

Articles of Association, Theatre association NEST

Name and Location

Article 1.

1. The association bears the name:
Theatervereniging NEST.
2. The association is located in Enschede.

Goal

Article 2.

1. The association aims to stage theatre productions, in addition to creating and maintaining possibilities of familiarisation with different aspects found in theatre.
2. The association attempts to reach these goals through:
 - Staging plays, musicals and musical theatre productions
 - Delivering education on the broadest sense of acting
3. The association is able to demand rights from her members within the context of this goal. The association can engage with obligations at the cost of her members as long as a majority of at least two-thirds of those present at the relevant General Assembly vote in favour of the obligations in question.

Members and Patrons

Article 3.

1. The association is made up of:
 - a. Members;
 - b. Patrons;
2. Signing up as a member happens through a written statement addressed to the board.
3. The board decides on the acceptance of members. In case of declination by the board a general assembly can decide to accept the person in question as member. Extra conditions concerning acceptance can be stated within the Internal Regulations, taking the contents of Article 19 into account.
4. The board decides on the acceptance of patrons. In case of declination by the board the General Assembly can decide to accept the person in question as patron.
5. Patrons have no rights or obligations, except for those specifically addressed to patrons within the Internal Regulations.

Members registry

Registry of members and patrons

Article 4.

The board keeps track of a registry wherein names and addresses of members and patrons are stored. Members and patrons are obliged to ensure the board has up-to-date information regarding their addresses.

Yearly contributions

Article 5.

1. Members and patrons are obliged to pay a yearly contribution. The specific amount is determined annually by a general assembly. The amount patrons have to pay relative to the amount members have to pay is stated within the Internal Regulations.
2. In special cases the board is allowed to (partially) exempt a member from paying the contribution.

Termination of membership/patronage

Article 6.

1. Membership terminates when:
 - a. A member passes away;
 - b. A member voluntarily wants to discontinue membership;
 - c. When the association wants to discontinue membership;
 - d. A member is expelled.
2. A member can terminate the membership without providing a motivation.
3. The removal of a member through the association is done by the board and is only possible when:
 - a. The member in question does not fulfil the obligations assigned to him by the association;
 - b. When the association cannot continue said membership within reasonability with regards to the health of the association.
4. Termination of membership can only happen in written form.
Voluntary termination of membership can happen at all times on a notice of at least 4 weeks. Contrary to previously stated a member can terminate his membership immediately if he cannot be expected to continue the membership within reason during the notice period. Additionally, a member can terminate his membership within a month after receiving a notice regarding the changing legal continuation of the association or fusion with another association.
A member is not allowed to immediately discontinue his membership should certain rights and/or obligations change.
5. Expulsion is decided upon by the board and can only happen when a member acts in discordance with regards to the articles of association, regulations or decisions made by the association. Expulsion can also be decided upon should the member in question unreasonably disadvantage the association.
6. The board will notify a member of the termination of his membership through the association or expulsion as soon as possible, also stating the reasoning behind it. A member can apply for an appeal at a general assembly within a month after receiving the notice. The

member in question is suspended during this months' notice, as well as until the relevant General Assembly.

7. The rights and obligations of patrons can be terminated at all times by both the association and the patron in question. Termination of patronage by association is decided upon by the board.
8. The patron is obligated to pay the complete yearly contribution, even if membership is terminated during the course of the financial year. This is also the case should the rights and obligations of the patron in question change during this period of time.

Board

Article 7.

1. The board is made up of at least three persons, all of whom are chosen from the total member pool at a general assembly.
2. Should the board temporarily consist of less than three persons the board is still qualified to operate under the condition that a general assembly will be held as soon as possible, where more board members are chosen to bring their numbers to three or higher.
3. New members of the board are either proposed by the board or by at least one-fifth of the regular members.
4. The chairman, the secretary and treasurer are appointed in function. The functions of secretary and treasurer can be combined.
5. The board steps down yearly. Previous board members are able to be re-appointed as soon as they step down.
6. A board member can be suspended or fired by a general assembly at all times.

Permissions of the board

Article 8.

1. The board is responsible for leading the association.
2. The board is allowed to (should the General Assembly agree to this) engage with agreements to obtain, alienate or encumber the association with registered goods. The board is not allowed to engage with agreements where the association is intended to link itself to deposits or debts. Furthermore they are not allowed to act for the sake of third parties and use association funds to guarantee third party debts.

Representation

Article 9.

1. The board represents the association, as long as the law does not dictate otherwise. The permission to represent the association is granted to two jointly operating board members. Under unique circumstances special representation measures can be taken, but only if a written acknowledgement exists ahead of time in possession of the board.
2. Every circumstance wherein the association experiences a conflict of interests with regards to one or more board members the association will be represented by the person(s) (annually) appointed through general assembly.

Board meetings and resolutions

Article 10.

1. Board meetings are held in the municipality wherein the association is located.
2. At least one meeting will be held every year.
3. Board meetings are held when the chairman deems this necessary or if one or more of the other board members request a board meeting at the chairman in written form, including the reasoning behind it. The board member who requested a meeting is allowed to organise a board meeting themselves (taking all mandatory formalities into account) should it take the chairman longer than 3 weeks to organise a board meeting.
4. Valid decisions can be made through polling regarding any subject should all board members be present. This holds true even if regulations concerning the organisation of board meetings have not been met.
5. Board meetings are led by the chairman. Another board member will temporarily be chosen as chairman by the other board members should the original chairman be absent.
6. The board is only allowed to make decisions if the majority of board members is present or represented.

An absent board member can only be represented by one other board member after the relevant board member has received authorisation from the absent board member.

7. Polls are executed orally, unless a board member wishes to do so in written form. Polls in written form are executed through unsigned, folded notes.

Blank votes are considered to not be cast at all.

8. Every board member is entitled to exactly one vote.

An absolute majority of the board members must vote in favour of a proposal for it to pass.

9. The verdict, as spoken by the chairman of the board meeting with regards to the poll is decisive and final. This is also the case for the contents of an accepted proposal, should this proposal be in written form.

If the correctness of the verdict of the chairman is disputed straight after pronouncing it a new poll will be enacted. This will only be the case when the majority of the board agrees to this, or if a board member preferred the poll to have proceeded in oral or written form. The final decision will be written down. The results of a new poll will overwrite the results of the one it was meant to replace.

10. Minutes will be made of anything which happens or is said during a board meeting.

11. The board is permitted to make decisions outside of board meetings, but only if all board members are present and able to make their opinion clear. Furthermore none of the board members should be opposed to making a decision outside of the board meeting.

The secretary keeps record of the proceedings outside of board meetings. These additional minutes will be added to the section 'inbound answers' of the next board meeting and will thus become a part of the regular minutes.

Financial year

Article 11.

1. The financial year of the association equals the academic year of the University of Twente.

2. The board is required to keep proper notes of the financial situation of the association, allowing one to see the rights and obligations of the association at all times.
3. The board is required to annually provide a financial balance of the financial year, in addition to presenting the ingoing and outgoing cash flows relevant to that financial year. This overview must be provided within 6 months after the relevant financial year has ended.

General assembly

Article 12.

1. General assemblies are held in the municipality wherein the association is located.
2. Annually (within six months after the end of the financial year, or longer should a general assembly have agreed to it) the year assembly will be held.
3. During the year assembly the board will report on their policy over the past financial year. The board will present the financial balance, in addition to the ingoing and outgoing cash flows. The Year Assembly decides on the approval of these documents.
Approval of all financial documents allows the board to officially step down.
4. If the financial documents are not verified by an accountant the Assembly appoints at least two non-board members to become part of a committee dedicated to checking the correctness of these documents. This committee is called 'Kas controle commissie' (cash register control committee), or 'KasCo'.
The committee will check the relevant financial documents and will report her findings at the Assembly.
The board is required to provide this committee any and all information relevant to their research, even if this means giving them exact information on the current financial balance, bookings and such.

Other general assemblies

Article 13.

1. Other general assemblies are held as often as the board deems it necessary.
2. The board is required to organise a general assembly within 4 weeks should one-fifths of the members qualified to vote request this in written form. The requesters are allowed to organise their own General Assembly in case the board has not shown any signs of organising one themselves 14 days after the initial request.

Calling for a general assembly

Article 14.

1. General assemblies can be called for by the board and by that stated in article 13 subsection 2. The invitation is either sent to members and patrons by physical mail sent to the address known to the association in the registry, or through an advertisement format in the newsletter wherein the topics to be discussed will be revealed. There must be at least 7 days between the invitation and the general assembly in question whichever way is used to contact the members.

2. The call for a general assembly happens in writing at least 7 days beforehand, not taking the day of the call and the day of the general assembly into account.
3. The call mentions the time and place of the general assembly, as well as the agenda.

Access and qualification to vote

Article 15.

1. Non-suspended members and patrons have access to any general assembly. Suspended members only have access to the general assembly wherein their continued membership is discussed. Non-suspended members are allowed to lead the discussion regarding their continued membership.
2. The chairman of the general assembly decides on the admission of people other than those mentioned in subsection 1.
3. Every non-suspended member of the association is entitled to one vote. A member can empower another member in writing to vote for them should he be absent from the general assembly. Any present member can act on behalf of only one other member.

Chairmanship/minutes

Article 16.

1. The general assemblies are led by the chairman of the board or his replacement. Another member of the board is appointed by the board to take this place should both the chairman and his replacement be absent. In case of complete absence of the board the general assembly shall appoint their own temporary chairman.
2. Everything which comes to pass at a general assembly will be noted down by either the secretary or a person appointed by the board. The minutes are set up together by the chairman of the relevant general assembly and the person responsible for the minutes. Both of the aforementioned persons have to sign the minutes as sign of approval. The minutes are presented to the other members at the following general assembly.

Decision-making during general assemblies

Article 17.

1. Decisions can only be made through general assemblies if at least one-fifth of the total amount of members of the association are present at the General Assembly.
2. As long as the articles of association do not dictate otherwise an absolute majority is required for a proposal to pass.
3. Blank votes are regarded as not cast at all. Should the amount of blank votes exceed one-thirds of the cast votes the poll is voided.
4. Every poll happens orally, unless the chairman of the general assembly or the members present at the general assembly wish for a written poll. Any written poll is enacted through unsigned, folded notes.
5. The verdict, as spoken by the chairman of the general assembly with regards to the poll is decisive and final. This is also the case for the contents of an accepted proposal, should this proposal be in written form.

If the correctness of the verdict of the chairman is disputed straight after pronouncing it a new poll will be enacted. This will only be the case when the majority of the general assembly agrees to this, or if a present member preferred the poll to have proceeded in oral or written form. The final decision will be written down. The results of a new poll will overwrite the results of the one it was meant to replace.

6. A unanimous decision made by the members (even if they are not gathered in a general assembly) has the same power as a decision made by a general assembly, as long as the board has been notified of it beforehand.

Committees

Article 18.

1. The board is allowed to create committees, save for the committee mentioned in article 12 subsection 4. Furthermore, the board is allowed to instate or fire anyone in said committees. Committee members are allowed to leave them voluntarily.
2. Committee members are responsible at all times for any of their committee-related activities to the board. The board must also have access to any financial information regarding the committee in question.

Internal Regulations

Article 19.

A general assembly is allowed to instate Internal Regulations. The Internal Regulations must be in alignment with both the articles of association as well as the law.

Changes to the articles of association

Article 20.

1. Articles of association can only be changed through a general assembly, where the invitation to said general assembly clearly states that a change to the articles of association will be discussed.
A change to the articles of association can only be accepted should two-thirds of the cast votes be in favour of said change, knowing that a change to this article and article 21 is subject to approval of the organisation within the University of Twente responsible for cultural services.
2. Those who called for this specific general assembly must provide the members of the association a written transcript of the proposed change at least 5 days before said general assembly.
3. A change in the articles of association will take place the moment a notarial deed is set up. Any member of the board is allowed to set up said notarial deed.

Disbandment

Article 21.

1. The association can be disbanded through the decision of a general assembly, taking into account article 20 subsection 1. A keeper of books and minutes will be appointed should the decision be made to disband.
2. As long as the general assembly does not name any other liquidators the board members will act as such in order to manage the liquidation of the association.
3. Liquidators will hand over any left-over wealth (after the payment of any creditors) to the association of Apollo, located in Enschede. Apollo will be charged with managing this left-over wealth until a new initiative is taken with regards to student theatre in the area of Enschede and Hengelo (Overijssel), where this left-over wealth can be used to restart.
4. After liquidation any books and minutes are to be stored for 7 years by the keeper mentioned in article 21 subsection 1.