph 1 of this article, the Nomination Committee will be set up again, all with due observance of the provisions of paragraph 4 of this article.
6. The nomination will be made with due observance of the provisions of article 11 of the articles of association and the articles 11 and 12 of these Assembly and MRC Regulations.

#### **Article 11**

##### **Profile and nomination of supervisory board members by the Membership Representative Committee**

1. The points to consider with regard to the level of expertise, background and competences expected from supervisory board members have been laid down in the profile as referred to in article 11 paragraph 6 of the articles of association.  
The profile will be submitted to the Membership Representative Committee for advice.
2. Persons who - on the recommendation of an ECPAT Organisation or otherwise - wish to put themselves forward as a candidate as supervisory board member upon a binding nomination by the Membership Representative Committee, can submit a written application to the Executive Director within the term announced by the Executive Director, which application must be accompanied by the following information/documents:
  - a. the extent to which the candidate believes he matches the profile;
  - b. the personal details and curriculum vitae of the candidate in question.
3. The Nomination Committee can approach candidates and invite them to apply.
4. The Executive Director will return applications that do not meet the requirements of this article to the sender. The Executive Director will forward complete applications to the members of the Nomination Committee.
5. The Nomination Committee will check whether the candidates meet the profile and can invite candidates for a personal (digital) interview with the Nomination Committee to explain the application. This may be deviated from in the event of reappointment. Subsequently, the Nomination Committee will prepare a final list of candidates and send it to the Membership Representative Committee.
6. The Membership Representative Committee will select one (1) candidate from the list of candidates for each vacancy who will be nominated for appointment to the supervisory board. This nomination will be accompanied by an explanation of the Membership Representative Committee to the supervisory board.
7. The Executive Director will inform all other candidates in writing, substantiated by reasons, as soon as possible that the Membership Representative Committee will nominate another candidate for the vacancy.

### **Article 12**

#### **Membership Representative Committee voting procedure for nomination of supervisory board members.**

1. Each member of the Membership Representative Committee may cast no more than one (1) vote for each vacancy. A decision to make a binding nomination can be taken by a majority of at least two-thirds of the valid votes cast.
2. The Executive Director will guide and supervise the voting procedure.
3. The Executive Director will arrange or oversee the collection and counting of the voting forms and prepare a short report of the count showing the number of votes cast for the candidate.
4. The binding nomination of a supervisory board member will be effected with due observance of the provisions of article 11 paragraph 2 under g., h. and i. of the articles of association.

### **Article 13**

#### **Meeting calendar**

Every year, the Executive Director will, in consultation with the Membership Representative Committee, prepare meeting calendars for the Assembly of ECPAT Organisations and the Membership Representative Committee and communicate them in writing to the ECPAT Organisations. The Executive Director will send out all meeting invites.

#### **Article 14**

##### **Annual report.**

Every year, the Executive Director will make the adopted annual documents of the foundation available to each ECPAT Organisation. These include the annual accounts and the annual report of the foundation.

#### **Article 15**

##### **Reimbursement scheme. Remuneration.**

1. Members of the Membership Representative Committee and the Nomination Committee are not entitled to any remuneration for their work. They may be entitled to reimbursement of expenses, all at the sole discretion of the Executive Director based on pre-approved expenses.
2. The Executive Director shall prepare a scheme for the reimbursement of expenses incurred for the foundation.

#### **Article 16**

##### **Incompatible positions.**

1. A (deputy) representative cannot at the same time be:
  - a. a member of the supervisory board;
  - b. Executive Director;
  - c. an employee of the foundation.If a representative is a candidate for any of the above positions, they will resign as representative no later than one (1) month before accepting the relevant position. The respective ECPAT Organisation will appoint a new representative in accordance with article 8.
2. Between:
  - a. the Executive Director on the one hand and (deputy) representatives on the other; and
  - b. (deputy) representatives on the one hand and members of the supervisory board on the other,there may not be a marriage bond, registered partnership or equivalent cohabitation arrangement or blood relationship or other affinity up to the fourth degree.
3. 'Employee' includes a person who performs work for the foundation under an employment agreement or an agreement for services.

#### **Article 17**

##### **Communication with third parties**

The Assembly of ECPAT Organisations, the Membership Representative Committee and/or one or more ECPAT Organisations are not authorised to make public statements or adopt public positions on behalf of the foundation or to express opinions on behalf of the foundation in any manner, unless with the explicit written authorisation of the Executive Director.

**Article 18**

**Adoption**

These Assembly and MRC Regulations were adopted by the Executive Director with the prior approval of the supervisory board on 23 May 2024

These Assembly and MRC Regulations took effect on 1 June 2024.