

## Statutes of SPIL – English translation

### CONTINUOUS TEXT

of the association's statutes

#### **Study Association for Political Scientists in Leiden**

settled in Leiden according to these

after deed of amendment of the statutes dated

17 September past by

Mr. N. Cusell, notary in Leiden.

The signed:

Mr. Nico Cusell, notary settled in Leiden:

Declares that he has satisfied himself to the best of his knowledge,

- That the statutes of the association **Study Association for Political Scientists in Leiden**, having its registered office in Leiden, read in accordance with the text attached to this certificate;
- That the statutes of the association were most recently amended by deed on September 17, 2012, executed by Mr. N. Cusell, notary in Leiden.

Thus signed in Leiden on September 17, 2012.

[signature and stamp]

## STATUTES

### Name and seat

#### Article 1.

The association bears the name:

“Studievereniging voor Politicologen in Leiden”, abbreviated “SPIL”.

It is located in Leiden.

### Goal

#### Article 2.

The association aims:

1.
  - a. to contribute to a lively exchange of thoughts on topics that need attention inside and outside of the study of Political Science;
  - b. to promote contacts with universities outside The Netherlands in the broadest sense of the word;
  - c. to inform on opportunities for internships and about the position of the political scientist on the labor market;
  - d. to promote informal contacts between political scientists.
2. It seeks to achieve this goal by organizing meetings in the broadest sense of the word, domestic and foreign excursions and the publication of a magazine.

### Duration and association year

#### Article 3.

1. The association has been entered into for an indefinite period.
2. The association year runs from the 1<sup>st</sup> of September until the 31<sup>st</sup> of August and is equal to the financial year.

### Capital

#### Article 4.

The capital destined for realizing the goal of the association is formed by:

1. The annual contribution of ordinary and extraordinary members, benefactors and reunionists;
2. Subsidies, legacies, bequests, donations, income from advertising and all other income.

### Membership

#### Article 5.

The association has:

- a. Ordinary members;
- b. Extraordinary members;
- c. Honorary members;
- d. Benefactors;
- e. Reunionists.

### 5.1.

- a. An ordinary member can be everyone who is registered as a student Political Science at Leiden University;
- b. An extraordinary member can be everyone who has shown interest in the association and does not satisfy to what is stated at 5.1a;
- c. A person can be appointed as honorary member when he/she has made him/herself useful to the association and/or the political science in a special way.

### 5.2.

- a. Ordinary and extraordinary members are those who have been admitted to the association by the board;
- b. An honorary member is appointed on proposal of the board or at least ten percent (10%) of the number of voting members, pursuant to a decision by the General Assembly taken by at least two-thirds (2/3) of the number of valid votes cast.

### 5.3.

The ordinary and extraordinary are obligated to comply by the statutes as well as the decisions of the General Assembly.

### 5.4.

An honorary member is exempt from paying contribution.

### 5.5.

1. Reunionists can become those who have been a member of the Study Association for Political Scientists in Leiden.
2. Reunionists owe the association an annual amount to be determined by regulation
3. Reunionists get regularly updated on what is going on in the association.

## Article 6.

1. The membership ends by:
  - a. The death of the member
  - b. Termination by the member
  - c. Termination by the association
  - d. Disqualification
2. Termination of the membership by the member should be done no later than one month before the end of the financial year in writing to the secretary of the board. The membership can be terminated by immediate effect if it cannot reasonably be expected to continue the membership.
3. Termination of the membership by the association can be done when a member has ceased to meet the requirements in the statutes, as well as it cannot be reasonably expected of the association to continue the membership.  
Termination is done by the board.  
If the member does not agree, disqualification will automatically take effect.
4. Disqualification of the membership can only be pronounced when a member acts contrary to the statutes, procedures or decisions of the association, such as, among other things, in the event of non-payment or late payment of the member's annual contribution despite payment reminders, or when a member unreasonably harms the association. Disqualification will be effected by the board, which will inform the member concerned of the decision as soon as possible, stating the reasons.  
The person concerned is authorized to appeal to the General Assembly within one month of receipt of notification.  
During the appeal period and pending the appeal, the member is suspended, except at the General Assembly when his appeal is dealt with.  
The decision of the General Assembly to disqualify will have to be taken by a majority of at least two-thirds (2/3) of the number of valid votes cast.

5. If the membership ends in the course of the financial year, the annual contribution for the entire financial will nevertheless remain payable by the member.

#### Article 7.

In all cases in which disqualification from the membership can take place, the board can suspend the member concerned for a period of six months, except when his appeal is dealt with at the General Assembly.

#### Article 8.

The honorary membership ends:

- a. By thanking the board in writing;
- b. on proposal of the board or at least ten percent (10%) of the number of voting members, pursuant to a decision by the General Assembly taken by at least two-thirds (2/3) of the number of valid votes cast.

#### Ordinary and extraordinary members, rights and obligations.

#### Article 9.

##### 1. Obligations

Each ordinary and extraordinary member owes an annual contribution to the association, the amount of which is determined by the General Assembly.

##### 2. Rights

- a. Every ordinary and extraordinary member, as well as honorary members, have the right to participate in everything that goes out in the association

Every ordinary, extraordinary and honorary member also receives the magazine published by the association;

- b. Every ordinary, extraordinary and honorary member has access to the General Assembly and has one vote.

#### Board

#### Article 10.

1. De board consist of at least an executive board, meaning a president, secretary and treasurer.
2. The General Assembly determines the amount of board members.
3. The board members will be chosen by and from the General Assembly.
4. The board members will be chosen for the maximum period of one year.
5. The positions of the executive board are incompatible.
6. Board members can at all times without stating of reasons by the General Assembly be suspended or fired. In respect of suspension or resignation, the General Assembly will decide with a two/third (2/3) majority of the votes cast.
7. A non-complete board remains administrative authoritative.

## Article 11.

1. The board is charged with governing the association.
2. The board is responsible for the policy of the association and its committees.
3. The board is competent to accountability of the association in and out of court. The accountability competence belongs partly to the president together with the secretary or the secretary together with the treasurer.
4. The board requires the approval of the General Assembly for:
  - a. The concluding of agreements regarding the buying, disposing or encumbering of registered property;
  - b. The concluding of agreements in which the association undertakes itself as the guarantor or primary co-debtor;
  - c. Supporting a third party or collateralisation itself for a debt of a third party;
  - d. Taking on a loan;
  - e. The disposing or encumbering of property registered to the association;
  - f. Entering into legal acts that transcend an amount that has been determined by the General Assembly.

The absence of this approval cannot be invoked against third parties.

## Board committees

### Article 12.

1. The association consists of committees.
2. The amount of committees, board members and their tasks will be determined by the General Assembly per the usual policy.
3. A board committee consists of at least a chair, who is also a member of the board, and a treasurer.
4. The candidate members of the board committee, with the exception of the chairs that have been appointed by the General Assembly, will be nominated by the board and, in the absence of any objection, be installed by the General Assembly.

## Association magazine

### Article 13.

The association has an association magazine.

1. The objectives of the association magazine are the following:
  - a. To fulfil the function of a forum on political matters;
  - b. To seek to connect political science with political practice;
  - c. To provide information regarding the department and student related matters.

2. The budget of the association magazine is part of the budget of the association.

## The General Assembly

### Article 14.

1. The General Assembly represents the highest power in the association.
2. Every regular, extraordinaire and honorary member, that has not been suspended has the right to access the General Assembly, except as has been provided for in article 6.4 and article 7.
3. The General Assembly must be held in the municipality in which the association is statutory located.
4. Annually, at least one General Assembly shall be held within two months after the end of the financial year, unless extension has been provided for this deadline by the General Assembly. In this General Assembly, the board will presents its financial and substantive annual report. This report as well as the minutes of the assembly shall be made at least one week before the General Assembly available for inspection at a suitable location.
5. Annually, the General Assembly appoints an Audit Committee of which the members cannot be part of the board and the board committees. The board is required to provide the committee all the information that it desires. The committee will report the General Assembly about its findings.

### Article 15.

1. Besides the General Assembly as described in the previous article, the General Assembly shall be convened by the board as often as they consider to be appropriate.
2. At the written request of at least ten percent (10%) of the voting members, the board is required to convene a General Assembly on a term of maximum four weeks. The convocation must be made within two weeks after the written request. If the board does not meet this request, the members may convene the General Assembly themselves.
3. The convocation of the General Assembly shall be made by a written notice to the voting members on a term of at least seven days. With this convocation, the subjects to be covered will be mentioned.
4. If there has been acted against the previous paragraph, the General Assembly can nevertheless decide legally, unless ten percent (10%) of the voting members object to this.

### Article 16.

1. At the General Assembly, legal decisions can be made if at least twenty five (25) members or ten percent (10%) of the voting members is present at the assembly. If less than twenty five (25) members or ten percent (10%) of the voting members is present at the assembly, a second assembly can be issued, which should be held no sooner than ten (10) days and no later than one month after the first assembly. At the assembly, decisions can be made regardless the amount of present members, however only on the subjects that were brought up at the previous assembly.
2. Access to the General Assembly have the members of the association, as is mentioned in article 14 paragraph 2, and those who have been invited by the General Assembly.
3. Entitled to vote are only the members, each having one vote.

Voting by proxy is allowed, provided that this has been done by a written request, and on the understanding that only members who are entitled to vote can be authorized and that one member can only vote by proxy for one other voting member.

4. The president decides the way in which voting takes place during the General Assembly.
5. All the decisions which by law or by these statutes do not require a bigger majority, shall be taken by absolute majority of the votes. In the event of a tie vote, the proposal is rejected. If at the election of persons no candidate obtains an absolute majority, there shall be a second vote for the two people who received the most votes.

#### Modification of the statutes

#### Article 17.

1. Modification of the statutes can only take place by a decision of the General Assembly, that shall be convened with the notice that a modification to the statutes will be proposed.
2. They, who have convened the General Assembly to propose a modification to the statutes, must submit their proposal for the modification at least five days before the General Assembly, and shall make it available for inspection at a suitable location until after the day of the assembly.
3. Modifications of the statutes can be decided upon by a two thirds (2/3) majority of the casted votes.
4. Modifications of the statutes will only go into effect after a notarial deed has been made.
5. Paragraph 1 and 2 of this article are not applicable if all the voting members are present at the General Assembly and the decision for modification of the statutes has been made by a general voting.
6. The members of the board are required to provide an authentic document of the notarial deed and a full copy of the statutes, after the modifications, at the offices of the Chamber of Commerce Association Register.

#### Article 18.

1. The provisions of article 17 paragraphs 1, 2, 3, and 5 apply mutatis mutandis to a resolution of the General Assembly to dissolve the association, on the understanding that a resolution to dissolve can only be taken in a meeting in which at least 25% of the voting members are present. If not twenty-five of the voting members are present, then a second GA will be held within four weeks thereafter, in the proposal of the previous meeting, regardless of the number of present members, may be decided by a majority of at least 2/3 of the valid votes cast.
2. Unless the General Assembly, as mentioned in the previous paragraph, determines another destination of the credit balance, this will accrue to those who are members of the association at the time of dissolution.
3. Unless the General Assembly decides otherwise, the liquidation will be effected by the board.
4. After the dissolution, the association will continue to exist as long as its necessary for the liquidation of its assets. During the liquidation, the provisions of the statutes will remain in force as much as possible. Documents and announcements issues by the association must add to its name the words: "liquidation".

## Final provisions

### Article 19.

1. The General Assembly may adopt one or more regulations, in which topics are regulated that are not exhaustive or fully provided in these statutes.
2. Regulations may not contain provisions that are contrary to the law or these statutes.



## **STATUTES AMENDMENT/20121317.01/1/RTHAK**

Present day, seventeen September two thousand and twelve, appeared before me, Mr. Nico Cusell, notary in Leiden:

The sir Mr. Rob Michiel ten Holder, who works at the office of Mr. Nico Cusell, notary in Leiden, born in Doetinchem on the tenth of June nineteen hundred and seventy-two, domiciled Verbeekstraat 12-Ee, 2332 CA Leiden;

Acting as a written representative of the board of the association: **STUDIEVERENIGING VOOR POLITICOLOGEN IN LEIDEN**, located in Leiden, office-based Wassenaarseweg 52, 2333 AK Leiden, registered in the trade register of the Chamber of Commerce under file number 40447158 and as such this legal person in accordance with the provisions of its statutes of association,

Hereinafter also referred to as “association”.

The appeared person, acting as reported, stated as follows:

- The statutes of the association were most recently amended and established by deed amendment statute-amendment on the fifteenth of February two thousand and six for Mr. de Vries, notary in Leiden;
- The statutes of the associations have since never been changed;
- At the general meeting held on the sixteenth of February two thousand twelve and the twelfth of April two thousand and twelve the general meeting decided, in accordance with all legal and statutory regulations, to partially amend and re-establish the statutes of the association, of which resolutions are evidenced by the minutes of that meeting attached to this deed.

The appeared person, acting as reported, stated in implementation of said decision as follows:

- a. To amend and re-establish article 3 paragraph 2, article 5 paragraph 1 sub c, article 5.6 paragraph 1, article 5.6 paragraph 2, article 10 paragraph 1, article 10 paragraph 5, article 11 paragraph 2, article 12 paragraph 1, article 12 paragraph 2, and the subhead of article 13 of the statutes of the association;
- b. Replace “Rijksuniversiteit Leiden” by the mention “Universiteit Leiden” everywhere in the association’s statutes;
- c. To expire article 5.5 of the statutes; so that article 3 paragraph 2, article 5.5 paragraph 1 sub c, article 5.6 paragraph 2, article 10 paragraph 1, article 10 paragraph 5, article 11 paragraph 2, article 12 paragraph 1, article 12 paragraph 2, and the subhead of article 13 of the statutes will read as follows:

### Duration and association year

#### Article 3

2. The association year runs from the first of September to August thirty one, and is the same as the financial year.

#### 5.1

c. He or she can be appointed honorary member who has made a special contribution to the association and/or political science.

## 5.5

1. Those who have been members of the Study Association for Political Scientists in Leiden can become reunionists.
2. Reunionists owe an annual amount, to be determined per regulation, to the association.

### Board.

#### Article 10.

1. The board consists at least of an executive board, that is to say a chair, secretary and treasurer.
5. Functions of the executive board are not compatible.

#### Article 11.

2. The board is responsible for the policy of the association and its committees.

### Board committees

#### Article 12.

1. The association has committees.
2. The number of committees, board members, and their tasks are determined by regulations by the General Assembly

### Associations' magazine

#### Article 13.

### **Authorization**

The authority of the appeared person has been established to me, notary, from two private acts of proxy, which proxies will be attached to this deed.

### **Domicile choice**

In this matter, domicile is chosen at the office of the notary, the depositary of this deed.

### **Conclusion**

Of which deed, executed in Leiden on the date mentioned in the head of this deed.

The appeared person is known to me, notary.

The content of the deed has been communicated and explained by me, notary, to the appeared person.

The appeared person has stated to have taken note of the deed and to have agreed to it.

Subsequently, the deed was read to a limited extent and immediately afterwards signed by the appeared person and me, notary.

Signing follows.

[Signature]