

ARTICLES OF ASSOCIATION FOR THE STUDY ASSOCIATION PSYCHOLOGY IN NIJMEGEN (SPiN)

TITLE 1

Name, registered office and objective

Article 1 Name and registered office

Paragraph 1. The association's name is Study Association Psychology in Nijmegen (SPiN).

Paragraph 2. The association has its registered office in the Municipality of Nijmegen.

Paragraph 3. The association was founded on seven (7) July two thousand and eight (2008).

Article 2 Objective

Paragraph 1. The association aims to facilitate contact among students and between students and staff in the Psychology degree programme offered by the Faculty of Social Sciences at Radboud University Nijmegen, as well as to stimulate and support students who study Psychology at Radboud University Nijmegen.

Paragraph 2. It attempts to realise these objectives in part by:

- a. organising study-related, practice-oriented and social activities;
- b. facilitating contact between students and staff in the Psychology programme offered by the Faculty of Social Sciences at Radboud University Nijmegen;
- c. facilitating the sale of textbooks at reduced prices for members;
- d. selling and/or making available academic support materials and/or services;
- e. publishing an association magazine;
- f. pursuing activities that are related to these objectives or are conducive to helping the association achieve them.

TITLE 2

Association year

Article 3 Association year

The association year or the financial year runs from one (1) October to thirty (30) September in the following calendar year.

TITLE 3

Membership

Article 4 Membership

Paragraph 1. The association has regular members, alumni, members of merit and honorary members. All references to members in this document shall refer to regular members, members of merit and honorary members, unless specified otherwise.

Paragraph 2. Regular membership is open to all students enrolled in the Psychology programme at Radboud University Nijmegen.

Paragraph 3. Regular membership is also open to all students not enrolled in the Psychology programme at Radboud University Nijmegen. The association board of directors decides on admittance of these members, as described in article 6.1 of these articles of association. If the board approves a membership request, it will announce this at the next general assembly.

Paragraph 4. Membership is personal, non-transferrable and cannot be acquired through inheritance.

Paragraph 5. Individuals who wish to remain involved in the association upon termination of their membership will become alumni.

Paragraph 6. Regular members or alumni who have demonstrated exceptional commitment or service to the organisation may be appointed honorary members by the General Assembly (hereinafter: GA) on the recommendation of the board or at least ten (10) members. Regular members and alumni can turn down a recommendation for honorary membership.

Paragraph 7. Non-members who have demonstrated exceptional commitment or service to the association or exceptional involvement with the Psychology programme at Radboud University Nijmegen may be appointed members of merit by the GA on the recommendation of the board or at least ten (10) members. Non-members can turn down a recommendation for membership of merit.

Paragraph 8. Donors are natural and legal persons who have agreed to make a donation to the association. The association has no obligation to donors.

Article 5 *Member obligations*

Membership is only granted to individuals who:

- a) endorse the objectives of the association and act in accordance with the articles of association, the by-laws, the general terms and conditions and the decisions made by the association's committees, and;
- b) comply with the payment obligations.

Article 6 *Requesting membership*

Paragraph 1. The board of directors will only consider written requests for membership. The request must contain the applicant's personal information, as specified in article 2.2 of the by-laws.

Paragraph 2. Should the board decide not to honour the request, the applicant will receive a written and substantiated response within two (2) weeks of submitting the request.

Paragraph 3. The GA has the power to override the board's decision and grant membership to the applicant. The applicant must submit a written appeal to the GA one (1) week before the next general assembly but no later than six (6) weeks after being notified that the membership request was declined. Consult the by-laws for a detailed description of the procedure.

Paragraph 4. The association must register all personal information, as mentioned in paragraph 1 and further specified in article 2.2 of the by-laws, of its members. This information will be classified internally and kept confidential unless the GA decides otherwise or unless the issue of making this information available to third parties is added to the agenda of the next meeting. The board may only share personal information with a fellow committee member if it is necessary for the performance of his or her duties.

Paragraph 5. The members in question will be notified by post or by e-mail of the GA's decision to share personal information with third parties at least one (1) week before any action is taken. The GA may also decide to publish this notification on the association website.

Paragraph 6. Members can object to the GA's decision to share/discuss personal information with third parties by submitting an appeal to the secretary two (2) weeks before to two (2) weeks after the decision was announced. The board must honour this objection at all times. No personal information may be shared during the objection period.

Article 7 *Suspending members*

Paragraph 1. The board is authorised to suspend a member for up to one (1) month if the member repeatedly breaches the membership conditions or if the member's conduct or actions seriously harmed the association's interests.

Paragraph 2. The board is authorised to suspend a member from specific activities for up to one (1) year.

Paragraph 3. The suspended member will not be able to exercise his or her membership rights during the suspension period. The suspended member cannot participate in activities organised by or for the association or make use of the services offered by or to the association.

Paragraph 4. The board will announce the suspension during the next general assembly. This announcement will be substantiated.

Paragraph 5. The GA may decide to revoke the suspension. No rights may be derived from this revocation by the previously suspended member.

Article 8 Terminating membership

Paragraph 1. Membership can be terminated in the following ways:

- a) termination by the member;
- b) irrevocable decision by the board to terminate membership on behalf of the association;
- c) irrevocable decision by the GA to expel a member;
- d) death of a member.

Paragraph 2. Members can only terminate their membership by submitting a written notice to the board. The secretary is required to send a confirmation of receipt within fourteen (14) days. The membership will be terminated at the end of the association year, with a notice period of at least one (1) month.

Paragraph 3. Termination on behalf of the association will be announced and substantiated in writing. Termination on behalf of the association is only possible if the member no longer fulfils his or her obligations to the association, if the member no longer meets the membership requirements referred to in the articles of association or if the association can no longer reasonably be expected to continue the membership.

Paragraph 4. The GA will be notified of the association's plan to terminate membership during the next meeting and will be given the opportunity to appeal this decision.

Paragraph 5. The member in question can submit a written appeal to the GA no later than six (6) weeks after the decision was announced. Consult the by-laws for a detailed description of the procedure.

Paragraph 6. Notwithstanding the provisions in paragraphs 2, 3 and 4, the board or a member can terminate membership with immediate effect if the association or the member cannot reasonably be expected to continue the membership, following an association decision that increased the member's obligations or limited the member's rights.

Paragraph 7. The decision to expel a member can only be made by the GA if the member in question violates the articles of association, the by-laws and/or the association's decisions or if the member's behaviours or actions harm or disadvantage the association. The member will be notified of this decision immediately. This notification will be submitted in writing and substantiated. Paragraph 5 of this article shall apply here as appropriate.

Paragraph 8. The GA will be notified of the plan to expel the member during the next meeting and will be given the opportunity to appeal this decision.

Paragraph 9. If membership is terminated during the course of the association year, the member will be required to pay the full annual contribution to the association. The board may deviate from this provision if necessary. In this case, the board will notify the GA during the next meeting and substantiate its decision.

Article 9 Contribution

Paragraph 1. The annual contribution will be based on the board's recommendation and will be determined during the general assembly at least eight (8) weeks before the end of the association year.

Paragraph 2. If the contribution requirements change compared to the previous year, the members will be notified.

Paragraph 3. Members owe an annual contribution on the first day of the association year or on the day they registered as a member.

Paragraph 4. If membership is granted at a different point during the association year, the member is required to pay the full contribution for the entire year.

Paragraph 5. Alumni, members of merit and honorary members are not required to pay the annual contribution.

Paragraph 6. In special cases the board is authorised to grant an exemption or partial exemption from the obligation to pay a contribution. In this case, the board will notify the GA during the next meeting and substantiate its decision. The GA has the right to appeal this decision.

Article 10 Breach of contract

Paragraph 1. The association is entitled to charge the member for all judicial and extrajudicial costs incurred. These costs will be charged to the member as soon as they are in default and the matter has been handed over to a debt collection agency.

Paragraph 2. A declaration by the relevant lawyer, bailiff or collection agency will serve as proof of these extrajudicial costs.

Paragraph 3. In the event of non-payment, the association is entitled to suspend all products and services provided as part of membership, registration or agreement with the association. The member will be eligible for all services after the contribution has been paid in full.

TITLE 4

Funds

Article 11 Funds

Paragraph 1. The association's funds consist of:

- a. contributions;
- b. income from activities organised by or on behalf of the association;
- c. donations;
- d. subsidies;
- e. sponsorship;
- f. inheritance acquisitions, bequests and donations;
- g. other resources obtained lawfully on other grounds.

Paragraph 2. Endowments will only be accepted by the association with the benefit of inventory.

TITLE 5

Board

Article 12 The board

Paragraph 1. The board consists of at least three (3) regular members who are appointed by the GA for a period of one (1) year, subject to the provisions in paragraph 4. The board consists of a chair, a secretary and a treasurer.

Paragraph 2. Board members must have obtained at least forty (40) course credits for the Psychology Bachelor at Radboud University Nijmegen at the time of appointment.

Paragraph 3. The entire board steps down during the policy meeting at the end of the association year, in accordance with article 15 of these articles of association and after appointing the next board. All board members who step down can be immediately reappointed, in accordance with paragraph 4.

Paragraph 4. Board members who step down can be reappointed for a period of one (1) year.

Paragraph 5. Board members are appointed for the duration of the association year, unless an interim vacancy is filled, in which case the appointment will be valid for the remainder of the association year.

Paragraph 6. All board members are appointed by the GA. The by-laws may contain other rules regarding the administrative duties and responsibilities.

Paragraph 7. All board members can be dismissed or suspended by the GA at any time if the interests of the association so require.

Paragraph 8. Without prejudice to the above provisions, board membership will be terminated when the member resigns from the association.

Paragraph 9. If board members can no longer reasonably be expected to fulfil their duties, they can tender their resignation to the board. The resignation will be announced during the next general assembly meeting.

Paragraph 10. Following a resignation or dismissal, the board member in question must finalise any ongoing activities and transfer any information related to his or her duties.

Paragraph 11. If the board is not complete, the incumbent board members will make up the board and post a relevant vacancy as soon as possible.

Paragraph 12. If the board is unable to fulfil the duties outlined in these articles of association, the secretary must schedule a GA meeting within two (2) weeks, according to the method described in article 14.3 of this document. The board will continue to carry out its tasks until the GA has appointed a new board.

Paragraph 13. The board is charged with managing the association, subject to the limitations laid down in the articles of association and the by-laws. The board is free to delegate tasks to the committees. The by-laws contain further information about the tasks performed by the committees.

Paragraph 14. The board's decision-making power is described in more detail in the by-laws.

TITLE 6

Representation

Article 13 *Representation by board members*

Paragraph 1. Unless the law stipulates otherwise, the board is authorised to represent the association in law and otherwise.

Paragraph 2. The association will ideally be represented, in law and otherwise, by the full board or at least two (2) board members.

Paragraph 3. The board is authorised to resolve to enter into agreements to acquire, transfer, encumber, lease or let registered property and to enter into agreements pursuant to which the association commits itself as surety in respect of a debt after approval from the GA.

Paragraph 4. No appeal can be made by or against third parties in the absence of the approval described in paragraph 3.

TITLE 7

General assembly

Article 14 General assembly

Paragraph 1. The GA will be convened by the board at least three (3) times per association year, with due observance of a notice period of at least fourteen (14) days.

Paragraph 2. In addition to the meetings described in articles 15, 16, 17 and 18, the board will convene the GA as it considers necessary and if at least twenty (20) members submit a written request to the board that contains the subject matter to be discussed.

Paragraph 3. An invitation to the general assembly will be sent by post/e-mail to all members and will also be published in the newsletter, if possible.

Paragraph 4. The full agenda and all necessary documents will be made available to members at least seven (7) days before the general assembly is scheduled to start. The inspection location will be announced simultaneously with the announcement to convene the GA.

Paragraph 5. The general assembly will be led by an independent chairperson who is not a member of the board. The independent chairperson will be announced in the agenda. After the independent chairperson has been announced, members are free to submit a written objection against this appointment. The objection must include at least one (1) suggestion for a replacement. The nominee and the nominator cannot be the same person. The nominee must be present at the opening of the general assembly. Immediately after the meeting is convened, the GA will announce its decision about the objection.

Paragraph 6. Minutes will be made of all topics discussed in the general assembly, which will be made available to members on request, no later than four (4) weeks after the general assembly. The minutes will be made by a minutes maker appointed by the board. Paragraph 5 shall then apply mutatis mutandis.

Paragraph 7. The minutes made during the general assembly will be submitted as a document to be used during the next meeting.

Paragraph 8. In accordance with the request referred to in paragraph 2, the board is required to convene a general assembly within four (4) weeks. If the board did not honour the request referred to in paragraph 2, such that a general assembly can be held within six (6) weeks of submitting the request, the applicants are authorised to convene a meeting themselves, pursuant to paragraph 3. The board is obliged to facilitate this convocation.

Paragraph 9. The GA will have all the powers that have not been granted to the board by law, the articles of association or the by-laws.

Article 15 Policy meeting

Paragraph 1. If possible, the board will convene the general assembly every year on thirty (30) September but no later than five (5) October. During this meeting, the future board will announce its policy plan for the subsequent association year and submit it to the GA for approval. The approval of the policy plan coincides with the appointment of the future board as the current board.

Paragraph 2. After the GA has approved the policy plan, the new board is obliged to comply with and implement this plan.

Article 16 Annual meeting

Paragraph 1. A general assembly will be scheduled no later than one (1) month after the current association year has ended. This meeting will be referred to as an annual meeting. During this meeting, the current board will present its annual report and provide the necessary documentation to substantiate the policy it pursued in the past association year.

Paragraph 2. The treasurer is obliged to draft an annual statement for the relevant financial year and present this to members for review at least seven (7) days before the general assembly is scheduled to start at a suitable location. The board is responsible for drafting and presenting all relevant documents.

Paragraph 3. The secretary is obliged to draft an annual report for the relevant financial year and present this to members for review at least seven (7) days before the general assembly is scheduled to start at a suitable location. The board is responsible for drafting and presenting all relevant documents.

Paragraph 4. During the annual meeting, the GA will decide whether to approve the annual report and the annual statement. The decision referred to in this paragraph shall result in the discharge of the board.

Article 17 Budget meeting

Paragraph 1. The board will schedule a general assembly meeting no later than one (1) month after the current association year has ended. During this meeting, the current board will announce its budget plan for the subsequent association year and submit it to the GA for approval.

Paragraph 2. The topics as referred to in article 16.1 and article 17.1 can be discussed in the same meeting.

Article 18 Semi-annual meeting

Paragraph 1. The board will convene a general assembly halfway through the financial year. This meeting will be referred to as a semi-annual meeting. During this meeting, the board will present its secretarial and financial semi-annual report. The cash audit committee referred to in article 20 will report on its findings, as described in article 20 of these articles of association.

Paragraph 2. The treasurer is obliged to draft a semi-annual account for the current financial year. These documents must be made available to members at least seven (7) days before the semi-annual meeting is scheduled to start. The board is responsible for drafting and presenting all relevant documents.

Paragraph 3. The secretary is obliged to draft a semi-annual report for the current financial year. These documents must be made available to members at least seven (7) days before the semi-annual meeting is scheduled to start. The board is responsible for drafting and presenting all relevant documents.

TITLE 8

Decision-making

Article 19 Decision-making in the general assembly

Paragraph 1. All members who have not been suspended can attend the general assembly. Voting is reserved for regular members, all of whom have the right to cast one (1) vote. Eligible voters are not required to cast a vote and may abstain from voting.

Paragraph 2. Members can submit a written notification to authorise another regular member to cast a vote on their behalf. Members can only represent one (1) member at a time. The by-laws may include more information about these representation conditions.

Paragraph 3. Issues are voted on by a show of hands. Votes that involve people will be concluded in writing, unless the GA unanimously decides to vote by a show of hands.

Paragraph 4. Voting amendments can be proposed by at least five (5) members during the general assembly. Amendments will be voted on before the issue is voted on.

Paragraph 5. Issues will be decided on by majority rule, unless the articles of association provide otherwise. For votes concerning people, the individual who received the majority vote will be elected. If a majority vote is not reached, a second vote will be held between the two persons/issues that received the most votes in the previous voting round.

Paragraph 6. If the votes are divided in the general assembly, a written revote will be held. If the votes are still divided, the issue will be rejected. If a decision must be made, it will be decided by drawing lots.

Paragraph 7. Abstentions (blank votes) will be deemed to have been cast. Invalid votes will not be deemed to have been cast.

Paragraph 8. Decisions can only be made in the general assembly if more regular members are present than board members and if at least fifteen (15) voting members are present.

Paragraph 9. Decisions can only be made in the general assembly if at least fifteen (15) valid votes have been cast.

TITLE 9

Cash audit committee

Article 20 Cash audit committee

Paragraph 1. The association has a cash audit committee that consists of a minimum of two (2) and a maximum of three (3) members who are not members of the board.

Paragraph 2. The members of the cash audit committee review the final statement of the association year in which they were appointed. In addition, they check the treasurer's accounts at least once every three (3) months.

Paragraph 3. Members of the cash audit committee are appointed annually by the GA during the budget meeting.

Paragraph 4. The cash audit committee will report on its findings during the annual meeting and the semi-annual meeting.

Paragraph 5. The members of the cash audit committee cannot join a different committee within the association.

Paragraph 6. The board is responsible for providing the cash audit committee with the information it needs to carry out its tasks.

Paragraph 7. The by-laws may contain additional information about the appointment and activities of the cash audit committee.

TITLE 10

Advisory council

Article 21 Advisory council

Paragraph 1. The GA may decide to appoint an advisory council.

Paragraph 2. Further information about the appointment procedure and the activities carried out by the advisory council can be found in the by-laws.

TITLE 11

Amendments to the articles of association

Article 22 Amendments to the articles of association

Paragraph 1. Proposals to amend the articles of association can be made by the full board or at least twenty (20) voting members.

Paragraph 2. Amendments to the articles of association will only be implemented following a decision by the GA, which must be announced at least fourteen (14) days before the meeting is scheduled to be held.

Paragraph 3. The individuals who requested that the GA consider an amendment to the articles of association must make a copy of the proposed amendment available to all association members at least seven (7) days before the issue is to be discussed in a general assembly.

Paragraph 4. A resolution to amend the articles of association must receive a majority vote of at least two-thirds (2/3) of the valid votes cast during the general assembly.

Paragraph 5. An amendment to the articles of association will not enter into effect until after a notarial deed has been drawn up in respect of the amendment. The board will have the deed executed before the notary no later than four (4) weeks after the decision was made to amend the articles of association. The board will notify members as soon as possible after the deed has been drafted, in the manner set out in article 14.3.

Paragraph 6. The board is required to file a certified copy of the amendment and the amended articles of association at the Dutch Chamber of Commerce.

Paragraph 7. The provisions outlined in this article shall apply accordingly in the event of a merger or division.

TITLE 12

Dissolution and liquidation

Article 23 *Dissolution and liquidation*

Paragraph 1. The provisions outlined in article 22 apply to a resolution to dissolve the association.

Paragraph 2. The association will be dissolved as a result of insolvency due to bankruptcy, due to the lifting of the bankruptcy order due to the state of its assets, by the competent court in cases provided by law, or due to the absence of all members.

Paragraph 3. If no liquidators are present during the decision to dissolve the association, the liquidation shall be conducted by the board.

Paragraph 4. The GA will determine a suitable use for any surpluses, in accordance with the objectives of the association.

Paragraph 5. The association will continue to exist after being dissolved if and insofar as this is necessary for the liquidation of its assets. During the liquidation, the provisions of the articles of association and the by-laws will remain in force insofar as possible and necessary. In documents and notices issued by the association after liquidation, the words 'in liquidation' must appear after the name of the association.

TITLE 13

By-laws

Article 24 *By-laws*

Paragraph 1. The GA must adopt by-laws with provisions that do not conflict with the articles of association or the law.

Paragraph 2. The provisions contained in articles 22.1, 22.2, 22.3 and 22.4 apply accordingly with respect to a resolution to lay down or amend the by-laws.

TITLE 14

Final provisions

Article 25

The board shall decide on all matters not covered by the law, the articles of association or the by-laws.

