

Translation Articles of Association(Statuten) D.S.F.V. Blue Falcons

General Rules

Article 0: -----

1. The association (Delftsche Studenten Floorball Vereniging Blue Falcons), called “the association” in this document, is founded by notarial act on the 29th of November 2007
2. The Dutch version of the Articles of Association is the leading document

Name and Location

Article 1: -----

1. The association is named: **Delftsche Studenten Floorball Vereniging Blue Falcons (D.S.F.V. Blue Falcons)**
2. She is located in the municipality of Delft

Goal

Article 2: -----

1. The goal of the association is to improve the practice of floorball in all their appearances.
2. The association tries to achieve this goal by:
 - a. joining a specified Dutch sport federation, called “NeFUB” in this document;
 - b. giving their members the opportunity to practise and play floorball;
 - c. participating in games, competitions and tournaments;
 - d. other means that reflect the goal of the association.

Time

Article 3: -----

The association is founded for indefinite time.

Membership

Article 4: -----

1. The association has members.
2. Members are they who subscribed in writing and are accepted by the board as member. This is proven by a statement, given by the board.
When the board does not accept an aspiring member, the general meeting can still decide to acceptance. When an aspiring member does not agree with this decision of the board, the board must organise a general meeting within a month. The board shall announce at least a week before the general meeting, that there will be a voting about the acceptance of the aspiring member.
3. The membership is personal and cannot be transmitted or inherited.

Article 5 -----

1. The membership ends by:
 - a. termination by the member;
 - b. termination of the association, by the board;
 - c. discharge;
 - d. death of the member.
2. Termination of the membership by the member can only happen at the end of a financial year. Termination should happen in writing to the board with a four weeks' notice. If a termination was not in time, the membership continues until the end of the next financial year.

A membership ends immediately if:

 - a. it is not reasonable for the member to continue the membership;
 - b. within a month after a decision has been communicated that includes a limitation of the rights or an increase of the obligations (with the exception of monetary obligations);
 - c. within a month after a decision has been communicated to convert the association into another legal form or merge the association with another association.
3. Termination of the membership by the association can be done by the board at the end of the financial year:
 - when a member has not met the financial requirements of the current financial year at the first of July after receiving multiple notices.
 - when a member has ceased to satisfy the obligations set by the current Articles of Association.

The notice period is at least four weeks. Whenever a termination was not in time, the membership continues until the end of the next financial year.
A membership ends immediately if it is not reasonable for the association to continue the membership. The termination should be written and motivated.
4. Expulsion from the membership may only be pronounced if a member acts contrary to the articles, rules or resolutions of the association. The board should inform the member of this with a motivation. The member has one month to appeal at a general meeting. During this time the member stays suspended and has no voting rights.
5. When a membership terminates during a financial year, the annual contribution should still be fully paid, unless the board decides otherwise.

Donors

Article 6: -----

1. The association can have donors.
2. Donors should be accepted by the board. The board can end the donorship in writing.
3. Donors can terminate their donorship without motivation with a four weeks notice period.

Contribution

Article 7: -----

Every member owes the annual contribution. The amount of the contribution is determined at a general meeting.

Board

Article 8: -----

1. The board consists of at least three and at most seven natural persons. Among the functions of the board members should at least be a president, secretary and treasurer. The functions of secretary and treasurer can be performed by one board member.
2. The board members are appointed by the general meeting from members of the association.
3. Board members can be suspended or fired by the general meeting with motivation. The decision should be made with a 2/3 majority and is only valid if at least 2/3 of the members with voting rights was represented. In the case that the total amount of votes cast is less than 2/3 of the amount of members with voting rights, a new general meeting should be organised by the board within a month. In this second meeting only at least 10% percent of the members with voting rights should be represented.
4. A suspension terminates when a general meeting has not decided to fire within three months. A suspended board member can justify his actions at a general meeting and can have council. The association will not compensate for the costs of council.
5. Board members are appointed for a period of maximal three years. A year is the time period between two annual general meetings. A retiring board member is directly reappointable.
6. In the case that the amount of board members is less then the minimum stated in paragraph 1, the board is still authorized. The board is obligated to organise a general meeting, which addresses the vacancy, as soon as possible.
7. The articles 11 until 14 apply at most as possible to meetings and decision made by the board.

Article 9 -----

1. The board is responsible for governing the association.
2. The board, is with approval from the general meeting, authorized to make decisions regarding monetary consequences.

Article 10 -----

1. The board represents the association.
2. The representative authority is with the president together with the secretary or the treasurer or the secretary with the treasurer. treasurer. The representative authority comes to at least two natural persons.

General Meetings

Article 11:

The general meeting should be held in the municipality, where the association is located according to the articles of association.

Article 12

1. A general meeting is only legally valid if at least 25% of the voting members is represented. If this is not the case, a second general meeting will be announced within 24 hours after the first meeting
2. Access to the general meeting is limited to members, who are not suspended, donors and persons that are invited by the board or the general meeting. A suspended member has access to the general meeting that addresses his suspension and is allowed to speak about his suspension at the general meeting.
3. Each member has one vote at the general meeting with the exception of suspended members.
4. Every member with voting rights can give another member power of attorney. The board has to be notified, in writing, one hour before the general meeting. A member can have authorization to vote for at most two other person.
5. An unanimous decision from all members with voting rights, even not in a general meeting, in advance communicated to the board has the same power as a decision made at a general meeting. This can also happen in writing.
6. The president determines the methods of voting.
7. Every decision should be made with a absolute majority unless the law or the articles of association state otherwise. If a voting on cases is indecisive the proposal is rejected. In the case that a vote one two persons is indecisive a revote follows. Fortune decides if the second voting is still indecisive. If a voting on more than two persons is indecisive there is a new vote with the two persons that got the most votes.

Article 13

1. The general meeting is guided by the president or in the absence of the president a board member appointed by the president. If no board members are present, the general meeting can decide themselves.
2. The ruling of the president at the general meeting on the result of a vote is decisive. The same applies to the content of the decision, whenever there is vote on a proposal, which is not defined in writing.
Whenever the decision is disputed directly after the voting a new voting is held, only if the original voting was not in writing or by roll call. The original vote becomes invalid.
3. The secretary or another person appointed by the president makes minutes of the general meeting. The correctness of the minutes should be established at the next general meeting and the president and secretary of this meeting should sign the minutes.

Article 14 -----

1. The financial year of the association ranges from the first of September until the 31st of August. There should be an annual general meeting within six months after the end of the financial year. The general meeting can extend the six months deadline. In this general meeting the board communicates its annual report and policies. The board should present a financial report, which should be accepted by the general meeting. These reports should be signed by the board members. There should be a motivated notification, if one of the signatures is missing.
2. If there is no statement from an account on the reliability of the financial report as meant in the law (Burgerlijk Wetboek article 2:393 paragraph 1) a committee of at least two members, who are not a board member, is formed by the general meeting.
3. The board is obligated to provide every bit of intelligence necessary for the investigation of the committee.
4. The committee investigates the in paragraph 1 and 3 intended reports.
5. If the committee thinks the opinion of a professional is need, they can do so at the expense of the association. The committee presents their findings at a general meeting.

Article 15 -----

- 1 General meetings are convened by the board as often as wished or is obligated by the law.
2. The board is obligated to convene a general meeting on request in writing of at least one out of ten of the members with voting requests within four weeks after submission of the request.
In case the request is not fulfilled within 14 days, the requesters can convene the general meeting themselves as described in paragraph 3 or by an advertisement in at least one major newspaper. The requesters can appoint other members instead of board members to guide the meeting and make minutes.
3. The convocation of the general meeting is in writing to all members with voting rights at least seven days in advance. The convocation should include the topics, which will be addressed.

Changing the articles of association

Article 16 -----

1. Changes in the articles of association can only happen after a decision of the general meeting, which is called with the notification that there will be a proposal for changing the articles of association.
2. Those, who called a general meeting that address a proposal of changing the articles of association, should put the proposal at least five days in advance of the day of the general meeting on a place suited for the members to look through until after the day on which the general meeting is held.
3. A change in the articles of association is valid if at least 2/3 of votes cast is in favour and the amount of votes cast is at least two-thirds of the amount of members with voting rights. The board should convene a new general meeting within a month, if the amount of votes cast is less than two-thirds of the amount of members with voting rights. The necessary amount of votes cast changes from two-thirds to 10 percent of the amount of members with voting rights.
4. The change in the articles of association becomes valid when a notarial deed is made. All the board members are authorized to execute the change in the articles of association.
5. The statements in paragraph 1 and 2 are not applicable if every member with voting rights is attending the meeting or is represented and the decision is made with a majority of the votes in favour.
6. Board members are obligated to send a authentic copy of the notarial deed with the full articles of association to the "Kamer van Koophandel".

Dissolution and liquidation

Artikel 17 -----

1. The statements in article 16 paragraph 1, 2, 3, and 5 also apply to a decision to dissolve the association.
2. The general meeting decides on the distribution of the credit balance. This should happened as much as possible in correspondence with the goal of the association.
3. The board is responsible for the liquidation.
4. The association remains existing after the dissolution to liquidate the credit balance. During the liquidation the articles of association apply as much as possible. In the communication of the association should be added to the name that the association is in liquidation.
5. The liquidation ends when there are no assets known to the liquidator.
6. The administration of the association should be remained for the ten years after the end of the liquidation. The depository is the person that is appointed as such by the liquidators.

House rules

Article 18 -----

1. The general meeting can determine or change house rules on issues, which are not completely covered by the articles of association.
2. The house rules cannot contain of any statements in conflict with the law or the articles of association.
3. On a decision to determine or change the house rules apply the statements in article 16 paragraph 1, 2, and 5.

Final provisions

Article 19 -----

The general meeting has every authorization that is not appointed to other association's statutory bodies by the law or the articles of association.