

## **Articles of Association: Icelandic Adoption Society**

### **Art. 1: Name of association**

The association's name is the Icelandic Adoption Society. Its domicile is in Reykjavík.

### **Art. 2 : Purpose of Association**

The purpose of the Society is:

- to facilitate international adoptions with the aim that the interests of the child be always paramount, in the spirit of the United Nations Convention on the Rights of the Child and the Hague Convention on Protection of Children and Cooperation in Respect of Intercountry Adoption.
- to work for the welfare and rights of adoptive families
- to assist people who wish to adopt a child from abroad
- to organise education for members in the form of information meetings, courses and lectures
- to work for the equal rights of all, irrespective of origins
- to enhance society's and government's knowledge and understanding of adoption and its benefits for the child and the adoptive family
- to assist abandoned children, and children who live in difficult conditions in their home country, but will not be adopted

### **Art. 3: Payments**

The Society is not run for profit, and payments may only be made to humanitarian causes, other than necessary payments due to the costs of adoption of children to Iceland.

### **Art. 4: Members**

Members are adoptive families, prospective adoptive families, adults who were adopted, and others who are legally of age and wish to work for the objectives of the Society.

## **Art. 5: Highest authority of the association**

The highest authority of the Society lies with a lawful general meeting.

## **Art. 6: Board**

The Board of the Society shall comprise seven people: a chair, vice-chair, treasurer, secretary and three board members. Two alternates shall be elected. Election of Board members and alternates shall be by majority vote. In the case of a draw, another ballot shall be held between the two candidates. If the result is again a draw, the seat shall be allocated by drawing lots. If there is only a single candidate, he/she shall be deemed elected by default, without a secret ballot. A Board shall be elected each year at the Annual General Meeting or an extraordinary general meeting. Certain Board members shall be elected each year for a term of two years: three one year, and four the next year.\* Should a Board member stand down during the electoral term, his/her seat shall be taken by an alternate. Otherwise, a general meeting may elect another in his/her place.

The members of the Board divide responsibilities among themselves.

The members of the Board shall include a physician and a lawyer. Failing this, the Society's Board shall, in consultation with the Ministry of Justice, appoint a consulting physician and/or lawyer. Board members shall have knowledge of matters concerning adoption of children from abroad. The Board appoints a chartered accountant or accountancy firm as auditor.

A Board meeting is deemed lawful if attended by a majority of the board.

The Board handles all the affairs of the society between general meetings.

Board members, members of staff and others who may work in the interests of the Society are subject to an obligation of confidentiality with regard to anything of which they become aware regarding people's private lives in their work for the Society. The duty of confidentiality remains in force after work for the Society ceases.

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\* At the 2003 AGM three board members shall be elected for a term of two years, and in 2004 four board members shall be elected for a term of two years.

Board members, members of staff and others who may work in the interests of the Society may not take part in the administration of an adoption case if they, or people close to them, are parties to the case,

### **Art. 7: Annual General Meeting**

An Annual General Meeting shall be held in March each year. The AGM shall be called by a letter, giving at least three weeks' notice.

An extraordinary general meeting may be called, in the same manner as an AGM under art. 7.

The agenda of the AGM shall include the following:

Report of the Board on the position of the Society and its operations during the past financial year.

Annual accounts for the Society for the past financial year, together with comments by the Society's auditor, shall be submitted for approval.

Election of Board

Determination of annual membership fee

Amendments to articles of association

Debate and voting on other matters lawfully submitted to the AGM

Changes to the membership of the Board shall be notified to the Ministry of Justice within 14 days.

Proposed amendments to the articles of association shall be received by the Board by 31 January each year. These shall be specified in the invitation to the AGM.

Declarations of candidacy for the board shall be made in writing to the Society's offices at least two weeks before the AGM.

Extraordinary general meetings shall be held at the decision of the board, or if the auditors or two-thirds of members so request. An extraordinary general meeting shall be called with at least two weeks' notice. The invitation shall state the reason for calling the meeting.

### **Art. 8: Manager**

The Society's Board appoints a manager, and determines his/her terms of employment. The Board also grants power of procuration on the Society's behalf.

The manager is responsible for the daily operation of the Society, and represents the Society regarding all matters concerning routine operations. The manager must provide Board members and auditors with all information on the operation of the Society which they may request, and which must be provided under the law.

### **Art. 9: Service**

Only members who are fully paid-up are entitled to the service of the Society. Applicants undertake to comply with the rules of the Society with respect to adoption applications.

### **Art. 10: Right to vote and to stand for office – register of members**

Only fully paid-up members have the right to vote at Society meetings, and are entitled to stand for office in the Society. Should a member not have paid the membership fee for two years, the Society may remove him/her from the register of members.

### **Art. 11: Education**

When an applicant pays the waiting-list fee, he/she thereby undertakes to attend educational programmes offered by the Society.

### **Art. 12: Accounts**

The Society's accounting year is the calendar year. Annual accounts shall be compiled on the Society's work on matters of adoption and other activities carried out by the Society. The annual accounts shall be audited and signed by a chartered accountant, and one copy of them shall be sent to the Ministry of Justice within 14 days of signing.

**Art. 13: Amendments**

These articles may be amended only at an AGM or extraordinary general meeting under para. 2 art. 7, and a majority of two-thirds of those attending the meeting, or a simple majority of members, is required. All amendments to the articles shall be submitted to the Ministry of Justice for approval, after which they are deemed finally approved.

**Art. 14: Dissolution of the association**

A decision to dissolve the Society may be taken only by a general meeting. A majority of two-thirds of those attending the meeting, or a simple majority of members, is required. A general meeting which makes a decision to dissolve the Society shall make a decision on the disposition of assets and payment of debts.

The Society's assets may only be disposed of for charitable purposes.