

Statutes of the Computational Geometry Society

This is a translation of the statutes of the Association 'Computational Geometry Society', as founded by Bettina Speckmann, Marc van Kreveld, and Frank Staals, on **Friday the twenty-fourth of May, two thousand and twenty-four**. The official Dutch version of the statutes is legally binding.

1. Definitions

In these statutes, the following definitions shall apply:

General Assembly: The body of the Association formed by members of the Association that are eligible to vote. Alternatively, the meeting of the members and prospective members of the Association.

Board: The Board of the Association.

Code of Conduct: The code of conduct adopted by the General Assembly, that members, prospective members of the Association, and the Board should adhere to.

Written; In Writing: By letter or e-mail, or message transmitted by any other common means of communication that can be received electronically or in writing, provided that the identity of the sender can be established with adequate certainty.

Statutes: The statutes of the Association.

Association: The legal entity to which the Statutes apply.

Bylaws: The bylaws of the Association.

2. Name

The Association bears the name: Computational Geometry Society.

3. Seat

The Association has its seat in the municipality of Utrecht.

4. Objective

The Computational Geometry Society has the goal to promote scientific research in Computational Geometry and Computational Topology by organizing the free, international exchange of knowledge, experience, and ideas in these research areas

4.1 The Association has the goal to promote scientific research in Computational Geometry and Computational Topology by facilitating the free, worldwide exchange of knowledge, experience and ideas in this field, and all that is related to it and/or may be conducive to it, in the broadest sense.

4.2 The Association seeks to achieve this goal, among other things, by organizing socially safe meetings for its members, bringing about publications, and using all appropriate means of communication.

4.3 It is not the purpose of the Association to make a profit.

5. Members. Trial members.

5.1 Members of the Association may be those who wish to study Computational Geometry and/or Computational Topology and subscribe to the Code of Conduct and will behave accordingly.

5.2 The Board shall keep a register that includes the names and addresses of all members and trial members.

5.3 Members qualify as trial members for the first ninety (90) days after they are admitted as members of the Association.

5.4 Trial members do not qualify as members within the meaning of the law, they have no rights and obligations other than those granted to them by or under the Statutes of Association.

6. Admission

6.1 Anyone wishing to become a member of the Association must apply In Writing to the Board.

6.2 The Board decides on the admission of members, subject to Article 5.3.

In case of non-admission as a member, the General Assembly cannot decide on admission after all.

7. End of membership and rights and obligations of trial members

7.1 Membership in the Association shall terminate:

- (a) by the death of the member;
- (b) by cancellation by the member;
- (c) by termination by the Association.

This may occur when a member has ceased to meet the requirements for membership as set forth in the Statutes of the Association, when the member fails to meet the obligations of the member to the Association, as well as when the Association cannot reasonably be required to continue the membership;

(d) by expulsion. It may be pronounced only when a member acts in violation of the Statutes, regulations or decisions of the Association, or unreasonably disadvantages the Association.

7.2 Termination by the Association shall be done by the Board.

7.3 Termination of membership by the member or by the Association may only take place at the end of a fiscal year and subject to four weeks' notice.

However, membership may in any case be terminated by the end of the fiscal year following the fiscal year in which notice of termination is given.

Furthermore, membership may be terminated immediately if the Association or the member cannot reasonably be required to continue the membership.

7.4 A termination in violation of the provisions of the preceding paragraph shall cause membership to terminate at the earliest permissible time following the date against which the membership had been terminated.

7.5 A member may terminate membership with immediate effect within one month after the member has been notified of a resolution to convert the Association into another legal form or to merge or split according to the meaning of Title 7 Book 2 of the Dutch Civil Code.

7.6 A member may furthermore terminate the membership with immediate effect within one month after a resolution in which the member's rights are restricted, or the member's obligations to the Association are increased.

The resolution shall then not apply to the member in question.

A member shall not be entitled to rescind a resolution, whereby the pecuniary rights and obligations of the member are changed, by terminating their membership.

7.7 Expulsion from membership shall be by the Board.

7.8 In case of a decision to terminate membership by the Association on the grounds that (i) a member fails to fulfill the member's obligations to the Association, or (ii) the Association cannot reasonably be required to continue the membership, the person concerned has the right to appeal against this decision within one month of receiving notice.

The appeal of the decision will be to the General Assembly. The member concerned shall be notified In Writing of the decision to terminate the membership, and the reasons for doing so, as soon as possible.

During the appeal period and pending the appeal, the member shall be suspended, provided, however, that the suspended member shall have the right to address the General Assembly at which the appeal referred to in this paragraph is considered.

7.9 If membership ends during a fiscal year, the annual dues shall nevertheless remain payable in full.

7.10 The rights and obligations of a trial member may be mutually terminated at any time by termination except that the annual dues for the current fiscal year shall remain payable in full.

7.11 Termination by the Association as referred to in the previous paragraph shall be done by the Board.

7.12 Termination by a member as referred to in this Article shall be In Writing. The Bylaws may provide further rules regarding termination.

8. Annual contributions. Commitments.

8.1 Members and trial members are liable to pay an annual contribution, which will be determined by the General Assembly.

For this purpose, they can be divided into categories that pay different contributions.

8.2 The Board is authorized to grant total or partial exemption from the obligation to pay a contribution in special cases.

8.3 The Board, after obtaining the consent of the General Assembly for that purpose, is authorized to attach commitments to membership.

9. The Board

9.1 The Board shall consist of a number of three or more persons to be determined by the General Assembly, provided that the first Board members shall be appointed by this statute. Board members shall be appointed from among the members of the Association.

Trial members cannot be appointed as Board members.

9.2 The appointment of Board members shall be made by the members without meeting as referred to in Article 2:37 paragraph 5 of the Civil Code.

The Board shall, prior to the election, give members the opportunity to nominate candidates for Board membership. The Board may set a minimum number of required nominations for a

candidacy to be valid, provided that this minimum threshold is at most a twentieth of the number of members eligible to participate (vote) in the election.

Only members may be nominated for Board membership.

If there is a vacancy on the Board with no nomination within the time limit set by the Board, the Board shall nominate candidates so that for each vacancy there is at least one candidate.

The Bylaws may provide further rules regarding the nomination of candidates.

9.3 After the deadline for nomination, elections from among the nominated members shall be held.

The election of Board members shall be by means of an electronic ballot approved by the Board. Every member may participate in the election and exercise their vote.

The Bylaws may provide further rules regarding the appointment of the Board members and the election procedures.

10. Termination of Board membership. Periodic resignation. Suspension.

10.1 Any Board member, including those appointed for a fixed term, may be dismissed or suspended at any time by the General Assembly.

A suspension that is not followed by a resolution to dismiss within three months ends by the expiration of that period.

10.2 Each Board member shall retire no later than four years after their appointment, according to a schedule established by the Board.

The retiring Board member shall not be eligible for re-election for a period of twenty-one months after the expiration of their Board membership; whoever is appointed to an interim vacancy shall take the place of the predecessor of the newly appointed Board member.

A retiring Board member shall remain in office until the vacancy is filled.

10.3 Membership on the Board shall further terminate:

- (a) by termination of membership in the Association;
- (b) by choosing to discontinue Board membership.

11. Tasks of the Board. Decision-making of the Board.

11.1 The Board (with the exception of the first Board whose members are appointed to office) shall appoint a chair, a secretary, and a treasurer from among its members.

The Board may appoint a replacement for each of them from among its members.

A Board member may hold more than one office.

11.2 The Board meets as often as one or more of the Board members deems necessary. The meeting is convened – stating the items to be discussed – by the Board member initiating the meeting, subject to a notice period of at least eight days. At meetings, each Board member is entitled to cast one vote.

Board members may be represented by another Board member by Written proxy.

Board meetings may be held by telephone or video conferencing, or by any other means of communication, provided that each participating Board member can be heard by all others simultaneously and provided that such meetings are chaired from a place in The Netherlands to be determined by the Board.

Minutes of the proceedings of each meeting of the Board shall be taken by the Secretary and shall be adopted and signed by the Chair and the Secretary.

Signing of the minutes may also be done electronically provided the identity of the signatories can be established with adequate certainty.

11.3 The Board shall decide by an absolute majority of the valid votes cast by all Board members present or represented at the meeting, who may participate in the decision-making process.

The Board may also adopt resolutions outside a meeting provided that this is done In Writing, all Board members are aware of the resolution to be adopted, none of them opposes this method of decision-making and the resolution is adopted by an absolute majority of the votes validly cast by Board members who may participate in the decision making.

In the event of an equality of votes, the General Assembly shall decide.

11.4 A Board member who has a direct or indirect personal interest that conflicts with the interest of the Association and its affiliated organization shall report this immediately to the other Board members and provide all relevant information about it.

The other board members shall decide, without the presence of the Board member concerned, whether there is an interest that conflicts with the interest of the Association and its affiliated organization.

A Board member shall not participate in the deliberations and decision-making if this Board member has a direct or indirect personal interest that conflicts with the interests of the Association and its affiliated organization.

If this does not allow a Board decision to be made, the decision is made by the General Assembly.

11.5 Bylaws may provide further rules regarding the meetings of and decision-making by the Board.

12. Tasks of the Board. Representation. Compensation.

12.1 Subject to the limitations under the Statutes, the Board is charged with governing the Association.

In their duties, Board members shall act in the best interests of the Association and its affiliated organization.

12.2 If the number of board members has fallen below three, the Board shall remain authorized. However, the Board is obliged to put forward candidates for the resulting vacancy(ies) as soon as possible and to inform members about the possibility of putting forward candidates in accordance with Article 9.2, so that the resulting vacancy(ies) can be filled.

In the event of the absence or inability to act of one or more Board members, the remaining Board member(s) shall be in charge of the entire government.

The General Assembly shall ensure that a person is designated to temporarily govern the Association in the event of the absence or inability of all the Board members or of the sole Board member.

In any case, for the purposes of these Statutes, inability means the circumstance that

(a) The Board member is unavailable for a period of more than seven days due to illness or other causes; or

(b) the Board member is suspended.

12.3 The Board is authorized to have certain parts of its tasks performed under its responsibility by committees appointed by the Board.

12.4 Subject to the approval of the General Assembly, the Board shall be authorized to enter into (i) agreements to acquire, dispose of and encumber registered property, and (ii) agreements whereby the Association binds itself as surety or co-debtor, warrants performance by a third party, or provides security for a debt of another person and to represent the Association with respect to these acts.

The absence of the aforementioned approval of the General Assembly may be invoked against third parties.

Notwithstanding the provisions of this paragraph, the Board may, without the approval of the General Assembly, decide to enter into agreements whereby the Association binds itself as surety or co-debtor and to represent the Association with respect to these acts, provided that the debt for which the Association binds itself as surety or co-debtor does not exceed ten thousand euros (€10,000.00) and, moreover, does not exceed the liquid assets of the Association at the time the decision is taken.

12.5 The General Assembly is authorized to subject resolutions of the Board to its approval. These decisions must be clearly defined and communicated In Writing to the Board.

12.6 Without prejudice to the provisions of paragraph 4 of this Article, the Association shall be represented by the Board.

The power of representation also accrues to each Board member individually.

12.7 No remuneration can be granted to the Board members.

Costs will be reimbursed to Board members upon presentation of supporting documents.

13. Board report. Accounts.

13.1 The fiscal year of the Association shall be the same as the calendar year.

13.2 The Board shall be obliged to keep records of the Association's financial position and of everything concerning the activities of the Association in such a way that the Association's rights and obligations can be known at all times.

13.3 Within six months after the end of the fiscal year, the Board shall present a report on the affairs of the Association and on the policies pursued at a General Assembly.

This period can be extended by at most four months by the General Assembly.

The Board submits the printed balance sheet and the statement of income and expenses with explanatory notes to the General Assembly for approval.

These documents shall be signed by the board members; if the signature of one or more of them is missing, this shall be stated and reasons given.

After the expiration of the time limit, any member may demand that the board members fulfill these obligations.

13.4 The General Assembly shall annually appoint from among the members a finance committee of at least two persons who may not be members of the Board.

The finance committee shall examine the documents mentioned in the second sentence of paragraph 3 of this article and report its findings to the General Assembly.

The Board shall be obliged to provide the finance committee with all information it requests for the purpose of its investigation, to show it the cash of the Association and the assets if it so desires, and to make the books, records and other data carriers of the Association available for consultation.

13.5 If the examination of the accounts requires special accounting knowledge, the finance committee may be assisted by an expert.

13.6 The charge of the finance committee may be revoked at any time by the General Assembly, but only by the appointment of another finance committee.

13.7 The Board is obliged to keep the books, records and other data carriers referred to in paragraphs 2 and 3 of this article for seven years, without prejudice to the provisions of paragraph 8 of this article below.

13.8 With the exception of the paper-based balance sheet and statement of income and expenditure, the data of the Association may be transferred to another data carrier, provided that the data remains correct and complete, and can be reproduced and made available for reading during the retention period within a reasonable amount of time.

14. General Assemblies.

14.1 The General Assembly shall have all powers in the Association that are not assigned to the Board by law or by the Statutes.

14.2 A General Assembly – the Annual Meeting – is held annually, no later than six months after the end of the fiscal year. The annual meeting topics include:

- (a) the management report and accounts referred to in Article 13 with the report of the committee referred to therein;
- (b) discharging the Board members for their management during the previous fiscal year;
- (c) the appointment of the committee mentioned in Article 13 for the next fiscal year;
- (d) proposals of the Board or members, announced in the agenda of the meeting.

14.3 Other General Assemblies shall be convened as often as the Board deems it desirable, or when it is required to do so by law or by the Statutes.

14.4 Furthermore, at the written request of at least one-twentieth of the members eligible for voting, the Board is obliged to convene a General Assembly at a period within four weeks after the submission of the request.

If the request is not acted upon within fourteen days, the applicants themselves may convene a General Assembly in accordance with Article 18 or in the manner provided by law, subject to the period of notice specified in Article 18.

The petitioners may then assign others than Board members to conduct the meeting and take the minutes.

15. Access and voting rights.

15.1 The General Assembly shall be open to all members of the Association, Board members, as well as all trial members.

No suspended members shall have access except as provided in paragraph 8 of Article 7 and suspended Board members.

15.2 The admission of persons other than those referred to in paragraph 1 of this article shall be decided by the General Assembly.

15.3 Each member of the Association who is not suspended shall have one vote. A trial member has no vote.

The Board members may give a voting advice.

15.4 A member's vote may be cast by another member authorized in writing.

15.5 If the Board has opened the possibility to do so in the announcement of a General Assembly, the members are authorized to exercise their right to vote by means of an electronic means of communication, provided that (i) the conditions to be imposed on the use of the means of communication such as connection, security and the like are disclosed in the notice, (ii) the member can be identified, (iii) the member can learn directly of the proceedings at the meeting, and (iv) if there is the opportunity for deliberations, the member may participate in such deliberations.

15.6 If the Board has opened the possibility of doing so In Writing, votes may be cast prior to the General Assembly via an electronic means of communication, but no earlier than the thirtieth day before that of the meeting, at an e-mail address specifically designated for this purpose. Such votes shall be treated the same as votes cast at the General Assembly.

16. The position of chair. Minutes.

16.1 The General Assemblies shall be led by the chair of the Association, or by the chair's deputy.

In the absence of the chair and the chair's deputy, one of the other board members to be designated by the Board shall act as chair.

If the position of chair is not provided for in this manner either, the assembly itself shall provide for it.

Until then, the position of chair shall be held by the oldest person present at the meeting.

16.2 At each meeting, minutes of the proceedings shall be taken by the secretary or another person designated for this purpose by the chair. These minutes shall be signed by the chair and the minute taker.

The minutes may also be signed electronically provided that the identity of the signatories can be established with sufficient certainty. Those convening the meeting may have a notarial record made of the proceedings.

The contents of the minutes or record shall be brought to the attention of the members.

17. Decision-making of the General Assembly.

17.1 The judgment of the chair on the outcome of a vote expressed at the General Meeting is decisive.

The same applies to the content of a resolution passed insofar as a vote was taken on a motion not recorded In Writing.

17.2 However, if the correctness of a judgment referred to in the first paragraph is disputed immediately after it is expressed, a new vote shall be taken.

This new vote removes the legal effect of the original vote.

Votes cast electronically in accordance with Article 15 paragraph 6 before the General Assembly are also deemed to have been cast in the new vote.

17.3 Insofar as the Statutes or the law do not provide otherwise, all decisions of the General Assembly shall be taken by an absolute majority of the votes cast.

17.4 Blank votes and invalid votes are considered not cast.

17.5 The Bylaws establish rules regarding the procedure of election of persons.

17.6 If the votes in a General Assembly are tied, the proposal is rejected, unless otherwise provided in the Bylaws.

17.7 All votes, other than the election of persons, shall be oral. However, the chair may determine that votes shall be cast by ballot.

Voting by ballot shall be by unsigned sealed ballots.

Decision-making by acclamation is possible unless a voter requests a roll call vote.

17.8 A unanimous decision of all the members, even if not convened in a meeting, if taken with the prior knowledge of the Board, shall have the same force as a decision of the General Assembly.

This also applies to decisions to amend the Statutes or to dissolve the Association.

17.9 As long as all members are present or represented at a General Assembly, valid resolutions may be passed, provided they are passed unanimously, on all matters coming up for discussion – including, therefore, a proposal to amend the Statutes or to dissolve the Association – even if the notice has not been made in the prescribed manner or if any other regulation on the notice and holding of meetings or any other formality relating thereto has not been observed.

17.10 Further rules regarding the General Assemblies and decision-making by General Assemblies may be specified in the Bylaws.

18. Convening the General Assembly.

18.1 General Assemblies are convened by the Board, except for the cases specified in Article 14, paragraph 4.

The notice shall be made In Writing to the addresses (including e- mail addresses) of the members and trial members in the register referred to in Article 5.

The notice period shall be at least seven days.

If a member or trial member consents In Writing, notice may be given by a legible and reproducible message sent electronically to the address specified by the member.

18.2 The convening notice shall state the subjects to be discussed, without prejudice to the provisions of Statutes 19 and 20.

19. Amendment of the Statutes.

19.1 With the exception of the provisions of Article 17, paragraphs 8 and 9, the Statutes may only be amended by a resolution of a General Assembly, which has been convened with one (1) months' notice and with the announcement that amendments to the Statutes will be proposed there.

19.2 The proposed amendment of the Statutes must be made available to the members of the Association at least two weeks prior to the General Assembly in which they will be discussed. (Moreover, they have to remain available until the day on which the General Assembly is held.)

19.3 A resolution to amend the Statutes requires that at least two-thirds of the votes are cast, in a meeting at which at least two-thirds of the members are present or represented.

If two-thirds of the members are not present or represented at the General Assembly, a second General Assembly shall be convened, to be held within four weeks of the first meeting, and with a notice period of two weeks.

At this meeting, regardless of the number of members present or represented at this meeting, it may be decided to amend the Statutes, provided that a majority of at least two-thirds of the votes cast is in favor of the amendment.

19.4 An amendment to the Statutes shall not become into effect until a notarial deed has been drawn up. Each board member is authorized to initiate the drawing up of the notarial deed.

20. Dissolution.

20.1 The Association may be dissolved by a resolution of the General Assembly. The provisions of paragraphs 1 and 3 of Article 19 shall apply for this resolution.

20.2 After dissolution, liquidation shall be carried out by the Board members. The Board may decide to appoint other persons as liquidators.

20.3 Any surplus balance of the dissolved Association shall be expended for the benefit of one or more international active non-profit organizations to be designated by the General Assembly, the objectives of which correspond as closely as possible to the objective of the Association.

20.4 Upon completion of the liquidation, the books, records and other data carriers of the dissolved Association shall remain in the custody of the person appointed by the liquidators for the period prescribed by law.

20.5 Liquidation is otherwise subject to the provisions of Title 1 Book 2 of the Civil Code.

21. Bylaws. Code of Conduct. Code of Conduct Committee.

21.1 The General Assembly may adopt, amend or abolish Bylaws. The provisions of paragraphs 1, 2 and 3 of Article 19 shall apply.

21.2 The Bylaws may not conflict with the law, nor with the Statutes.

21.3 The General Assembly shall adopt a Code of Conduct establishing rules of conduct for the activities of the Association, with the aim that every member can feel safe to participate in the activities of the Association, and in particular the free exchange of knowledge, experiences and ideas, regardless of, among other things, their academic status, gender, or ethnicity. The provisions of paragraphs 1, 2 and 3 of Article 19 apply to the adoption and amendment of the Code of Conduct.

21.4 The Association has a Code of Conduct Committee consisting of members of the Association, which shall oversee compliance with the Code of Conduct by its members. Further rules concerning the appointment and dismissal of members of the Code of Conduct Committee and the meetings of and decision-making by the Code of Conduct Committee may be specified by the Bylaws.

The initial members of the Code of Conduct Committee will be appointed by the Board.

22. Transitional Provision.

The first fiscal year of the Association shall run through December thirty-first, two thousand and twenty-four.

This Article shall expire at the end of the Association's second fiscal year.

Closing Statement.

As stated in Articles 9.1 and 11.1, the first appointed Board members are:

- a. named Frank Staals, as chair;
- b. named Marc Johan van Kreveld, as secretary; and
- c. named Bettina Speckmann, as treasurer.