

# **UCSA Statutes**

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## General

### Name, Registered Office and Duration

#### **Article 1**

1. The Association's name is University College Student Association. This may be shortened to UCSA.
2. Its registered office is situated in the municipality of Utrecht, the Netherlands.

### Terminology

#### **Article 2**

3. Written communication in the context of these Statutes and Policy Manual is to include electronic media, unless explicitly stated otherwise.
4. The official version of these Statutes is deposited with the notary and is in Dutch. However, as the official communication within and between University College Utrecht and the UCSA is in English, the Association shall use an English translation for all practical purposes.
5. The bylaws, referred to as the Policy Manual, exist to govern any issues not provided for in these Statutes.

### Objectives

#### **Article 3**

1. The Association's objectives shall be to represent the interests of all its members and, generally, to perform all such activities as may be conducive or incidental to the foregoing in the broadest sense of the words.
2. The Association shall endeavour to achieve its objectives by, amongst other things:
  - a. maintaining and promoting contacts between members and the Management of University College Utrecht (UCU);
  - b. promoting the development and securing the continuity of activities of the Association in the long term;
  - c. organising lectures, excursions, conferences and other activities to enable members to enrich themselves outside the curriculum;
  - d. organising activities to keep members informed of employment and further education opportunities;
  - e. using all such other means as may be lawfully available to it.
3. The Association shall be independent of any religious or political organisation and shall pursue its objects without bias against gender, nationality, race, creed, religion, gender identity or sexual orientation.

### Financial Means and Club Year

#### **Article 4**

1. The Association's financial means consist of:
  - a. membership fees as intended in article 6;
  - b. income from services rendered and products supplied;
  - c. grants and gifts;
  - d. any other income.
2. The club year and the financial year shall run from the first of July until the thirtieth of June of the following year.

### Membership

#### **Article 5**

1. The Association shall have:
  - a. Members:  
those persons who are students at University College Utrecht and have contributed the fee mentioned under article 6;
  - b. Honorary members:  
those persons who have served the interests of the Association in an exceptional manner. Honorary members shall be appointed upon the recommendation of the UCSA Board or upon the recommendation of at least twenty members, in either case upon approval of the General Assembly;
  - c. Alumni:  
those who have been a member and have graduated from University College Utrecht;
  - d. Affiliates:  
staff, tutors, teachers and fellows of University College Utrecht;

- e. Benefactors:  
those persons who support the association by paying a contribution and who are not eligible for membership;
  - f. Guest-members:  
those who live on University College Utrecht campus, but are not students of University College Utrecht, and former members, may request guest-membership. Membership fees and rights of guest-members other than those mentioned in these Statutes are outlined in the Policy Manual;
2. Any reference in these Statutes to membership or members shall be taken to only refer to those mentioned in article 5.1a, unless otherwise specified.
  3. Members are those that have been admitted by the UCSA Board. If the UCSA Board refuses admission, the General Assembly may decide as yet to admit the prospective member in question.
  4. Membership shall be open to private individuals only. Benefactors may be legal entities.
  5. Membership may commence at any time.
  6. The UCSA Board shall keep a record in which the names and addresses of all the members mentioned in these Statutes are recorded.
  7. Membership shall end:
    - a. following explicit written notice of termination by the member;
    - b. following explicit written notice of termination by the Association;
    - c. by expulsion; as outlined in the Policy Manual.
    - d. upon death of the member.
  8. Termination of membership by the member must occur in writing at the end of the club year, with at least four weeks' notice before the cancellation date, excepting the following:
    - a. A member may terminate his membership immediately within *one month* after receiving notification of a decision to transform the association to another legal structure or merger,
    - b. A member may terminate his membership within *one month* following a decision where the rights of members have been limited, or the responsibilities – other than financial duties – increased.
  9. Notice of termination by the association will be issued by the Board if a member ceases to the conditions for membership set out in these Articles, or if the association cannot reasonably be required to continue membership.
  10. Expulsion from membership may be **expressed** by the Board if a member acts in violation of these Articles or any of the association's bylaws or decisions, or acts in a manner unreasonably detrimental to the association's interests.
  11. The member shall be notified of the decision relating to their expulsion and the underlying grounds as soon as possible, and may appeal to the Independent Body within one month of receiving the notification. During the period for appeal and pending the appeal, the member shall be suspended.

### Membership fee

#### **Article 6**

1. The members shall pay an annual fixed membership fee towards the Association's continuity. The membership fee shall be due for the full financial year except where decided otherwise by the UCSA Board.
2. The level of the annual fee may be altered by the General Assembly upon the recommendation of the UCSA Board.
3. No refunds of membership fees will be granted if a member has been expelled.

### General Assembly

#### Convening

#### **Article 7**

1. The General Assembly shall meet as often as the UCSA Board considers desirable, but at least twice every year.
2. In addition, the General Assembly shall be convened on each occasion when at least one tenth of the members or the Independent Body submit a written request to that effect to the Chair of the UCSA Board providing a precise description of the issues to be addressed by the General Assembly. If the Chair fails to act on the request in the sense that no such General Assembly can be held within fourteen days of the request being made, the applicants may convene the General Assembly themselves whilst duly observing the requisite formalities as set forth in these Statutes. In such cases, the applicants may charge persons other than UCSA Board members with chairing the General Assembly and all other formalities as originally assigned to UCSA Board members by these Statutes.

3. Convening notices for the General Assembly shall be dispatched by the Chair of the UCSA Board at least seven days in advance, not including the day on which the notices are dispatched nor the day of the General Assembly itself. Except in cases as in article 7.2, this shall be done by the Chair of the UCSA Board.
4. The convening notices must specify the preliminary agenda, the location and time of the General Assembly.
5. The agenda of the General Assembly shall be set by the UCSA Board. Members can suggest amendments to the agenda a minimum of five days prior to the General Assembly. If changes have been made to the agenda, the UCSA Board shall provide a final agenda a minimum of three days before the General Assembly will be held.
6. Minutes of the preceding General Assembly and all other documents discussed shall be provided free of charge to all members.

### Proceedings

#### **Article 8**

1. The General Assembly shall be led by the Chair or the vice-Chair of the UCSA Board, except in cases as in article 7.2.
2. The Secretary of the UCSA Board or, in his or her absence, another person present at the General Assembly and appointed for that purpose by the Chair, shall take minutes on the proceedings at the General Assembly. The minutes shall be adopted and signed by those persons who acted as secretary and chairperson at the assembly.

### Voting

#### **Article 9**

1. All members, honorary members, alumni and guest members who have not been suspended nor expelled, shall have access to and the right to take the floor at the General Assembly. Affiliates and benefactors shall have the right to attend the General Assembly.
2. Others than those mentioned in article 9.1 shall only be allowed to attend the General Assembly upon approval of the Chair of the General Assembly, who shall mention this explicitly at the onset of the General Assembly. In case a member objects, the issue shall be brought to a vote.
3. Each member shall be entitled to one vote at the General Assembly, within the meaning of Article 38, Book 2 of the Dutch Civil Code.
4. The General Assembly adopts resolutions by voting upon them. Votes can be cast either in favour or against. Abstentions shall be counted but do not influence simple or qualified majority counts. Upon the Chair's suggestion, resolutions can be adopted without a vote. Should any member object to this, a vote will be held.
5. In so far as these Statutes do not prescribe a greater majority, all resolutions of the General Assembly shall be passed by a simple majority of the votes validly cast.
6. Voting members may have other voting members cast their vote for them by written proxy. A member may cast a maximum of two proxy votes. Further elaboration is to be found in the Policy Manual.
7. Members wishing to cast proxy votes must make this known to the Chair of the General Assembly before the opening of the General Assembly.
8. Written votes at the General Assembly shall be cast using anonymous unmarked ballots. They shall be used in the following cases:
  - a. UCSA Board Elections;
  - b. motions to dismiss and/or appoint UCSA Board members;
  - c. cases deemed appropriate by the UCSA Board.
9. An issue may only be voted upon if announced in the agenda as described in article 7.5 of these Statutes, or upon the discretion of the Chair of the General Assembly.
10. All voting-related issues for which these Statutes make no provision shall be decided upon by the Chair of the General Assembly.

### Board

### Membership

#### **Article 10**

1. The Association shall have a Board, the UCSA Board, consisting of a minimum of four and a maximum of eight members.
2. UCSA Board members shall be elected and shall be dismissed by the General Assembly. The procedures for voting as outlined in article 9.4 of these Statutes do not apply.

3. The UCSA Board shall at least comprise a Chair, a Secretary and a Treasurer. The UCSA Board will choose a vice-chair from its midst.
4. Membership of the UCSA Board shall end following explicit written resignation by the UCSA Board member, dismissal of a UCSA Board member by the General Assembly, upon his or her death, or following notice of termination of membership of the Association.
5. Each member of the UCSA Board shall have free and unlimited access to the buildings and property managed and/or owned by the Association.
6. If the UCSA Board ceases to exist under the provisions in these Statutes, the Advisory Council shall, firstly convene the General Assembly, secondly perform those duties essential to the Association's interests and thirdly call for elections.

#### Vacancies

##### **Article 11**

1. UCSA Board members shall hold office for a period of one year. Barring one of the following situations, they shall not be eligible for immediate re-election:
  - a. there are no other candidates for a position forty-eight hours before the elections are scheduled to take place;
  - b. the UCSA Board member in question joined the UCSA Board at a later date and was in function no more than one full semester.
2. Any vacancy arising in the UCSA Board may be filled by the appointment of a new UCSA Board member by the General Assembly. The new member shall take the position of his or her predecessor, unless otherwise decided by the General Assembly, which may occur solely upon the recommendation of the UCSA Board.

#### Finances and Budget

##### **Article 12**

1. The Treasurer shall manage the Association's financial means. He or she shall be authorised to receive funds and to effect all such payments as the General Assembly or the UCSA Board may decide upon, exceptions are specified in the Policy Manual.
2. Annually, the UCSA Board shall prepare a budget reporting the Association's projected income and expenditure for the coming club year. The budget shall be submitted for adoption to the General Assembly, which is to be held no later than the first of October of the club year.
3. The Treasurer shall account for the financial management conducted by him or her during the past financial year no later than October 1st by submitting a final report to the General Assembly, under the conditions as outlined in articles 19 to 23 of these Statutes.
4. Upon request by a member, a financial overview of expenditures and revenues of specific UCSA organs will be made available by the Treasurer of the Association.

#### Representative Powers

##### **Article 13**

1. The UCSA Board shall represent the Association.
2. The power to represent the Association can be vested in two UCSA Board members acting jointly. One of the representatives must be the Chair, Secretary or Treasurer.
3. The power of attorney and/or representation can be vested in one UCSA Board member or a third party to perform such acts as may be decided upon by the UCSA Board.

#### Powers of the UCSA Board

##### **Article 14**

1. Subject to the approval of the General Assembly, the UCSA Board shall be authorised to resolve to enter into agreements to acquire, dispose of or encumber registered property or to conclude agreements whereby the Association acts as surety or as a joint and several co-debtor, guarantees the obligations of a third party or provides security for the debt of a third party.
2. Legacies may be accepted only if made subject to a benefit of inventory.

#### Delegation of Powers

##### **Article 15**

1. In order to function properly and to provide the students with the services and activities needed, the UCSA Board delegates power to the UCSA committees.
2. Although committees enjoy discretion concerning their actions and activities, the UCSA Board retains overall responsibility and thus the final say in any matter relating to the functioning of a committee. Nevertheless, the possibility of appeal remains, in accordance with the procedure outlined in Article 27.

## Advisory Council

### Membership

#### **Article 16**

1. The Association shall have an Advisory Council, which shall consist of a minimum of three and a maximum of fifteen persons, and shall elect a Chair from its midst.
2. Upon the recommendation of the UCSA Board, the members of the Advisory Council shall be appointed, suspended and dismissed by the General Assembly.
3. The members of the Advisory Council shall hold office for an indeterminate period of time, unless determined otherwise at the time of their appointment.
4. Recommendations or motions to appoint a person to the Advisory Council must be communicated to the Advisory Council currently in office before proposal to the General Assembly.
5. The members of the Advisory Council shall be elected from persons with substantive knowledge of the Association such as, but not limited to, former UCSA Board members and honorary members. Current Board members and members of the Independent Body cannot be members of the Advisory Council.
6. The Advisory Council shall be charged with rendering advice to the UCSA Board, whether solicited or unsolicited. In performing their mandate, the members of the Advisory Council shall be guided by the interests of the Association, these Statutes and the Policy Manual.

## Independent body

### Membership

#### **Article 17**

1. The Association shall have an Independent Body.
2. The Independent Body shall have ten seats, and shall elect a Chair from its midst.
3. The composition of the Independent Body shall be as follows:
  - a. four members, none of which are current or former UCSA Board members;
  - b. two former UCSA Board members;
  - c. two affiliates (preferably at least one tutor);
  - d. two alumni and/or former UCSA Board members not from the preceding club year.
4. Members of the Independent Body shall be elected, appointed, suspended and dismissed by the General Assembly.
5. Members of the Independent Body shall hold office for an indeterminate period of time in accordance with all these provisions.

### Rights and Duties

#### **Article 18**

1. The Independent Body shall adopt positions and resolutions by qualified, two thirds, majority vote.
2. The Independent Body shall at all times promote the interests of the members, accordance with the objectives of the Association, and will thus ensure equality of all members as mentioned in Article 5.1.
3. The Independent Body shall be charged with:
  - a. dealing with the appeals as referred to in Articles 27 and 28 of these Statutes;
  - b. mediating upon request;
  - c. any other tasks further to be specified in the Policy Manual.
4. The Independent Body shall be independent and restrict itself to the duties as mentioned in Article 18., the tasks further specified in the Policy Manual included.
5. If any member of the Independent Body has any personal interest in or relation to an issue that is being dealt with by the Independent Body, be this an appeal, audit or of a different nature, then this member shall not be involved in this specific process.

## Auditing

### The Audit

#### **Article 19**

1. The UCSA Board will publish a yearly report on the status and policy of the Association. It presents the overview of incomes and expenditures to the General Assembly for approval.
2. Should the reliability of the documents be questioned, and in the absence of a statement from a professional accountant (as intended in Article 393 sub 1 of Boek 2 of the Dutch Burgerlijk Wetboek), then the General Assembly will appoint an Auditing team of at least two members, none of which are UCSA Boardmembers. The Auditing team will inspect the documents referred to in Article 19.1, and present its findings to the General Assembly.

#### UCSA Board responsibilities

##### **Article 20**

1. On the basis of the financial books, the UCSA Board shall make a financial overview containing a balance sheet and a complete overview of income and expenditure, and submit the annual accounts of the preceding year to both the General Assembly and the Auditing Team.
2. The report has to be in the possession of the Auditing Team no later than two weeks before the General Assembly at which the finances are discussed.
3. The Association's books shall be closed at the end of each financial year.
4. The annual accounts shall be kept in custody by the UCSA Board for at least ten years.

#### Auditing Process

##### **Article 21**

1. The Auditing Team shall regard whether the balance is correct and whether revenues and expenditures have not been made contrary to these Statutes, the Policy Manual and the law. It may investigate the motivation and the intentions of expenditures and revenues.
2. It shall regard whether decisions made by the General Assembly upon recommendation of the Auditing Team are lived up to.
3. The UCSA Board shall be obliged to furnish the Auditing Team with all the information requested by the Auditing Team in connection with the auditallow access to the books and financial records, and allow the Auditing Team to inspect any other necessary records of the Association.

#### Report

##### **Article 22**

1. The Auditing Team shall publish a report on its findings of its investigation into the finances of the Association and present these findings to the General Assembly.
2. The Auditing Team shall recommend the General Assembly to approve or disapprove the Association's financial overview of the preceding club year.

#### General Assembly

##### **Article 23**

3. Upon approval by the General Assembly of the financial overview, subject to the provisions of Articles 19 to 22, the UCSA Board shall be discharged from financial liability for the management conducted in the past club year.
4. Upon disapproval, the UCSA Board shall publish a new report, taking into account the findings mentioned in Article 22.1, until the General Assembly has approved the Association's financial overview.
5. Following the audit, and not subject to Article 7.5, the Auditing Team may recommend the General Assembly:
  - a. to adopt resolutions regarding the Association's finances;
  - b. to sanction the UCSA Board, committees or members to compensate for inexcusable losses or expenditures.
  - c. to involve an external expert in the audit.

#### Conflicts

#### Complaints against the UCSA Board

##### **Article 24**

1. Any member or committee shall have the right to file a complaint concerning any decision taken by the UCSA Board.
2. Complaints shall be filed to the UCSA Board or at General Assemblies, the latter under the provisions of articles 7, 8 and 9 of these Statutes.
3. Complaints addressed to the UCSA Board regarding her decisions shall be followed by appropriate action. Appropriate action on the part of the UCSA Board may consist of:

- a. settling the matter;
- b. mediation by the Independent Body or;
- c. informing the other party of the right to appeal to the Independent Body in order to review the decision when it does not see a necessity to change her decision or take action, pointing out the provisions of Article 28.1.

### Complaints against Individuals

#### **Article 25**

1. The UCSA Board shall consider complaints made by any member or committee mentioned in these Statutes against any of the members, as defined in Article 5 of these Statutes, as well as guests of members.
2. The following actions can be reason for complaint:
  - a. actions contrary to these Statutes, the Policy Manual or law;
  - b. sexual, racial, religious or other harassment in the context of UCSA activities;
  - c. misconduct other than mentioned under b, in the context of UCSA activities;
  - d. theft or damage to UCSA property or personal property in the context of UCSA activities.
3. Complaints with respect to article 25.2 should be filed with the UCSA Board.
4. Transcripts of all hearings will be made and archived.
5. The UCSA Board may decide to investigate issues as mentioned in article 25.2 without having received a complaint.
6. The UCSA Board may decide to issue sanctions, as specified in the Policy Manual.
7. In case of complaints under article 25.2b, the UCSA Board is urged to take the matter up with the Management of the University College Utrecht.
8. When determining the severity and duration of sanctions, the UCSA Board will follow the procedure as detailed in the Policy Manual.

### Complaints against Committees

#### **Article 26**

1. Complaints cannot be filed against committees. Members wishing to express their dissatisfaction with a decision of or an action taken by a UCSA committee should direct their complaint at the UCSA Board in accordance with article 24 of these Statutes.
2. Upon the UCSA Board not agreeing with an action or a decision taken by a committee, the UCSA Board will notify the committee.
3. Upon receiving such a notification, the committee must retract their decision or cease their course of action and the UCSA Board may decide to take action, following the procedure as outlined in the Policy Manual.

### Appeals

#### Procedures

#### **Article 27**

1. Appeals can be lodged explicitly in writing with the Independent Body, according to the procedure outlined in the Policy Manual, following:
  - a. complaints dismissed by the UCSA Board as envisioned in article 24.3c;
  - b. unsuccessful termination of mediation or;
  - c. the imposition of a sanction.
2. In the case of expulsion, the member in question may lodge an appeal against the decision to expel him or her. Such an appeal should be lodged explicitly in writing with the Independent Body within one month of the decision.
3. The Independent Body will receive all transcripts it considers relevant from the UCSA Board and may use all means available it considers appropriate in order to reach a sound decision.
4. Transcripts of the investigation by the Independent Body are confidential.
5. Decisions by the Independent Body shall be binding upon all parties involved in the dispute.

#### Competences

#### **Article 28**

- a. 1. In appeals following from article 24.3.c, the Independent Body shall investigate whether decisions by the UCSA Board or committees are in accordance with these Statutes and the Policy Manual. If the Independent Body decides that the decision was not in accordance with the Statutes and/or the Policy Manual it may declare the decision null and void, and shall provide both parties with a motivation for its reasoning.

2. In appeals following from sanctions within the meaning of Article 25, the Independent Body shall in first instance investigate whether decisions by the UCSA Board or committees are in accordance with these Statutes and the Policy Manual. In addition, the Independent Body shall evaluate the decision of the UCSA Board with respect to fairness and proportionality. If the Independent Body disagrees with the decision taken by the UCSA Board, it may alter the duration and/or severity of the sanction in accordance with these Statutes and the Policy Manual.

## Miscellaneous

### Amendments to the Statutes

#### **Article 29**

1. The General Assembly is authorised to amend these Statutes. Any resolution to that effect shall require a majority of two thirds of the votes validly cast at a session of the General Assembly at which at least one half of the voting members are present or represented.
2. If the General Assembly lacks this quorum, a second session of the General Assembly shall be held within a maximum of forty-two days of the first, at which a resolution of the kind referred to in article 29.1 may be passed by a majority of two thirds of the votes validly cast by the voting members present or represented at that second General Assembly session.
3. The UCSA Board shall be obliged to file an authentic copy of the amendment, as well as a copy of these Statutes as amended, with the offices of the Public Register of Associations, kept by the Chamber of Commerce and Industry in the district where the Association's registered office is situated.
4. Changes to these Statutes are null and void until approved by a notary and deposited at the Chamber of Commerce.

### Policy Manual

#### **Article 30**

1. At all times, the Statutes prevail over the Policy Manual.
2. Proposals to change the Policy Manual can be made by all members, the UCSA Board, the Advisory Council or the Independent Body.
3. Amendments to the Policy Manual can only be adopted by a two-thirds majority decision of the General Assembly.

### Dissolution

#### **Article 31**

1. The General Assembly shall be authorised to dissolve the Association. Any such resolution shall be subject to the provisions of articles 29.1 and 29.2.
2. In addition, the Association shall be dissolved:
  - a. on the grounds of insolvency after being adjudged bankrupt, or in the event of any bankruptcy being lifted for lack of sufficient assets;
  - b. by court order in the cases specified by law.

### Liquidation

#### **Article 32**

1. The UCSA Board shall be responsible for the liquidation.
2. The Association shall continue to exist after its dissolution to the extent that this is required in connection with the liquidation of its assets and liabilities.
3. The liquidators shall ensure that notice of the dissolution of the Association is entered in the Register referred to in article 29.3.
4. During the liquidation, these Statutes shall remain in effect wherever possible.
5. Any surplus assets remaining after the liquidation shall be donated to a fund, existing or to be set up, for the benefit of University College Utrecht students in general.
6. For a period of ten years after the end of the liquidation, the books and records of the dissolved Association shall remain in the custody of the civil-law notary who is also the custodian of these Statutes.

### Final Provision

#### **Article 33**

In all cases not provided for by law, these Statutes or the Policy Manual, the UCSA Board shall decide.

