

*This English version of the statutes is provided for convenience only. The only legally binding version is the Dutch text, available at <https://asvgay.nl/vereniging/documenten>.*

## STATUTES

### Name and seat

#### Article 1

1. The association bears the name: Amsterdamse Studenten Vereniging Gay (A.S.V.G.).
2. It has its seat in the municipality Amsterdam.

### Purpose

#### Article 2

1. The purpose of the association is the promotion of the mutual contact between, visibility, (self)acceptance, emancipation and integration of homosexual/gay, lesbian, bisexual and transgender students in Amsterdam.
2. It pursues this purpose through, amongst others, the organisation of social and cultural activities, parties and borrels and the participation in activities of other organisations (for example a Pride) that could serve the purpose of the association.
3. It also pursues this purpose through all other means that could be conducive to the purpose of the association, all this in the broadest sense of this word.

### Duration

#### Article 3

1. The association has been entered into for an indefinite period (of time).
2. The association year runs from the first of October to the thirtieth of September.

### Membership

#### Article 4

1. The association recognises members and honorary members.
2. Members are individuals who have reached at least the age of sixteen and have registered in writing with the board and have been admitted by the board. This membership must be recognised through a declaration from the board.
3. The membership is personal and cannot be transferred or acquired through inheritance.
4. Honorary members are individuals who, by nomination from the board or a general members meeting, are named such during a general members meeting, on account of their contribution to the association or the fact that they have made a particularly meritorious contribution to the purpose the association pursues.

#### Article 5

1. The membership — under which the alumnus status described in article 6 is also understood — ends:
  - a. by the death of the member;
  - b. through termination by the member;
  - c. through termination by the association;
  - d. through deprivation.

2. Termination of the membership by the member can only occur at the end of the financial year. It is made in writing to the board with due observance of a notice period of four weeks. In the case that a termination has not occurred in a timely fashion, the membership continues until the end of the first following financial year. The membership ends immediately:
  - a. when the member cannot reasonably be expected to continue the membership;
  - b. within a month after a decision limiting the rights of the member or extending the obligations of membership is made known or communicated to a member, (unless it concerns a change in the financial rights and obligations);
  - c. within a month after a member has been notified of a decision to change the legal status of the association or a merger.
3. Termination of the membership on behalf of the association can be done by the board at the end of the ongoing financial year:
  - when a member on the first of November, after having been repeatedly reminded in writing, has not fully complied with their financial obligations to the association for the current financial year;
  - when the member no longer fulfils the obligations of the, at that moment applicable, articles of association for membership.

The notice period is at least four weeks.

In the case that a termination has not occurred in a timely fashion, the membership continues until the end of the first following financial year.

The termination can however result in an immediate ending of the membership when it cannot reasonably be expected of the association to continue the membership.

The termination must always occur in writing stating the reasons.

4. Deprivation of membership can only be done when a member is in conflict with the articles of association, bylaws or decisions of the association or when the member unreasonably harms the association. It occurs through the action of the board, which informs the member of the decision as soon as possible, stating the reasons. The member concerned is permitted to appeal to the general members meeting within one month after receipt of the notification. During the appeal period and pending the appeal, the member is suspended. A suspended member has no right to vote.
5. When the membership ends during the financial year, the annual membership contribution is still due in full, unless the board decides otherwise.
6. The association does not recognise any compulsory activities for its members.

## Alumnus (status)

### Article 6

1. Alumni are former members who have registered in writing with the board and have obtained alumnus status from the board. This is attested by a confirmation issued by the board. In the case of non-admittance by the board, the General Members Meeting can decide otherwise upon admittance.
2. The alumnus status is personal and may not be transferred or inherited.
3. Alumni are obliged to make an annual financial contribution to the association, the minimum amount of which is determined by the General Members Meeting.
4. Alumni solely have the right to attend the General Members Meeting. They do not have voting rights, but they do have the right to speak.

## Donors

### Article 7

1. Donors are those who have obtained donor status from the board. The board is authorised to terminate the donorship by giving written notice.
2. Donors are obliged to make an annual financial contribution to the association, the minimum amount of which is determined by the General Members Meeting.
3. Donors solely have the right to attend the General Members Meeting. They do not have voting rights, but they do have the right to speak.

## Contributions

### Article 8

1. Each member owes an annual contribution. The sum of which is determined by the General Members Meeting. Honorary members do not owe any additional contribution.
2. Alumni owe an annual contribution, the sum of which is determined by the General Members Meeting.

## Board

### Article 9

1. The board consists of at least three natural persons who from amongst themselves designate a chair, a secretary and a treasurer.
2. The board members are appointed by the General Members Meeting from amongst the members of the association. The General Members Meeting determines the number of board members.
3. Board members may be suspended and dismissed at any time by the General Members Meeting with stated reasons. The General Members Meeting resolves to suspend or dismiss with a majority of two thirds of the votes cast.
4. The suspension ends when the General Members Meeting does not resolve to dismiss the board member within three months. The suspended board member is given the opportunity to justify themselves and may be assisted by counsel.
5. Board members are appointed for a maximum period of one year. One year is understood to mean the period between two consecutive annual members meetings. The board members resign their posts following schedule. A resigned board member [resigning following schedule] is eligible twice for immediate reappointment.
6. In case the number of board members falls below the minimum stated in section 1, the board remains nevertheless empowered [to act]. The board is obliged to convene a General Members Meeting as soon as possible, wherein the filling of the vacancy(ies) is discussed.
7. The meetings and the decision-making of the board are subject to the provisions of articles 12 to 15 as far as possible.

### Article 10

1. The board is tasked with the governance of the association.
2. With prior approval of the General Members Meeting, the board is empowered to decide to enter into agreements for the acquisition, alienation or encumbrance of registered property and to enter into agreements in which the association commits itself as a surety or joint and several debtor, asserts itself for a third party, or undertakes to provide security for a debt of another.

#### Article 11

1. The board acts as the representative of the association.
2. The power of representation is assigned to the chair accompanied by either the secretary or the treasurer, or the secretary accompanied by the treasurer.

#### General Members Meetings

#### Article 12

The General Members Meetings are held in the municipality where the association is statutorily registered.

#### Article 13

1. Those who are permitted to attend the General Members Meeting are members that have not been suspended, donors, honorary members, alumni, as well as those who were invited to attend by the board and/or the General Members Meeting. A suspended member is permitted to attend the meeting wherein/in which the decision about their suspension is discussed, and is permitted to address the meeting on solely that matter.
2. With the exception of a suspended member, honorary members and alumni, each member has one vote in the General Members Meeting. Each voting member can authorise in writing another voting member to vote on their behalf. A voting member may vote on behalf of at most two other members.
3. An unanimous decision by all voting members, even if they are not in a meeting together, has the same power as a decision by the General Members Meeting, if taken with prior knowledge of the board. This decision can also be made in writing.
4. The chair determines the manner in which votes are held in the General Members Meeting.
5. All decisions for which a [larger] majority is not prescribed by law or these statutes, are passed by an absolute majority of the votes cast. In the event of a tie vote on matters, the proposal is rejected. If the votes are tied for an election of persons, lot will decide. In the case of elections amongst more than two persons where no candidate acquires an absolute majority, a run-off election is held between the two candidates with the largest number of votes, if necessary after an interim vote.

#### Article 14

1. The General Members Meeting is led by the chair or another board member or a member of the association appointed by the chair or, in the case of their absence, by a present board member.  
If no board members are present, the Meeting shall oversee its own leadership.
2. The judgement of the chair of the General Members Meeting on a vote is decisive. The same applies to the content of a decision taken, insofar as a vote was taken on a proposal not recorded in writing. If, however, the correctness of the decision is disputed immediately after the chair has given their judgement, a new vote will be held if the majority of the meeting or, if the original vote was not taken by roll call or in writing, a person entitled to vote present so requests. With this new vote, the legal consequences of the original vote will lapse.
3. Minutes are kept of the proceedings at the General Members Meeting of members by the secretary or by a person appointed by the chair. These minutes are adopted in

the same or in the next General Members Meeting and signed by the chair and the secretary of that meeting in evidence thereof.

#### Article 15

1. The association year runs from the first of October until the thirtieth of September. At least one General Members Meeting is held annually, within six months after the end of the financial year, unless this term is extended by the General Members Meeting. During this General Members Meeting, the board issues its annual report about the state of affairs in the association and about the policy pursued. The board submits the balance sheet and the statement of income and expenditure with an explanation to the General Members Meeting for approval. These documents are signed by the board members; if the signature of one or more of them is missing, this shall be stated with reasons. After the aforementioned term has expired, any member can make a legal claim against the joint board to fulfill these obligations.
2. If a statement from an accountant, as referred to in Article 2:393 section 1 of the Dutch Civil Code, is not submitted to the general meeting of members regarding the fidelity of the documents referred to in the previous paragraph, the General Members Meeting shall appoint, annually, a committee of at least two members who may not be part of the board.
3. The board is obliged to provide the committee with all the information it requests for its investigation, to show it the cash register and the assets if desired, and to allow it to inspect the books and documents of the association.
4. The committee investigates the documents named in section 1 and section 3.
5. If, in the committee's opinion, this investigation requires specialist accounting knowledge, it may request the assistance of an expert at the expense of the association. The committee reports its findings to the General Members Meeting.

#### Article 16

1. General Members Meetings are called by the board as often as they judge to be desirable or as often as they are legally obliged.
2. At the written request of at least 10% of the voting members, the board is obligated to call a General Members Meeting, to be held within four weeks after the request was submitted. If no effect is given to the request within fourteen days, the plaintiffs can themselves call a General Members Meeting in the manner given in section 3 or by placing an advertisement in at least one of the most read newspapers in the municipality where the association is registered. The plaintiffs can task others that are not the board with the leadership of the meeting and the drawing up of the minutes.
3. The calling of the General Members Meeting occurs through written notice to the voting members with notice of at least seven days. In the call, the subjects to be discussed shall be stated.

#### Amendment of the statutes

#### Article 17

1. Amendment of the statutes can only take place by decision of the General Members Meeting, convened with the stated purpose that amendments to the statutes will be proposed.

2. Those who have convened the General Members Meeting for the purpose of proposing an amendment (to the statutes) must, at least five days preceding the day of the meeting, make the verbatim amendment available for inspection by the members in a suitable place until after the end of the day on which the meeting is held.
3. An amendment to the statutes can only be decided upon by the General Members Meeting with a majority of at least two thirds of the number of votes cast.
4. The amendment to the statutes will come into effect once a notarial act has been drawn up.  
Each of the board members is authorised to have the act of amendment of the articles/statutes executed.
5. The provisions in sections 1 and 2 do not apply if all voting members are present or represented at the General Members Meeting, and the decision to amend the statutes is unanimous.
6. The board members are obliged to deposit an authentic copy of the act of amendment of the statutes and the complete text of the statutes as they read after the amendment, at the office of the Commercial Register of the Chamber of Commerce.

## Dissolution and liquidation

### Article 18

1. The provisions in article 17 sections 1, 2, 3 and 5 are extended to apply to a decision of the General Members Meeting to dissolve the association.
2. In its decision to dissolve the association, the General Members Meeting must include a destination for the balance leftover after all pending transactions are completed. This destination should be, as much as possible, in accordance with the purpose of the association.
3. The liquidation is done by the board.
4. After dissolution, the association continues to exist as necessary to complete the liquidation of its assets. During liquidation the provisions of the statutes/articles of association remain valid as far as possible.  
In documents and announcements produced by the association, the words "in liquidation" must be added to the name of the association.
5. The liquidation ends when there are no longer any assets known to the liquidator.
6. The books and records of the dissolved association must be kept during the ten years following liquidation. The holder (of these) is the person designated as such by the liquidators.

## Regulations

### Article 19

1. The General Members Meeting can establish and change one or more sets of regulations in which subjects not handled or not sufficiently handled by these statutes/articles of association may be handled.
2. Regulations may not include any provisions that conflict with the law or these statutes/articles of association.
3. For decisions on establishing and changing such regulations, the provisions of article 17 sections 1, 2 and 5 apply.

Closing provision

Article 20

All powers not delegated to other organisations by law or these statutes/articles of association are vested in the General Members Meeting.

*This translation was completed by the members of the Translation Working Group of A.S.V.Gay in October 2021. The members of the Translation Working Group were Jurjan Hoekman, Andra Geurtz and Kade McEwan.*