Statutes

Study Association for Linguistics in Leiden T.W.I.S.T.
13 November 2018 (Translation: *15 August 2020*)

This English translation is for reference purposes only and not a legally definitive translation of the original Dutch text. In the event a difference arises regarding the meaning between the different versions, the original Dutch version will be considered the official authoritative version.

At present, the thirteenth of November two thousand eighteen, have appeared before me, Mr Michael de Vries notary in Leiden:

1. Mr Thom Bram VAN HUGTE;
2. Ms Rosemarie VAN TOL;
3. Mr Giel Joris VAN BUTSELAAR,

The appearers declared beforehand:

- that on the twenty-third of September two thousand three is registered at the Trade Register of the Chamber of Commerce under number 28098814 the (informal) association with limited authority Study Association T.W.I.S.T., situated in Leiden, factually situated P.N. van Eyckhof 3 gb 1165166a, 2311 BV Leiden;
- that they wish to record the statutes of this association and therefore, be an association with full legal capacity with the following statutes:

Article 1. Name and seat

1. The association bears the name Leidse Studievereniging voor Taalwetenschap T.W.I.S.T., translated as Study Association for Linguistics in Leiden T.W.I.S.T., hereinafter referred to as the association.
2. The association is located in the municipality of Leiden.

Article 2. General provisions

1. The association was founded on the ninth of April two thousand and two (09-04-2002) in Leiden.
2. The distinguishing sign of the association is an iconic representation of an apple with a stalk and a leaf.

Article 3. Goal

1. The association aims to:

    a. promote (social) contact between persons of the study programme Linguistics and its specializations, or study programmes that are a continuation of this, at the Faculty of Humanities of Leiden University, between students, within and between the study programmes;

    b. support members in study activities.

2. It tries to achieve its goal by organizing annual activities: namely a first year's weekend and a Dies Natalis, on the ninth of April. Furthermore it organizes other activities that may be beneficial to this goal.

Article 4. Membership

1. The association has only natural persons as members.

2. As a member can be nominated, those who are registered as full-time or part-time students at the Faculty of Humanities of Leiden University at at least one of the programmes mentioned in Article 3.1.a. of the statutes, or those who have affinity with the phenomenon of language or the association, after a written request for this has been submitted to the board, which then makes a decision about the admission. In case the board decides to not admit them, the General Assembly may still decide to admit them.

3. The secretary of the association carefully keeps a register of members.

4. Membership is personal and therefore not transferable nor susceptible to be obtained by inheritance. Membership is in principle assigned for the duration of the academic year, i.e. the first (1) of September up and until the thirty-first (31) of August of the following calendar year.

5. The association knows friends of T.W.I.S.T. This is a special kind of membership and is further specified in the Internal Regulations.

Article 5. Suspension

The board is authorized to suspend a member for a period of at most half a year, if the member repeatedly acts contrary to his membership obligations or if the interests of the association are seriously affected through their actions or behaviors. During the period a member is suspended, the membership rights are not exercised.

Article 6. End of membership

1. End of membership

    a. Membership ends

   b. by the death of the member;

   c. by termination by the member;

   d. by termination by the association;

   e. by disqualification by the association by the decision of the General Assembly.

2. Termination by member

   a. Termination of membership by a member will be effected if a written notice is in the possession of the secretary before the thirty-first (31) of August. They are obliged to confirm receiving the notification within five working days. Membership continues until the end of the academic year. All members who made a request for deregistration before the first (1) of September, will be deregistered on the first of September. Membership of all other members will continue the next academic year, unless the board decides otherwise or the member cannot reasonably be required to continue membership.

   b. A member is allowed to terminate their membership with immediate effect within one month, after a resolution to convert the association into another legal form or into a merger has been communicated to them.

3. Termination of membership by the association will be affected by the board, in observance of a notice period of at least three weeks, if the member, after being repeatedly formally warned in writing, on the first of December did not fully fulfill his financial obligations towards the association, in which case they did not meet the requirements imposed at all times by the Statutes of the association either. Termination by the board may result in immediate termination of membership if the association can not reasonably be required to continue membership. Termination will always be effected in writing with a statement of reason.

4. Disqualification of membership can only be pronounced when a member acts or has acted contrary to their obligation as laid down in the Statutes, Internal Regulations or decisions made by the association or when the member in question unreasonably disadvantages or disadvantaged the association. The disqualification takes place by the decision of the General Assembly, as referred to in Article 12 of the Statutes. The nominee for disqualification is informed about their nomination for disqualification in writing at least one month before the General Assembly by the board. A nomination for disqualification of membership can be submitted by the board, in the form of a reasoned motion. The nominee for disqualification is allowed to appeal to the next General Assembly within one month after the decision of the General Assembly. During the appeal period and pending the appeal, the member is suspended, unless the board grants pardon. Voting will take place as referred to in Article 12 of the Statutes.

5. If membership ends in the course of an academic year, irrespective of the reason or cause, the contribution fee of the current academic year will nevertheless remain payable by the member, unless the board decides otherwise.

6. A member cannot, by terminating their membership, evade a decision under which the obligations of a financial nature of the members are increased, without prejudice to the possibility of termination in accordance with Article 6.2 of the Statutes.

Article 7. Annual contribution fee

Members of the association are obliged to pay an annual contribution fee, as mentioned in Article 1 of the Internal Regulations. The board is authorized to grant partial or complete exemption of the obligation to a contribution fee.

Article 8. Board

1. The board is charged with the management of the association, in observance of the provisions of Article 9 of the Statutes.

2. The board consists of at least three people. If the number of board members subceeds the stipulated minimum, the board remains authorized as long as at least two board members are in office. The board is obliged to assure that the board is reconstructed in accordance with these Statutes as soon as possible.

3. Board members are nominated by either the board or by at least five members of the General Assembly, from the members.

4. The current board nominates a board. Each nominated board, whether or not nominated by the current board, must consist of at least one president, one secretary and one treasurer. The latter three are appointed as such by the General Assembly. Accepting a position on the board de facto leads to membership of the association while holding the relevant position.

5. The General Assembly can suspend or dismiss a board member. For a decision like this a majority of at least two thirds of the validly casted votes is required.

6. Board members are allowed to resign, provided that the entire board has reached agreement on this. The resignation is final when this is communicated towards all members in writing.

7. The current board ends every year and the normal election procedure is followed, as specified in the Internal Regulations.

8. The board is only authorized to conclude agreements to obtain, alienate or encumber registered property, make agreements in which the association is a guarantor or joint and several co-debtor, or promote a third party or furnish security for the debt of a third party, after the approval of the General Assembly. The absence of this approval can only be invoked by the association.

9. The board needs the approval of the General Assembly for taking out loans and renting or renting out registered property. The absence of this approval cannot be invoked by the association nor by the other party.

Article 9. Representation

1. The board as well as the president and secretary together are authorized to represent the association. They can also be represented by a written proxy.
2. The treasurer must be given full power of attorney by the board, as far as carrying out his duties are concerned.
3. The provisions of Articles 9.1 and 9.2 of the Statues do not affect the provisions laid down in Articles 8.8 and 8.9 of the Statutes.

Article 10. Fiscal year

The fiscal year is defined as being parallel with the academic year of Leiden University.

Article 11. Convocation General Assembly

1. The General Assembly is assembled by the board, taking in account the minimum term of at least five days in advance. The convocation is done by sending a written or electronic message to all members and friends.
2. The General Assemblies are organized as often as it pleases the board, or as often as is requested by at least five members who can present a written list of the topic they would want to see discussed.
3. After receiving a request as described in the paragraph above, the board is obliged to organize a General Assembly within four weeks. The board is obliged to respond to the request in under ten business days.

Article 12. Making decisions during General Assemblies

1. Only members and friends are allowed to be present at the General Assembly. Each member has one vote. Each member has the right to authorize one other member to vote on their behalf. The authorisation has to be in written form. However, a member can only be authorized to vote for one other member at a time.
2. Decisions, for which according to these Statutes no larger majorities are required, are accepted when a majority of the members present votes in favor.
3. Voting is to be done orally, unless one of the members objects to this. In that case, voting is done in written form.
4. In case the number of votes is equally divided over two parties, the vote of the chairperson is final.

5. Votes are understood to mean valid votes that have been counted. Blank votes are invalid votes. Votes that are blank or invalid are only counted to determine the quorum.

6. A decision taken by the chairperson concerning the outcome of the votes is decisive. In case immediately afterwards the correctness of the decision is questioned, there will be a new vote if the majority of the present individuals wishes it, or, if the initial vote was not taken orally or in written form, if a present member wishes it. This new vote overrides the results of the initial vote.

7. In case the vote is taken in written form, the board elects two members who can serve in a vote counting committee. They will count the votes.

8. If a vote is taken to expel a member from the association, the motion must be accepted with a two thirds majority of the valid votes.

Article 13. Leadership, minutes General Assembly

1. The chairperson of the board leads the assembly. In the chairperson's absence, the vice chairperson of the board will serve as chairperson.

2. The secretary or vice secretary will take minutes of what is discussed during the General Assembly, and those minutes will be presented during the next General Assembly for approval.

Article 14. Amendment of the Statutes

1. An amendment of the statutes can only take place after a decision of a General Assembly for which members were informed specifically that an amendment of the statutes would be voted on during that assembly. The term of the convocation of one such assembly must be at least ten business days.

2. Those who have summoned the General Assembly to discuss a proposal of amendment must make available for all members a written text explaining said proposal. This must be done at least five business days before the assembly. The one proposing the amendment must ensure that the secretary of the board can make the text available to all members before the end of this period.

3. Accepting a proposal for an amendment of the statutes can only take place during a General Assembly in which at least ten percent of the members that are entitled to vote is present or represented, with a majority of at least two thirds of the number of votes.

4. In case the condition in point 3. above is not met in a General Assembly, an amendment of the statutes can be decided upon in a subsequent General Assembly at least five business days and at most two months afterwards regardless of the number of represented members.

5. If the number of members with the right to vote exceeds two hundred, the minimum number of present members with the right to vote as stipulated in 3. need not be higher than twenty during a general assembly.

6. An amendment to the statues will not come into force until a notarial deed has been written up.

7. The board members are under the obligation to provide their resident chamber of commerce with a declaration of the amendment and a text of the amended statutes.

Article 15. Dissolution and settlement

1. The association will be dissolved by a decision of the General Assembly, taken with at least two thirds of the number of votes during an assembly of which at least three fourths of the members are present or represented. Furthermore, the association will be disbanded in case of these cases that are stated in the Civil Code

2. In case the quorum is not reached, the association can still be disbanded regardless of the number of present or represented members if a second General Assembly is hosted at least five days and at most thirty days after the first General Assembly, provided that the condition of a two thirds majority it met.

3. In case assemblies, such as described in Article 15.1 and 15.2 of these statutes, are held, members must be notified in advancethe subject under discussion is the disbandment of the association. The term for the convocation of said assembly must be at least ten (10) business days.

4. When the decision to disband the association is reached, the settlement will be done by the board members in accordance with the legal stipulations, in case no liquidators are present.

5. In case of a credit balance, the balance will be used for purposes that the board members may decide on, in case the General Assembly agrees with this. The liquidators will then offer the credit balance to the board members.

6. After the disbandment, the association will continue to exist as long as possible if this is required, until the settlement of its financial means. During the settlement, the contents of the statutes and the Internal Regulations are still to be abided by. In messages and notification from the part of the association, the words “in liquidation” must be added.

7. The books and records of the association must be kept by an individual appointed by the liquidators, until ten years after the association’s liquidation.

Article 16. Internal Regulations

1. The General Assembly can add additional rules to the Internal Regulations concerning membership, the introduction, the contribution fee and entry fees, the tasks of the board members, the committees, the meetings, the way in which the right to vote is used, the management and use of the building (if there is one) of the association and all other subjects of which regulation is desired.

2. Amendments to the Internal Regulations can happen if the General Assembly wishes it, proposed by the board or at written request of a member of the association, as described in Article 14.2 of the statutes. If it can be reasonably expected that the association would not benefit from the proposal, it can be rejected by the board. In case the proposal is rejected by the board, the member who made the proposal can make an appeal with four other members during the General Assembly the proposal was voted for, as described in Article 12 of the statutes. The General Assembly can then decide after the board has had some time to internally discuss the amendment in case the proposal did not come from the board itself.

3. The Internal Regulations may not contain any rules that are in conflict with the law or the statutes, unless it is an exception that is allowed by the law or statutes.

Article 17. Final provision

In all cases where neither the statutes nor the Internal Regulations provide an answer, the board will decide.

END

This deed is executed in Leiden on the date as is written in the beginning of this deed. The appearers are known to me, notary. The identity of the appearers/parties concerned with this deed have been established by me by means of the previously mentioned document(s). After a formal enumeration of the contents of this deed and a concomitant clarification, the appearers have declared to understand and agree with the contents of this deed, and to have been informed of the consequences that it entails for all parties, and that they do not desire that it be read aloud in full. Subsequently, this deed, after being partially read aloud, was signed in succession by the appearers and me, the notary, at fourteen hours and eleven minutes.