
STATUTES¹

Date:

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¹ This is a copy of the Statutes re-typed for your convenience. An official copy of the Statutes can be requested by sending an e-mail to info@auca.nl.

CHARTER:

Article 1

Name, registered office, duration

1. The name of the association shall be: **Amsterdam University College Student Association**, abbreviated as: 'AUCSA' (hereinafter to also be referred to as: 'the Association').
2. The Association shall be tied to the students of Amsterdam University College.
3. Its registered office shall be located in Amsterdam.
4. The Association was formed on the eighth of September, two thousand and ten, and has been established for an indefinite period of time.

Article 2

Objects

1. The Association's objects shall be to represent the interest of students studying at Amsterdam University College (hereinafter to be referred to as: 'AUC'), located in Amsterdam, in the broadest sense of the word and with a view to AUC's mission and vision.
2. The Association shall seek to achieve its objects by:
 - a. improving contacts between AUC students themselves and between students and other members of the faculty community by organizing meetings;
 - b. forming associations or sub-associations (or causing these to be formed) and acting as the umbrella organization for these associations and sub-associations;
 - c. actively having students participate in various committees within the associations or sub-associations;
 - d. maintaining contacts with organizations relating to the Association's objectives.

Article 3

Members, members' rights and obligations

1. The Association shall have:
 - ordinary members;
 - honorary members; and
 - donors
2. Students registered at AUC shall be ordinary members.
3. Honorary members shall be persons who, because of their special service to the Association, have been appointed as such by the General Membership Meeting. Honorary members shall be appointed on the Board's recommendation or pursuant to a written request submitted to the Secretary by at least ten percentage (10%) of the ordinary members.
4. Donors shall be persons who have expressed to the Board their willingness to support the Association through monetary contributions and who, at their request, have been admitted as donors.
5. The Board shall maintain a register which includes the names and electronic (or other) addresses of all the members and donors.

6. Members shall be entitled to participate in all of the Association's activities, unless the Board decides that participation in a certain activity shall be limited to a group of members to be determined by the Board.
7. Members shall have the obligations imposed on them under or pursuant to this Charter.

Article 4

Membership and donorship

1. The Board shall decide on the admission of members and donors.
2. Any student registered at AUC shall automatically be a member of AUCSA, unless the student concerned objects to this.
3. Membership shall end:
 - a. upon the member's death
 - b. upon deregistration or termination of the study program at AUC;
 - c. upon resignation by the member;
 - d. upon termination of membership on the Association's behalf; or
 - e. upon removal.
4. Membership may be terminated on the Association's behalf:
 - a. if a member has ceased to fulfil the requirements for membership;
 - b. if he/she does not fulfil his/her requirements towards the Association; or
 - c. if the Association cannot reasonably be required to allow membership to continue.
5. A member may be removed if he/she acts contrary to the Association's Charter, regulations or resolutions, or unreasonably prejudices the Association.
6. The Board shall decide on the admission of donors.
7. If the Board decides not to admit a person as a donor, the General Meeting may still resolve to admit the person; the appeal against non-admission shall be provided for by regulation.
8. Donorship shall end:
 - a. upon the donor's death;
 - b. upon resignation by the donor;
 - c. upon termination of donorship on the Association's behalf; or
 - d. at the end of the financial year in which a donation was last made.
9. If membership ends during the course of a financial year, the entire annual fee shall nonetheless still be owed.
10. Further requirements for membership and donorship shall be provided for by regulation.

Article 5

Funds, fees, financial year, annual accounts and audit

1. The Board shall be responsible for raising funds for the Association from:
 - a. the annual fees for donors and members;
 - b. contributions from supporters;
 - c. gifts, specific legacies and testamentary dispositions; and/or
 - d. any other income
2. Members and donors must pay an annual fee, which shall be determined by the General Meeting. Classification into categories and possible exemptions shall be provided for by regulation.

3. The association year shall also be the financial year, and shall run from the first of July to the thirtieth of June of the following year.
4. The membership year shall run from the date of admission to one year afterwards.
5. The Board must maintain such records concerning the Association's financial condition that its rights and obligations can be ascertained from these at any time.
6. The Board, in particular, the Treasurer, shall draw up the annual accounts each year within four months after the financial year ends. The annual accounts shall consist of a balance sheet, a statement of income and expenditure, and explanatory notes which also include the Treasurer's annual report.
7. Within six months after the financial year ends, except if this period is extended by the General Meeting, the Board shall issue an annual report at the General Meeting on the state of affairs within the Association and on the policy followed. It shall present the balance sheet and statement of income and expenditure with explanatory notes to the meeting for approval. The Board members; if one shall sign these documents or more of their signatures are missing, this shall be mentioned, stating the reasons. After the period ends, any one of the joint Board members may bring legal action to have them fulfil these obligations.
8. Each year, the General Meeting shall appoint a committee made up of at least two members who are not Board members. The committee shall audit the documents referred to in the second sentence of the previous paragraph, and shall issue a report of its findings to the General Meeting. The Board must furnish any information requested by the committee for its audit, show it, if desired, the cash in hand and securities, and make the Association's books, records and other data carriers available for inspection.
9. If the audit of the accounts and explanation requires specialized accounting knowledge, the Audit Committee may be assisted by an expert at the Association's expense.
10. Any committee member may be discharged from his/her position by the General Meeting at any time.
11. Adoption or approval of the annual report by the General Meeting shall not discharge the Board from liability for the policy followed.
12. The Board must keep the books, records and other data carriers referred to in this Article for seven years.
13. Except for the balance sheet and statement of income and expenditure put down in writing, data placed on a data carrier may be transferred to and stored on another data carrier, provided the transfer occurs with the correct and complete reproduction of the data, and this data is available for the entire storage period and can be made readable within a reasonable period.

Article 6

Board, election, termination of Board membership, suspension

1. The Board shall consist of at least three and at most seven persons. The General Meeting shall determine the number of Board members.
2. Board members shall be elected by the General Meeting, during which the function of chair, secretary and treasurer are also designated.
3. Board members shall be elected pursuant to one or more recommendations, which shall not be binding.
4. All other aspects of Board elections shall be provided for by regulation.

5. Even if elected for an indefinite period, a Board member may be suspended or dismissed by the General Meeting at any time.
6. A suspension which has not been followed by dismissal within three months shall end after this period had expired.
7. Board members shall be appointed for a one-year period, and may be reappointed for at most one year.
8. Board membership shall also end upon termination of membership in the Association or upon retirement by the General Meeting or by the Board member in question.
9. All other aspects of suspensions shall be provided for by regulation.

Article 7

Governing Board and Executive Committee

1. The Board shall designate a Chairperson, Secretary and Treasurer from among its members.
2. A Board member may hold more than one position, unless this concerns two positions in the Executive Committee.
3. The Chairperson, Secretary and Treasurer, or their replacements, shall, as long as they hold these positions, together constitute the Executive Committee.
4. All other aspects of the Board shall be provided for by regulation.

Article 8

Board authority and representation

1. The Board shall manage the Association.
2. If the number of Board members falls below the required minimum, the Board shall still have authority to act. The Board must, however, convene a General Meeting as soon as possible in which filling the vacancies discussed.
3. The Association may be represented by at least two Board members acting jointly.
4. Two or more Board members, or one of more third parties, shall also have authority to represent the Association, if and insofar as the persons concerned have been given a power of attorney by the Board; the aforementioned power of attorney must have been granted in writing and have been signed by two Board members.
5. The Treasurer shall independently have authority to dispose of bank and giro balances.
6. The Board may designate a Board member with independent authority to conclude sponsor contracts.
7. The Board shall not have authority to enter into agreements to acquire, dispose of or encumber property subject to registration, or to enter into agreements in which the Association binds itself as a surety or joint and several co-debtor, warrants performance by a third party or provides security for someone else's debts.
8. Testamentary dispositions may only be accepted subject to the benefit of an inventory.

Article 9

General Meetings

1. The General Meeting shall have all powers not assigned to the Board by law or this Charter.
2. Each year, no later than six months after the financial year ends, a General Meeting shall be held. This meeting shall discuss at least the following subjects:

- the annual report, annual accounts and explanation with the Audit Committee's report.
 - appointment of the Audit Committee for the following financial year;
 - the budget for the current financial year;
 - discharge of liability for the Board;
 - filling of any vacancies; and
 - proposals by the Board or members, announced in the notice convening the meeting.
3. Other General Meetings shall be held whenever the Board deems this desirable or at the request of at least such a number of members as are entitled to cast one-twentieth of the votes in the General Meeting.
 4. Meetings shall be convened by posting a notice at the Association's address and by personal written notice to persons allowed to attend the meeting as provided for in Article 9.5, with a notice period of five business days. The notice shall indicate the location and time of the meeting, as well as the subjects to be discussed.
If a member agrees to this, the notice – provided it is readable and reproducible – may be sent electronically to the address indicated by him/her for this purpose.
 5. The Association's members and donors shall be admitted to the General Meeting. Suspended members and suspended Board members shall not be admitted, unless the meeting involved their being heard or expressing their views concerning their suspension. The General Meeting shall decide whether to admit other persons.
 6. Each Association member shall be entitled to cast one vote, provided he/she has not been suspended.
 7. Honorary members and donors shall only have an advisory vote.
 8. Each member may have his/her vote cast by another member holding a written proxy. A member may act as a proxy for at most two members.
 9. All resolutions by the General Meeting shall be passed by an absolute majority of the votes validly cast, insofar as the law or this Charter does not require a larger majority.
 10. For purposes of determining a majority, abstentions shall be counted.
 11. As long as all members are present or represented in a General Meeting, valid resolutions may be passed, provided this occurs by unanimous vote, concerning any subjects raised – hence, including a proposal to amend the Charter or to dissolve the Association -, even if there was no notice convening the meeting or this did not occur in the required manner or any other provision concerning convening and holding meetings or a related formality was not complied with.
 12. All other aspects relating to the General Meeting, the notice convening the meeting and the decision-making in the meeting shall be provided for by regulation.

Article 10

Committees and working groups

1. Committees and working groups shall be formed, with their members being appointed by the Board or by the General Meeting
2. Committees and working groups shall have such tasks as provided for upon their formation.
3. Committees and working groups shall report on their actions of the Board two times a year.
4. All other aspects of committees and working groups shall be provided for by regulation.

Article 11

Regulations

1. The General Meeting may adopt, amend or revoke one or more sets of regulations.
2. Regulations may not be inconsistent with the law or this Charter.

Article 12

Amendment of the Charter and dissolution

1. A resolution to amend the Charter or to dissolve the Association must be passed by a majority of at least two-thirds of the votes cast in a meeting in which at least a majority of two-thirds of the members are present or represented.
2. If not at least two-thirds of the members are present or represented, a second meeting shall then be convened and held within six weeks, during which as resolution regarding the proposal raised in the previous meeting may be passed, irrespective of the number of members present or represented, provided the resolution is passed by a majority of at least two-thirds of the votes cast.
3. The notice convening the General Meeting in which amendment of the Charter or dissolution of the Association shall be proposed must expressly mention the subject concerned and, if the proposal relates to amendment of the Charter, must state that, at least five days before the meeting, a copy of the proposal containing the proposed amendments verbatim shall be made available for inspection by the members at the location determined by the Board, and shall be kept available for inspection there until the end of the day on which the meeting is held.
4. Amendments to the Charter shall not take effect until a notarial deed has been drawn up. Each Board member shall be authorized to have the deed executed.

Article 13

Liquidation

1. After dissolution, the Board shall liquidate the Association, unless the General Meeting which decided to dissolve the Association has designated one or more other persons as liquidators.
2. During liquidation, the provisions under or pursuant to this Charter shall apply as much as possible.
3. The surplus remaining after liquidation shall revert to AUC. The dissolution resolution may, however, allocate the surplus for a different purpose.