

Establishment of the ASTUS Association

ACT OF ESTABLISHMENT ASSOCIATION

Today, in the year two thousand nineteen, appeared before me:

Mr. Carolus Gerardus Johannes Stöger, notary in The Hague:

1. Mr. Danny Delano Oldenstam, residing at Opijnenhof 25, 1106 XP, Amsterdam, born in Amsterdam on March 18, 1993, unmarried and without a registered partner;
2. Ms. Sietske Fresow, residing at Grote Markt 6 D, 2511 BG, The Hague, born in 's-Hertogenbosch on September 28, 1997, unmarried and without a registered partner.

Introduction

The parties declared to establish an association, for which the following statutes apply.

Statutes

Name and Seat

Article 1

1. The association is called: Association for Students of Urban Studies, also known as ASTUS.
2. Its registered office is in the municipality of The Hague.

Purpose

Article 2

1. The aim of the association is to:
 - Promote interaction among Urban Studies students of Leiden University and represent their interests;
 - Foster a community of Urban Studies students;
 - Collaborate with associations and/or institutions with similar goals.
2. The association seeks to achieve its goal through:
 - Organizing social, cultural, academic, and non-academic activities and events that enhance interaction among students;
 - Organizing lectures, conferences, [the translation for “manifestaties” is missing here, perhaps on purpose. I’m not adding a translation since I don’t know the exact intent behind the word], information sessions, and public debates;
 - Maintaining contacts with other associations and/or institutions engaged in similar activities.
 - Engaging in all other actions related to the foregoing in the broadest sense or that may be beneficial thereto.

Duration and Fiscal Year

Article 3

1. The association is established for an indefinite period.
2. The association's fiscal year coincides with the academic year of Leiden University, from September 1 of each year to September 1 of the following year.

Membership

Article 4

1. The association has two types of members: ordinary members and honorary members.
2. Only individuals can be admitted as members. The board decides on admissions. If the board rejects an application, the general meeting can still decide to admit the person.
3. Honorary members are individuals who have made a special contribution to the association and are appointed by the general meeting at the board's suggestion.
4. Membership is personal and cannot be transferred or inherited.

Article 5

1. Membership ends:
 - a. by the death of the member;
 - b. by the member's resignation;
 - c. by the association's termination of membership;
 - d. by expulsion.
2. Resignation by the member can only take place at the end of a fiscal year and must be done in writing to the board with a notice period of at least four weeks. If resignation is not timely, membership will continue until the end of the following fiscal year.

Membership ends immediately:

- a. if it is unreasonable to require the member to continue membership;
 - b. within one month after a decision limiting members' rights or increasing their obligations is made known to the member, unless it pertains to financial obligations;
 - c. within one month after a member is informed of a decision to convert the association into another legal form, merge, or split.
3. The association can terminate membership at the end of the fiscal year by the board if a member, after repeated written requests, has not fulfilled their financial obligations to the association by December 1 of that fiscal year or if the member no longer meets the membership requirements. A minimum notice period of four weeks applies.

If termination has not taken place in time, the membership will continue until the end of the next fiscal year.

The membership can end immediately if it is unreasonable to require the association to continue the membership. Termination is always done in writing with reasons provided.

4. Expulsion from membership can only be pronounced if a member acts against the association's statutes, regulations, or decisions or harms the association **in an unreasonable manner**. This is decided by the board, which informs the member as soon as possible of the decision, including the reasons. The member can appeal to the general meeting within one month of notification. During the appeal period and while the appeal is pending, the member is suspended and has no voting rights.
5. If membership ends during a fiscal year, the member is still liable for the full annual contribution, unless otherwise decided by the board.

Donors

Article 6

1. Donors are individuals admitted by the board. The board can terminate the donor status by written notice.
2. Donors are required to contribute financially to the association annually, with the minimum amount determined by the general meeting.
3. Donors have the right to attend the general meetings but do not have voting rights. However, they are allowed to speak.

Contributions

Article 7

Each member owes an annual contribution. The amount is determined by the general meeting. The association's funds come from membership fees, annual donations from donors, entry fees, gifts, sponsorships, and other possible revenues.

Board

Article 8

1. The board consists of at least two natural persons who appoint among themselves a chairperson, secretary, and treasurer. The positions of secretary and treasurer can be combined. The board may also allocate other duties internally. The board can establish regulations to manage internal matters, observing these statutes.
2. Board members are appointed by the general meeting from among the members. **The general meeting determines the number of board members.**
3. Board members can be suspended or dismissed at any time by the general meeting with reasons provided. The general meeting requires a two-thirds majority of the votes cast for such a decision.
4. A suspension ends if the general meeting does not decide on dismissal within three months. The suspended board member is given the opportunity to defend themselves in the general meeting and may be assisted by legal counsel.

5. Board members are appointed for a maximum of three years. [For the purpose of this provision, a year is defined as the period between two consecutive annual general meetings.](#) The board will establish a rotation schedule. A retiring board member can be reappointed immediately.
6. If the number of board members falls below the required minimum, the board retains its authority but is obligated to convene a general meeting as soon as possible to fill the vacancy or vacancies.
7. The provisions of Articles 11 to 14 apply to board meetings and decision-making as much as possible.

Article 9

1. The board is responsible for the association's management.
2. The board, with the prior approval of the general meeting, can decide to enter into agreements for acquiring, alienating, or [establishing a security interest on](#) real estate properties.

Article 10

1. The board represents the association. The authority to represent the association also belongs to two jointly acting board members. [\[the Dutch version implies that the authority to represent the association belongs *in part* to the board members and can be exercised by others as well. Since I'm not completely sure what the intended meaning is, I'll leave this untouched.\]](#)
2. The board can delegate ongoing representation authority to one or more individuals, whether employed by the association or not.
3. In cases where the association has a conflicting interest with one or more board members, the general meeting can appoint one or more individuals to represent the association.

Article 11

General meetings are held in the municipality where the association has its registered office.

Article 12

1. Members who are not suspended, donors, and individuals invited by the board and/or the general meeting have the right to attend general meetings. A suspended member can attend the meeting where their suspension is discussed and may address the matter.
2. Each member, except for a suspended one, has one vote at the general meeting. A voting member can give a written proxy to another voting member to cast their vote. A voting member can represent a maximum of two other members.
3. A unanimous decision by all voting members, even if not convened in a meeting, has the same power as a decision made in a general meeting if made with the board's knowledge. This decision can also be made in writing.
4. The chairperson determines the method of voting in the general meeting.

5. Decisions are made by an absolute majority of votes unless a larger majority is required by law or the statutes. If votes are tied on matters, the proposal is rejected. If votes are tied in the election of individuals, a draw decides. If no one obtains an absolute majority in an election between more than two people, a re-vote is held between the two candidates with the most votes.

Article 13

1. General meetings are chaired by the chairperson of the board, or in their absence, by the oldest present board member. If no board members are present, the meeting itself appoints its chair.
2. The chairperson's declaration regarding the outcome of a vote is decisive. The same applies to the content of a decision if voting was on a proposal not laid out in writing. If the accuracy of the chairperson's declaration is immediately challenged, a new vote will be held if a majority of the meeting or, if the original vote was not by roll call or in writing, any present voting member requests it. This new vote nullifies the legal consequences of the original vote.
3. Minutes of the general meeting are kept by the secretary or by a person appointed by the chairperson. These minutes are confirmed at the same or the next general meeting and signed by the chairperson and the secretary.

Article 14

1. The association's fiscal year runs from September 1 of each year to September 1 of the following year.

At least one general meeting must be held annually, within six months after the end of the fiscal year, unless this term is extended by the general meeting. In this meeting, the board presents its annual report on the association's affairs and policies. The balance sheet and the statement of income and expenditures, along with an explanation, are submitted for approval.

These documents must be signed by the board members. If the signature of any member is missing, the reasons for this omission must be stated. After the period has passed, any member may demand in court that the board members fulfill these obligations.

2. If no expert's declaration regarding the accuracy of the documents mentioned in the previous paragraph is submitted to the general meeting, the meeting annually appoints a committee of at least two members, who cannot be part of the board. This committee examines the financial records.
3. The board is obligated to provide the committee with all information requested for its investigation, to show the cash and assets if desired, and to allow inspection of the association's books and records.
4. The committee examines the documents referred to in paragraphs 1 and 3.
5. If, in the committee's opinion, this examination requires special accounting expertise, it may, at the association's expense, seek assistance from an expert. The committee reports its findings to the general assembly.

[Changed formatting and added missing paragraphs.]

Article 15

1. General meetings are convened by the board as often as deemed necessary or when required by law.
2. Upon written request by at least one-tenth of the voting members, the board must convene a general meeting within four weeks of the request. If the board does not comply within 14 days, the requesters may convene the meeting themselves [in the manner specified in paragraph 3](#) or by publishing a notice in at least one widely-read local newspaper where the association is based. The requesters can assign others, besides board members, to chair the meeting and take minutes.
3. The general meeting must be convened at least seven days in advance in writing [to the voting members](#), specifying the topics to be discussed.

Article 16

1. Amendments to the statutes can only be made by a decision of the general meeting convened specifically for this purpose, with notice that a statute amendment will be proposed.
2. Those who convene the meeting for the purpose of amending the statutes must provide a copy of the proposed amendment to the members at least five days before the meeting, making it available for inspection until [the day of the](#) meeting concludes.
3. An amendment to the statutes requires a two-thirds majority of the votes cast in the general meeting.
4. The amendment comes into effect only after a notarial deed is executed. Any board member is authorized to execute the notarial deed.
5. The provisions of paragraphs 1 and 2 do not apply if all voting members are present or represented at the general meeting and the amendment is unanimously adopted.
6. The board members are required to deposit an authentic copy of the deed of amendment and a complete, updated version of the statutes at the Chamber of Commerce.

Article 17

1. The provisions of Article 16 paragraphs 1, 2, 3, and 5 apply similarly to decisions to dissolve the association.
2. The general meeting must determine the allocation of any remaining balance in line with the association's objectives.
3. The liquidation is carried out by the board.
4. After dissolution, the association continues to exist only as far as necessary for the liquidation of its assets. During the liquidation, the provisions of the statutes remain in force as much as possible. The phrase "in liquidation" must be added to the association's name in all documents and announcements.
5. The liquidation ends when no further assets are known to the liquidator.
6. The association's books and documents must be kept for seven years after liquidation by the person appointed by the liquidators.

Article 18

1. The general meeting can establish and amend one or more regulations, addressing matters not (fully) covered by the statutes, provided that regulation is not reserved for the board by these statutes.
2. Regulations must not conflict with the law or the statutes.
3. Established regulations can be amended or repealed by the body that has the authority to establish them.

Article 19

The general meeting holds all powers in the association not assigned to other bodies by law or the statutes.

Closing Declaration

Finally, the parties declare:

- The first fiscal year of the association will run from today until September 1, 2020.
- The founding members mentioned in sections 1 and 2 will be the initial members of the association.
- The first board members to be appointed are:
 1. Mr. D.D. Oldenstam, as secretary;
 2. Ms. S. Fresow, as treasurer;
 3. Mr. Stephen Cameron Heritage-Young, born in Brazil on January 21, 1998, as chairperson;
 4. Mr. Daichi Alexander Brands, born in Santa Clara, USA, on February 15, 1996, as board member;
 5. Ms. Amelia Dumitra-Mic, born in Braşov, Romania, on July 14, 1999, as board member.

Final Notary Clause

The document was executed in The Hague on the date mentioned in its header. The parties **present** are known to me, the notary. The substantive content of the document was explained to them. The parties **present** have declared that they do not require a full reading of the deed, that they have received a draft of the deed, and that they are aware of the legal consequences arising from the document. The document was partially read out and then signed immediately, **first** by the parties **present and then by me**, the notary.