

SIB Amsterdam's Articles of Association

Article 1. Name

The Association bears the name AMSTERDAM STUDENT AND YOUTH ASSOCIATION FOR INTERNATIONAL RELATIONS [in Dutch: AMSTERDAMSE STUDENTEN- EN JONGERENVERENIGING VOOR INTERNATIONALE BETREKKINGEN, also known as the Dutch United Nations Student Association- Amsterdam, abbreviated to S.I.B. Amsterdam and D.U.N.S.A Amsterdam, respectively.

Article 2. Registered office and duration

1. The Association has its registered offices in Amsterdam.
2. The Association has been established for an indefinite period of time.

Article 3. Purpose

1. The purpose of the Association is to engender interest in the youth for the diplomatic, political, economic, social, historical, legal, cultural, and religious backgrounds of the relations that have arisen or may arise between states, peoples and international organisations and everything that relates hereto in the broadest sense.
2. The Association has no political affiliation nor does it espouse any particular belief system.
3. The Association unites itself to the ideas expressed in the preamble of the Charter of the United Nations and its Universal Declaration of Human Rights.
4. The Association works to achieve its purpose by organising substantive and social activities, as well as by all lawful means that may advance the achievement of its purposes.
5. The Association is a not for profit organisation.

Article 4. Relationship to S.I.B. the Netherlands

1. The Association is affiliated with the Foundation Student and Youth Association for International Relations, the Netherlands, abbreviated to S.I.B. the Netherlands.
2. The Association assumes all those obligations that bear upon an Association that is affiliated with S.I.B. the Netherlands, insofar as laid out in S.I.B. the Netherlands' articles of association.

3. The Articles of Association and Internal Regulations and authorised decisions handed down by S.I.B. the Netherlands prevail in cases of conflict with what is determined by or by virtue of these Articles of Association.
4. Decisions handed down by S.I.B. the Netherlands are communicated as quickly as possible to the members of the Association by or on behalf of the Executive Board. A decision to amend the articles of association or to dissolve S.I.B. the Netherlands must be communicated to the members within three weeks after the decision has been made.

Article 5. Members

1. Membership is open to natural persons between the ages of sixteen and thirty-five years and to legal entities.
2. The Executive Board makes decisions in regard to the admittance of new members. In the interest of the Association, the Executive Board may leave the first paragraph out of consideration. The Executive Board will communicate such at the next General Meeting (GM).
3. If the Executive Board makes a decision not to admit, the GM may still decide in favour of admittance.
4. Further rules concerning the requirements for membership and admittance of members may be drawn up in the Internal Regulations.

Article 6. Rights and obligations of members

1. The members are required to pay an annual contribution determined by the GM. In special cases, the Executive Board is authorised to provide a full or partial exemption from the obligation to pay a contribution.
2. The Association is entitled to charge the extra costs associated with the collection of the contribution to a member, if the member remains in default of payment of his financial obligations in respect of the Association.
3. A member is entitled to appeal to the GM against the decision to take measures within the meaning of paragraph two within one month of receiving notice of the decision. The member is to be informed of a decision in this regard in writing as quickly as possible. During the appeal period and pending the appeal, the decision is suspended under the understanding that if no appeal is instituted or if the appeal is rejected by the GM, statutory interest can be charged retroactively. A decision to charge administrative costs remains, however, in effect notwithstanding during the appeal period and the appeal.
4. The Executive Board keeps a registry containing at least the names, addresses, and birth dates of its members. Members are obliged to provide the Executive Board with the correct information required for this registry. The Association is not liable for any injurious or damaging consequences of negligence on the part of a member in this regard.

5. Further rules regarding the rights and obligations of members can be drawn up by or by virtue of the Internal Regulations.

Article 7. Honorary members

1. The Association has honorary members.
2. Honorary membership for special service to the Association can be conferred to a member, alumnus, or former member and is conferred at the recommendation of the Executive Board by the GM. Such decision on the part of the GM must receive at least two thirds of votes cast to be made.
3. Honorary members enjoy all the rights and bear all obligations that are conferred on members by or by virtue of the articles of association except the obligation to payment of the annual contribution.
4. Further rules regarding Honorary Membership can be drawn up in the Internal Regulations.

Article 8. End of membership

1. Membership ends:
 - a. upon the death of the member or if the membership is a legal entity, when it ceases to exist;
 - b. when a member cancels the membership;
 - c. when the Executive Board cancels the membership;
 - d. upon expulsion;
 - e. when the member reaches 36 years of age;
 - f. if the member decides to become an alumnus;
2. Cancellation on the part of the member may only take place at the end of the association year. Membership may be cancelled immediately if it is not reasonable to expect the member to allow membership to continue.
3. Cancellation on the part of the Executive Board may take place at any time if the member no longer meets the requirements for membership, if the member fails to meet its obligations in respect of the Association or if the Association cannot reasonably be expected to allow the membership to continue.
4. Expulsion is only possible if the member acts in a way contrary to the articles of association, the internal regulations, or decisions handed down by the Association, or if the member prejudices the Association. Expulsion takes place by decision of the GM requiring two thirds majority of votes cast.
5. If the Executive Board decides to cancel a membership, or if the GM decides to expel a member, the party involved is given the opportunity to make statements in this regard at the GM.

6. If membership ends because the member has reached 36 years of age, the membership continues nevertheless until the end of the association year. After this, the member automatically becomes an alumnus.
7. If membership ends during the Association year, the contribution for the entire Association year remains nevertheless due.
8. A member cannot eliminate for himself in this respect a decision that brings obligations of monetary nature to bear on members by cancelling his membership.

Article 9. Alumni

1. Members and former members, with the exception of legal entities, can become alumni. Alumni cannot be members of a Committee or Society, unless the Articles of Association or the Internal Regulations determine otherwise.
2. Alumni commit to payment of a minimum contribution set by the GM.
3. The Executive Board makes decisions in regard to the admittance of alumni.
4. Article 6 applies mutatis mutandis.
5. Alumni enjoy no other rights and bear no other obligations than those conferred or imposed by or by virtue of the Articles of Association or the Internal Regulations.

Article 10. Ending of the rights and obligations of alumni

1. Alumnus status ends:
 - a. upon the death of the alumnus;
 - b. upon cancellation on the part of the alumnus;
 - c. when the Executive Board cancels the membership;
 - d. upon expulsion.
2. Article 8, paragraphs 2 through 7 inclusive applies mutatis mutandis.

Article 11. Committees and Societies

1. The Association includes Committees and Societies.
2. Committees and Societies have a chairman, whom the Executive Board appoints.
3. Further rules regarding the substance and manner of operation of Committees and Societies may be drawn up in the Internal Regulations.

Article 12. The Executive Board - General

1. The Executive Board is charged with directing the Association.

2. Only a natural person may be appointed as a member of the board.
3. The Executive Board consists of at least a chairman, secretary, treasurer, and national representative. A member of the board may be vested with more than one office; however, the offices of chairman, secretary, and treasurer may not be held in combination by one person.
4. The national representative is charged with representing the Association in the board of S.I.B. the Netherlands.
5. If the number of the members of the board drops below four, the Executive Board may only make decisions with the permission of the Advisory Board. The Executive Board is required to hold a GM as quickly as possible in order to fill the vacancies.
6. The Executive Board must always be accountable to the GM.
7. The Executive Board is authorised to have certain components of its task be performed by Committees under its own responsibility. Further rules regarding these committees can be drawn up by or by virtue of the Internal Regulations.
8. Further rules regarding the Executive Board, its meeting, and decision making may be drawn up in the Internal Regulations.

Article 13. Executive Board - Authority and Representation

1. The Executive Board, subject to the permission of the GM, is authorised to:
 - a. Conclude agreements for the acquisition, alienation, or burdening of property subject to registration;
 - b. Conclude agreements, whereby the Association is the guarantor or joint and several debtor, advocates for a third party, or provides security for a debt of a third party;
 - c. the performance of legal acts and/or the making of investments in an amount in excess of a value of five thousand Euro (€5.000, --).

Reliance may be made on a lack of permission as mentioned in the first paragraph against third parties.

2. The Executive Board must also receive the permission of the GM for decisions pertaining to:
 - a. the renting, letting out, and using or obtaining for use in another way of immovable property, with the exception of such agreements having a maximum duration of one day;
 - b. the conclusion of agreements whereby the Association is provided with bank credit;
 - c. the lending and borrowing of sums of money not including use of bank credit provided to the Association;
 - d. reaching a settlement;

- e. taking legal action, including arbitration proceedings, but excluding the taking of preservation measures and the taking of those legal actions that cannot be subject to delay;
- f. concluding or changing an employment contract;

Reliance may not be made on a lack of permission as mentioned in the first paragraph against third parties.

3. The Executive Board is authorised to represent the Association at law and otherwise. Representational authority is also vested in at least two Members of the board jointly. The GM can grant individual members of the board representational authority.

Article 14. Executive Board - Appointment

1. The outgoing Executive Board is to provide a substantiated non-binding proposal for the new Executive Board.
2. The nomination of a candidate for a board position occurs by written notice to the Executive Board. The Executive Board informs the members of the possibility of nominating oneself as a candidate for the Executive Board at least eight weeks in advance of the GM at which the appointment is to take place.
3. The Gm appoints the Executive Board by means of the procedure contained in Article 22 fourth through seventh paragraphs inclusive.
4. Members of the board are appointed for a period of one association year.
5. Members of the board must be members and must have fulfilled all their financial obligations in respect of the Association.
6. Change in the board takes place at the annual mandatory GM at which the annual report and accounts are also addressed. The name of the person filling an interim vacancy is to appear in the rotation schedule in the place of his predecessor.
7. Further rules regarding the appointment of the Executive Board may be drawn up by or by virtue of the Internal Regulations.

Article 15. Executive Board - Suspension and termination of Executive Board membership

1. The GM is always entitled to suspend or dismiss a member of the executive board by a two thirds majority of votes. A suspension that is not followed by a decision to dismiss within three months ends upon lapse of that same period.
2. The Executive Board can suspend a member of the board. Such decision may only be made if the member of the board acts in a way that is contrary to what has been determined by or by virtue of the Articles of Associations and the Internal Regulations and decisions handed down by the GM, or if the member is seriously remiss in the performance of his duties.

3. Membership in the board also ends:
 - a. By cancellation of membership in the Association;
 - b. By informing the other members of the board and the Advisory Board of a personal decision to end one's membership in the board.

Article 16. The association year

The association year begins 1 September and ends 31 August.

Article 17. Advisory Board - Authority

1. The Association has an advisory board (AB).
2. The AB provides advice and assistance to the Executive Board. The AB is authorised to provide the Executive Board with advice both upon request and unasked, if such is deemed necessary or desirable in the judgement of the AB.
3. The AB can advise members if a conflict situation arises between members and the Executive Board.
4. If the AB considers it important for the performance of its duties, it can convene a joint meeting of the Executive Board and the AB. The Executive Board is required to cooperate with such joint meeting. If the AB considers it important for the performance of its duties, it can convene a GM.
5. If the Executive Board is unable to perform its duties due to circumstances beyond its control, the AB assumes those duties temporarily. The AB may do so for a period not to exceed four weeks. In this case, the AB is to convene a GM as quickly as possible and in any case within the four-week period, in order to address the situation that has arisen. Article 23, first paragraph applies insofar possible mutatis mutandis.

Article 18. Advisory Board - Structure

1. The AB consist of at least three members. Only natural persons may be members of the AB. Members of the AB do not need to be members of the Association.
2. A member of the AB may not also be a member of the board or chairman of a committee or society at the same time. If a member of the AB becomes a member of the Executive Board or chairman of a committee or society, he is immediately suspended as member of the AB. The suspension is lifted immediately once the reason for the suspension has ended.
3. The GM appoints a member to the AB for a period of two years. A one-year reappointment at the proposal of the AB is always possible.
4. Membership in the AB as such does not entail a vote in the GM but does entail the right to be present at the GM and the right to be heard at the GM.

5. The members of the AB are obligated in so far as possible to observe confidentiality in connection with the performance of the AB's task with respect to everything that is known to them or has become known to them in the context of their duties.
6. A member of the AB who violates his obligation to observe confidentiality within the meaning of the fifth paragraph or acts in a way that is contrary to the articles of association, regulations or decisions of the Association or prejudices the Association unreasonably, can be stripped of membership in the AB whether or not at the proposal of the Executive Board or the AB. The GM and the AB are authorised to suspend a member of the AB in cases such as described in the first sentence. A suspension that is not followed by a decision to strip membership in the AB within three months ends upon lapse of that same period.
7. Further rules regarding the AB's manner of operation may be drawn up in the Internal Regulations.

Article 19. General Meeting

1. The General Meeting (GM) is the highest governing body within the Association.
2. The GM enjoys all of the Association's authority that is not vested in other governing bodies by operation of the law, the Articles of Association or the Internal Regulations.
3. The Executive Board is required to convene a GM within four weeks when at least one tenth of the members jointly submit a written request to that end. If the board is not authorised to do so, the AB fulfils such request.

Article 20. General Meeting - Access and voting rights

1. Members of the Association, alumni, and members of the board of S.I.B. the Netherlands are entitled both to access the GM and to be heard by the GM. Suspended members and alumni are only entitled to access and to be heard at that portion of the meeting which will address their dismissal, cancellation of membership, or expulsion.
2. The Executive Board decides on questions of admittance and the hearing of persons other than as described in the first paragraph. The Executive Board is to inform the GM of such upon opening the meeting. Still, the GM is entitled to decide about such admittance or non-admittance. The party involved is entitled to access and to be heard during that portion of the meeting that will address the decision.
3. Every member of the Association, who is not suspended, has a vote. A member of the AB, who is not a member, has an advisory vote.
4. Only a member who is physically present at the GM and is registered on the attendance list may participate in a vote.

Article 21. General Meeting - Chairmanship and minutes

1. The chairman of the Association or his replacement presides over the GM. If neither is present, another member of the Executive Board or a member of the AB can chair the GM. If a chair for the GM cannot be provided in this manner either, the GM may provide for the same itself.
2. The secretary or another person appointed by the chairman of the GM for that purpose takes minutes of the proceedings of the GM. The minutes are presented to the members at the next GM for approval.

Article 22. General Meeting - Decision making

1. Unless the articles of association or the law determines otherwise, the GM hands down decisions by absolute majority of votes. Blank votes are considered to be uncast votes.
2. A vote in regard to persons takes place in writing.
3. A person who has put himself forward as a candidate for a position can only be elected by an absolute majority.
If the votes are tied in the election of a person, a revote is held. If the votes in the revote are also tied or the candidate does not receive an absolute majority of the votes, a new GM should be convened within a month to provide for that position unless the GM considers it unnecessary to do so.
In an election of persons whereby it is possible to choose from among multiple candidates, the candidate who receives the absolute majority of the votes is elected. If no one receives the absolute majority of the votes in an election as described in the first sentence, revotes take place whereby the candidate who receives the least votes does not proceed to next round of voting.
If more than one candidate receives the least number of votes in that round, a revote is held beheld the two. If the votes are tied, the one who falls out of the race is determined by lot.
In case of a tied vote between the only two remaining candidates, a revote is held. Such revotes continue, either until one candidate receives the absolute majority of the votes, or until the votes for the only two remaining candidates are tied, in which case the one who falls out is determined by lot.
If only one candidate remains, paragraphs 5 and 6 apply in full.
4. The decision of the chairman of the GM announced at the meeting about the outcome of a vote is final. The same applies to the substance of a decision that has been made insofar as the vote concerned a proposal that was not laid down in writing.
5. If, however, the correctness of the decision described in the first paragraph is disputed immediately after its announcement, a new vote takes place, if the majority of the GM so desires, or, if the original vote did not take place by roll call or in writing, if a person with voting rights who is present desires so.

The new vote causes the legal consequences of the original vote to lapse.

6. All other votes take place orally, unless the chairman deems an oral vote desirable or one of the persons with voting rights desires such for the vote. A written vote takes place using sealed unsigned ballots. Decision making by acclamation is permitted, unless a person with voting rights desires that a vote by roll call take place.
7. If the votes on a proposal that is not in regard to a person are tied, the proposal is voted on again. If the votes tie on a revote, the proposal is rejected.
8. The chairman of the GM must inform members about the possibilities surrounding voting as well as the consequences of those possibilities.

Article 23. General Meeting - Convention

1. The call to meet takes place in writing addressed to all those affiliated with the Association. The period for convening the meeting must be at least seven days after the date of the call to meet.
2. A written call to meet includes convening of the meeting by means of electronic communication.
3. The subjects to be addressed at the meeting are to be stated in the call to the meet.

Article 24. Annual report - account

1. The Executive Board must keep notes on the financial condition of the Association in such a way that it always possible to determine the Association's rights and obligations from them. The Executive Board is obliged to keep the aforementioned documents for seven years.
2. The financial year is the same as the association year.
3. The Executive Board must present its annual report at a GM within six weeks of the end of the association year, save for extension of this deadline by the GM, and provides upon submission of a balance sheet and statement of income and expenditures, an account of the management it performed during the previous financial year.
4. The GM appoints an audit committee each year. That committee must consist of at least two persons. Members of the audit committee are not permitted to be members of the Executive Board at the same time. The audit committee audits the account that the Executive Board provides and presents a report of its findings at the GM.
5. If the audit of the account requires special accounting knowledge, the audit committee may seek the assistance of an expert. The Executive Board is obligated

to provide all the information to the audit committee that it desires, if desired to show the audit committee the cash and valuables, and to allow the audit committee to inspect the accounts and documents of the Association.

6. The audit committee's instructions can be cancelled at any time by the GM, but only by appointing another audit committee.

Article 25. Amendment to the Articles of Association

1. An amendment to the Articles of Association can only be made by way of decision handed down by the GM. The convening of the GM must state what the proposal for amendment of the articles of association will be.
2. The one who performed the convening of the GM for the handling of a proposal for the amendment of the articles of association, must place a copy of that proposal containing a word for word representation of the proposed amendment in a suitable place at least ten days before the meeting and it must remain there until the end of the day on which the meeting is to be held so that members can inspect it.
3. The decision to amend the articles of association is adopted by the GM with two thirds of votes cast. The decision is only valid if at least two thirds of the members are present. If the required quorum is not present, a second GM is to be convened and held no sooner than ten days but within four weeks, whereby a vote is held once again on the proposal as it came up for discussion at the first GM in question. At the second GM, decision to amend the articles of association can be made regardless of the number of members present with at least two thirds of the votes cast.
4. An amendment to the articles of association does not come into effect until a notarial deed to that end has been executed. Any member of the executive board is authorised to have the deed executed.

Article 26. Dissolution

1. The Association can be dissolved by a decision handed down by the GM. The determinations of the first, second, and third paragraphs of Article 25 apply mutatis mutandis.
2. In case of discontinuation of the Association, the GM decides on the designated use of remaining monies, with due consideration for the Association's purpose. The documents regarding the financial settlement must be kept for at least thirty years after discontinuation in the manner determined by the GM.
3. The executive board, or those designated for that purpose by the GM, conducts the settlement.
4. The Association continues to exist to the extent required for the completion of the winding up proceedings.

Article 27. Internal Regulations

1. The Association has Internal Regulations.
2. The Internal Regulations may not conflict with mandatory rules of law nor the Articles of Association.
3. A decision to amend the Internal Regulations is adopted by the GM with two thirds of votes cast.

Article 28. Concluding provision

The Executive Board decides in cases for which neither the law nor the Articles of Association nor the Internal Regulations provide. If the Executive Board is not authorised or able to decide in these cases, the AB decides.