

Articles of Association of L.S.S.V. Het Duivelsei

Disclaimer: this is the translation of the Dutch version of the Rules and Regulations. As the Dutch document is the main version, the wording in the Dutch version is leading and legally binding. This document is provided for accessibility, not as a (legally) binding document.

Name and Place.

Article 1

The association has the name: “Leidse Studenten Spellen Vereniging Het Duivelsei” (Leiden Student Board Game Association Het Duivelsei) and is located in the municipality of Leiden.

Goal.

Article 2

1. The association has as its goal to improve active participation of board games, role-playing games, video games and other games among students.
2. It tries to achieve this goal by:
 - a. bringing together the participants of the games named in paragraph 1;
 - b. establishing and maintaining contacts or partnerships with other associations with similar goals;
 - c. possibly organizing tournaments and similar gatherings.

Duration

Article 3

The association will exist indefinitely.

Membership

Article 4

1. The association can have normal members, special members, alumni and honorary members. Whenever these Articles of Association refer to a member or members, this will include normal, special and honorary members, unless otherwise stated or it is clear from context.
2. Normal members must be students and at least 16 years of age.
3. Special members must be non-students between the ages of 16 and 30.
4. Normal and special members must have let the board know of their intention to become members and have been accepted by the board.
If the board refuses to accept, the general assembly may still accept instead.
The general assembly may delegate this to a committee formed by the general assembly, which must have at least three people, all of whom are not part of the board but are members.
5. Alumni must have been accepted as such by the board. The board is allowed to terminate alumniship with written notice. Alumni must pay a yearly monetary amount to the association, the minimum of which may be determined by the general assembly.
6. Honorary members are those that, as a result of special services to the association, have been awarded by the general assembly and have accepted this award.

Article 5

Membership is personal and may thus not be transferred in any way.

Article 6

1. Membership will end with:
 - a. the death of the member;
 - b. termination of the membership by the member themselves;
 - c. termination of the membership by the association;
 - d. being relieved from membership;
 - e. when, at the start of a new financial year, the member has reached the age of 30 and is no longer a student.
2. Membership can only be terminated by a member at the end of a financial year, with a written notice four weeks in advance.
When a request for termination has not been made in time in the cases of subparagraphs b and c below, the membership will continue until the end of the next financial year.
However immediate termination of membership is possible:
 - a. if it is no longer reasonably possible to continue the membership;

- b. within a month after a member has been notified or learned of a restriction in their rights granted by the association or an increase in their responsibilities for any non-monetary reason.
 - c. within a month after a member has been notified of the association changing into something other than an association, or after a fusion.
3. Termination of membership as done by the association can also only be done at the end of a financial year. This termination will be executed by the board, who must send a written notice four weeks in advance.
Termination as done by the association can only be done when it is no longer reasonably possible for the association to continue the membership.
When a notice of termination has not been send in time, the membership will continue until the end of the next financial year.
4. Being relieved from the membership can only happen, when the member acts contrary to the Articles of Association, House Rules and Regulations, or decisions made by the association. This includes, but isn't limited to, not paying the yearly membership fee or not paying on time, despite repeated reminders, or by unfairly disadvantaging the association.
The relief will be done by the board, which will notify the member, stating reasons, as soon as is reasonably possible.
The member in question is allowed to call up a general assembly to discuss the matter, at the latest a month after receiving the notification of termination. Until this general assembly takes place, the member will be suspended.
For membership to be relieved, the general assembly must vote with at least a majority of two-thirds of the amount of votes cast.
5. When the membership of a member ends during a year, the member must still pay the membership fee for the entire year.

Article 7

1. The board is allowed to suspend a member that acts contrary to the Articles of Association, House Rules or decisions made by the association or who unreasonably disadvantaged the association for up to six months.
2. A decision to suspend a member can only be taken after the board has heard the member, unless this cannot reasonably be expected by the board.
The member will receive written notice of the decision made by the board as soon as is reasonably possible.
3. After the suspension is lifted, the membership of the member may still be relieved by the procedure described in article 6 paragraph 4.

Donators

Article 8

Donators are those who have declared themselves willing to financially support the association. The minimal amount they are required to donate can be set by the board. The board is authorized to terminate sponsorships of this kind.

Funds

Article 9

1. The funds of the association consist of the yearly contributions from normal members, special members, alumni, donators, inheritances, legacies, donations and other income sources.
2. Every member must pay a yearly membership fee, the amount of which is determined by the general assembly.
Unless decided otherwise by the general assembly, honorary members are exempt from paying membership fees.

The Board

Article 10

1. The board will consist of at least three and at most eight people, who must appoint a chair, a secretary and a treasurer among themselves.
2. All members of the board must be members of the association and be appointed by the general assembly.
3. Members of the board may be suspended or fired by the general assembly at any time, stating reasons. For this, the general assembly must hold a vote that receives a two-third majority of all votes cast.
4. If the general assembly has not decided to fire a suspended board member within three months, the board member will be reinstated. A suspended board member must be allowed to defend themselves in the general assembly and may be accompanied by a lawyer.
5. Every board member is appointed for one year, that is, the time between two general assemblies of the same kind. Board members may be reappointed.
6. Board members are allowed to resign at any time, given that they give two months written notice.

7. If any vacancies appear in the board, these should be filled as soon as possible. However, during this period, the board is allowed to function as normal.
8. The general assembly may discharge the entire or partial board for their actions as the board. This discharge may be honorable, dishonorable, with thanks or without any special notice.
9. If, for any reason, the entire board is temporarily or permanently unable to perform their duties, then former board members that are still members are tasked with holding a general assembly as soon as possible.

Article 11

1. The board must govern the association.
2. The board is, barring paragraph 3 of this article, authorized to decide to enter into agreements for the purchase, alienation or encumbrance of registered goods and to enter into agreements in which the association [undertakes as a guarantor], [is jointly liable], [makes itself strong for a third party] or [binds itself as collateral for the debt of another].
3. The board must receive the approval of the general assembly when deciding to enter into any of the arrangements described in paragraph 2 of this article. Without express consent, the board may not legally represent the association when making these arrangements.
4. If a member of the board has any personal stakes in a decision that may influence their opinion on the matter, that board member may not partake in the decision the board reaches on this matter. The other board members must make a decision without their input.

Article 12

1. The board represents the association.
2. Two or more board members are required to represent the association.
3. The board may authorize one or more board members or other people to represent the association within set boundaries.

The general assembly

Article 13

The general assembly must be held in the municipality in which the association is located according to its Articles of Association.

Article 14

1. The following groups are allowed to enter a general assembly:
 - a. any member that is not currently suspended;
 - b. any person that is part of any body of the organization;
 - c. any person specifically invited by the board or the general assembly;
 - d. any suspended member whose suspension is discussed in this general assembly. This member is allowed to speak during this assembly.
2. Members are allowed to vote in general assemblies. Every member has exactly one vote. A member that is allowed to vote may authorize another member that is allowed to vote to vote for them by providing written authorization. Any member may at most vote for two other people.
3. If the board member described in article 11 paragraph 4 is the chair of general assembly, any other board member may suspend the chair. The chairmanship must then be transferred as described in article 15.
4. A unanimous vote of all those who are authorized to vote has the same power of a decision made by the general assembly, regardless of whether there is currently a general assembly ongoing given that the board has received notice beforehand. This vote may not be about changing the Articles of Association.
5. The chair of the general assembly may determine in what manner votes are held in the general association.
6. In all cases in which the law and these Articles of Association do not provide how large the majority of a vote must be, this majority will be more than half of the cast votes. In case of a tie in a vote over the election of a person, a die will be cast. In other cases of a tie, the proposal will be rejected.
If in a vote between more than two people neither has received more than half of the votes, a new vote will be held solely between the two people with the most votes.

Article 15

1. The general assembly must be led by the chair of the board or the vice chair. If both are not present, another board member as decided by the board will be the chair. If this does not provide a chair for the general assembly, the general assembly must provide one themselves. Until the general assembly has done this, the oldest present person will be the chair.
2. The general assembly may choose a different chair for the general assembly than that described in paragraph 1 of this article. This requires an oral vote receiving more than half the votes cast.
3. The judgment made by the chair of the general assembly and accepted by the general assembly, is definitive.
The same is true for the contents of a decision, insofar the vote was not about a written proposal.
If the judgment, decision or correctness of either is contested immediately after the chair has spoken this, a new vote may take place if either more than half of those present

desire it, or if, when the vote was neither oral nor written, at least one person present desires this. If this happens, all legal consequences of the earlier vote will be canceled.

4. Minutes will be taken of what is discussed in the general assembly, either by the secretary or by another person chosen by the chair of the general assembly.

These minutes must be presented on either this or the next general assembly and be signed by both the chair and note taker of that general assembly.

In case the next general assembly takes place within a month after the previous general assembly, this requirement may be lifted. The minutes must then be presented at the latest at the first general assembly after the original general assembly, and be signed by both the chair and note taker of the original general assembly.

Article 16

1. Every year, there must be at least one general assembly, which must take place in the first six months of each fiscal year - which runs from september 1st to august 31st - unless the general assembly has decided otherwise.

In this general assembly, the board will present their annual report about the state of affairs of the association and the policies they pursued. It will also describe the fiscal status of the association, such as its income and expenses, including explanation. All of these documents must be signed by all board members; if any signature is missing, this will be noted, including the reasons why this happened.

2. If an explanation as described in Article 393 Paragraph 1 Book 2 of the Dutch Burgerlijk Wetboek regarding the documents described in paragraph 1 of this article is not handed over or its truthfulness is in question, the general assembly may appoint a committee for a year consisting of at least two members, all of which are not part of the board.
3. The board must hand this committee the documents described in paragraph 1 of this article at the latest a month before the general assembly takes place.
The committee will investigate these documents and share its findings with the general assembly.
4. The board must answer all questions and provide all documents asked by this committee, including, but not limited to, showing the fiscal state of the association and any physical documents created during the year.
5. If this investigation requires specific accounting knowledge the committee does not have, the committee may hire a professional at the expense of the association.

Article 17

1. Except for the general assembly described in Article 16, the board may call up as many general assemblies as it wants to.
2. After a written request of at least 10% of the total number of those allowed to vote in general assemblies or 25 members, the board must call up a general assembly within four weeks of receiving the request.

If, after fourteen days, the board has not yet followed up on this request, the petitioners

may call up a general assembly themselves.

The petitioners may in this case ask non-board members to be the chair of this general assembly and take minutes.

3. A general assembly is called up by sending out a written notice at least seven days in advance. This notice must include the subjects that are to be discussed.
4. If no written notice of the general assembly has taken place, a general assembly may still make binding decisions. However, this requires that more than half of all members that may vote are present and none of them nor the board is opposed to this. If a written notice was sent out too late, a general assembly may still make binding decisions, unless a tenth of those present or 25 members are opposed to this. For subjects not included in the written notice, the first sentence of this paragraph applies.

Changing the Articles of Association

Artikel 18

1. The Articles of Association can only be changed by the general assembly and only when the written notice for this general assembly included that a change to the Articles of Association would be presented.
2. The proposed changes to the Articles of Association must be shared in such a way that all members are able to see and understand the changes at the latest seven days before the general assembly takes place. The responsibility for this falls on those who have called up this general assembly.
3. The Articles of Association can only be changed by a two-thirds majority in a vote in the general assembly.
4. The changes to the Articles of Association are in effect only after a notarial deed has been drawn up. Every member of the board is allowed to sign and execute this deed.
5. Paragraphs 1 and 2 of this article do not apply if all members are present or represented in a general assembly and the decision for a change to the Articles of Association is adopted with a two-thirds majority.
6. The board must provide an authentic copy of the deed of the change of Articles of Association as well as a complete version of the new Articles of Association to the Kamer van Koophandel en Fabrieken.

Dissolution and Liquidation

Article 19

1. Paragraphs 1, 2, 3 and 5 of Article 18 apply to a decision made by the general assembly on the dissolution of the association.

2. When a general assembly is called up as in paragraph 1 of this article, the written notice must include that the dissolution of the association will be discussed. This notice must be sent out at least fifteen days in advance.
3. During this general assembly, it must be decided what is done with the remaining money the association has left, which must align with the goals of the association as closely as possible.
4. The liquidation of the association is done by the board.
5. After the dissolution of the association, the association may keep existing if this is required for the liquidation of the association.
During this period, these Articles of Association will stay in effect as much as possible. In all documents and announcements made by the association, the words 'in liquidatie' (in liquidation) must be added to its name.
6. The association will cease to exist when it no longer has any open bills, as far as the liquidators and the association are aware of. The liquidators will then contact the registers in which the association is known to tell them the association has ceased to exist.
7. Any leftover money will be spent in a way determined by the general assembly, as much as possible in line with the goal of the association.'

Article 20

1. Fiscal and other records of the association must be preserved for at least seven years after the end of the liquidation by a person appointed by the liquidators.
2. Within eight days of the start of this seven year period, the keeper must provide their name and address to the registers to which the association was known.

Regulations

Article 21

1. The general assembly may establish and amend one or more regulations, which regulate subjects that are not or not fully provided for by these Articles of Association.
2. These regulations may not conflict with the law or with these Articles of Association.
3. The procedure described in article 18 paragraphs 1, 2 and 5 applies to establishing and amending these regulations.

Closing Statement

Article 22

The general assembly has all rights that are not entrusted to the board by the law, these Articles of Association or any regulation.