



**egea**

# **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.

## VISION, MISSION, VALUES

### Article 2

#### 1. VISION

EGEA brings together young geographers in an atmosphere of respect, inclusion and personal development. This inspires global understanding of environmental and social processes and enables us to bring about a positive impact on society.

#### 2. MISSION

EGEA targets European students and young professionals in the field of geography to encourage sharing, networking, volunteering and alternative informal peer-learning. Our common identity drives our dedication to build an innovative and better future for all. We aim to strengthen the strategic position of geography in Europe. We empower young geographers and encourage their active participation in decision making processes on a European, national and local level. Together we want to build Europe as a place of friendship across borders, intercultural dialogue, diversity, sustainability and non-discrimination.

#### 3. VALUES

EGEA is based on **Friendship**.

We live with **respect for other cultures**.

We encourage **curiosity**.

We spread **inspiration**.

We believe in **personal development**.

We act **non-partisan**.

## OBJECTIVES

### Article 3

1. The Association has as its objectives 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 of 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. Its operating area is Europe
3. The working language of meetings is English to the extent possible

## DURATION

### Article 4

1. The Association was entered into for an indefinite period of time.
2. The financial year of the Association starts on the first day of July and ends on the thirtieth of June of the subsequent year.
3. The working year of the Association starts on the first day of October and ends on the thirtieth of September of the subsequent year.

## MEMBERSHIP

### Article 5

1. The Association has members who bear the title of 'member entity' and

- candidate member entity, who bear the title of 'candidate member'.
2. The Association admits as a member a local association of geography students and young geographers within a city in Europe, at the discretion of the Board. 2.1. 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. In order to retain or gain membership in EGEA, member entities and candidate members must fulfil a set of criteria as stated in the Protocol. Any changes to these criteria require at least a 2/3 majority of the General Assembly.
  4. Membership or candidate membership terminates:
    - 4.1. as a result of notice of termination by the member/candidate;
    - 4.2. as a result of notice of termination by the Association;
    - 4.3. as a result of expulsion or immediate termination of the candidacy decided by the General Assembly;
    - 4.4. in the event that the local association ceases to exist.
  5. Candidate members are those who have announced their interest in becoming a member of the Association by the means of a written statement to the handling board.
  6. Candidate members 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.
  7. The General Assembly votes on candidate members becoming members of the Association.
  8. The membership (and all its related rights and duties) of a candidate member begins after the Meeting of the General Assembly, at which it has been approved as a member, is closed.

## ACTIVITIES

### Article 6

1. EGEA seeks to achieve its objectives in the following possible ways:
  - 1.1. 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.

- 1.2. The preparation of geographical information media such as magazines, papers, reports, newsletters, professional journals and official journals.
  - 1.3. Establishing and strengthening contacts with other geographical and non-geographical institutes and organisations.
2. The collection and distribution of information on research and education activities concerning geography as a science.

## REGIONS AND ENTITIES

### Article 7

1. Entities are grouped by region.
2. Member entities have the following rights:
  - 2.1. To express their vote.
  - 2.2. To have representatives on the executive Board and other official positions.
  - 2.3. To apply for participation in all activities organised by EGEA.
  - 2.4. To organise events for the Association.
3. Member 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 as defined in Article 8.
  - 3.6. To fulfil the membership criteria as described in the Protocol.

## MEMBERSHIP FEES

### Article 8

1. Every member may be obligated to pay an annual membership fee as defined in the Protocol

## GENERAL ASSEMBLY

### Article 9

1. The General Assembly is composed of representatives of all member entities. The GA is the highest decision-making body within the organisation. Only member entities have voting rights.
2. Admission to the General Assembly and its meetings shall be granted to member entities, candidate members, the Board of EGEA, persons who hold official positions in the Association and those individuals invited by the Board and/or by the General Assembly.

## MEETINGS OF THE GENERAL ASSEMBLY

### Article 10

1. The General Assembly shall convene at least once a year, within six months after the end of the financial year, preferably before the end of the working year. This is called the Annual Meeting of the General Assembly.
  - 1.1. An exception on the timing of the Annual Meeting of the General Assembly can only be made through a (written) resolution by the General Assembly itself.
  - 1.2. The purpose of the Annual Meeting of the General Assembly is for the Board of EGEA to present the Annual Report on the state of affairs and the Financial Report.
2. Additional Meetings of the General Assembly can be convened as often as deemed desirable by a majority of the Board, or as often as required by law, e.g. through a request of the member entities.
  - 2.1. On a 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.
  - 2.2. If the request is not granted within fourteen days, the persons making the request may convene that meeting of the General Assembly themselves in line with article 10. 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.
3. Meetings of the General Assembly shall be held at a location approved at the

previous General Assembly meeting, or a location has to be approved by the General Assembly through a written confirmation by at least half of the members at least 30 days prior to the meeting of the General Assembly, or, in case previous points are practically impossible, the board is allowed to decide the location of the General Assembly.

- 3.1. If required, the Meetings of the General Assembly are held online. The board must inform its members in writing about this at least 30 days prior to the meeting and indicate how members can participate during the meeting.
- 3.2. Members can cast their vote in two potential ways: 1) physically e.g. by raising hands or 2) through an electronic means of communication, provided that the person entitled to vote can be identified by the electronic means of communication, can directly take note of the discussions in the meeting and exercise their voting right. In the meeting additional conditions can be set for the use of the electronic means of communication.
- 3.3. Members can cast their vote digitally, when a decision process of the General Assembly takes place without convening a meeting. Digital votes only count if:
  - 3.3.1. they have been received by a board member, vote counter and moderator;
  - 3.3.2. an acknowledgement has been sent back to the member;
  - 3.3.3. they were received at least two weeks before or up to three days after the General Assembly took place.
4. Valid resolutions may be adopted by the General Assembly when a majority of more than half the member entities is present. This is referred to as the quorum.
5. 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.
6. Minutes of the proceedings of General Assembly meetings shall be kept by at least two persons chosen at the meeting. These persons are referred to as minute takers.
7. 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 second voting shall take place excluding the candidate with the least votes, until a person obtains an absolute majority.

8. The decision pronounced by the moderator in the General Assembly based on the result of a vote is conclusive.
  - 8.1. The same applies to the content of an adopted resolution as far as the voting concerned a proposal that had not been recorded in writing.
  - 8.2. However, if the decision is contested and a new vote is demanded by the majority of the General Assembly, or by at least one of the holders of voting rights in case the voting had not take place by roll-call or in writing. Then, a new vote shall take place. This new vote shall supersede the legal consequences of the original vote.
9. A written resolution by the General Assembly may only be adopted provided: all members entitled to vote received the resolution 30 days prior the voting, have at least 15 days time to cast their vote on the resolution, at least half of the members cast their vote, and the Board has prior knowledge of this process. All members and the Board should be informed about the outcome of this resolution no later than 5 days after the closing of the voting. A written resolution must be ratified at the next meeting of the General Assembly.

## OFFICIAL POSITIONS

### Article 11

1. The Board is entrusted with the management of the Association.
2. Decision-making of the board shall be subject to the regulations of Articles 9 and 10 to the extent possible.
  - 2.1. 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.
  - 2.2. If a Board member has a conflict of interest regarding a specific issue that requires a board's resolution, this Board member is excluded from the decision-making process regarding this issue. If the Board as a whole has a conflict of interest regarding a specific issue, the matter needs to be decided upon by a resolution of the General Assembly.
3. The members of the Board are appointed by the Annual Meeting of the General Assembly. In case the Annual Meeting of the General Assembly cannot be



organized, the Board continues implementing its tasks until the next Meeting of the General Assembly.

4. The Board shall consist of at least five persons holding the position of president, vice-president, secretary, treasurer and event advisor. Additional board members can be defined in the Protocol. In case of an even number of board members, the President acts as a decisive vote during a tied voting between the board members.
  - 4.1. If one or more of the board members resigns or is unable to fulfill his/her task, the remaining members will re-divide the functions among themselves and 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. If the Board as a whole decides to resign or is unable to fulfil its task, or the number of Board members falls below three Board Members, the most recent former President will deal with urgent affairs as interim President, until the next annual meeting of the General Assembly or as soon as a new General Assembly is taking place to appoint at least five persons as acting board. This interim President shall be allowed to appoint assistants.
5. 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 majority of at least two thirds of the votes cast by the General Assembly.
  - 5.1. 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 itself and the Board member could be assisted by an advisor.
6. Meetings of the Board shall take place as often as requested by each of its members. Minutes of the meetings must be made available to members.
7. The General Assembly and the Board are entitled to establish bodies for the performance of certain tasks to support the objectives of the Association. These bodies and information about the appointment of the members of these bodies must be defined in the Protocol.

## REPRESENTATION OF THE ASSOCIATION

### Article 12

1. The Board members can represent the Association.
2. The Board has got the authority to make an agreement with supplementary persons to act as the representational authority, who shall be named EGEA Ambassadors.

## ELECTION PROCEDURE

### Article 13

1. The Election procedure describes the process for electing the Board of EGEA.
2. All individuals belonging to member entities of the Association are eligible to apply. It is not allowed to apply for more than one position at the same time.
3. The open call for candidates is announced publicly within the Association no later than on the first day of the application period. The announcement should contain at least the positions which are open, the application period and the means of accepting applications. The open call should be a minimum of three weeks. All conditions to apply have to be published together with announcing the open call.
4. If there are fewer applications than open positions after the deadline has passed, the application period is extended by fourteen days for all concerned positions. Further extension of the call is done by seven days at the time or the call is extended until sufficient candidates are found.
5. All applications are published at the same time no longer than 24 hours after the end of the call.
6. After the (prolonged) application period has passed, the promotion period, which is minimum seven to maximum thirty days long, begins during which the candidates have the opportunity to promote themselves.
7. Voting period follows without unnecessary delay after the promotion period has been closed and is at least one week long. All member entities are allowed to vote.
8. Voting results are announced publicly no longer than 24 hours after the voting period has passed.
9. If no objections to the results are concerned within one week, the voting results are valid and chosen candidates become elected board candidates.
10. The elected board candidates are then introduced to their tasks and responsibilities in order to facilitate efficient knowledge transfer.
11. The elected board candidates take over their full responsibilities after being approved by the Annual Meeting of the General Assembly and no later than the beginning of the respective EGEA working year.

## FINANCES

### Article 14

1. The financial year is defined in Article 4.
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 to the Annual meeting of the General Assembly, then the General Assembly shall each year appoint a Financial Control Commission of at least two members belonging to a different region of the Association.
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 its inspection of the books and documents of the Association for the purpose of its investigation.
5. The Financial Control Commission shall inspect the documents referred to in paragraph 2 and report its findings 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 Financial Control 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 Commission shall report its findings to the General Assembly.

## AMENDMENT OF THE STATUTORY BASE

### Article 15

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 an 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 16

1. The provisions of Article 15 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 objectives 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 17

1. The General Assembly may adopt one or more sets of regulations or Protocols providing for matters for which this Statutory Base does not or does not fully provide.
2. Regulations or Protocols may not contain any provisions that are contrary to the law or to this Statutory Base.
3. The Provisions of Article 15 paragraphs 1, 2 and 4 shall apply mutatis mutandis to resolutions to adopt and to amend regulations or Protocols, unless otherwise determined in those regulations or Protocols.

## FINAL DEFINITION

### Article 18

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.