

CHARTER OF STUDY ASSOCIATION BABEL

JULY 2016

Name and registered office

- 1 Article 1
- 1.1 The name of the Association is: Studievereniging Babel (Study Association Babel), hereinafter also referred to as: the Association.
- 1.2 The Association may be referred to as 'SA Babel' or 'Babel'.
- 1.3 The Association has its registered office in Utrecht.

- 2 Article 2
- 2.1 The Association was formed on fourteen January two thousand and four, for an indefinite period of time.
- 2.2 The Association's financial year coincides with the association year.

Objectives

- 3 Article 3
- 3.1 The objectives of the Association are:
 - 3.1.a to represent the interests of its members;
 - 3.1.b to stimulate contact between its members;
 - 3.1.c to stimulate the interests of its member in the field of study of the degree programmes as specified in the Standing Rules;
 - 3.1.d to stimulate the members' involvement in their studies.
- 3.2 The Association aims to achieve this objective by organising various activities and offering various services for and to its members.

Members

- 4 Article 4
- 4.1 Members may include: all students, former students and alumni of the degree programmes referred to in the Standing Rules.
- 4.2 A membership is strictly personal and non-transferable.
- 4.3 The Board of the Association will keep a register in which the details of the members as specified in the Standing Rules are recorded.

Obligations of the members

- 5 Article 5
- 5.1 The members are obliged to pay a periodic monetary contribution in accordance with Article 10.
- 5.2 The members must provide the Association with the personal and other data as specified in the Standing Rules.

Admission of members

- 6 Article 6
- 6.1 The admission of members is at the discretion of the Board.
- 6.2 In the event admission is not granted, the General Membership Meeting may still decide to admit the candidate member.

End of the membership

- 7 Article 7
- 7.1 Membership ends as follows:
 - 7.1.a on the death of the member;
 - 7.1.b on cancellation of the membership by the member;
 - 7.1.c on notice of termination on behalf the Association. This may take place if members no longer meet the membership requirements as set out in the Charter, if they fail to fulfil their obligations towards the Association or if the Association cannot reasonably be required to allow membership to continue;
 - 7.1.d on disqualification. Members may only be disqualified if they act in violation of the Charter, rules or resolutions of the Association, or unreasonably prejudice the Association.
- 7.2 Termination on behalf of the Association will be carried out by the Board. In the event of mutual agreement, the membership will be terminated with immediate effect.
- 7.3 The member may terminate the membership at any time. In the event of mutual agreement, the membership will be terminated with immediate effect.
- 7.4 Termination of the membership by the member must be communicated to the Board in writing.
- 7.5 Disqualification from membership will be carried out by the Board.
- 7.6 Where a decision is made by the Association to terminate membership on the grounds that it cannot be reasonably expected to allow membership to continue, and where a decision is made to disqualify a member from membership, the person concerned has the right to lodge an appeal with the General Membership Meeting within one month after receiving notice of the decision. To that end, the person concerned must be notified of the decision in writing as soon as possible, stating reasons. The relevant member will be suspended during the appeal period and pending the appeal.
- 7.7 If membership ends in the course of an association year, the member concerned will nevertheless owe the full amount of the periodic contribution.

Extraordinary members and patrons

8 Article 8

- 8.1 Extraordinary members are those who have been nominated as such on the recommendation of the Board of the Association.
- 8.2 Patrons are those who have declared that they are willing to support the Association financially with a minimum contribution to be determined by the General Membership Meeting.
- 8.3 Extraordinary members and patrons have no rights and obligations other than those conferred and imposed on them by or pursuant to the Charter.
- 8.4 The appointment of extraordinary members and patrons is at the discretion of the General Membership Meeting.

Cessation of extraordinary members' and patrons' rights and obligations

9 Article 9

- 9.1 The Association or the patron may terminate the rights and obligations of a patron at any time by giving notice of termination, however the contribution for the current association year will still be owed in full.
- 9.2 Cancellation of the rights and obligations of extraordinary members and patrons on behalf of the Association will be effected by the Board.

Monetary contributions

10 Article 10

- 10.1 The members, extraordinary members and patrons are obliged to pay a monetary contribution, the amount of which will be determined by the General Membership Meeting. To that end, they may be divided into categories, each of which is to pay a different contribution.
- 10.2 The frequency with which members owe the monetary contribution to the Association is specified in the Standing Rules.
- 10.3 In exceptional circumstances, the Board is authorised to grant a full or partial exemption from the obligation to pay a contribution.

Board

11 Article 11

- 11.1 The Board consists of at least three persons that have been appointed by the General Membership Meeting. This appointment is made from among the members.
- 11.2 Board members are appointed based on one (1) or more binding lists of candidates, subject to the provisions set out in paragraph 3. Both the Board and ten or more members are authorised to draw up such a nomination. The list of candidates for the Board is communicated together with the notice convening the meeting. A nomination by ten or more members must be submitted to the Board before the start of the meeting, in writing.

- 11.3 The binding nature of any nomination may be removed by a resolution adopted by the General Membership Meeting by at least two thirds of the votes cast, at a meeting at which at least ten members with voting rights or, if this means fewer members, ten percent (10%) of the members is represented.
- 11.4 If a list of candidates is not drawn up, or if the General Membership Meeting resolves to make the list of candidates drawn up non-binding in accordance with the foregoing, the General Membership Meeting will be free to decide.

Termination of board membership – periodic membership – suspension

12 Article 12

12.1 Every board member, even those appointed for a specified period, can be dismissed or suspended by the General Membership Meeting at all times. A suspension that is not followed by a resolution to proceed with dismissal within three months will end on expiry of that period.

12.2 Every board member will retire no later than three years after appointment, according to a retirement schedule to be drawn up by the Board. The retiring member can be reappointed. A member appointed to an interim vacancy will take the place of their predecessor in the schedule.

12.3 Board membership will also end:

- 12.3.a with regard to a board member appointed from among the members: if the board member is no longer a member of the Association;
- 12.3.b through resignation.

Board positions – decision-making by the Board

13 Article 13

13.1 The Board will at least appoint a chair, a secretary and a treasurer from among its members. It may also appoint a deputy chair, deputy secretary and deputy treasurer from among its members. A board member may hold more than one post.

13.2 The secretary will take minutes of the proceedings at each meeting, which will be adopted and signed by the chair and the secretary.

13.3 Further rules with regard to the meetings of and the adoption of resolutions by the Board may be laid down in the Standing Rules.

Board's duty – representation

14 Article 14

14.1 Subject to the restrictions under the Charter, the Board is charged with the management of the Association.

14.2 If the number of board members falls below three, the Board will still be authorised to adopt resolutions. However, it is obliged to convene a General Membership Meeting as soon as possible to discuss the filling of any vacancies.

14.3 The Board is entitled to have certain elements of its duties performed under its responsibility by committees that will be appointed by the Board.

14.4 Provided that it has the prior approval of the General Membership Meeting, the Board is authorised to enter into agreements concerning the purchase, alienation or encumbrance of property subject to registration, and to enter into agreements in which the Association commits itself as surety or as joint and several debtor, warrants performance by a third party or provides security for the debt of a third party.

The absence of this approval can be invoked by or against third parties.

14.5 The Board requires the approval of the General Membership Meeting for resolutions concerning the following:

14.5.a entering into legal acts and making investments that, per act or investment, involve an amount that exceeds the amount to be determined in the Standing Rules, without prejudice to the provisions under b. below;

14.5.b

14.5.b.1 renting, leasing and otherwise acquiring and making available for enjoyment property subject to registration;

14.5.b.2 entering into agreements through which the Association is granted a bank loan;

14.5.b.3 lending money, which does not include using a bank loan granted to the Association;

14.5.b.4 reaching settlements;

14.5.b.5 acting at law, which includes conducting arbitration proceedings, with the exception of attaching property before judgment and taking legal action that cannot be delayed;

14.5.b.6 entering into and amending employment agreements.

The absence of this approval cannot be invoked by or against third parties.

14.6 Without prejudice to the provisions in the last full sentence of paragraph 4, the Association will be represented, at law and otherwise:

14.6.a either by the Board;

14.6.b or by a board member.

Annual Report, accountability

15 Article 15

15.1 The association year runs from one September until thirty-one August of the following year.

15.2 The Board is obliged to keep a record of the financial status of the Association in such a manner that its rights and obligations can be known from them at any time.

15.3 The Board will present its Annual Report at a General Membership Meeting within six months after the end of the association year, except where the General Membership Meeting has extended this period, and will render account for its administration for the past year on submission of a balance sheet and a statement of income and expenditure. After that period, any member may require the Board to render this account in court.

15.4 Every year, the General Membership Meeting will appoint a committee from among the members, consisting of at least two people who may not be on the Board. This committee, named the Audit Committee, will audit the Board's accounts and present its findings to the General Membership Meeting.

15.5 If the audit of the accounts requires specialist accounting knowledge, the Audit Committee may be assisted by an expert. The Board must provide the Audit Committee with all the information that it requires, and – where requested – must grant it access to the Association's cash and shares and allow it to inspect the Association's books and documentation.

- 15.6 The General Membership Meeting may revoke the mandate of the Audit Committee at any time, though only by appointing another Audit Committee.
- 15.7 The Board is obliged to retain the records as referred to in paragraphs 2 and 3 for seven years.

General Membership Meeting

- 16 Article 16
- 16.1 All powers that the law or the Charter do not assign to the Board are vested in the General Membership Meeting.
- 16.2 Every year, a General Membership Meeting is held within six months after the end of the association year. The items discussed at this General Membership Meeting include the following:
 - 16.2.a the Annual Report and the accounts referred to in Article 15, accompanied by the report of the committee referred to therein;
 - 16.2.b the appointment of the committee referred to in Article 15 for the next association year;
 - 16.2.c the filling of any vacancies;
 - 16.2.d motions put forward by the Board or the members as announced in the notice convening the meeting.
- 16.3 Other General Membership Meetings will be held as often as the Board deems this desirable.
- 16.4 In addition, at the request of at least ten members with voting rights or – if this means fewer members – ten percent (10%) of the members, the Board is obliged to convene a General Membership Meeting within a term of no more than four weeks. If the request is not complied with within fourteen days, the applicants may convene the meeting themselves, in the manner prescribed in Article 20 or by placing an advertisement in at least one medium that is widely used in the city in which the Association is established.

Admission and voting rights

- 17 Article 17
- 17.1 All members, all extraordinary members and all patrons will be admitted to the General Membership Meeting. Suspended members and suspended board members do not have access to the meeting, on the understanding that a suspended member has access to the meeting at which the resolution to suspend is discussed.
- 17.2 The admission of persons other than those referred to in paragraph 1 will be decided by the General Membership Meeting.
- 17.3 Every member of the Association who has not been suspended has the right to cast one vote.
- 17.4 A member can have their vote cast by another member who holds a written proxy to that end.

Chair – minutes

- 18 Article 18

- 18.1 General Membership Meetings are chaired by the chair of the Association or the deputy chair. In the absence of the chair and the deputy chair, one of the other board members to be appointed by the Board will act as chair. If the chair is not provided for in this manner, the meeting itself will appoint a chair.
- 18.2 Minutes must be taken of the proceedings at each meeting by the secretary or another person designated for this purpose by the chair, which are signed and adopted by the chair and the minutes secretary. The parties who convene the meeting may arrange for a notarial record to be drawn up of the proceedings.

Resolutions of the General Membership Meeting

- 19 Article 19
- 19.1 The judgement pronounced at the General Membership Meeting by the chair that a resolution has been adopted will be decisive. The same will apply to the content of a resolution that has been adopted, insofar as the vote concerned a motion that had not been set out in writing.
- 19.2 However, if the correctness of the judgement referred to in the preceding paragraph is challenged immediately after it has been pronounced, a new vote will be taken if the majority of the meeting or – if the original vote was not taken by roll call or ballot – a person present and entitled to vote so desires. This new vote will render the original vote invalid.
- 19.3 Insofar as not provided otherwise in the Charter or by law, all resolutions of the General Membership Meeting will be passed by an absolute majority of votes cast.
- 19.4 Blank votes will be considered as not having been cast.
- 19.5 All votes on matters will be cast orally and all votes on persons in writing, unless the chair decides on or allows a different method of voting without this being challenged by the meeting.
- 19.5.a An 'option' must be understood to be a person or group of persons who have put themselves forward as candidates.
- 19.5.b If, in a vote on persons, none of the options has obtained an absolute majority of the valid votes cast in the first vote, a second vote will be held.
- 19.5.c If, once again, no option has obtained an absolute majority, repeated voting will take place until either one (1) option has obtained an absolute majority or a vote has been held between two (2) options and the votes are tied.
- 19.5.d The aforementioned repeated voting (not including the second vote) always involves the options that received votes during the preceding vote, with the exception of the option that received the fewest votes during the preceding vote.
- 19.5.e If more than one (1) option received the fewest number of votes in the preceding vote, neither of these persons will be included in the new vote.
- 19.5.f In the event that the votes are tied in a vote between two options, the matter will be decided by drawing lots.
- 19.6 If the votes are tied in a motion that does not concern the election of persons, the motion will be rejected.
- 19.7 Provided that it was adopted with the prior knowledge of the Board, a unanimous resolution of all the members will have the same force as a resolution of a General Membership Meeting, even if they are not attending a meeting.

- 19.8 As long as all the members are present or represented at a General Membership Meeting, valid resolutions can be adopted on all the subjects that come up for discussion, which therefore includes a motion to amend the Charter or dissolve the Association, even if no notice convening a meeting has been sent or the notice has not been sent in the prescribed manner, or any other regulation with regard to convening and holding meetings was not complied with or an associated formality was not observed, provided that such resolutions are adopted unanimously.

Convening a General Membership Meeting

- 20 Article 20
- 20.1 The Board convenes General Membership Meetings. The notice convening a General Membership Meeting must be sent in writing to the members' addresses as recorded in the membership register referred to in Article 4. The notice period for convening a meeting is at least seven days in advance.
- 20.2 The notice will state the topics to be discussed, without prejudice to the provisions of Article 21.

Amendment to the Charter

- 21 Article 21
- 21.1 Any amendments to the Charter require a resolution of the General Membership Meeting, the notice of which must state that a motion to amend the Charter will be put forward at this meeting.
- 21.2 The parties convening the General Membership Meeting for the purpose of discussing a motion to amend the Charter must make a copy of that motion, in which the proposed amendment is set out verbatim, available for inspection by members at a suitable location at least five days before the meeting, until after the day on which the meeting is held. In addition, a copy as referred to above will be sent to all members.
- 21.3 A resolution to amend the Charter requires at least two thirds of the votes cast, at a meeting at which at least ten members with voting rights or – if this means fewer members – ten percent (10%) of the members is represented. If fewer than ten members or less than ten percent of the members are represented, a second meeting will be convened and held within four weeks, at which a resolution can be adopted on the motion discussed at the previous meeting, regardless of the number of members present or represented, provided that a majority of at least two thirds of the votes cast is achieved.
- 21.4 Any amendments to the Charter will not become effective until after a deed to that end has been drawn up.

Dissolution

- 22 Article 22
- 22.1 The Association may be dissolved by a resolution of the General Membership Meeting. The provisions of paragraphs 1, 2 and 3 of the previous article apply by analogy.

- 22.2 Any credit balance after liquidation will revert to those who were members at the time of dissolution. Each of these members will receive an equal share. However, in the resolution to dissolve, the credit balance may be applied for a different designation.

Standing Rules

- 23 Article 23
- 23.1 The General Membership Meeting may adopt Standing Rules.
- 23.2 The Standing Rules may not conflict with the law, including where this does not contain mandatory law, nor with the Charter.

Final provision

- 24 Article 24
- 24.1 All powers that the law or the Charter do not assign to the other bodies are vested in the General Membership Meeting.
- 24.2 In this Charter, 'in writing/written' means all messages transmitted through the usual communication channels, as evidenced in writing.