

# Statutes of Studievereniging der Psychologie Labyrint Leiden

As approved by the General Assembly on November 30th, 2010

## Name and Seat.

### Article 1.

1. The association is named: **Studievereniging der Psychologie Labyrint**. In these statutes Labyrint will be referred to as “the association”.
2. The association is located in Leiden, the Netherlands.

## Goal.

### Article 2.

1. The purpose of the association is:
  - a. to represent the interests of students in psychology with regard to their study and education;
  - b. to provide opportunities to gain knowledge about general and specific psychological topics;
  - c. to foster social contacts between members.
2. The association seeks to achieve this goal by:
  - a. organising scientific, cultural, sporting and social events and all other possible means;
  - b. maintaining contacts with other study associations.

## Duration, association year and fiscal year.

### Article 3.

1. The duration of the association is unconstrained.
2. The association year starts at the General Meeting specified in article 16 paragraph 2 and runs until the following General Meeting specified in article 16 paragraph 2.
3. The fiscal year of the association runs from the 1<sup>st</sup> of September till the 31<sup>st</sup> of August.

## Membership.

### Article 4.

1. The association has members, honorary members, members of Merit and extraordinary members. Where these statutes, or the regulations established by these statutes, mention member or members this represents ordinary members, honorary members, members of Merit and extraordinary members, unless otherwise specified.
2. Ordinary and extraordinary members are those who have been admitted as such in accordance with Article 5.
3. Members of Merit are those who, on the ground of special merits for the association or its purpose, are named as such by the General Assembly and have accepted this nomination.

4. Honorary members are those who, on the ground of extraordinary special merits for the association or its purpose, are named as such by the General Assembly and have accepted this nomination.

#### Article 5.

1. As normal member one can be admitted when enrolled at Leiden University for one or more courses of the study Psychology, and after having submitted a written request for acceptance to the Board. The Board decides on the acceptance. When not accepted by the Board, the General Meeting can still decide to accept the admission.
2. As extraordinary member one can be admitted in the same manner as mentioned in the previous paragraph if one has followed the study Psychology at Leiden University or is employed at the same university.

#### Article 6.

The membership is personal and is therefore not eligible for transfer or transition.

#### Article 7.

1. The membership ends:
  - a. through the death of a member;
  - b. by resignation of the member;
  - c. by resignation of the association;
  - d. by banning.
2. Resignation of membership by the member can only occur at the end of a fiscal year, as long as it is in writing and in compliance with a notice of at least four weeks. If this deadline is not met, the membership will continue until the end of the next fiscal year. Resignation of membership halfway through a year is permitted if it can be shown that one belongs to a group entitled to this, as specified in the Internal Rules ('Huishoudelijk Reglement').

Nevertheless, immediate resignation of membership is possible:

- a. if it cannot reasonably be demanded to allow the membership to continue
  - b. within a month after a decision has been made known or communicated to a member whereby their rights are restricted or their obligations are increased;
  - c. within a month after a member has been notified of a decision to convert the association into another legal entity or to merge.
3. Resignation of membership by the association may also only occur at the end of a fiscal year. The resignation is activated by the Board, in writing and with a notification period of at least four weeks. Resignation can only occur if a member no longer meets the statutory demands of membership, or if the association can no longer reasonably be expected to continue the membership. If a resignation is not activated in time, the membership will continue to the end of the following fiscal year.
  4. Resignation of the membership can only be activated when a member acts contrary to the statutes, the rules or the decisions of the association, as for example when a member fails to pay his yearly contribution in time, notwithstanding having received a payment reminder, or when a member harms the association unreasonably. The resignation is activated by the Board, which informs the member with the motivation as soon as possible.

The member concerned is allowed to appeal at the next General Assembly. The appeal deadline is at least one month. During the appeal term and awaiting the appeal, the member will be suspended. The decision at the General Assembly to resign must be taken with at least a two-thirds majority of the total number of votes.

The General Assembly can delegate the competence to resign to an assembly committee of at least three persons who are not part of the Board.

5. When the membership ends during a fiscal year, the yearly contribution will be due by the member in its entirety.

6. The Board can suspend a member for a period of six months, in writing and with motivation, for acting contrary to the statutes, rules or decisions of the association or for harming the association unreasonably. The provisions in paragraph 4 about an appeal apply correspondingly.

## Donors.

### Article 8.

Donors are those who have been accepted as such by the Board. The Board is authorized to end the donorship by a written notice. Donors are obligated to contribute financially to the association annually.

## Funds.

### Article 9.

1. The funds of the association consist of the annual contributions of the normal members, the extraordinary members and the donors, potential entrée fees, inheritances, legacies, gifts and other income.

2. Each member owes a yearly amount, which will be specified in the internal rules. Honorary members and members of Merit are exempt from this duty unless the General Assembly specifically decides that they also have to contribute.

## The Board.

### Article 10.

1. The Board consists out of at least three persons, who choose from amongst them a chairman, secretary and a treasurer.

2. The members of the Board will be appointed by the General Assembly. The General Assembly also decides on the number of Board members.

3. Board members can at all times be suspended or fired with motivation by the General Assembly. In case of suspension or firing, the General Assembly decides of a majority of two-thirds of the votes.

4. If in the case of suspension of a Board member the General Assembly has not decided to fire within three months, the suspension ends. The suspended Board member will be allowed to justify himself in the General Assembly for which he can be supported by a counsellor.

5. The members of the Board are appointed for a period of one association year and can immediately be reappointed.

6. Existing vacancies will be filled as soon as possible. An incomplete Board continues to be qualified.

#### Article 11.

1. The Board is responsible for managing the association. A possible executive Board is responsible for the daily management of the association. The Board can, until further notice, delegate tasks and responsibilities to a possible executive Board.
2. The Board is, with the exception of paragraph 3 of this article, also authorized to enter into agreements to acquire, alienate or give registered property into custody and to enter into agreements whereby the association commits itself as guarantor or individual joint debtor, represents a third party or provides security for the debt of another.
3. The Board requires the approval of the General Assembly for decisions to enter into agreements, described in paragraph 2. Without prior approval, the association cannot be represented legally for these legal actions.

#### Article 12.

1. The Board represents the association.
2. The representational authority is also vested in the chairman together with the secretary or the treasurer, or the secretary with the treasurer.
3. The Board may authorise one or more members of the Board or any others together or individually to represent the association within the limits of this authorisation.

### The General Assembly.

#### Article 13.

The General Assemblies are held in the town where the association is seated statutorily.

#### Article 14.

1. Members who are not suspended, people who are part of the bodies of the association, as well as those who have been invited by the Board and/or the General Assembly have access to the General Assembly. A suspended member has access to the assembly where the decision will be made about the suspension and is authorised to speak.
2. Normal members and members who have been granted permission in the Internal Rules are entitled to vote at the General Assembly. Each of them has one vote. Anyone who is entitled to vote is allowed to grant a written proxy to another voter to cast his vote. An entitled voter can vote as a proxy for one person only.
3. It is not possible to make legally valid decisions when half or more of the General Assembly are members of the Board, unless a majority of voters is present or represented in the General Assembly and the resolution is adopted unanimously.
4. A unanimous decision (other than to amend the statutes and internal rules) of all those who are entitled to vote in the General Assembly has the same weight as a decision of the General Assembly, even if they are not assembled in meeting, provided that the decision was taken with prior knowledge of the Board.
5. The chairman of the General Assembly determines the manner in which votes are conducted in the General Assembly, but votes about people must be conducted in writing. Votes about business matters are conducted manually, unless at least one member of the Assembly desires a written vote.
6. The counting of votes will be executed by both the secretary of the Board and the chairman of the General Assembly.

7. All decisions that do not require a bigger majority by law or these statutes are taken by an absolute majority of the votes cast. The procedure of the voting will be further specified in the Internal Rules.

8. If there is no absolute majority in the first round of an election between more than two candidates, a second round takes place between the two candidates with the highest number of votes, if necessary after an interim vote.

9. When during an election between people a tied vote takes place, the nomination will be decided by fate. It is up to the chairman of the General Assembly to decide how this election takes place, as long as the choice of election method does not favour either candidate.

#### Article 15.

1. The General Assemblies are led by an appointed chairman or vice chairman. The chairman and the vice chairman of the General Assembly are appointed annually by the voting members, who are not also a Board member. If neither of them is present, the General Assembly will provide a chair from amongst their midst.

2. The chairman and the vice chairman of the General Assembly are appointed by the General Assembly for one year. The procedure of the nomination and resignation is specified in the Internal Rules.

3. The secretary of the Board or someone appointed by the chairman will take the minutes of the proceedings of the General Assembly. These minutes will be adopted in the next General Assembly and signed for adopted by the chairman and the involved note taker.

4. The pronounced judgement by the chairman of the General Assembly in the General Assembly concerning the outcome of a vote is decisive. The same applies to the content of a decision, in as much as decisions will be taken about non-written proposals.

#### Article 16 .

1. There will be at least two General Assemblies annually.

2. The first annual General Assembly mentioned in paragraph 1 will take place within six weeks after the first of September and also serves as the beginning of the association year (see Article 3, paragraph 2). The agenda of this General Assembly will contain at least: a statement of the policy; a presentation of the budget; a vote about the association's policies as well as a vote about the budget.

3. The second General Assembly mentioned in paragraph 1 will take place two months after the first day of the fifth month after the start of the association year unless the General Assembly decides otherwise. The agenda of this General Assembly will contain at least: the half yearly report of the Board about the policy conducted so far; the implementations of the budget as well as the current state of the association.

4. Four weeks before, or at the latest at the first General Assembly of the next association year as mentioned in paragraph 2, the Board shall present an annual report which contains at least a report of the policies and a financial account. This annual financial account must at least contain a balance sheet; a profit and loss account; and an overview of the cash flow.

5. If the Board does not present an accountant statement in accordance with article 393, paragraph 5 of the Dutch Civil Code Book 2 with the annual report conform paragraph 4, the Board must present a control report from the Treasury Committee,

signed by the chairman of the Treasury Committee and the treasurer of the Board. Also, the General Assembly retains its right, as specified in the Dutch Civil Code Book 2 article 393, paragraph 2, to order an audit of the annual account by the persons who are authorised in paragraph 1 of the last mentioned article of the Dutch Civil Code Book 2.

6. The Board sends the annual financial account conform paragraph 4 to the Committee specified in paragraph 5 at least two weeks before the General Assembly. The Board is also beholden to provide all information for the control, to show the cash and the values, and provide access to the books and registers of the association. If the Committee deems that the control requires special accounting skills, an expert paid by the association can support it.

#### Article 17.

1. In addition to the General Assemblies as meant in article 16, General Assemblies shall be convened by the Board as often as it is deemed desirable. It is not allowed to hold a General Assembly during the academic holidays of Leiden University.

2. The Board is obliged to convene a General Assembly when there is a written request of at least fifty voting members or of as many members that represent one tenth of the votes at a plenary General Assembly. The complete, unanimous Advisory Board or the Treasury committee also have the right to convene a General Assembly.

3. The General Assembly must take place within a period of no longer than four weeks after the submission of an application specified in paragraph 2 of this article. If the Board does not indicate to accede to the request within fourteen days, the petitioners themselves may proceed to convene the General Assembly. The applicants are then able to charge others than the chairman or the vice chairman of the General Assembly with the chair of the meetings and take care of drawing up the minutes themselves.

4. The convocation of the General Assembly shall be made by notice in writing, through post or e-mail, to the voters for a term of at least 5 working days. Topics that are known to come up for discussion at the time of convocation have to be mentioned in this notice.

5. If there has not been a written convocation of the General Assembly, through post or e-mail, the General Assembly can nevertheless still take legal decisions, but only when at least such a number of voters is present at a meeting that represent at least half of the votes that can be cast at a plenary meeting and that none of them, nor the Board opposes the decision.

6. If the General Assembly is convened with a shorter than the prescribed period, then the General Assembly may nevertheless take legal decisions, unless a number of attendees representing one tenth of the voters opposes the decision.

7. Each member that is entitled to have access to the General Assembly as specified in article 14, paragraph 1, has the right to bring forward one or more points on the agenda until twenty-four hours before a General Assembly.

#### Statutes amendment.

#### Article 18.

1. Amendments to the statutes can only be effected by a decision of the General Assembly, which is convened with the announcement of the statute amendments proposal.

2. Those that announced the proposal of amendment of the statutes to the General Assembly, must put a copy of the proposal in an appropriate place where it will be available for inspection for members, at least five working days before the meeting until after the end of the day on the day the General Assembly took place.
3. The amendment of the statutes can only be decided by the General Assembly with a majority of at least two thirds of the released votes.
4. The amendment of the statutes will be activated after a notarial deed has been passed. Each of the members of the Board is authorized to execute the deed of amendment.
5. When all who are entitled to vote in the General Assembly are present or represented and the decision of amendment of the statutes is unanimously accepted, the provisions in paragraphs 1 and 2 of this article won't apply.
6. The members of the Board are obliged to deposit an authentic copy of the certificate of the statute amendment and a comprehensive and complete text of the statutes as they read after the amendments, in the offices of the 'Kamer van Koophandel en Fabrieken' association register.

## Dissolution and liquidation.

### Article 19.

1. The provisions of article 18, paragraph 1, 2, 3 and 5 apply correspondingly to a decision of the General Assembly to dissolve the association.
2. The General Assembly determines the destination of the credit balance in its decision referred to in the previous paragraph, and as much as possible in accordance with the purpose of the association.
3. The liquidation is executed by the Board.
4. After the liquidation the association will still exist to the extent necessary for the liquidation of its assets. The provisions of the statutes remain in force during the liquidation as far as possible. In documents and announcements issued by the association, the association has to add 'in liquidatie' to its name.
5. The association ceases to exist at the time when there will be no more known benefits available to the association, or to the liquidator(s). The liquidators report the dissolution to the registries where the association is registered.

### Article 20.

1. The books and records of the dissolved association must be kept for ten year after the settlement. The custodian is the person who is appointed by the liquidators.
2. Within eight days after the start of the obligation, the custodian has to give his name and address to the registers in which the association was registered.

## Committees.

### Article 21.

1. Committees are set up and members appointed by the Board.
2. Committees have the duties that will be determined at the time of their institution.
3. All further matters relating to committees will be defined in regulations.

## Regulations.

### Article 22.

1. The General Assembly may establish and change one or more regulations in which topics are settled which these statutes do not or not fully provide for.
2. A regulation cannot contain provisions that are contrary to the law or to these statutes.
3. Amending or adopting regulations can only be decided by the General Assembly with a majority of at least two thirds of the cast votes.