

Studievereniging Sarphati

Articles of Association



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 for the following:
 - a. pursue the interests, in the broadest sense of the word, of students in the department of Human Geography, Planning en International Development at the University of Amsterdam in general and those of her members especially.
 - b. to contribute to a closer bond between students and study as well as students among themselves by means of both educational and festive activities.
2. The association aims to achieve these goals by organising, among others, trips, 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:

- membership fees and subsidies;
- gifts, legacies and bequests;
- all other acquisitions and benefits.

Article 4: Normal members, alumni members, honorary members and donors

1. The association recognises:
 - a. normal members;
 - b. alumni members;
 - c. honorary members;
 - d. donors.
2. Normal members are all natural persons who are registered for a study program at the department of Human Geography, Planning and International Development at the University of Amsterdam or are following courses from a study program at the department of Human Geography, Planning and International Development at the University of Amsterdam. Persons who do not meet these conditions can be a normal member with approval of the board.
3. Alumni members are those who have finished their study program at the department of Human Geography, Planning and International Development at the University of Amsterdam and/or are not registered any more for a study program at the department of Human Geography, Planning and International Development at the University of Amsterdam and want to keep in contact with the association.
4. 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.
5. Donors 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. Donors are those for whom the donorship is confirmed by the association.

Article 5: Membership fees

1. Every normal member and every alumni member owes membership fees to the association.
2. The general members meeting determines if this is a yearly or one-off payment. The amount of the membership fee is determined in a general members meeting.
3. Restitution of membership fees does not occur, unless the board decides otherwise.

Article 6: End of membership or donorship

1. Membership of the association is ended by:
 - a. termination by the member;
 - b. termination by the association;
 - c. expulsion;
 - d. the death of the member.
2. 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.
3. 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.
4. Termination of the honorary membership by the association occurs:
 - a. with a termination in writing by the board;
 - b. with a revocation by the general members meeting.
 5. Expulsion from the 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.
 6. Donorship for the association ends by:
 - a. termination by the donor (in writing or via email);
 - b. termination by the board with a statement of reason(s) (in writing or via e-mail);
 - c. the death of the donor.

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 decreases past the amount named in Paragraph 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 number of board members.
3. In the event of the absence or inability to act of a board member, the remaining board members or the remaining board member shall temporarily be in charge of the management of the association. In the event of the absence or inability to act of all board members, the association shall be temporarily managed by one or more persons designated for that purpose by a resolution of the general members meeting. An appointment may be changed or withdrawn at any time by resolution of the general members meeting. An appointment as referred to in this paragraph shall be reviewed periodically by the general members meeting and amended or revoked if required.
4. A board member can fulfil at most two functions at the same time. A natural person cannot be chair and vice-chair at the same time.
5. The board members are chosen by a general members meeting with an absolute majority of the validly cast votes, and must be normal members of the association. The general members meeting establishes with absolute majority of the validly cast votes the amount of board members.
6. Electing the board members during a general members meeting always happens in writing.
7. Board members are appointed for a period of maximum one association year. The association year runs from September first until August thirty-first, unless the annual general members meeting takes place after September first. In that case, the

association year runs until the day of the annual general members meeting. Board members are immediately eligible for re-election.

8. Board members are not rewarded for their activity. They are entitled to a compensation of the costs made by carrying out their function.
9. 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.
10. 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.

Article 8: Nomination of the 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 candidate.
3. Members also always have option to 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 running 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. Only 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 instance.

Article 11: Board meetings

1. 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.

2. 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 any given moment.
3. 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.
4. Every board member has the right to cast one vote. Unless these articles of association suggest a larger majority, all decisions will be made with an absolute majority from the validly cast votes.
5. All votes in a board meeting will be cast verbally, 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.
6. When the votes are tied, the proposal is maintained until the next board meeting. If the voting on the proposal once again ends up in a tied, the proposal is considered to have been rejected.
7. 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.
8. Every member of the association can request the minutes with the board. The board can hold the minutes to themselves if a sensitive matter is discussed in them. Minutes with agenda points concerning a person or multiple persons are always kept within the board.

Article 12: Preliminary termination of board membership

1. The board membership terminates before the end of period for which the board member had been appointed by the general members meeting with the death of the board member, with the loss of free control over their abilities, with resignation in writing (thanking) or with discharge by the general members meeting.

Article 13: 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 and every alumni 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 vote concerning a person is always conducted in writing.
6. All decisions concerning which the law or these articles have not been proscribed a larger majority, will be taken with an absolute majority of the validly cast votes. When voting on cases is ceased the proposal is rejected.
7. Any member eligible to vote may decide to either participate in a vote, or to abstain from voting. When participating in a vote, the following voting options shall apply:
 - a. in favour;
 - b. against;
 - c. blank, is counted when determining the total amount of validly cast votes.
8. In the event of a tied vote not concerning a person, the proposal is rejected. If there is a tied vote concerning one or more persons, a second vote shall be taken. If the votes are tied again, the board shall decide. If the board also fails to reach a decision, the chairman of the general members meeting shall decide. If in elections between more than two persons no absolute majority is obtained by anyone, a further vote shall be taken between the two persons who received the largest number of votes, if necessary after an interim vote.
9. There is a quorum for the general membership meeting. This quorum is to be determined by the general membership meeting as a rule of procedure.
10. In case the established quorum is not met at a general members meeting, a second meeting shall be called within six weeks, in which that which was included in the notice of the previous meeting shall be discussed. The quorum will not be in effect for this meeting.
11. Upon the general members meeting befall all powers within the association, which have not been allocated to other bodies by law, by these articles of association or by rule of procedure.

Article 14: 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. At the start of each meeting, a voting committee comprised of at least two members shall be appointed. Board members cannot be part of this committee. The voting committee oversees a fair voting process and establishes the results of the votes. A recount shall take place if a majority of those eligible to vote request it. This new vote nullifies the legal effects of the original vote.
3. Minutes of every topic in the general members meeting are made by the secretary of the board. In their absence the chair of the meeting appoints a new minute taker. The minutes will be established at the next general members meeting.

Article 15: Calling a general members meeting

1. General members meetings can be called by:

- a. the board;
 - b. the chairs committee;
 - c. at least twenty normal members;
 - d. the audit committee;
 - e. the Advisory Council.
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 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.
 4. In addition to topics and documents shared by the board with the invite for a general members meeting, members are also free to submit proposals for the meeting. Members who wish to put a proposal up for a vote at the next general members meeting, must make this known to the board prior to the invite for the meeting being sent out. The board shall include the proposal in the invite.
 5. Proposals can also be brought up during a general members meeting, so long as they do not involve the articles of association or the rules of procedure, and only if the general members meeting decides to allow it.

Article 16: Annual and intermediate general members meeting

1. The annual general members meeting, which shall be convened by the board, is to be held annually.
2. In this annual general members meeting the following topics will be discussed:
 - a. social year report of the board;
 - b. presentation of the representatives of the chairs committee;
 - c. appointment of the board;
 - d. budget plan of the current fiscal year;
 - e. proposals by members, announced with the invite for the meeting.
3. An intermediate general members meeting is to be called by the board every year, around the halfway mark of the association year. In this meeting the board, among other things, presents a report on the functioning of the association and policy intentions for the rest of the association year.

Article 17: Financial year, financial general members meeting and financial statements

1. The financial year runs from the first of September until the thirty-first of August.
2. At the end of every financial year the financial statements of the association will be closed. The board will draw up the balance sheet and the state of income and charges over the concluded financial year, and these financial documents will be presented to the general members meeting within two months after the ending of the financial year.

After this term every member has the legal right to subpoena these documents from the full board.

3. In this financial general members meeting the following topics will be discussed:
 - a. financial year report of the board;
 - b. a report with justification by the audit committee;
 - c. granting discharge to the outgoing board;
 - d. proposals by members, announced with the invite for the meeting.
4. With the passing of the social year report and the financial year report by the general members meeting, the outgoing board is granted discharge. If not all documents are passed, those who were a member of the board in the year in question remain responsible for that which was not approved by the general members meeting, until the moment when the general members meeting does decide to grant discharge.

Article 18: Audit committee

1. The association shall have an audit committee. Members of the audit committee are appointed by the general members meeting, and may not be part of the board.
2. The task of the audit committee shall be to examine the financial statements by the board and to communicate its findings to the general members meeting.
3. The board shall be obliged to provide the audit committee with all the information it requests for the purpose of this examination, to show it all the financial means if desired and to provide insight in any financial records of the association.
4. Decisions within the audit committee are taken by an absolute majority of the members of the audit committee, and only after all members of the audit committee have been given the opportunity to express their opinions.
5. Membership of the audit committee ends by termination by the member or by vote of the general members meeting.

Article 19: Advisory council

1. The association shall have an advisory council. Members of the advisory council are appointed by the general members meeting, and may not be part of the board.
2. The task of the advisory council shall be to provide solicited and unsolicited advice on the functioning of the association. This advice is not binding.
3. The board is obliged to inform the advisory council about its activities.
4. Decisions within the advisory council are taken by an absolute majority of the members of the advisory council, and only after all members of the advisory council have been given the opportunity to express their opinions.
5. Membership of the advisory council ends by termination by the member or by vote of the general members meeting.

Article 20: Committees and working groups

1. Committees and working groups may be set up to carry out part of the tasks of the association. Committees serve to perform tasks for a longer period, working groups to perform a one-off task.

2. Committees are set up by the general members meeting. Working groups are set up by the board or by the general members meeting.
3. The members of committees and working groups shall be appointed by the board. Members of the audit committee are always appointed by the general members meeting.
4. Committees are disbanded by the general members meeting. Working groups are disbanded by the board or by the general members meeting. The audit committee cannot be disbanded.
5. Participation in committees and working groups is only possible for normal members of the association, unless the board or the general members meeting decide otherwise.

Article 21: Committee chairs and the chairs committee

1. Each committee shall have a chair. The committee chairs are appointed by the board. The audit committee and chair committee choose their own chair from their midst.
2. The committee chairs take seat on the chairs committee, except the chair of the audit committee.
3. The task of the chairs committee shall be to provide solicited and unsolicited advice on the functioning of the association. This advice is not binding.
4. The board is obliged to inform the advisory council about its activities, insofar as these affect the functioning of the committees in general.
5. Decisions within the chairs committee are taken by an absolute majority of the members of the chairs committee, and only after all members of the chairs committee have been given the opportunity to express their opinions.
6. Committee chairs are appointed for a maximum period of one association year. Committee chairs are eligible to be re-appointed immediately.

Article 22: Rules of procedure

1. The general members meeting may adopt, amend or abolish rules of procedure regulating those subjects which are not contained in these articles of association.
2. Proposals to adopt, amend or abolish a rule of procedure can be made by any body within the association, as well as by any normal or alumni member.
3. Before submitting a proposal to adopt, amend or abolish a rule of procedure, the proposer shall obtain the advice of the board, the audit committee, the advisory council and the chairs committee.
4. A proposal to adopt, amend or abolish a rule of procedure must be included in the invite for the general members meeting in which it is to be put to a vote. A proposal that has not been included in the invite cannot be put to a vote.
5. Decisions concerning rules of procedure shall be taken by a two thirds majority of all the validly cast votes.
6. A rule of procedure may not contain provisions that are contrary to the law or to these articles of association.

Article 23: Changing the Articles of Association

1. Changing the Articles of Association can only occur by a decision of the general members meeting, which has been called with the announcement that a change to the articles of association will be proposed.
2. Those who have called the general members meeting where a changing of the Articles of Association 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 statement referred to in Paragraph 2 has to at least contain the article which is proposed to change and the proposed changes.
4. A change in the Articles of Association can only be decided upon by the general members meeting with a majority of at least two thirds of the validly cast votes, in two consecutive general members meetings.
5. The change in the articles of association comes into force after a notary act is made. Every board member is authorised to execute the change of the articles of association.
6. 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 of association is made in a general vote.
7. 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 24: Dissolution and liquidation

1. The provisions made in article 23 parts 1, 2, 3, 4, and 6 also apply 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 23 Paragraph 7.
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).