



Statutory Base

2014

2013.004856.01 / PG

AMENDMENT OF THE STATUTORY BASE

On this ninth day of December two thousand and fourteen, there appeared before me, mr. Anna Lydia van der Veen, hereafter referred to as: notary, as observer of mr. Pieter Frank Goedendijk, civil law notary in the municipality of Utrecht: Ms Nicole Johanna Aleida van Schaik-Meerstra, choosing as her address for services for this deed my notary office at 3543 JG Utrecht, Robert Stolzlaan 4, born in Utrecht on the twenty-first day of November nineteen hundred and eighty;

here acting under the written authorisation of:

1. Ms **Wendy Wuyts**, residing at 2290 Vorselaar (Belgium), Klissenhoek 45, born in Edegem (Belgium) on the eighteenth nineteen hundred and ninety-eight, a citizen of Belgium, identification: Belgium identity card with the number 591-0649209-90, valid until the ninth day of April two thousand and fifteen;
2. Mr **André Saether Berger**, residing at 7030 Trondheim (Norway), Nedre Alle 9 A, born in Trondheim (Norway) on the fourth of March, nineteen hundred and eighty-eight, a citizen of Norway, identification: passport with number 25761514, valid until the fifteenth day of February two thousand and seventeen;

here acting as officers of the Association: **European Geography Association for students & young geographers**, with its registered office in Utrecht, at: Heidelberglaan 2, 3584 CS Utrecht, listed in the Trade Register under number 30270095XXXXXXXXX;

hereinafter also referred to as: **the Association**.

Introduction

The person appearing declared on behalf of her principals:

- the Association was established on the twenty-first day of September two thousand and nine, pursuant to a deed executed before me, mr. P.F. Goedendijk, civil law notary in the municipality of Utrecht ;
- the Statutory Base have not been amended since the last amendment, executed on the thirtieth of December two thousand and thirteen by me, mr. P.F. Goedendijk;
- the General Assembly has resolved to amend the Statutory Base of the Association , as evidenced by the minutes appended to this deed.

Amendment of the Statutory Base

Further to this resolution the person appearing stated that the Statutory Base is hereby amended and shall henceforth read as follows:

STATUTORY BASE

NAME AND REGISTERED OFFICE

Article 1

1. The name of the Association is: European Geography Association for students and young geographers. This name is abbreviated as: EGEA.
2. It has its registered office in the municipality of Utrecht.

OBJECTS

Article 2

1. The Association has as its objects to offer personal development opportunities to young geographers throughout Europe in order to enable them to achieve their full potential as young scientists. EGEA offers additional and alternative possibilities for learning outside formal education in Geography through the promotion and facilitation of involvement in intercultural interaction and through the development of academic, scientific, cultural and professional activities designed for young geographers on the basis of equality, diversity and non-discrimination. EGEA plays an active role in the advancement of Geography by means of its network capacities and strategic partnerships, with the ultimate objective of strengthening the position of Geography in the local communities of its members.
2. EGEA seeks to achieve these objectives in the following ways:
 - a. The promotion and organisation of congresses, seminars, symposiums, meetings, student exchanges, geography study trips and related activities in the field of geography that contribute to achieving EGEA's objectives.
 - b. The preparation of geographical information media such as magazines, papers, reports, newsletters, professional journals and official journals.
 - c. The organisation of an Annual Congress.
 - d. Establishing and strengthening contacts with other geographical and non-geographical institutes and organisations.
 - e. The collection and distribution of information on research and education activities concerning Geography as a science.
3. Its operating area is Europe.
4. The working language of meetings is English to the extent possible.

DURATION

Article 3

1. The Association was entered into for an indefinite period of time.

2. The financial year of the Association runs from the first day of July until the first day of July of the subsequent year.

MEMBERSHIP / ENTITIES

Article 4

1. The Association has members who bear the title of 'member-entity'.
2. The Association admits as members local associations of geography students in cities in Europe, at the discretion of the Board.
3. In order to retain membership in EGEA, member entities must fulfil a set of criteria as defined in the Association's Protocol. Any changes to these criteria require a $\frac{2}{3}$ majority of the General Assembly.
4. Membership terminates:
 - a. as a result of notice of termination by the member;
 - b. as a result of notice of termination by the Association;
 - c. as a result of expulsion;
 - d. in the event that the local association ceases to exist.

Candidating entities

Article 5

1. The Association has candidates, who bear the title of 'candidating entity'.
2. The Association admits as candidate entities local associations of geography students and young geographers in cities in Europe, at the discretion of the Board.
3. Candidates are not members of the Association and therefore may not be granted voting rights. Other rights and duties may be defined by the Association's Protocol.
4. Candidates are those who have announced their interest in becoming a member of the Association. This has to be done by a written statement to the handling board.
5. The General Assembly votes on candidates becoming members of the Association.
6. The membership (and all its related rights and duties) of a candidate begins after the General Assembly where it is approved as a member, is closed.
7. The status of candidate terminates:
 - a. as a result of notice of termination by the candidate entity;
 - b. as a result of notice of termination by the Association;
 - c. When the Association (General Assembly) decides to terminate it.
 - d. in the event that the local association ceases to exist.

Article 6

1. Entities are grouped by region.
2. Member entities have the following rights:
 - 2.1. To express their vote.
 - 2.2. To have one (1) representative on the Governing Board.
 - 2.3. To apply for participation in all activities organised by EGEA.

- 2.4. To organise events for the Association.
- 2.5. To present candidates for appointment to posts that are granted by way of election.
- 3. Members entities have the following obligations:
 - 3.1. To accept the Statutory Base and the Protocol and to act in accordance with them.
 - 3.2. To accept the general resolutions of the Board of EGEA.
 - 3.3. To respect the opinions of other entities of EGEA.
 - 3.4. To provide other entities with information if and as necessary.
 - 3.5. To pay the membership fees that fund EGEA.
 - 3.6. To fulfill the membership criteria as described in the Protocol.

Membership fees

Article 7

Every member may be obligated to pay an annual membership fee. The level of the membership fee is determined by the General Assembly.

GENERAL ASSEMBLY

Article 8

1. The General Assembly is composed of representatives of entities and functions as the highest decision-making body within the organisation.
2. Admission to the General Assembly shall be granted to members, candidates and those invited by the Board and/or by the General Assembly.
3. The General Assembly shall convene at least once a year and within six months after the end of the financial year, except in the event of an extension of this term by the General Assembly. At this meeting of the General Assembly the Board shall present its annual report on the state of affairs of the Association and on the policies pursued.
4. General Assembly meetings are convened by the Board as often as it deems desirable as determined on the basis of a simple majority of votes, or as often as required by law.
5. On the written request of at least one-tenth of the member entities, the Board shall be obliged to convene a meeting of the General Assembly that shall be held within four weeks of the submission of the request.

If the request is not granted within fourteen days, the persons making the request may convene that meeting themselves in the manner set out in paragraph 3 or by means of an advertisement in at least one widely read professional journal. The persons making the request may then charge others than the members of the Board with the conduct of the meeting and the keeping of the minutes.

Article 9

1. Meetings of the General Assembly shall be held at a location fixed at the previous General Assembly meeting or to be fixed by the Board through a Board resolution.
2. Valid resolutions may be adopted by the General Assembly when a majority of more than half the members (member-entities) is present.

3. Meetings of the General Assembly shall be conducted by a person appointed by the General Assembly. This person is referred to as the moderator of the General Assembly.
4. Minutes of the proceedings of General Assembly meetings shall be kept by two persons chosen at the meeting.
5. All resolutions regarding which no greater majority is prescribed by law or this Statutory Base shall be adopted by a simple majority of votes. In the event of a tied vote on affairs the proposal shall be rejected. If the votes are tied in an election of persons the matter shall be decided by the drawing of lots. If in an election among more than two persons nobody has obtained an absolute majority a revote shall be taken between the two persons who received the greatest number of votes, if necessary after an interim vote.
6. The opinion pronounced by the moderator in the General Assembly on the result of a vote is conclusive.
The same applies to the content of an adopted resolution in as far as the voting concerned a proposal that had not been recorded in writing.
However if the opinion is contested immediately after having been pronounced by the moderator, a new vote shall take place if the majority of the meeting or, if the original vote had not taken place by roll-call or in writing, one holder of voting rights present demands a new vote. This new vote shall supersede the legal consequences of the original vote.
7. A resolution adopted by all members entitled to vote, even if they are not convened in a meeting, shall have the same force as a resolution adopted in the General Assembly, provided it was adopted with the prior knowledge of the Board. Such a resolution may also be adopted in writing or by email.

BOARD

Article 10

1. The Board shall consist of five persons, including a president, a vice president, a secretary, a treasurer and an event and public relations advisor.
2. The members of the Board are appointed by the General Assembly from among the members of the Association.
3. Members of the Board can be suspended or dismissed by the General Assembly at any time with a statement of reasons. A resolution by the General Assembly to suspend or dismiss a member shall be adopted with a two-thirds majority of votes cast by the General Assembly.
4. The suspension shall terminate if after three months the General Assembly has not resolved to dismiss the member. The suspended Board member shall be offered an opportunity to justify himself, in which he may be assisted by counsel.
5. If the number of Board members falls below the minimum referred to in paragraph 1, the Board will nonetheless remain competent. The Board is then obliged to convene a meeting as soon as possible at which the filling of the vacant post(s) shall be discussed.
6. Meetings of the Board shall take place as often as requested by each of its members. Minutes of the meetings must be made public.
7. Board meetings and decision-making shall be subject to the provisions of Articles 9 and 10 to the extent possible.

Article 11

1. The Board is entrusted with the management of the Association.
2. Provided it has the prior approval of the General Assembly, the Board is authorised to conclude agreements to acquire, alienate or encumber property subject to registration and to conclude agreements under which the Association commits itself as surety or joint and several debtor, warrants performance by a third party or provides security for the debt of a third party.

Article 12

1. The Board represents the Association.
2. The president is also authorised to represent the Association jointly with another Board member, or two Board members together.
3. The Board has got the authority to appoint supplementary persons to act as the representational authority.
4. The General Assembly and the Board are entitled to establish bodies such as committees for the performance of certain tasks in support of the objects of the Association. Further regulations relating to these bodies must be incorporated into the Protocol of the Association. The Protocol must in any case contain regulations on the appointment of the members of these bodies.

FINANCES

Article 13

1. The financial year of the Association runs from the first day of July until the first day of July of the subsequent year.
2. The Board must submit the balance sheet and the statement of income and expenditure accompanied by explanatory notes to the General Assembly. The documents must be approved by the General Assembly.
3. If an audit report within the meaning of Book 2 Section 393(3) of the Netherlands Civil Code (Burgerlijk Wetboek) regarding the truth and fairness of the documents referred to in the preceding paragraph is not submitted the General Assembly then the General Assembly shall each year appoint a Financial Control Commission of at least two members, in conformity with the regional structure of the Association. Each region may nominate one candidate who may not be a member of either the current Board or the prospective Board.
4. The Board is obliged to provide the Commission with all the information it requests, to show it the cash funds and assets if it should so desire, and to allow it inspection of the books and documents of the Association for the purpose of its investigation.
5. The Commission shall inspect the documents referred to in paragraph 2 and report its finding to the General Assembly.
6. The Financial Control Commission shall examine the Financial Report and the balance sheet report of the Annual Congress submitted by the Board and report its findings to the General Assembly. These documents must be approved by the General Assembly.

7. If in the commission's opinion this inspection requires special knowledge of accountancy then it may seek assistance from an expert at the expense of the Association. The committee shall report its findings to the General Assembly.

AMENDMENT OF THE STATUTORY BASE

Article 14

1. The Statutory Base may only be amended by a resolution of a meeting of the General Assembly convened with the statement that an amendment of the Statutory Base will be proposed there.
2. The General Assembly may only resolve on amendment of the Statutory Base by a majority of at least two-thirds of the votes cast.
3. The amendment of the Statutory Base shall only take effect after a notarial deed has been prepared for this purpose. Each of the Board members shall be authorised to have the deed of amendment of the Statutory Base executed.
4. The provisions of paragraphs 1 and 2 shall not apply if all the persons entitled to vote are present or represented at the General Assembly meeting and the resolution on amendment of the Statutory Base is passed unanimously.
5. The Board members shall be obliged to deposit an authentic copy of the deed of amendment of the Statutory Base and a complete continuous text of the articles as they read after the amendment at the office of the register of associations kept by the Chamber of Commerce and Industry.

DISSOLUTION AND LIQUIDATION

Article 15

1. The provisions of Article 14 paragraphs 1, 2 and 4 shall apply mutatis mutandis to a resolution of the General Assembly to dissolve the Association.
2. In its resolution referred to in the preceding paragraph the General Assembly shall establish the allocation of the credit balance and shall do so in a manner that is in accordance with the objects of the Association to the extent possible.
3. The Association shall be liquidated by the Board.
4. After the dissolution the Association shall continue to exist in so far as this is necessary for the liquidation of its capital. During liquidation the provisions of the Statutory Base shall remain in force to the extent possible.
5. In documents and announcements issued by the Association the words 'in liquidation' must be added to its name.
6. The liquidation is completed when the liquidator is satisfied that all assets are accounted for.
7. The accounts and records of the dissolved Association must be kept for ten years after the end of the liquidation. The custodian shall be the person who has been appointed as such by the liquidators.

REGULATIONS

Article 16

1. The General Assembly may adopt one or more sets of regulations providing for matters for which this Statutory Base do not or do not fully provide.
2. Regulations may not contain any provisions that are contrary to the law or to this Statutory Base.
3. The provisions of Article 14 paragraphs 1, 2 and 4 shall apply mutatis mutandis to resolutions to adopt and to amend regulations, unless otherwise determined in those regulations.

FINAL DEFINITION

Article 17

Any powers in relation to the Association that are not granted by law or by this Statutory Base to other bodies shall accrue to the General Assembly.

POWER OF ATTORNEY

The power of attorney is evidenced by two private powers of attorney to be appended to this deed.

FINAL STATEMENT

This deed was executed in the municipality of Utrecht on the date mentioned in its heading. The person appearing is known to me, civil law notary. Further, I, civil law notary, conveyed the substance of the deed and gave an explanation thereof to the person appearing. The person appearing declared that she had taken note of and agreed to the contents of the deed. The person appearing further declared to agree to a limited reading thereof. Immediately following its limited reading, the deed was signed by the person appearing and by me, the civil law notary.