



STATUTES

UCMSAUNIVERSALIS

ENGLISH VERSION

1. sir **Elliot Buster Burke-Perrin**,
living at [REDACTED],
born in London (United Kingdom) on the Twentieth of June nineteen ninety-two,
identified with a British passport, with registration [REDACTED],
valid from Seventeenth of December two thousand and ten;
2. madam **Esmee Schoutens**,
living at [REDACTED],
born in Amsterdam on Twenty-Ninth of October nineteen ninety-three,
identified with a Dutch passport, with registration [REDACTED],
issued in Maastricht on the Twenty-First of June two thousand and thirteen;

Acting as joint legal representatives for the association:
University College Maastricht Study Association Universalis,
a legally recognised study association,
statutorily located in the municipality of Maastricht,
registered at address: Zwingelput 4, 6211 KH Maastricht,
registration number: 14075205
(henceforward known as “**the association**”).

People appearing in positions

When speaking in this statutes of “the appearing”, it is meant the people acting as mentioned before, unless the contrary is determined or becomes apparent from the context.

I. FIRST OF ALL

- a. The association was founded by act on the third of December two thousand and two with Mr. J.M. Ruyters, at that time notary in Maastricht.
- b. The statutes of the association have not been revised ever since.
- c. The general assembly of the association has in the assemblies, on the twenty-second of May two thousand and thirteen and on the third of July two thousand thirteen, decided upon completely changing the statutes of the Association. This decision has been made and is proved by the minutes of the respective general assemblies, which are attached to this act as **annex 1 and annex 2**.

II. STATUTES REVISION

The appearing declared a revision of the statutes which of the following statutes apply as of today:

STATUTES

Name and registered office

Article 1

1. The association bears the name:
University College Maastricht Study Association Universalis,
abbreviated also called **UCMSA Universalis**.
2. The association has its headquarters in the city of Maastricht.

Goal

Article 2

The purpose of the association is to organize study focused and recreational activities by and for students of University College Maastricht, and the provision of targeted services by and for students of University College Maastricht, **as well as the representation of student interests towards the management of University College Maastricht.**

Opmerking [ED1]: We are working on retrieving annex 1 and 2, most likely minutes from the GA in which the statute changes were passed. However, we have not had success as of yet.

Duration

Article 3

1. The association is established for an indefinite period.
2. The financial year of the Association shall be the academic year, which begins on August first of each year and ends on thirty first of July of each year.

Membership

Article 4

1. The association only has members.
2. Students registered as a student of University College Maastricht (this includes full-time students and exchange students, and applies to full-time students on their semester abroad), are automatically member of the association for the duration of their studies at University College Maastricht.
3. Membership is personal and cannot be transferred or succession be obtained.

Article 5

1. Membership ends:
 - a. by the death of the member;
 - b. termination by the member;
 - c. termination by the association
 - d. by disqualification
2. Termination of membership by the member can occur at any time. It shall be made in writing to the board, subject to a term of notice of at least four weeks.

Membership terminates immediately:

 - a. if the member cannot reasonably be expected to continue the membership;
 - b. within one month after a decision by which the rights of the members are restricted or their obligations are increased, has been disclosed to the member, unless it concerns a modification of the financial rights and obligations;
 - c. within one month after a member has communicated a decision to change the legal status of the association or to merge with another entity.
3. Termination of membership by the association may happen by the end of the current fiscal year by the board:
 - a. if a member, after repeated written warnings fails to fully meet its financial obligations to the association for the current year before April first;
 - b. if a member has ceased to meet the requirements of membership as defined in the statutes at that time;

The term of notice is at least four weeks. If the cancellation has not occurred, the membership shall continue until the end of the next financial year. The denunciation may, however, result in immediate termination of membership if the association cannot reasonably be

required to continue the membership. The termination shall be in writing, stating the reasons for termination.

4. Disqualification from membership may only be ordered if a member acts contrary to the statutes, regulations, policy manual or decisions of the association or if the member treats the association in an unreasonable manner.

The board shall notify the member as soon as possible of the decision, stating the reasons. The member concerned shall be entitled, within one month after receipt of the notice to appeal to the **Independent Body**.

During the appeal period and pending the appeal, the member is suspended. A suspended member is not allowed to vote.

5. If the membership ends in the course of a financial year, the annual contribution is not refunded to the member, unless the board decides otherwise.

Power

Article 6

The assets of the association consist of:

- a. the contributions of members;
- b. grants and donations;
- c. sponsorship and interest income;
- d. all that is obtained from a donation, bequest or testamentary disposition,
- e. all other incidental benefits.

Contributions

Article 7

Each member owes an annual fee. The amount of the fee is determined by the General Assembly.

Board of the association

Article 8

1. The board consists of at least three and not more than nine individuals, including a **chair**, a vice-president, a secretary and a treasurer. The positions of vice-president and secretary or vice-president and treasurer may be filled by one person.
2. The board is appointed by the general assembly. The Board has to consist of members of the association.
The **Policy Manual shall define** the number of board members, subject to the provisions of paragraph 1.
3. Board members may be suspended or dismissed by the general assembly at any time. The general assembly decides upon suspending or dismissing with a **two-thirds qualifying** absolute majority of the votes of the present members and representatives, regardless of the number.
4. The suspension ends after three months if the General Assembly has not decided to dismiss the board member. The suspended board member is given the opportunity to appeal in the General Assembly and may be represented by counsel.
5. Board members are appointed for a maximum period of one year. Every board shall resign after one year and can be reappointed immediately three times.

6. The president of the UCMSA Universalis Board is elected in an election held purposefully for the position. The election shall be announced at least three calendar weeks, excluding weeks with no scheduled educational activities as defined in the academic calendar, before they are due to take place, not including the day of the announcement nor the day the election closes. Voting must be open for at least two full days, and open to all UCMSA Universalis members.

Opmerking [ED2]: Rephrase please

The appointment of all other UCMSA Universalis board members shall happen in a General Assembly. The application process needs to be open for at least 10 days, and advertised to all universalis members. Candidates must apply to a position in writing to the board and shall be confirmed in their position by the General Assembly.

7. If the number of board members drops below the minimum specified in Article 8.1, the board remains nevertheless responsible. In this case, the board shall organize a general assembly as soon as possible to fill the position(s).

Article 9

1. The board is responsible for the management of the association.
2. The board, with the prior approval of the general assembly, is entitled to enter into agreements to acquire, dispose of or encumber registered property and to enter into agreements whereby the Association serves as deposition or co-debtor, or whereby the Association guarantees support for a third party or provides security for a debt of a third party.
3. Only testamentary dispositions that come with benefit of inventory are allowed to be accepted.

Article 10

1. The board represents the association.
2. The representative power is furthermore vested in the President together with the Secretary or the President together with the Treasurer or the Secretary together with the Treasurer.

General Assemblies

Article 11

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

Article 12

1. All members that are not suspended have access to the General Assembly, as well as those who have been invited to the General Assembly by the board or the General Assembly.
A suspended member has access to the General Assembly where the decision to their suspension is treated, and is authorized to speak to that General Assembly.
2. With the exception of a suspended member, each member has one vote at the General Assembly. Should a member not be able to attend a General Assembly, then the member can provide a written proxy to

another member present at the General Assembly to vote on **their** behalf. A member can serve as a proxy for a maximum of **one** other **member**.

3. A unanimous vote of all members qualified to vote has the same effect as a decision of the General Assembly, even if they are not at a General Assembly, provided that the board has been notified. This decision may also be made in writing.
4. The **chair of the General Assembly** shall determine the procedure of voting in the General Assembly as **determined by the Policy Manual**.
5. Unless stated otherwise by law or by these statutes, decisions are made by an absolute majority in the case of elections, excluding the elections of the UCMSA Universalis President and the UCMSA Universalis Academic Council Chair, **2/3 absolute majority for statute changes and dismissals, and a simple majority for all other cases. Further exceptions can be made for votes on procedures at the General Assembly, which are specified in the Policy Manual.** In case of equality of votes on all matters except elections the proposal is rejected. If there is an equal vote in an election, then there will be another voting round. If there is still an equal vote after two voting rounds, the **chair** of the general assembly casts the deciding vote.

Opmerking [ED3]: Reformulate please

Article 13

1. The general assembly is chaired by the President or, in **their** absence, by the Vice-President, or in **their** absence, by a board member as appointed by the board. **The General Assembly has the right to appoint its own chair at any point during a respective General Assembly following the procedure of the Policy Manual.**
2. The judgment about the result of the voting as stated by the **chair** of the general assembly is decisive.
The same applies to the content of a decision, if it was not voted on a written proposal.
However, if immediately afterwards the judgment of the **chair** is contested, then a new vote will be cast, if the majority of the general assembly, or, if the original vote was not a roll call vote or in writing, a member qualified to vote requires so. This new vote annuls the legal consequences of the original vote.
3. **The secretary or a person designated by the chair of the General Assembly shall keep minutes of the General Assembly. The General Assembly has the right to appoint its own minute-taker at any point during a respective General Assembly following the procedure in the Policy Manual.**

Article 14

1. Each semester there have to be at least two general assemblies. **At least one of which deals with organisational issues, including the budget, the semester report, which includes the financial report, and the audit. And at least one which elects the new Independent Body as well as any new UCMSA Universalis Board and Academic Council members for all positions that are**

Opmerking [ED4]: Reformulate entire edited section please?

open.

2. A general assembly shall be held at the beginning of every semester, as stated in the 'Policy Manual', unless decided otherwise by a previous general assembly. In this general assembly the board shall present its biannual report on the affairs of the association and of the policies.
The biannual report explains the balance sheet and statement of expenditure and income. It has to be approved by the general assembly.
These documents are signed by the board members; the reasons for missing signatures of one or more of them shall be stated. After a period to be defined in the policy manual, any member can lawfully force the board to fulfil these obligations.
3. ~~A second general assembly shall be held at the end of every semester, as stated in the 'Policy Manual', unless decided otherwise by a previous general assembly. In this general assembly the new board members will be appointed for the following year.~~
3. If there is no statement provided at the general assembly about the legitimacy of the biannual report defined in article 14.2 from an accountant as appointed in article 2:393 paragraph 1 of the Burgerlijk Wetboek (Civil Code), then the general assembly shall appoint a committee of at least two members who are not part of the board to decide upon the legitimacy of the biannual report.
4. The board is obliged to provide the committee with all requested information for the purpose of its investigation, to show the cash supply and the bank account information and to provide insight in the books and records of the association.
5. The committee examines the report mentioned in paragraph 2 and the information mentioned paragraph 4.
6. If the investigation requires the expertise of a professional accountant, it may hire one at the expense of the association. The committee shall report its findings to the general assembly.

Article 15

1. General assemblies are convened by the board as often as it deems desirable or necessitated by the law or the statutes.
2. At the written request of at least one / tenth of the voting members, the board has to convene a general assembly to be held within four weeks after submission of the request. If the request is not acted upon by the board within fourteen days, the applicants themselves can convene a general assembly in accordance with the procedures stated in paragraph 3. The applicants may appoint members other than the board members with chairing the general assembly and drafting the minutes.
3. The convening of a general assembly shall be announced by written notice to the voters at least seven days before the general assembly. The notice shall specify the subjects to be discussed.

Academic Council and Independent Body

Article 16

1. The Academic Council is that one body of UCMSA Universalis which realises the academic responsibilities of the student association, as well as acting as a

Opmerking [ED5]: Legal responsibility? How much do the individuals have... what happens to people who don't sign?

representative in the Board of Studies and together with members of the UCMSA Universalis Board represents towards the management of University College Maastricht. The Academic Council consists of at least four and at most seven members, the exact number shall be determined by the Policy Manual. The Academic Council is elected according to the procedure as defined by the Policy Manual.

2. The Independent Body is responsible for representing the organisations Statutes and Policy Manual. This includes the interpretation of the Statutes and the Policy manual, the handling of complaints and appeals, as well as overseeing election processes and conducting both a financial and non-financial audit on the previous semester. The outcome of the audits shall be presented at the first General Assembly of a semester. The Independent Body consists of at least three and no more than five members, which are elected every semester by the General Assembly.

Committees / Advisory Council

Article 17

1. The board is authorized to install one or more committees with tasks and authority as decided upon at the instalment of the committee. At least one board member has to be responsible for the effective operations of the committee and its relations with the board.
2. The general assembly is authorized to set up an advisory council upon nomination by the board, consisting of former board members and / or teachers at University College Maastricht. The members of the advisory council cannot be members of the board. The advisory council's task is to give solicited and unsolicited advice to the board concerning the policy to be followed.

Amendment

Article 18

1. Amendment of the statutes may only be effected by a decision of the general assembly, which is called with the statement that an amendment of the statutes will be proposed.
2. Those who have convened the general assembly to discuss a proposal to amend the articles, have to issue a copy of the proposal, in which the proposed amendment is included, at a visible location for every member at least five days before the day of the general assembly, until after the day on which the general assembly has been held.
3. Amending the statutes can only be decided by a majority of at least two /thirds of the votes cast at the general assembly.
4. The amendment shall be taken into effect only after a notarial deed. Each of the board members has the authorization to execute the notarial deed.
5. The provisions of paragraphs 1 and 2 shall not apply if all persons entitled to vote are present or represented at the general assembly and the resolution to amend is adopted with unanimous vote.
6. The board members are required to deposit a certified copy of the deed of amendment and a verbatim text of the statutes, as they are stated after amendment, in the register of the Chamber of Commerce.

Opmerking [ED6]: AC should be student reps but it should be vague as to if they do it without other bodies (so they should be student reps but they may not be the only ones who are student reps... but they could potentially be and it would be ok)

Dissolution and clearance

Article 19

1. The provisions of Article 17 paragraphs 1, 2, 3 and 5 apply mutatis mutandis to a decision of the general assembly to dissolve the association.
2. The general assembly shall adopt its decision to the appropriation of the surplus, referred to in the previous paragraph, where possible in accordance with the purpose of the association.
3. The settlement is made by the board.
4. After the dissolution the association continues to exist as long as needed until the liquidation of its assets. During liquidation, the provisions of the statutes stay in effect as much as possible. In documents and announcements of the association, there must be added the words "in liquidation" to its name.
5. The settlement ends when there are no known remaining benefits to the liquidator.
6. The books and records of the dissolved association must be kept for seven years after the settlement.
The custodian is the person that is appointed as such by the liquidators.

Regulations

Article 20

1. The general assembly may adopt and change one or more regulations in which matters are discussed which are not provided by these statutes.
2. These regulations must not contain provisions that are contrary to the law or these statutes.
3. The provisions of Article 18 paragraphs 1, 2 and 5 shall apply mutatis mutandis to decisions to adopt and to amend a regulation.

Final Provisions

Article 21

The general assembly deserves all powers that are not entrusted to other bodies by the law or by the articles.

III. FINAL DECLARATION

Choice of residency

The persons appeared are known to me, notary, and the identity of the person appearing is confirmed by my, notary, on the basis of the above and appropriate documents.

Final act

The people appeared are known to me, notary, and the identity of the person appearing is confirmed by me, notary, on the basis of the above and appropriate documents.

THIS ACT IS WRITTEN in minute in Maastricht on the date in the head of this act.

The contents of the act are set and explained to them. The appearing persons have declared not to appreciate a full read-out of the act and to have received a concept act, to be acquainted with the act and to consent with the contents of the act. Immediately afterwards the act has been read out limitedly and signed by the appearing persons and me, notary.

(Signing is followed)

