**Study association Sarphati**
**Articles**

**This document is a translation which means that it is in no case legally binding!**

*The parties, acting as stated, declared that the articles of the new association will read as follows:*

# **Article 1: Name, seat and duration**

1. The association bears the name: “Sarphati, vereniging van studenten Sociale Geografie en Planologie aan de Universiteit van Amsterdam”.
2. The association can also be presented to the outside world as “Studievereniging Sarphati” and “Sarphati”.
3. The association is located in Amsterdam.
4. The association will continue for an undetermined amount of time. She is the legal successor of the associations “Amsterdamse Studievereniging voor Sociaal Geografen” and “Het Groene Hart”.

# **Article 2: Purpose and resources**

1. The association aims the following:
2. pursue the interests, in the broadest sense of the word, of students in Human Geography and Urban Planning at the University of Amsterdam in general and those of her members especially.
3. to contribute to a closer bond between students and study as well as students among themselves by means of both educational and festive activities.
4. The association aims to achieve these goals by organising, among others, excursions, lectures, fora, parties and ‘borrels’, publication of the association magazine, representing members in university management bodies, providing educational facilities and cooperating with and participating in other associations and organisations.

# **Article 3: Equity**

The equity of the association will be formed by:

* Contribution and subsidies
* Gifts, legacies and bequests
* All other acquisitions and benefits

**Article 4: Normal members, alumni members, honorary members and donators**

1. The associations recognises:
2. Normal members
3. Alumni members
4. Honorary members
5. Donators
6. Normal members are all natural persons who are registered at the study Human Geography and Urban Planning at the University of Amsterdam or are following courses from the study Human Geography and Urban Planning at the University of Amsterdam. Persons who do not meet these conditions can be a normal member with approval of the board.
7. Alumni members are those who have finished the study Human Geography and Urban Planning at the University of Amsterdam and/or are not registered any more for the study Human Geography and Urban Planning at the University of Amsterdam and want to keep in contact with the association.
8. Honorary members are natural or legal persons who are appointed, on the recommendation of the board, at a general members meeting because of exceptional merits for the association.
9. Donators are those who support the association in a financial and/or material manner. The minimal value of the donation is determined in a general members meeting. Donators are those for whom the donorship is confirmed by the board.

**Article 5: Contribution**

Every normal member and every alumni member owes contribution to the association.

1. The general members meeting determines if this is a yearly or one-off payment. The amount of contribution is determined in a general members meeting.
2. Restitution of the contribution does not occur, unless the board decides otherwise.

**Article 6: Ending membership or donorship**

1. Membership of the association is ended by:
2. Termination by the member
3. Termination by the association
4. Denial
5. Death of the member
6. Termination of the membership by the member can be done at any given time. This should be done in writing or via e-mail to the board.
7. Termination of the membership by the association is carried out by the board, when a member has ceased to meet the requirements for the membership. Failing to pay the contribution within two months of a payment reminder is seen as one of the valid reasons to do so. Termination is done in writing or via e-mail with the statement of reason(s). If the member meets the requirements within one month of the termination, the termination is automatically dropped.
8. Termination of the honorary membership by the association occurs:
9. when the member has stopped meeting the requirements for a membership, as described in part 3.
10. with a termination in writing by the board.
11. with a revocation by the general members meeting
12. Denial of membership can only be decided when a member handles in conflict with the articles, regulations or the decisions of the association, or when the member misbehaves excessively against other members and/or the association in general that maintenance is considered as irresponsible by the board. In this case the board is required to notify the member as soon as possible in writing or via e-mail with the statement of reason(s). The involved member is authorized within one month of the notification to appeal the decision at a general members meeting. During the appeal period and pending the outcome of the appeal the member is suspended.
13. Donorship for the association ends by:
14. termination by the donator (in writing or via e-mail).
15. termination by the board with a statement of reason(s) ( in writing or via e-mail).
16. death of the member.

**Article 7: Board**

1. The board consists of at least three natural persons who appoint a chair, treasurer, secretary and vice-chair among themselves. The amount of board members is decided by the general members meeting.
2. If the amount of board members decreased past the amount named in part 1 during the fiscal year, the board is required to organise a general members meeting where the vacancy is discussed. The board stays authorized to carry out their tasks, even without the minimum quorum.
3. A board member can fulfil at most two functions at the same time. A natural person can not be chair and vice-chair at the same time.
4. The board members are chosen by a general members meeting with an absolute majority of the validly cast votes from the normal members of the association. The general members meeting establishes with absolute majority of the validly cast votes the amount of board members.
5. Choosing the board members during a general members meeting always happens in writing.
6. Board members are named for a period of maximum one fiscal year. One fiscal year is the period between two consecutive yearly general member meetings. Board members are immediately eligible for re-election.
7. Board members are not rewarded for their activity. They are entitled for a compensation of the costs made by carrying out their function.
8. Minutes are made of every topic in the board meetings by the secretary or one of the other present board members. The minutes are approved in the next board meeting.
9. The board can only make valid decisions at a board meeting when a majority from the board members in function are present or represented. A board member can authorise another board member in writing or via e-mail to represent him or her in a board meeting. A board member can only represent one other board member at the time as plenipotentiary.
10. The board can also make decisions outside of a board meeting, provided that all board members are in a position to express their opinion. The decisions made in this way will be concluded by the secretary together with the received answers, this will be added to the minutes and will be approved in the next board meeting.
11. Every board member has the right for bringing out their vote once. Unless these articles suggest a bigger majority, all decisions will be mate with an absolute majority from the validly cast votes.
12. All votes in a board meeting will be oral, unless the chair wishes for a vote in writing, or one of the electorates desires this for the voting. Voting in writing happens with unsigned, closed notes.
13. When voting is ceased, the proposal is maintained until the next board meeting. If the proposal is again ceased, the proposal is considered as rejected.
14. Board members can at all times be suspended or discharged by the general members meeting with a valid statement of reason(s). The general members meeting decides a suspension or dischargement with an absolute majority of validly cast votes.
15. A board member can be suspended if all other board members agree unanimously. This suspension has to be brought to a general members meeting with a statement of reason(s) within the period of one month. The general members meeting will convert this suspension into dischargement or lifts the suspension with absolute majority of the validly cast votes. If the suspension occurs with less than three months before the end of the ongoing fiscal year, the decision will be made at a general members meeting within the first three weeks of the new fiscal year.
16. Board meetings are accessible for every member of the association. With a majority of votes, the board can however decide to close off the meeting, or a part of it. The meeting should always be closed off if there is an agenda point which concerns a person or multiple persons.
17. Every member of the association can view the minutes with the board. The board can hold the minutes to themselves if it discusses a sensitive matter. Minutes with agenda points concerning a person or multiple persons are always kept within the board.

**Article 8: Nomination board**

1. Members who want to nominate themselves for a new board or for an existing vacancy will notify the current board members in a timely manner. The current board will decide on a term for this.
2. The current board advises the general members meeting about the nomination of a nominee.
3. Members can also nominate themselves at a general members meeting with a negative advice from the current board or when the advice is missing.

**Article 9: Board authority**

1. The board is responsible for governing the association.
2. The board is authorised to decide on concluding contracts on obtaining, disposing or storage of property.
3. The board is not authorised to conclude contracts where the association acts as a deposit, stands up for a third party or guarantees for the debt of another.
4. The board can suspend a member if the member handles in conflict with the articles, regulations or decisions of the association, or when the member misbehaves against another member or the association in general. A member cannot be suspended more than once during the membership of the association, for a period of maximum six months. It is not possible to appeal a suspension.

**Article 10: Representation**

1. Exclusively the board represents the association.
2. The board can grant one or more members the power to represent the association, providing this has been decided by the full board and is related to a specific case.

**Article 11: Termination board membership**

1. The board membership terminates with death of the board member, with the loss of free control over their abilities, with resignation in writing (thanking) or with dischargement by the general members meeting.

**Article 12: Accessibility and decision-making general members meeting**

1. The general members meeting is accessible for every member. The member has to comply with the pecuniary obligations for the current fiscal year to be permitted to attend. A suspended member is solely allowed to attend the meeting where the decision is made about his or her suspension and is allowed to speak concerning that matter.
2. Non-members are only allowed to attend the general members meeting with an invitation/permission from the board and/or the general members meeting.
3. Every normal member has one vote in the general member meeting. Every member who is entitled to vote can grant another member who is entitled to vote the authorisation in writing to cast their vote. A member entitled to vote can be a plenipotentiary for a maximum of two other members. A member has to comply with the pecuniary obligations for the current fiscal year to be entitled to vote. A suspended member has no right to vote.
4. The chair decides the method of voting in the general members meeting. Voting in writing occur when one or more of the members entitled to vote this wishes and desires of the current voting. Voting in writing happens with unsigned, closed notes.
5. A voting concerning a person is always in writing.
6. All decisions concerning which the law or these articles have not been proscribed a bigger majority, will be taken with an absolute majority of the validly cast votes. When voting on cases is ceased the proposal is rejected. When voting concerning persons is ceased a revote follows. When the voting is ceased again the board decides. If the board also does not come to an agreement the chair of the general members meeting decides. If a absolute majority is not reached with an election of more than two persons, there will be a revote for the two persons who got the most amount of votes, if needed via an extra voting in between.

**Article 13: Task division general members meeting**

1. The meetings will be led by the chair of the board. In his or her absence the meetings will be led by the vice chair. If both are absent the meeting appoints her own chair.
2. The chair of the meeting oversees a fair manner of voting and establishes the result. If the majority of the members entitled to vote desire a revote, this will take place. With this new vote the legal effects of the original vote will be dropped.
3. Minutes of every topic in the general members meeting are made by the secretary of the board. In his or her absence the chair of the meeting appoints a new minute taker. The minutes will be established at the next general members meeting.

**Article 14 Calling a general members meeting**

1. General members meetings can be called by:
	1. The board;
	2. A committee meeting
	3. At least twenty normal members
	4. The Cash Audit Committee
2. Calling a general members meeting is done by submitting a request with the proper reasoning with the board via mail or e-mail. The meeting has to take place within one month of receiving the request, unless the applicant members are content with a later date. If the board does not comply in a timely manner with this request, the applicant members can call the general members meeting themselves or ask the Cash Audit Committee to do so.
3. The invite for a general members meeting has to be received at the last known address of the members at least seven days prior. The invite contains an indication of the time and place of the meeting, a specifications of the topics that will be discusses as well as an indication where the required documents for the meeting are available.

**Article 15: (Half-)yearly general members meetings**

1. Yearly the yearly general members meeting takes place, which is called by the board.
2. In this yearly general members meeting the following topics will be discussed:
	1. Social year report of the board;
	2. The presentation of the representers of the committee meeting;
	3. Appointment of the board;
	4. Appointment of the Cash Audit Committee;
	5. Budget plan of the current fiscal year;
	6. Introducing the members, announced in the invite of the meeting.
3. Yearly an intermediary general members meeting is held, about halfway the fiscal year, which is called by the board. In this meeting the board, among other things, presents a report on the functioning of the associations and policy intentions for the rest of the fiscal year.

**Article 16: Financial year, annual meeting, financial statements and Cash Audit** **Committee**

1. The financial year runs from the first of May until the thirtieth of April.
2. At the end of every financial year the financial statements of the association will be closed. The board will make a financial assessment and the state of income and charges over the ended financial year from there, which financial statements will be presented within six months after the ending of the financial year at a general members meeting. After this term every member has the legal right to subpoena these documents.
3. In this annual meeting the following topics are discussed:
	1. The financial year report of the board;
	2. A justification with a report from the Cash Audit Committee;
	3. Introducing members, announced in the invite of the meeting
4. The Cash Audit Committee, who is appointed in the yearly general members meeting, has the task to examine the financial statements and the justification from the board and present their findings to the general members meeting. Members of the Cash Audit Committee can not be a part of the board.
5. The board is obliged to offer all the information the Cash Audit Committee needs for their examination, when needed show the treasury and values and provide access to all financial documents of the association.
6. The board shall strive to let the annual meeting and the general members meeting coincide.

**Article 17: Committees and workgroups**

1. Committees and workgroups can be established by the board or the general members meeting.
2. The appointment of members of committees and workgroups is always made by the board. The appointment of the Cash Audit Committee is always made by the general members meeting.
3. Committees and workgroups can be eliminated by the board or the general members meeting. The Cash Audit Committee cannot be eliminated.
4. Participating in a committee or workgroup is only possible for normal members of the association, unless the board or general members meeting decides otherwise.
5. The chairs of the committees and workgroups and the board can serve in the committee meeting.

**Article 18: Regulations**

1. The board is authorised to establish, edit or eliminate regulations, in which topics are regulated which are not included in these articles.
2. Before a regulation is established, edited or eliminated, the board is expected to get advice from the committee meeting.
3. The board is required to inform members in writing or via e-mail of establishing, editing or eliminating the regulations.
4. Normal members can object against the establishment, edit or elimination of the regulations within one month.
5. If a member objects a proposal, it has to be presented to a general members meeting, as stated in article 14, part 2 and 3.
6. During the objection period and while the objection has not been decided the regulation applies as established by the board.
7. A regulation cannot contain provisions that conflict with the law or these articles.

**Article 19: Changing articles**

1. Changing the articles can only occur by a decision of the general members meeting, which has been called with the announcement that a changing of the articles will be made there.
2. Those, who have called the general members meeting where a changing of the articles is proposed, are required to offer a statement with the proposal in an appropriate place for the members to read it at least five days in advance until after the general members meeting. Furthermore a copy of the proposal is sent to all the members via mail or e-mail.
3. The in part two referred statement has to at least contain the article which is proposed to change and the proposed changes.
4. A change in the articles can only be decided by the general members meeting with a majority of at least two thirds of the validly cast votes, in a meeting where at least two thirds of the normal members is present or represented.
5. If two thirds of the normal members are not present or represented, a second meeting is held within six weeks, in which the proposal as handled in the prior meeting, can be decided upon, regardless of the amount of present or represented members, if there is a majority of two thirds of the validly cast votes.
6. The article change comes into force after a notary act is made. Every board member is authorised to grant the article change.
7. The provisions in the parts 1 and 2 do not apply, if all the members entitled to vote are present or represented in a general members meeting and the decision to change the articles is made in a general vote.
8. The board members are obligated to provide an authentic statement of the act of article change and a fully continuous text of the articles, after the change, to the register managed by the Kamer van Koophandel en Fabrieken.

**Article 20: Dissolution and liquidation**

1. The provisions made in article 19 parts 1, 2, 3, 4, 5 and 7 also applies in the same way to the decision by the general members meeting for a dissolution of the association.
2. The general members meeting determines a goal for the left over surplus with the in the last part referred to decision, as much as possible in accordance with the purpose of the association.
3. The liquidation happens by the board, unless the general members meeting appoints one or more other persons for this task.
4. The liquidators ensure that the dissolution of the association is recorded in the register, named in article 19 part 8.
5. After the dissolution the association keeps existing for as long as this is needed to liquidate all the left over surplus. During the liquidation the provisions in the articles are kept as far as possible. In documents and statements by the association the words “in liquidation” needs to be added to her name.
6. The liquidation ends at the time when there are no more left over surpluses known to the liquidator(s).
7. The books and records need to be preserved for seven years after the dissolution of the association. The keeper is the person that is appointed as such by the liquidator(s).

**Article 21: Final provision\***

1. The general members meeting possesses all powers in the association, which are not dedicated to other organs by the law, these articles or the regulations.
2. The legal editor, whose identity to me, the notary, is established by the in this act mentioned document is known to me, the notary. Of which the act is made up in Amsterdam on the date mentioned in the top of the original document.\*\*
3. I, the notary, have notified the legal editor of the official content of this act and have provided him an explanation. I have as well notified the legal editor of the consequences which are present for the party of the act, which derive from this act. Afterward the legal editor has declared to have taken note of the content of this act, agree with it and when read fully will not act in the contrary with it. Subsequently this act was immediately after limited reading by the legal editor and immediately afterwards by me, the notary, signed.

*\* This translation was not made by the notary, therefore the provisions made in article 21 are a direct translation from Dutch of the notary’s statement and not spoken by the translator of this document.*

*\*\* The date mentioned in the top of the original articles read in Dutch is different than the date of this translation.*