

# **VIP Articles of Association**

## *CONTINUOUS TEXT*

*From the Articles of Association of **VIP, Study Association for Psychology, Groningen**, with its registered office in Groningen, with an office at 9712 TS Groningen, Grote Kruisstraat 2/1, registered in the trade register of the Chamber of Commerce under number 40024698, last amended by deed on **21 March 2017**, executed by Mr B. Bazuin's deputy, a notary in Groningen.*

## *NAME AND LOCATION*

### *Article 1.*

*The Association bears the name: "VIP, Study Association for Psychology, Groningen". The Association is located in Groningen.*

## *OBJECTIVE*

### *Article 2.*

*1. The Association aims to promote contact between Psychology students at the University of Groningen and to stimulate and support them throughout their studies. The Association aims to achieve this objective by:*

- a. purchasing books and selling them at a reduced price*
  - b. publishing an Association newsletter and an almanac*
  - c. organizing excursions, lectures, parties, etc*
  - d. organizing an introduction period for first-year students*
  - e. organizing study-support activities*
  - f. engaging in any activity associated with the Association's objective or that may be conducive to it*
- 2. The Association does not aim to make a profit to distribute among its members.*

## *TERM AND ASSOCIATION YEAR*

### *Article 3.*

- 1. The Association has been set up for an indefinite period.*
- 2. The Association year and financial year begin on 1 September and end on 31 August.*

## *MEMBERSHIP*

### *Article 4.*

- 1. The Association has members, alumni, honorary members and donors.*
- 2. Psychology students at the University of Groningen may be admitted as members of the Association.*
- 3. Anyone wishing to become a member must submit their application to a member of the Board, providing their personal details and email address.*
- 4. The Board must issue a membership card to the applicant, if their application was successful, as soon as possible after receiving the application.*

5. *If the application was not successful, the applicant must be informed of this decision in writing. This letter must state the reason(s) as to why their membership application was rejected.*
6. *If a membership application is rejected, the applicant is entitled to appeal to the General Meeting. This appeal must be submitted in writing within thirty days of the date on which the letter referred to in Article 4.5 was sent.*
7. *The General Meeting must make a decision regarding the appeal within sixty days of the appeal being lodged; the individual concerned shall be informed immediately whether or not they have been admitted as a member.*
8. *Alumni are individuals who, at the end of their membership, have indicated that they would like to remain involved in the Association.*
9. *Honorary members are individuals who have been awarded that status by the General Meeting, on the recommendation of the Board or on the recommendation of at least ten members, because of their extraordinary services to the Association.*
10. *The Board keeps a register of the names and addresses of all members, alumni, honorary members and donors.*

#### *Article 5.*

##### *1. Membership ends:*

- a. if the member or the Board formally cancels the membership*
- b. through deprivation of membership, effected by the General Meeting*
- c. if the member terminates their studies*
- d. on the death of the member*

##### *2. Honorary membership ends:*

- a. if the member cancels their honorary membership*
- b. on the death of the honorary member*
- c. through deprivation of membership, effected by the General Meeting*

##### *3. Alumni membership ends:*

- a. if the member or the Board formally cancels the membership*
- b. through deprivation of membership, effected by the General Meeting*
- b. on the death of the alumni member*

*4. The provisions for membership stipulated below in Articles 5.9 and 5.10 also apply to alumni membership and honorary membership.*

*5. Cancellation of membership by the Board may occur if a member no longer fulfils his/her obligations in respect of the Association, if a member no longer meets the membership requirements specified in the Articles of Association or if the Association can no longer be reasonably expected to allow the membership to continue.*

*6. Cancellation of membership by the member or by the Board is subject to a period of notice of at least three months.*

*7. However, contrary to the provisions of Article 5.5, membership may be terminated by the Board or the member with immediate effect if it is unreasonable to expect the Association or the member to allow the membership to continue, including the situation that if, as a result of a decision of the Association, the member is hindered in the performance of their duties towards the Association or their rights are limited.*

8. In the event of cancellation of membership within the meaning of Article 5.4, the individual concerned is informed in writing, stating the reason(s), without delay. The member has the right to lodge an appeal to the General Meeting within thirty days of receiving the notification. The General Meeting must make a decision regarding the appeal within sixty days of the appeal being lodged, by informing the individual of the appeal decision within the specified time. If membership is cancelled with immediate effect, the member is suspended during the appeal period and while the appeal is being dealt with.

9. Deprivation of membership is effected by the General Meeting, on the recommendation of the Board, if the member acts contrary to the Articles of Association, regulations or decisions of the Association, or if they harm the interests of the Association.

10. In the event of deprivation of membership, the individual concerned is informed in writing, stating the reason(s) and without delay, within seven days following the decision by the General Meeting.

11. If membership is cancelled before the member has completed their degree programme, the member is refunded the excess amount of membership fees paid in accordance with the Internal Regulations.

## *DONORS*

### *Article 6.*

1. Donors are natural persons and legal entities who have declared themselves willing to pay a donation to the Association. The minimum donation amount is determined by the Board.

2. Donors have no other rights or obligations other than those laid down in the Articles of Association and/or Internal Regulations.

3. The rights or obligations of a donor can be terminated by the donor or by the Association at any time, with the exception of agreed contributions, which will remain payable in full.

4. Cancellation on behalf of the Association is effected by the Board.

## *FUNDS*

### *Article 7*

1. The Association's funds consist of the following:

a. membership fees

b. donations from donors

c. other funding

2. The membership fee and minimum donation amount is determined by the General Meeting,

on the recommendation of the Board.

The method for collecting membership fees or donations, as well as the period to which the membership fees or donation relates, is also

determined by the General Meeting, on the recommendation by the Board.

Members and donors are obliged to pay the membership fees and donations within the stipulated period.

In addition, the General Meeting may, on the recommendation of the Board, decide that new members must also pay a registration fee when they first become a member.

3. *Alumni and honorary members are exempt from membership fees.*
4. *In special cases, the Board is authorized to grant a full or partial exemption from the obligation to pay the membership fee or donation.*

## *GENERAL MEETING*

### *Article 8.*

1. *Within three months after the end of the financial year, the Board convenes a General Meeting, the Annual General Meeting. The matters dealt with at the Annual General Meeting include the following:*
  - a. *the statement of accounts and justification drawn up by the Treasurer and the report by the Audit Committee or auditor designated by the General Meeting*
  - b. *the annual report on the state of affairs in the Association and the policy pursued*
  - c. *the budget for the current financial year*
  - d. *the elections prescribed by the Articles of Association*
2. *In addition to the Annual General Meeting referred to in the Article 8.1, the Board convenes a General Meeting*
  - a. *as often as the Board deems necessary*
  - b. *whenever at least such a number of members as is entitled to cast thirty (30) votes at the General Meeting submits a written request to the Board to do so, stating the reasons and the subjects to be dealt with.*
3. *If the Board does not respond to the request referred to in Article 8.2.b such that the meeting can be held within four weeks of the request being submitted to the Board, the applicants themselves may convene the meeting.*
4. *General Meetings are convened by sending a convening notice via email to the members or by sending a newsletter containing the convening notice as an email attachment. The convening notice must be sent at least fourteen days before the meeting is scheduled to take place, excluding the day on which the notice was sent and the day of the meeting.*
5. *The notice must state the subjects to be discussed and the location at which meeting documents can be inspected by interested parties.*
6. *The annual accounts, the annual report, the Audit Committee's report, the budget and the minutes of the last General Member's Meeting must be made available to a member, alumnus or honorary member if they so request. The Board must ensure that such a request can be fulfilled well before the date on which the meeting is held, but no later than twenty-four hours before the time at which the meeting is scheduled to start.*
7. *The General Meeting is chaired by the Chair of the Board or, in the event of his/her absence, by his/her Deputy or by an independent Chair nominated by the Board and approved by the General Meeting. Should the position of Chair not be filled in this way either, the meeting itself will appoint a Chair.*
8. *Decisions can only be taken at the General Meeting if at least thirty members are present or represented at the meeting.*
9. *Every member has one vote at the General Meeting. Honorary members do not have the right to vote as such. Alumni do not have the right to vote.*

*10. Each member can be represented by another member who has been authorized in writing. However, a member cannot represent more than two members.*

## *THE BOARD*

### *Article 9.*

- 1. The Board comprises at least five members, who are appointed by the General Meeting, for a period of one year and subject to the provisions of Article 9.3. The number of Board members is determined by the General Meeting.*
- 2. Board members may be dismissed or suspended by the General Meeting at any time, even if they have been appointed for a fixed term. A suspension not followed within three months by a decision to dismiss the member will terminate at the end of that period.*
- 3. Board members are appointed for the duration of an association year, unless it concerns an interim vacancy, in which case the member is appointed until the next meeting as referred to in Article 8.1.*
- 4. A Chair is elected by the General Meeting. The Board appoints a Secretary and Treasurer from among its members. The positions of Secretary and Treasurer can be held by the same person. The other positions are determined and assigned by the Board in mutual consultation.*
- 5. Notwithstanding the abovementioned provisions, Board membership ends when the member ceases to be a member of the Association or submits their resignation in writing.*
- 6. If the Board is incomplete, the remaining member(s) form the Board, on the understanding that the relevant vacancy/vacancies will be filled as soon as possible.*

### *Article 10.*

- 1. The Board meets as often as the Chair or two or more Board members consider(s) this advisable, on the understanding that a meeting must be held each year prior to the Annual General Meeting referred to in Article 8.1. At this Board meeting the annual accounts relating to the previous the financial year are discussed.*
- 2. The notice convening the Board meeting is issued in writing or Board members are informed orally. The notice must state the subjects to be discussed.*
- 3. The notice should be sent out at least five days before the meeting is scheduled to take place, not including the day on which the notice was issued or the actual day of the meeting. As long as all Board members are present at a Board meeting, valid decisions may be passed on all subjects that are discussed, provided this is done unanimously, even if the provisions for convening and holding meetings included in the Articles of Association were not observed.*
- 4. The meetings are led by the Chair or by the Deputy Chair in his/her absence, on the condition that if the Deputy Chair is also absent, the meeting appoints another person to chair the meeting.*
- 5. Each Board member is entitled to cast one vote. REPRESENTATION*

### *Article 11.*

*The Association is represented by:*

- a. the Board*

- b. the Chair and the Secretary together*
- c. the Chair and the Treasurer together*
- d. the Chair and the Treasurer-Secretary, if the positions of Secretary and Treasurer are held by the same person*

## **POWERS**

### **Article 12.**

- 1. The Board is responsible for implementing decisions taken by the General Meeting. Subject to the provisions of these Articles of Association, the Board sets the policy and has all the powers that are not granted to others by these Articles of Association.*
- 2. The Board is authorized to delegate some of its tasks to Committees, which the Board also appoints, while retaining its responsibility for these tasks.*
- 3. Subject to the approval of the General Meeting, the Board is authorized to enter into agreements whereby the Association binds itself as a surety or commits itself as joint and several debtor, warrants performance by a third party or provides security for a debt of a third party. The absence of this approval may be invoked against third parties.*
- 4. The Board is only authorized to make payments within the limits of the budget set by the General Meeting.*

## **ACCOUNTS AND JUSTIFICATION**

### **Article 13.**

- 1. The Treasurer is obliged to draw up a timely statement of the annual accounts for the previous financial year and a budget for the current financial year and provides a copy to each of the members of the Board.*
- 2. The Secretary is obliged to prepare an annual report concerning the previous association year and provides a copy to each of the members of the Board.*
- 3. The approval, without reservation, of the statement of the annual accounts and the annual report by the General Meeting, with regard to the content of those reports, discharges the Board of its responsibilities, except in the event that errors are discovered in those reports at a later date.*

## **DECISION-MAKING**

### **Article 14.**

- 1. All decisions, both by the General Meeting and the Board, are, insofar as these Articles of Association do not stipulate otherwise, taken with an absolute majority of the votes cast.*
- 2. For votes on matters and affairs a roll-call is held; for votes on persons a secret ballot is held. The Chair of the meeting determines whether a vote concerns a matter or a person.*
- 3. If a vote concerning matters and affairs is tied, the motion shall be deemed rejected.*
- 4. If, during a vote on persons, no one individual has obtained a majority of the votes after the first round of voting, a second ballot takes place between the two people who have the most votes. The person who then receives the most votes during the second round of voting is elected. If this second vote is tied, a lot will be drawn. Should two or more persons receive the same number of votes, and it cannot be determined which persons are eligible for another ballot, an interim vote will be held between those persons who received the same number of votes to determine which of them qualifies for the next round of voting. If this*

*interim vote also results in a tied vote between two or more persons, thus the required number of persons for the second ballot is not achieved, lots will be drawn between those persons who received the same number of votes.*

*5. Blank or void votes will be regarded as not cast. This is at the discretion of the Chair of the meeting.*

*6. The Board may also make decisions in a way other than holding a meeting, on the understanding that no decisions will be deemed to have been taken if not all members of the Board have endorsed the proposal in writing. Such decisions are included in the minutes.*

*7. An appointment decision can also be taken by acclamation.*

*8. A unanimous decision by all members, even if they are not convened at a meeting, has the same force as a decision by the General Meeting, provided it is made with the prior knowledge of the Board.*

#### *INTERNAL REGULATIONS*

##### *Article 15.*

*The General Meeting may draw up Internal Regulations. These must not contain provisions that contravene the Articles of Association or the law. The provisions of Article 16.1 shall apply mutatis mutandis to decisions to amend and abolish the Internal Regulations.*

#### *AMENDMENTS TO THE ARTICLES OF ASSOCIATION/MERGERS/DIVISION*

##### *Article 16.*

*1. The General Meeting may decide to amend the Articles of Association, subject to a majority of two-thirds of the votes cast, in a meeting expressly convened for that purpose.*

*2. The notice convening a meeting at which decisions will be taken regarding amendments to the Articles of Association must also state the text of the proposed amendment. At least five days before the meeting and until the end of the day on which the meeting is held, a copy of the proposal must be available to members for inspection in a suitable location. The amendment proposal will also be posted on the Association's website.*

*3. Each Board member is authorized to have the deed of the amendment of the Articles executed.*

*4. The provisions in this article shall apply mutatis mutandis in the event of a merger or division.*

#### *DISSOLUTION*

##### *Article 17.*

*1. For a decision to dissolve the Association, the provisions of Articles 16.1 and 16.2 concerning amendments to the Articles of Association apply.*

*2. In the event of dissolution, liquidation is effected by the Board, unless the General Meeting decides otherwise.*

*3. The Articles of Association remain in force as far as possible.*

*4. Any liquidation proceeds are to be used for a purpose to be determined by the General Meeting, as far as possible in accordance with the Association's objective.*

*Article 18.*

*In all situations not provided for in these Articles of Association, the law or the Internal Regulations, the Board will decide.*