Statutes - English

> The law binding version of the statutes is the Dutch version. This can only be used as an aid.

Article 1. Name and Registered Office

1. The student association bears the name **StudSec**, hereinafter referred to as "StudSec" and "association."
2. It has its registered office in the municipality of **Amsterdam**.

Article 2. Purpose

1. StudSec aims to guide interested students in the world of cybersecurity and to provide them with a community where they can socialize, network, and develop their skills, as well as promote mutual acquaintance, interaction, and development among its members, and to provide opportunities for relaxation in association form to its members, all in the widest sense of the word.
2. StudSec seeks to achieve this purpose by:
   a. holding meetings;
   b. organizing activities, gatherings, and such, aimed at promoting the development and/or collaboration of its members;
   c. establishing and encouraging sub-associations and/or committees, aimed at promoting the development and/or collaboration of its members in a specific area;
   d. using or allowing the use of premises or spaces made available to StudSec for the purposes mentioned under a, b, and c, as well as providing the opportunity for members to meet;
   e. promoting contact among members with other associations, as well as institutions and individuals in society, with whom cooperation towards achieving the goal mentioned in Article 2.1 can be established;
   f. all other legal and permissible means related to the goal mentioned in Article 2.1.

Article 3. Duration

1. The association is established for an indefinite period.
2. The association year and the financial year of StudSec coincide and run from **May 1** of a calendar year to **April 30** of the following calendar year.

Article 4. Membership: Ordinary Members, Honorary Members, Extraordinary Members, Reunionists, Donors, and Candidate Members

1. The association recognizes Ordinary Members, Honorary Members, Extraordinary Members, Reunionists, Donors, and Candidate Members
2. Ordinary members are those who have been admitted as such in accordance with the provisions of Article 5.
3. Honorary members and distinguished members are appointed by the general assembly on the proposal of the board.
4. Reunionists are former members who can apply to be recognized as such after the expiration of their membership.
5. Donors are required to make a minimum annual financial contribution, which is determined in further detail in the house rules. They receive the annual reports of the association.
6. Candidate members are those who aspire to become members of the association.
7. Membership is personal and therefore non-transferable.

Article 5. Membership: Admission

1. All students enrolled for the relevant academic year in a university or higher professional education (hbo) program are eligible for ordinary membership. Members must be at least **eighteen years** old on **September 1** of the calendar year in which they become members.

2. The board decides on the admission of students who do not fall under the category of paragraph 1.
3. If the application is rejected, the applicant will be informed in writing along with the reason(s) for rejection. In case of denial by the board, the general assembly can still decide to admit the applicant.
4. Ordinary members and honorary members have a preferential right to attend meetings organized by the association.

Article 6. Membership: Suspension

1. The board is authorized to suspend a member.
2. During the period a member is suspended, the rights associated with the membership cannot be exercised.
3. The suspended member can appeal the suspension to the general assembly; during this appeal, the suspension remains in effect.

Article 7. Termination of Membership

1. Membership ends:
   a. by the death of the member;
   b. by resignation by the member;
   c. by resignation on behalf of the association;
   d. by expulsion.
2. Resignation from membership by the member can only occur through a written notification, which must be in the possession of the secretary before the end of the association year. The secretary is obliged to confirm receipt in writing within fourteen days. If resignation does not occur in time, membership continues until the end of the next association year, unless the board decides otherwise.
3. Resignation from membership on behalf of the association can occur at the end of the current association year by the board, observing a notice period of at least four weeks, when the member has not fully complied with his or her obligations towards the association, as well as when the member has ceased to meet the requirements imposed on membership by the statutes at any time. The resignation by the board can have immediate termination of membership as a consequence when it cannot reasonably be required of the association to allow the membership to continue. The resignation must always be in writing with reasons provided. The board retains the right to expel a member who has not been enrolled for a year or longer in a university or higher professional education (hbo) program according to the above procedure.

4. Expulsion from membership can only be pronounced when a member acts in violation of the statutes, regulations, or decisions of the association or unjustly harms the association. The expulsion is pronounced by the board, which must promptly notify the member of the decision, providing reasons. The concerned member has the right to appeal within a month after receiving the notification to the general assembly. During the appeal period and pending the appeal, the member is suspended. The decision of the general assembly to expel must be made by a normal vote.
5. When membership ends during an association year regardless of the reason or cause, any annual dues owed by the member remain due in full, unless the board decides otherwise.
6. Contrary to the provision in the first sentence of Article 2:36 paragraph 3 of the Dutch Civil Code, a member cannot evade a decision under which the monetary obligations of the members are burdened by resigning their membership, except as stipulated in paragraph 2 of this article.

Article 8. Board: Composition

1. The board consists of at least **three (3)** persons.
2. If the number of board members falls below three (3), the board remains authorized. However, the board is obligated to convene a general assembly within **twenty (20)** working days, in which the provision will be addressed regarding the vacant position or positions.
3. The board is elected by and from the members for a term of **one (1)** association year, in accordance with the provisions established by the house rules.
4. Each year, a year meeting is held in which the board reports on its activities over the past year, of which a copy is deposited in the association's archive. In this meeting, after approval by the year meeting, the sitting board will be **discharged** and the new board will be **installed**.
5. The method of nomination for the board is specified in the house rules.
6. The nomination of the board will be communicated at the call for the general assembly.
7. If the proposed board is rejected by the general assembly through a formal vote, there will be **two (2)** rounds of **thirty (30)** minutes during which the general assembly can form and propose a new board on the spot. A nomination is adopted through voting.
8. If neither round of board formation leads to agreement, the board will organize an extraordinary general assembly within **twenty (20)** working days. **Six (6)** days before this extraordinary general assembly, candidate boards of at least **three (3)** persons can register with the board. During this extraordinary general assembly, a vote will be held over the boards.
9. Meetings of the board can be held by gathering of the board members or via telephone conversations, video conferencing, or other means of communication, where all participating board members can communicate with each other simultaneously. Participation in one of these meetings is considered to be presence at the meeting.
10. A board member can be represented at the meeting by another board member by submitting a written power of attorney, which must be satisfactory to the chair of the

meeting. A board member can only act as a proxy for **one** other board member.

11. A board member does not participate in deliberation and decision-making within the board on a subject where he has a direct or indirect personal interest that conflicts with the interests of the association and the organization connected with it. The decision will then be made by the other board members. In case of a conflicting interest as mentioned in the previous sentence regarding all board members or the only board member, the decision is made by the general assembly.
12. In case of absence or impediment of a board member, the other board members or the other board member will temporarily be entrusted with the management of StudSec. In case of absence or impediment of all board members or the only board member, the person appointed by the general assembly will temporarily manage StudSec. Absence includes: a. in case of suspension of a board member;
    b. in case of guardianship of a board member;
    c. if a board member, not being the only board member, has a conflicting interest as referred to in Article 8.11, for the duration of the relevant deliberation and decision-making process.

Article 9. Board: Board Functions

1. The board shall appoint from its members at least a **chair**, a **secretary**, and a **treasurer**. It may also appoint representatives for each of them from its members.
2. Further provisions concerning the meetings of, and the decision-making by, the board may be outlined in the house rules.

Article 10. Board: Tasks, Powers, and Representation

1. Subject to the limitations according to the statutes, the board is responsible for managing the association.
2. The board is authorized to delegate certain aspects of its tasks to committees appointed by the board, under its responsibility.
3. The board is authorized to decide to enter into agreements for the acquisition, alienation, and encumbrance of registered property, and to enter into agreements whereby the association binds itself as a guarantor or joint debtor, acts to secure a third party or takes measures to guarantee the debt of another.
4. The association is represented by the board. Additionally, the association can also be represented by two board members jointly.
5. The board may decide to grant powers of attorney to one or more board members as well as to third parties, to represent the association within the limits of that power of attorney.

The board may also decide to confer a title upon those authorized.
6. The board can report the granting of continuous representation authority to the trade registry of the Chamber of Commerce.

Article 11. Board: End of Board Membership

1. Any board member, even if appointed for a specific period, can be suspended at any time by the general assembly through a formal vote and valid justification for the proposed suspension. A suspension not followed by a decision for dismissal within **three (3)** months ends with the expiration of that period.
2. The board membership also ends: a. by termination of membership in the association;
   b. by resignation in writing;
   c. by losing free management over one's own assets;
   d. through the passage of the term for which the board member was appointed;
   e. by a motion of no confidence endorsed by the general assembly through formal vote; a motion of no confidence can be filed at any time by the members as long as it is supported by at least thirty percent (30%) of the number of ordinary members calculated and established by the board as of the date of the general assembly.

Article 12. General Assembly

1. All powers are vested in the general assembly that are not assigned by law or the statutes to the board.
2. Annually, within three months after the end of the association year, a general assembly - the **year assembly** - shall be held. The following matters shall be addressed at the year assembly: a. the preliminary account and accountability referred to in Article 17, along with the report and advice of the committee referred to in Article 17;
   b. provisions for any vacancies;
   c. proposals from the board or members, announced at the call for the meeting.
3. Other general assemblies are held as often as the board deems necessary.

Article 13. General Assembly: Summoning

1. The general assembly is summoned by the board.
2. The convening of the general assembly takes place through written notification to the addresses of the members at least **ten (10)** working days before the general assembly.
3. The agenda items are listed in the notification of the general assembly.
4. Upon written request from at least **twenty-five percent (25%)** of the number of members entitled to vote, the board is further obliged to convene a general assembly within a period of no longer than **twenty (20)** working days. If the request is not complied with within **ten (10)** days, the requesters can proceed to summon the assembly themselves in accordance with paragraph 2 and paragraph 3 of this article.
5. Members have the right to present items to the general assembly under the following conditions: a. the item is sent to the board at least **six (6)** days before the general assembly, and
   b. a clarification is attached to the item.

Article 14. General Assembly: Access and Voting Rights

1. All members of the association, honorary members, and all donors have access to the general assembly. Suspended members and suspended board members do not have access. Suspended members and suspended board members may be granted access to the general assembly by the board regarding a specific agenda item.
2. The board decides on the admission of persons other than those mentioned in paragraph 1.
3. All ordinary members of the association who are not suspended have **one (1)** vote.
4. Each ordinary member is authorized to cast their vote through another member who has been specifically authorized in writing. This is only possible for an agenda item that has been announced prior to the general assembly. Each member may cast a vote for only **two (2)** proxies.
5. Distinguished members, (upcoming) candidate members, alumni, donors, and honorary members do not have voting rights.

Article 15. General Assembly: Decision-Making

1. The general assembly has two voting systems: a. unless the statutes or the law provide otherwise, all decisions of the general assembly are made with a simple majority of more than fifty percent (50%) of the votes cast. A decision is only valid if at least thirty percent

(30%) of the number of ordinary members has cast a vote;
b. if the statutes or the house rules refer to a "formal vote," a decision of the general assembly will be made with a two-thirds majority of the votes cast for or against the proposal. The decision is only valid if at least thirty-five percent (35%) of the members are present or represented.

2. If no candidate achieves the simple majority in an election for persons, a second vote will take place. From the second re-vote, voting will continue only among those persons who received votes in the previous vote, with the exception of the person who received the fewest votes in that previous vote.
3. If multiple persons receive the fewest votes, a draw will determine which of those persons will no longer be eligible for votes in the new voting.
4. If, in the case of a vote between two persons, the votes are still tied after two (2) rounds of voting, a draw will decide which of the two is elected.
5. All votes are cast non-verbally by raising a hand in the air or turning back (abstaining), unless the chair wishes a written vote or one of the entitled voters demands so prior to voting. Written voting takes place by unsigned, closed ballots. A decision is validated by the chair.
6. All votes concerning persons will be carried out in writing.

Article 16. Financial Resources

1. The financial resources of the association consist of contributions from mandatory members, annual subsidies from educational institutions and government institutions, entrance fees where applicable, any acquisitions made by inheritance, legacies, and donations, and finally any other incidental earnings.
2. All members and alumni are required to pay the dues as established by the house rules in a timely manner. All collection costs from non-payment are the responsibility of the debtor member, according to rules established by house rules.
3. A personal levy can only be imposed on the members by decision of the general assembly with at least two-thirds of the valid votes cast for specified purposes and only in urgent necessity. This personal levy is payable on a date set by the board. Anyone who is a member on the day the general assembly decides to impose a personal levy is obliged to pay the established amount.
4. Penalties are imposed in a manner to be determined by house rules.

Article 17. Annual Report, Accounts, and Responsibility

1. The board is required to keep such records of the financial situation of the association that its rights and obligations can be known at any time.
2. As soon as possible after accepting the position of treasurer, the treasurer, in consultation with the financial committee, must submit the budget for approval at the general assembly. At a general assembly within **six months** after the end of the financial year, unless this term is extended by the general assembly, the board shall account for its management in the past financial year, submitting the necessary documents. The accountability must be accompanied by the report of the financial committee.

Article 18. Committees

1. The board may establish and abolish one or more committees.
2. The board determines the tasks and powers of the committees.
3. The members of the committees are appointed and dismissed by the board, whether from its own ranks or not.
4. The committees are required to account to the board of the association. Each will be assigned and supervised by a member of the board.
5. For each committee, a responsible member may be appointed from the board to oversee its functioning.

Article 19. Financial Committee

1. The board must propose a financial committee composed of members to the general assembly for appointment.
2. The financial committee is accountable to the general assembly.
3. The board may annul decisions of the financial committee that it deems contrary to the interest of StudSec, unless an appeal is made at the first forthcoming general assembly after the decision of annulment is communicated to the financial committee. During the appeal period and pending the appeal, the decision remains annulled. The ruling of the general assembly is binding.
4. The board may further assign additional committees or individuals with a special task outside of the financial committee mentioned in Article 19, for which the board remains fully liable. All committees and officials appointed by the board are bound by the instructions of the board and owe accountability to it. They must be installed by the board in a manner to be determined in the house rules.
5. The committee referred to in Article 19 paragraph 1 may be required to report on its activities to the general assembly at the time of its resignation, and the minutes regarding this report shall be preserved in the archive of StudSec.

Article 20. Sub-Associations

1. Sub-associations consisting of members of StudSec may be established to promote the development and collaboration of its members in a specific area in accordance with the spirit of StudSec.
2. A sub-association is officially recognized only if its statutes, executed by notarial act, have been approved by the general assembly of StudSec. The request for approval must be made through the mediation of the board of StudSec. These statutes may not conflict with the statutes and house rules of StudSec.
3. A sub-association ceases to be officially recognized: a. on the withdrawal of recognition by the general assembly of StudSec; and
   b. when the sub-association explicitly communicates this wish in writing to the secretary of the board.
4. At the head of a sub-association is a board, elected by and from the members of the sub-association, which is accountable to the board of StudSec regarding matters pertaining to StudSec.
5. The statutes of an acknowledged sub-association must stipulate that the board of StudSec has the right to annul the decisions of the board and member assembly of the sub-association, which the StudSec board deems contrary to the interest of StudSec.
6. The board or the member assembly can appeal within **two times twenty-four hours** after the notification of annulment of the decision to the general assembly of StudSec. During the appeal period and pending the appeal, the decision remains annulled. The ruling of the general assembly of StudSec is binding for all parties involved.
7. StudSec is not liable for the fulfillment of commitments made by officially recognized sub-associations, except for its liability under the law.

Article 21. Regulations

1. StudSec has house rules.
2. A house regulation may address anything it considers necessary to regulate further. The house regulation may not contain provisions that conflict with the law or statutes.
3. The house regulation is established and modified by the general assembly, provided that the first version of the house regulations is set by the board. The terms of Article 23 regarding the amendment of statutes apply correspondingly to the establishment and amendment of a regulation.
4. A decision to establish and amend a regulation is made through a formal vote.
5. The association may have a regulation for alumni, which may not contain provisions conflicting with the statutes, established and modified by the general assembly. It further specifies the rights and obligations of alumni and everything concerning the management of alumni membership of StudSec.

Article 22. Jurisprudence

1. The board, as a judicial body in the first instance, adjudicates breaches of the general interest of StudSec, according to rules established in the house rules.
2. Concerned parties may appeal within two times twenty-four hours after public announcement to a judicial body appointed by the general assembly, consisting of **three (3)** to a maximum of **five (5)** members in the highest instance by means of a written motivated request.
3. The general assembly can also appeal as an interested party to the judicial body appointed by the general assembly during the next general assembly after the decision of the board in its capacity as the judicial body in the first instance, by means of a written motivated request. During the appeal period and pending the appeal, the decision of the board remains in force. The ruling of the judicial body appointed by the general assembly as the highest judicial body is binding.

Article 23. Amendment of Statutes

1. Amendments to these statutes may be made at the proposal of the board or by at least twenty-five percent (25%) of the number of ordinary members, rounded up to the next whole number.
2. Such amendment can only take place at a general assembly with a two-thirds majority of valid votes cast, totaling at least half of the number of members. If the required number of members is not present, a second assembly may be convened in the same manner at least two days later, in which the proposed amendment to the statutes must be adopted by a two-thirds majority of valid votes cast.
3. The proposed amendments must be announced in writing at least seven days in advance. The amendments shall not take effect until a notarial deed is drawn up. The board is authorized to execute the deed.

Article 24. Dissolution

1. The association may only be dissolved by a decision of the general assembly.
2. The provisions of Article 23, paragraph 1 and 3, except for the second sentence of paragraph 3, apply accordingly to a proposal for the dissolution of StudSec. It may only take place at a general assembly with a two-thirds majority of valid votes cast, totaling at least eighty percent (80%) of the number of members. In the event of dissolution, the board determines, with prior approval from the general assembly, the destination of any surplus assets in accordance with the goal of StudSec as much as possible.

3. The surplus assets after liquidation shall revert to those who were members at the time of the dissolution decision. Each of them shall receive an equal share. However, the decision to dissolve may also allocate a different destination to the surplus assets.

Article 25. Final Provisions

1. The general assembly holds all powers within the association that are not assigned by law or the statutes to other bodies.
2. Written notification is understood to mean a declaration or request addressed to another by any common means of communication, including electronically.

Revision #8
Created 2024-09-30 14:05:11 UTC by cents02
Updated 2024-09-30 14:32:23 UTC by studsec