



## Revised and Approved Statutes of the Groningen Declaration Network as of 2020

As passed by the participants of the Groningen Declaration Network during the 2020 virtual Annual GDN Participants' Business Meeting and subsequently adopted and approved by the GDN Board of Directors on 8 July 2020.

### Article 1. Definitions.

The following definitions apply to the terms used in these articles:

- Ambassador:  
The title Ambassador may be bestowed, by the Board of Directors, on individuals who have made an outstanding contribution to the work of the GDN
- Absolute majority:  
The basis on which resolutions are determined – 50% of votes cast plus 1
- Board:  
The Foundation's Board of Directors, Chaired by the President of the Network, who is chosen from among the Board
- Bylaws:  
The internal rules of procedure and processes that complement and explain the Statutes
- Committees:  
The Board of Directors may set up, from time to time, sub committees, task force groups or regional groupings to focus on particular projects, questions or opportunities for consideration by the Board and Foundation
- Executive Committee:  
A Standing Committee of the Board of Directors whose tasks are determined by the Board and that consists of the President, Vice President, Immediate Past President, Secretary and Treasurer
- Foundation:  
The legal entity to which the Statutes relate
- Founder:  
The organisations who established the network prior to incorporation as a Foundation – the American Association of Collegiate Registrars and Admissions Officers (AACRAO); the Dienst Uitvoering Onderwijs (DUO); the National Student Clearinghouse (NSC); China Higher Education Student Information and Career Centre (CHESICC); Stanford University; University of Málaga; South African Qualifications Authority (SAQA); University of Melbourne
- In writing:  
By letter, fax or email, or by message sent by another means of communication and which can be received electronically or in hard-copy, provided that the identity of the



sender can be established and authenticated with sufficient certainty

- Jurisdiction:

The Foundation is based in The Netherlands and is subject to the laws of The Netherlands

- Patron:

Organisations that have signed the Groningen Declaration and have thereby pledged to subscribe to the Foundation's Statutes and Bylaws and made a financial commitment, as determined by the Board of Directors, to support the work of the GDN for a period of no-less than 3 years

- Proxy:

A Board Member (Director) may be authorized to act on behalf of a Board member (Director) who authorizes them to do so in writing to the President and may only act in the context of meetings of the Board of Directors

- Signatory:

All organisations and persons that have signed the Groningen Declaration and thereby have pledged to subscribe to the Foundation's Statutes and Bylaws and have paid the annual fee as determined by the Board of Directors

- Statutes:

The articles of association of the Foundation as they read in their various amended forms

## Article 2. Name and registered office.

1. The name of the foundation is: **Stichting Groningen Declaration Network.**
2. It has its registered office in the Municipality of Groningen, the Netherlands.

## Article 3. Objectives.

1. The purpose of the foundation is:
  - a. To develop, offer support and advise on the subject of Digital Student Data Portability (DSDP) particularly concerning the mutual consultation on and exchange of information between all interested parties worldwide and Institutes of Higher Education (IHE's) in particular;
  - b. To develop and offer best practice and globally accepted standards for safe and citizen-orientated mutual consultation and exchange of information on the subject of DSDP;
  - c. To develop a global network of active participants from diverse sectors, countries, regions and stakeholdergroups;
  - d. and everything related, belonging or conducive to this in the broadest sense.
2. The foundation seeks to achieve its objectives by:
  - a. creating and facilitating a network for the foundation's objectives;
  - b. bringing together stakeholders in the area of DSDP;
  - c. the use of (multi)media for the Foundation's objectives;
  - d. generating publicity by any means for the Foundation's objectives;
  - e. The acquisition and provision of resources for the furtherance of the Foundation's



- objectives (financial or otherwise);
- f. Furthermore, doing everything directly or indirectly related to the above in the broadest sense.
3. The Foundation is not a profit generating entity

#### **Article 4. Capital.**

1. The foundation's capital will be formed by:
  - a. subsidies and other contributions;
  - b. gifts, testamentary dispositions and bequests;
  - c. all other acquisitions and income.
2. The Foundation can only accept inheritances with the benefit of inventory.

#### **Article 5. Founders.**

Founders comprise the founders of the network as existed prior to the incorporation of the Foundation. They supported the establishment of the Foundation, financially and in-kind and are recognised for their vision and commitment to the Objectives of the Foundation. No further impost is expected or made other than as allowed for in Articles 6 and 7.

The Founders comprise:

- the American Association of Collegiate Registrars and Admissions Officers (AACRAO);
- the China Higher Education Student Information and Career Center (CHESICC);
- the Dienst Uitvoering Onderwijs (DUO);
- the National Student Clearinghouse (NSC);
- South African Qualifications Authority (SAQA);
- Stanford University;
- University of Málaga;
- University of Melbourne.

#### **Article 6. Patrons**

1. Patrons of the Foundation can be partnerships, legal entities – for-profit and not-for-profit organisations - which, in the Board's judgement, pursue activities that serve to meet the Foundation's objectives.
2. Patrons contribute financially and in-kind to the work of the Foundation under contractual agreement with the Board for a period of no-less than three years.
3. Patrons are acknowledged by the Foundation for their significant contribution towards the realisation of the Foundation's objectives.
4. The Board may determine, from time to time, different levels of Patron status to reflect commitment and contribution to the Foundation. These will be published on the Foundation website.
5. Those who are not yet Patrons can be admitted to the Foundation as Patrons on their request and are subject to Board agreement provided for in writing.
6. Admission requirements, including contributions, will be laid down in the Bylaws by the Board.



7. Patron status will end for those organisations identified in Article 6 (1) above:
  - a. Through notice being served, by the Patron, with due observance of the notice period.
  - b. Through cancellation of Patron status by the Foundation's Board provided for in Article 6 (5) above and as published in the Bylaws of the Foundation and on the website.
  - c. Upon the legal entity or partnership status of the Patron ceasing to exist.

### **Article 7. Signatories.**

1. Signatories of the Foundation can be natural persons, partnerships, legal entities – for-profit and not-for-profit organisations - which, in the Board's judgement, pursue activities that serve to meet the Foundation's objectives.
2. Signatories pay an annual Signatory fee to be determined by the Board.
3. Signatories are acknowledged by the Foundation for their support to its objectives and goals.
4. Those who are not yet Signatories can be admitted to the Foundation as Signatories:
  - a. on their own request, which is subject to agreement by the Board; or on invitation by the Board.
5. Admission requirements, including contributions, will be published on the Foundation website by the Board.
6. Signatory status will end for those organisations identified in Article 7 (1) above:
  - a. Through notice being served, by the Signatory, with due observance of the notice period.
  - b. Through cancellation of Signatory status by the Foundation's Board provided for in the Bylaws of the Foundation and on the website.
  - c. Upon the legal entity or partnership status of the Signatory ceasing to exist.

### **Article 8. Ambassador.**

1. The Board may, from time to time, confer Ambassador status on natural persons who in the view of the Board, have made an outstanding contribution to the realisation of the Foundation's objectives.
2. Ambassadors will hold the same benefits and be subject to the same rules as Signatories.
3. Notwithstanding Article 7 (2) Ambassadors are not required to pay an annual fee.

### **Article 9. Business Meeting.**

1. The Board will convene a Business Meeting open to Founders, Patrons, Signatories and Ambassadors at least once a year.
2. The Board of Directors will convene additional Business Meetings as it determines necessary.
3. The President of the Foundation or nominee will Preside over Business Meetings.
4. Founders, Patrons, Signatories and Ambassadors are entitled to one vote at Business Meetings.
5. All resolutions of Business Meetings are passed by an absolute majority of votes.



### **Article 10. Board of Directors.**

1. The Board consists of a minimum of seven and a maximum of twelve members, to be decided by the Board.
2. The Board will confirm a President, and annually elect a Vice President, a Secretary and a Treasurer from within its midst, together forming the Executive Committee. The Immediate Past President will also serve on the Executive Committee.
  - a. The Immediate Past President will invite nominations for Executive Committee membership which will be appointed following a vote of Directors.
  - b. The Vice-President, following appointment, is assumed to become President of the Board in the year following the appointment as Vice-President.
3. Directors will serve from the date of appointment for a maximum period of three years. Appointments made to fill vacancies in the meantime will serve out the remainder of the term of the Director they are appointed to replace. Directors can be re-appointed once.
4. In the event of one or more vacancies arising on the Board, the remaining Directors will fill the vacancies through the appointment of one or more successors (or through the appointment by the sole remaining Director) within three months of the vacancy or vacancies arising.
5. The Board should preferably consider Founders, Patrons and Signatories who contribute financially to the Foundation and who contribute towards a diverse Board, taking into account:
  - a. Data providers (for example, institutions)
  - b. Data custodians (for example, depositories)
  - c. Data owners (for example, representative student bodies)
  - d. International membership associations active in the field of education
  - e. Geographic spread across the continents
  - f. Diversity and inclusivity of Board of Director membership as a whole
6. Board membership is held in a personal capacity and not representative of any organisation, directors acting in the interests of the GDN alone.
7. Appointment to the Board follows an open invitation to natural persons involved in any of the categories referred to in Article 10 (5) above. A sub-committee of the Board, chaired by the Immediate Past President, will present candidates for appointment as a Director, for approval. A majority of two-third of all votes cast will constitute a legitimate Board approval.
8. Should one or more Directors be absent for whatever reason, the remaining Directors or the only remaining Director will nevertheless constitute a legitimate Board.
9. If, at any time, there are no Directors left to fill the vacancies, a court of law will appoint one or more Directors on request of any interested party or on the demand of the public prosecution service. These Directors will be in charge of filling all remaining vacancies without delay

### **Article 11. Board of Director Meetings and Resolutions**

1. Board meetings will be held at the places determined by the Secretary. They can also be held online, provided that the chosen technological facilities ensure that every Director can participate actively in the discussions.
2. At least one meeting will be held every six months



3. Meetings will also be held at times considered desirable by the President and Secretary or at the request of one of the other Directors, who make a request in writing to the President and Secretary, stating the items to be placed on the agenda. If the Board fails to heed such a request within three weeks of receiving the request, the party making the request will be entitled to convene a meeting, with due observance of the required formalities.
4. Notwithstanding the provisions of Article 11, (3) above, the meeting will be convened in writing by the President and Secretary at least seven days in advance, not including the date on which the meeting is convened.
5. In addition to the time and place of the meeting, the notice to convene will stipulate the subjects being placed on the agenda.
6. If the rules laid down in the Statutes for convening and holding meetings are not observed, a meeting of the Board can nonetheless pass valid resolutions on all subjects raised, provided that the meeting is attended by all Directors in office and that the resolutions in questions are passed by unanimous vote.
7. The meetings will be chaired by the President of the Board, or the Board members may appoint their own chair in the absence of the President.
8. Minutes will be taken of the business transacted at the meetings by the Secretary or other Director. The Minutes will be formally adopted at the next meeting
9. The Board can only take valid decisions at a meeting provided that the majority of Board members are present or represented at the meeting. Directors can themselves be represented at a meeting by another Director (a Proxy) upon submission of a written document deemed by the President to be adequate for this purpose.
10. The Board can also pass resolutions outside of meetings provided that all Directors have cast their vote in writing. This provision applies to resolutions to amend the Statutes or dissolve the Foundation, if required. The same majority requirements as for resolutions at convened in-person meetings apply to decisions taken outside meetings. A resolution passed outside of a convened in-person meeting will be recorded by the Secretary and this record, after being cosigned by the President will be added to the Minutes together with the votes received. Each Director has the right to cast one vote. Where these Statutes do not stipulate a larger majority, all Board resolutions will be passed by Absolute Majority of the valid votes cast. In the event of a tied vote, the President will have a casting vote.
11. All votes at the meeting will be cast orally, unless the President deems a ballot appropriate or one of the Directors requests a secret ballot prior to the vote taking place. Ballots will be held using unsigned, paper ballots.
12. Blank votes will be deemed to have not been cast.
13. Any dispute not provided for in these Articles will be decided by the President.

### **Article 12. Management authority and remuneration.**

1. The Board is charged with the management of the Foundation.
2. Provided that minuted consent has been granted at a Business Meeting as provided for in Article 9 and following a majority vote of the Directors, the Board is authorized to make decisions with regard to entering into agreements for the acquisition, disposal and encumbering of property subject to registration and to enter into agreements in which the Foundation commits itself as surety or joint and several debtor, warrants perfor-



mance of a third party or provides security for a debt to a third party.

3. Directors cannot be assigned any remuneration in their capacity as Directors.
4. Expenses of Directors can be reimbursed on the presentation of supporting documents.

### **Article 13. Representation**

1. The Foundation is represented by the Board in the absence of any statutory provision to the contrary.
2. The Foundation can be represented by two jointly acting Directors with the agreement of the Board.
3. The Board can authorize others to represent the Foundation judicially and following a Board resolution to that effect

### **Article 14. Termination of Directorships**

Membership of the Board ends:

1. Through the death of a Director;
2. Through the loss of the disposition over his/her assets;
3. Upon retirement in writing to the Board;
4. Through his/her dismissal pursuant to article 2:298 of the Dutch Civil Code;
5. Through a unanimous vote of the Board (excluding the Director in question);
6. Through retirement by rotation.

meeting attended or represented by all directors.

### **Article 15 – Financial year and Annual Accounts/Annual Report**

1. The Foundation's financial year is from 1 January to 31 December.
2. Within three months of the end of each financial year the Treasurer draws up a balance sheet and statement of income and expenditure over the previous financial year and presents it to the Board.
3. Upon adoption by the Board, the statement of accounts will be presented, by the Treasurer, to a Business Meeting constituted as provided for in Article 9.
4. The Treasurer will present to the Board, for adoption, a budget for the following financial year. This will take place three months prior to the commencement of the new financial year.
5. The Secretary will present, to a Business Meeting constituted as provided for in Article 9, an Annual Report comprising a record of the activities of the Foundation in the prior year.

### **Article 16 – Committees, task forces and regional groupings**

1. The Board is authorized to establish committees, task forces or regional groupings to consider particular questions, undertake defined projects, seek network-wide input, canvass ideas, support geographic-based activities as it deems appropriate.
2. Each committee or group will operate within the terms of reference specified by the Board and report as determined, by the Board.



### **Article 17 – Advisory Council**

1. The Board may establish an Advisory Council which will have the task of providing solicited and unsolicited advice to any agreed terms of reference over and above these Statutes, as specified by the Board.
2. The Board will appoint a chair and members of the Advisory Council whose period of appointment will be determined by the Board.

### **Article 18 – Executive Director**

1. The Board may appoint an Executive Director or other staff, from time to time, to undertake the day-to-day work of the Foundation.
2. Staff appointed can be dismissed by the Board with due observance of any contractual or statutory provisions in existence within the legal jurisdiction in which the staff member is employed, at the time.
3. The Executive Director is advisory to the Board, attending all meetings as appropriate.

### **Article 19 – Bylaws**

1. The Board is empowered to adopt one or more bylaws providing for subjects not covered by these Statutes.
2. The Bylaws must not conflict with these Statutes or the law in the legal jurisdiction in which the Foundation is established.
3. The Board is able, at all times, to amend or cancel the Bylaws by majority of Directors voting.
4. The Bylaws, together with the Statutes, will be publicly available to the network.

### **Article 20 – Amendments to the Statutes**

1. The Board is authorized to amend the Statutes with the consent of a Business Meeting constituted as provided for in Article 9. Without prejudice, a majority of the Directors voting on a resolution to amend the Statutes must be achieved prior to the Business Meeting. The resolution is then presented for approval to the same effect at the Business Meeting constituted as provided for in Article 9, where amendments and feedback to the proposed changes may be proposed. The Board then formally adopts the resolution, with proposed amendments as necessary.
2. Each individual Director is authorized to execute the relevant notarial deed amending the articles.

### **Article 21 – Dissolution and liquidation**

1. The Board is authorized to dissolve the Foundation with the prior consent of a duly constituted Business Meeting resolution provided for in Article 9.
2. The Foundation will continue to exist after its dissolution to the extent necessary to liquidate its assets.
3. The Foundation will be liquidated by the Board (following [1] above).
4. The liquidators shall ensure that the dissolution of the Foundation is registered in the Register as meant in Section 2:289 of the Dutch Civil Code.
5. During liquidation, the provision of these Articles will remain in force as far as possible.
6. Any credit balance of the dissolved foundation will be spent on a public benefit organi-





sation with similar objectives as that of the foundation or on a foreign institution that is exclusively or virtually a public benefit organization with similar objectives to that of the foundation.

7. After the end of the liquidation, the records and documents of the dissolved Foundation will remain intact for seven years in the custody of the liquidator.

### **Article 22 – Final stipulation**

The Board of the Foundation will decide in all cases not provided for in these Statutes or in law in the jurisdiction in which the Foundation is established.