

Bylaws

Overleg Studieverenigingen University of Twente

Name and chair

Article 1

1. The association is named 'Overleg Studieverenigingen' Universiteit Twente.
2. The association is also called 'OS' as an abbreviation and will be called OS hereafter.
3. The association is located in Enschede.

Goals

Article 2

1. The goals of the association are to represent the interests of its members and to encourage contacts between its members.

Members and extraordinary members

Article 3

1. The association consists of
 - a. members;
 - b. extraordinary members.
2.
 - a. Only student groups in the shape of an association or foundation with the goal of being a study society at the University of Twente, containing the engagement of students with the according study area can be a member of OS.
 - b. On the recommendation of the board, natural or legal persons can become an extraordinary member, if they attribute to the accomplishment of the goals of the associations. The decision will be taken by the General Member Assembly (hereafter 'GMA') with a majority of two thirds of the total valid issued votes.
 - c. Members of the committee with as goal to check the cash register, books and the documents of the association, as mentioned in article 15.3, are by definition extraordinary member of the association.
3. The board has a register with all names and addresses of its members and extraordinary members. The members and extraordinary members are obligated to make sure their current address are known to the board.

Periodic contributions

Article 4

1. The members are obligated to pay a periodic fee of which the amount will be determined by the board within the budget plan. Members can be classified into categories of which the participation fee can differ per category.
2. On special occasions, the board can grant exemption to the payment of the periodic fee.

Admission/ membership

Article 5

1. Application for membership is made to the secretary of the board. There will be discussed about the admission during the GMA, after explanation by the board, with a majority of two third of the thirds of the total valid issued voted.
2. For the exercising of their membership rights, members can be represented by a board member or by an authorized representative after giving written consent.

Ending of the membership

Article 6

1. The membership ends;
 - a. When the association or foundation being a member ceases to exist;
 - b. through termination by the member;
 - c. through termination by the association;
 - d. through expulsion.
2. Termination by the member can happen without giving reasons.
3. Termination by the association takes place by the board and is only possible if:
 - a. a member stopped meeting the requirements for being a member following the statutes;
 - b. a member does not meet its duties towards the association.
4. Termination of the membership can only happen in written form. Termination by the member can only happen near the end of the financial year, where the termination period of at least four weeks should be taken into account.
5. A member can only end its membership with immediate effect if:
 - a. the member ends its membership within a month after receiving written information about conversion of the association into another legal form or fusion.
 - b. the member terminated its membership within a month after a decision has been made where the rights of the members are limited or the duties are increased by means of adjustments of the statutes or its regulations. The decision is, in that case, not applicable to the member. A member is, however, not entitled to escape its duties of valid nature if these are increased by termination.

6. Expulsion takes place by the board and can only happen when:
 - a. a member acts in contradiction with the statutes, regulations or decisions of the association in an unreasonable way;
 - b. a member disadvantages the association.
7. The board makes a decision to terminate the membership of the association and a decision to expulsion in written form, with reasoning and this will be communicated to its members and extraordinary members as soon as possible. The involved member shall be open during the GMA within a month after receiving the announcement. The involved member is suspended during the term of office and pending the appeal.
8. When the membership ends during the course of a financial year, the periodic fee is paid nonetheless.

End of the rights and obligations of extraordinary members.

Article 7

1. The rights and obligations of extraordinary members will be ended:
 - a. when termination of the organization being a member occurs;
 - b. when the member dies;
 - c. by termination by the member;
 - d. by termination by the association;
 - e. by expulsion.
2. Extraordinary members can end their rights and obligation at any time and without giving reasons by ending their membership at the secretary of the association in written form.
3. Termination on behalf of the associations happens by the board and can only happen if:
 - a. the extraordinary member stopped meeting the requirements for being an extraordinary member following the statutes;
 - b. the extraordinary member does not meet its obligations towards the association anymore.
4. Expulsion takes place by the board and can only happen if an extraordinary member acts in contradiction with the statutes, regulations or decisions of the association in an unreasonable way.
5. The board makes a decision to terminate the membership of the association and a decision to expulsion in written form, with reasoning and this will be communicated to its members and extraordinary members as soon as possible. The involved extraordinary member shall be open during the GMA within a month after receiving the announcement. The involved extraordinary member is suspended during the term of office and pending the appeal.

Rights of extraordinary members

Article 8

Except for the right that by force of these statutes and/or a regulation of the association are granted to extraordinary members, they have the right, as meant in article 14 and article 15, to attend the GMA and to speak and make propositions.

Board

Article 9

1. The board exists, on one hand, out of a daily board of two people and, on the other hand, out of maximally one representative per faculty. The board will be appointed by the GMA.
2. In the case that the daily board consists out of less than two people, it loses its powers, with exception of the power of gathering the GMA. Next to this, the board is required to look for candidates to fill the vacancies.
3. Candidates for the (coming) vacancies within the board need to apply to the board.
4. The chairman and treasurer will be appointed to the position. The board appoints a secretary.
5. Retiring board members can be reappointed immediately, taking into account the aforementioned.
6. A board can only step down if a candidate board is appointed and charged at a GMA. The board is responsible for finding a candidate board. Next to this, there should be satisfied to everything mentioned in article 15.2.
7. A board member can be fired or suspended at all times.

Board privilege

Article 10

1. The board is charged with controlling the association.
2. As long as the GMA approved, the board is authorized to enter agreements to receive, alienate or object registry goods and to enter agreements where the association is a guarantor or joint co-debtor, comes up for a third party or is a guarantor for a debt of another. The missing of approval as meant in this article can be invoked against third parties.
3. The board is authorized to let committees, appointed by the board, carry out certain parts of its tasks as long as it happens under the board's responsibilities.

Representation

Article 11

1. The board represents the association, as long as the law does not state differently.
2. Next to what is mentioned in article 11.1, the jurisdiction applies to two jointly acting board members.
3. In all cases where the association has a conflict of interest with one or more board member, the GMA can appoint one or more persons to represent the association.

Board meetings and board decisions

Article 12

1. Meetings will be held when the chairman thinks this is desirable or when one of the other board members asks for one in written form under the description of subjects to the chairman. When the meeting does not happen within three weeks, the applicant is allowed to plan a meeting himself.
2. The call for a meeting shall happen at least two days on beforehand and will include location, time and agenda.
3. The meetings will be led by the chairman. When the chairman is absent, the board appoints a chairman out of its midst.
4. The board can only make decisions if the majority of the board is present or represented at the meeting. A board member can allow another board member to vote on its behalf by written consent.
5. Votings happen orally, unless another board member desires the voting in written form. Written votings happen by signed, closed notes. Blanco votes are counted as abstaining.
6. Every board member has the right to issue one vote. All decisions are made with absolute majority of the votes.
7. The judgment of the board meeting is binding, as long as there is voted about a non-written proposal.
8. If, immediately after the voting, there is being disputed about the judgment of the chairman, a new voting will take place where the decision to be taken will be recorded in written form. By this new voting, the legal consequences of the original voting apply.
9. If all board members can be present during a meeting, valid decisions can also be made about topics that were not on the agenda, as long as these are adopted with a general voting. This also counts if the regulations regarding the calling and holding meeting are not met.
10. Minutes of the meetings will be made. These are checked and approved in the next board meeting.

Financial Year

Article 13

1. The financial year runs from February 1st until January 31st.
2. The board is required to keep track of the association's assets and to conduct the activities of the association in such a way as to keep records and to keep the relevant books, records and other data carriers in such a way that the rights and obligations of the association can at all times be known.
3. Within two months after the ending of the financial year, the board will create a balance and the state of credit and debit of the association. These documents will be prepared by the treasurer.

4. The board is obliged to keep the described documents as mentioned above in the archives for seven years.
5. The board is free in its decision to split the financial year in multiple periods. All that is mentioned above still holds for all of those periods.

General Member Assembly

Article 14

1. The GMA's will be held in the municipality where the association is settled. These meeting cannot be held during the weekends and/or academic vacations of the University of Twente.
2. The board has the right to organise a GMA whenever it deems it necessary.
3. The board is obliged to convene a general meeting on a period not exceeding four weeks if at least one tenth of the voting members so request in writing. If the board does not request this request within fourteen days has resulted, the applicants themselves can pass to that convocation.
4. General meetings are convened by the board without prejudice paragraph 3. The call shall be made in writing to the members' addresses such as these are listed in the membership register, mentioning the treatment subject to a minimum of seven days
5. The general meetings are chaired by the chairman of the board or another board member appointed by the board. In the absence of such presidency, the meeting shall appoint a chairman from among its members.
6. The GMA will be described in the minutes by the secretary. The minutes will be in the next general meeting for verification and approval to the general meeting.

Annual Assembly

Article 15

1. Annually, within two months after the end of the financial year, or a period determined through the GMA within a financial year, a GMA - the annual assembly - will be held.
2. At least once a year during the annual meeting and at the end of a board year, the board makes an annual report about the policy executed in the previous financial year. The board present the annual report and financial report for approval at the annual meeting. The approval of both documents allows the board to be discharged.
3. The GMA appoints a committee containing at least two extraordinary members, as described in article 3.2, who cannot be part of the daily board. The committee checks all required documents and reports its results to the GMA. The board is obliged to fully support the committee in all its needs.
4. The candidate board presents an annual plan and budget plan to the GMA. Only if approved, the GMA can charge the candidate board.

Access to and voting right at a GMA

Article 16

1. Access to the GMA is granted to members, extraordinary members, and board members who are not suspended. A suspended member, suspended extraordinary member, or suspended board member has access to the Assembly in which the suspension will be discussed and is authorised to engage.
2. Every member of the associations, who is not suspended, has one vote.
3. Votes can only be cast by a representative of a member as described in article 5.2.

Decision making during a GMA

Article 17

1. The opinion of the chairman of the general meeting on the content of a decision to be taken is binding in so far as it is a non-written proposal.
2. Immediately after pronouncing the chairman's opinion on the outcome of the vote, the correctness of the matter is disputed, a new vote will take place, with the decision to be taken in writing. Due to this new vote, the legal consequences of the original vote will expire.
3. As long as the statutes or the law do not stipulate otherwise, all resolutions of the general meeting shall be taken by roll-call vote by an absolute majority of the votes cast in a meeting in which at least two thirds of the members are represented by a representative as referred to in Article 5, paragraph 2. If no voting party requires a rolling vote, decision-making by acclamation is possible.
4. as long as the statutes or the law do not stipulate otherwise, all resolutions of the general meeting shall be taken by roll-call vote by an absolute majority of the votes cast in a meeting in which at least two thirds of the members are represented by a representative as referred to in Article 5, paragraph 2. If no voting party requires a rolling vote, decision-making by acclamation is possible.
5. Invalid and blank votes are considered not to be released.
6. If, in an election of persons, nobody has obtained the absolute majority, a second vote will take place. Once again nobody has obtained the absolute majority, then reunions will take place until either a person the absolute majority, either between two people and voting. In the aforementioned reconciliation (including not the second ballot), voters shall always vote between the persons who voted in the previous vote, except for the person to whom the lowest vote was cast at that previous vote. If the lowest number of votes has been cast in more than one person, then it will be decided by lot, whose votes can not be cast at the new poll. In the event of a vote between two persons, the fate of each of them is decided.
7. In the event of a strike during a meeting, the proposal will be put to the agenda for the next general meeting and resumed in this meeting. If the votes also end in this second meeting, the proposal is deemed to have been rejected.
8. Voting on persons takes place in writing, on matters being voted orally, unless a member desires a written vote. Written voting takes place in unsigned closed letters.

9. As long as all members are present during a GMA, valid decisions can be made with a majority of the votes as stated in the statutes or IRR about all subject to be dealt with, even if no call has been made or if the call has not been made in accordance to the prescribed way or any other prescription regarding the gathering and holding meeting or a thereto related formality are not observed. A proposal for a change in statutes or dissolution are also part of the issues raised.

10. With respect to certain decisions, more thoroughly specified in the IRR, applies that they can only be taken with a general voting during a meeting by having at least two thirds of the members present by having a representative as specified in article 5.2.

Regulations

Article 18

1. The GMA is authorised to determine one or multiple regulations, including the Internal Rules and Regulations, in which topics are discussed that are not in these statutes.
2. The regulation or regulations may not conflict with the law or these statutes.
3. The GMA is, at any times, authorised to change or abolish the regulation or regulations.
4. Determination, changing, or abolishment of the regulations can be done in during a GMA where at least two third of the members are present with a two-third majority of valid votes.

Change of statutes

Article 19

1. A decision to change the statutes can only be made by the GMA, which is especially gathered with the announcement of a proposal for a change in statutes.
2. A decision for a change in statutes can only be made with a majority of at least two thirds of the issued votes in an assembly where all members are present. If not all members are present, a new assembly will be planned and held within four weeks, but not earlier than after seven days, where there will be voted about the same proposal, no matter how many members are present. The proposal will be concluded if there is a majority of at least two thirds of the issued, valid votes. Decision making by acclamation is in this case excluded by law.
3. The persons that called for this assembly must distribute a copy of the proposal that includes the proposal in written form to all members at least five days before the assembly.
4. A change in statutes enters into force after a notarial deed has been made. All board members are allowed to decessate the deed.

Dissolving

Article 20

1. The association can be dissolved by a decision of the GMA, then article 19.2 is applicable.
2. With the decision to dissolve, a custodian of the books and documents will be appointed.

3. As long as the GMA does not appoint other liquidators, the board members take action in clearing the capital of the association.
4. The GMA decides, when dissolving, a destination for the resting capital after paying all creditors.
5. After the clearing, books and documents of the association should be kept for another ten years according to the custodian appointed according to article 20.2.