

Study Association Proto

Rules and Regulations
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Rules and Regulations of Study Association Proto

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Chapter 1. General Provisions

Article 1. Definitions

In these Rules and Regulations the following words shall have the following meanings:

1. *the Association*: Study Association Proto, having its seat in Enschede;
2. *the Constitution*: the Constitution, as put down in writing in the deed of formation, taking into consideration any amendments to or replacement of this Constitution which may have been effected later on.
3. *the General Meeting*: the General Meeting referred to in Article 14 of the Constitution;
4. *the Board*: the body referred to in Article 9 of the Constitution;
5. *de audit committee*: the body referred to in Article 13, paragraph 4 of the Constitution.

Article 2. Preamble

Words importing the masculine gender in these Rules and Regulations shall include the feminine.

Chapter 2. Provisions of Rules

Article 3. Provisions

1. These Rules and Regulations shall be subordinate to the Constitution. To the extent that one or more provisions in these Rules and Regulations contravene the Constitution, these provisions shall lose effect.
2. Any resolution to amend these Rules and Regulations can only be adopted by the General Meeting. The General Meeting shall be called especially for that purpose under the announcement that an amendment of the Rules and Regulations shall be proposed. The persons who request to call the General Meeting in order to deal with a proposal to amend the Rules and Regulations, must deposit for inspection the verbatim text of the proposed amendment in a place suitable for that purpose, at least fourteen days before the meeting. This place must be stated in the convocation.
3. Any resolution to amend the Rules and Regulations can only be passed by a majority of two-thirds of the valid votes cast.
4. Any amendment of these Rules and Regulations shall come into effect as soon as the General Meeting has adopted the resolution to amend, unless along with this resolution it is determined that the amendment shall come into effect on a later point in time.
5. In case of disagreement on the interpretation of one or more provisions of the Constitution or these Rules and Regulations, the interpretation of the General Meeting shall be decisive. As long as no other interpretation is given by the General Meeting, the interpretation of the Board shall be decisive.
6. In all other cases not provided for in the Constitution or these Rules and Regulations, the Board is authorised to effect an arrangement, as long as the General Meeting does not decide in favour of another arrangement.

Chapter 3. The Board

Article 4. General

The Board shall be, among other things, responsible for observing the purpose of the Association set forth in Article 2 of the Constitution. It shall endeavour to do so by:

1. Being receptive in an active way to complaints and/or signals from the members or otherwise from the Faculty. It shall pass those on to the appropriate bodies within the Faculty or the University.
2. Participating in and organising activities that are intended to promote the interests of the members concerning their study. These activities may be organised at any level: at a national, regional, University, Faculty as well as a department level.

Article 5. Chairman

It shall be the duty of the Chairman to:

1. govern the Association;
2. maintain order at meetings;
3. monitor and organise the tasks of his fellow Board members;
4. maintain relations outside the Association.

Article 6. Secretary

It shall be the duty of the Secretary to:

1. deal with the general correspondence; of which he keeps copy;
2. ensure that all meetings, gatherings, elections and votes are announced in time;
3. draw up the annual report of the Secretary;
4. keep the archives and the membership records up to date;
5. take minutes of the Board meetings and general meetings.

Article 7. Treasurer

It shall be the duty of the Treasurer to:

1. administer the funds of the Association, for which he is accountable to the Board and the General Meeting;
2. draw up the financial annual report and to make this report available to the audit committee for auditing within four weeks after the end of the Association's year; deviation from this period can only take place in consultation with the audit committee;
3. provide quarterly reviews of the financial state of affairs on behalf of the Board and the audit committee;
4. see to it that the budget is observed;
5. ensure that the accounts are available and accessible for the audit committee and the members of the Board at all times;
6. set down a period within which statements of expenses should be rendered and state this period on the statement of expenses forms; this period must meet the requirements of reasonableness;
7. regularly audit the accounts of the committees;
8. take care of a reconciliation of the current financial state of affairs, the new policy and the new budget of the prospective board, by drawing up a basic budget and explanatory notes.

Article 8. Absence

In case of absence of a member of the Board, his position shall be filled by one of the other members of the Board, who has been appointed thereto by a resolution of the Board.

Article 9. Board Meetings

1. The Board shall meet as often as it deems necessary, yet at least once a month, barring academic holidays. At Board meetings at least five-seventh of all Board members must be present.
2. Board meetings shall be open only to members of the Board and to persons invited by the Board. The minutes of Board meetings shall be open to the public.
3. Each member of the Board is obliged to be present at the Board meeting, unless his absence is announced to the Chairman at least one day before the meeting. If any significant problems might occur because of absence, the date of the meeting must be changed.
4. Board resolutions shall be passed by a majority of votes. If the votes are equally divided, the motion shall be deemed to have been rejected.

Article 10. Transactions

1. The Treasurer of the Board shall be entitled to effect transactions unrestrictedly up to the amount of one thousand euros. If the Treasurer of the Board wishes to effect transactions concerning amounts exceeding the amount permitted unrestrictedly, the invoice must be accompanied by a form on which another member of the Board gives his consent for the transaction by signature.
2. The treasurers of the committees shall be entitled to effect transactions unrestrictedly to the amount of two hundred and fifty euros, with the exception of banking transactions from and to the account of the Association. If the treasurers of the committees wish to effect banking transactions, eventually these shall be effected by the Treasurer of the Board. Other banking transactions concerning amounts exceeding the amount permitted unrestrictedly, must be co-signed by one of the members of the Board.

Chapter 4. Committees**Article 11. General**

1. The Board or the general meeting may decide to form a committee to fulfill particular tasks.
2. In each resolution to form a committee at least shall be determined:
 - a. the name of the committee;
 - b. the task of the committee.
3. The members of a committee must be ordinary, associate or honorary members of the Association, unless the body forming the committee decides otherwise.
4. Any committee shall consist of at least two members, namely a chairman and a secretary; and in case the committee has financial means at its disposal, a third member, a treasurer.
5. In the annual report, each committee shall provide an overview concerning the activities and the state of affairs of the committee.
6. The Board may require that a committee keeps its own accounts. These accounts must be held at the disposal of the Board and the audit committee. Furthermore, within a month after the end of the Association's year a review of the financial position on the final date of the Association's year must be made available to the Board and the audit committee.

7. Any committee shall be disbanded by the body that formed it, on the understanding that the General Meeting is entitled to disband a committee that was appointed by the Board. In case a committee is disbanded, the treasurer, if appointed, shall render an account of the finances to the body disbanding the committee.
8. If not provided otherwise in the resolution to form a committee, members of a committee shall be appointed and discharged by the body that formed the committee, on the understanding that members of a committee, formed by the Board, can be discharged by the General Meeting.
9. Any committee shall in the first instance bear responsibility for the financial strategy of the committee. In the end, the Board shall decide on the budget, the losses and/or profits and on other financial regulations concerning the allocation of funds and suchlike.
10. Each committee shall have at least one fixed contact within the Board who shall supervise the committee and keep himself informed of everything that is done within the committee. For that purpose the contact and the committee shall keep in touch with each other.

Article 12. Audit Committee

1. The audit committee shall examine the faithfulness of the financial accounts referred to in Article 22, paragraph 3, the feasibility of the budget and the feasibility of the financial forecast, and shall report on its findings to the General Meeting.
2. The audit committee shall advise the Treasurer on various financial affairs, both at the Treasurer's request and unasked for. In particular, the audit committee shall comment on every financial document.
3. The audit committee is charged during the general assembly. During the general assembly, the board will propose a candidate audit committee. This candidate audit committee will be announced seven days before the general assembly at the latest.
4. When the board wishes to constitute a new audit committee, the board will notify members of the fact they are constituting a new audit committee no later than twenty-one days before the general assembly. Herewith they also state all members have the right to announce interest in participating in the audit committee.

Article 13. Board of advisors

1. The board of advisors is an advisory organ of the board of the study association. The board of advisors has no decision-making authority; the board of advisors advises the association board within two weeks when requested, or when the board of advisors is of the opinion that it needs to give advice. The board of advisors also verifies that the association board truthfully executes decisions by the general assembly, and reports any noncompliance to the general assembly.
2. In case of omission or neglect of the board, the board of advisors is authorized to request a general meeting. The board is obliged to answer this request. If no action is taken on the request within fourteen days, the Board of Advisors may call this meeting themselves, by calling it in accordance with the provisions of article 14 paragraph 4 of the constitution.
3. The board of advisors is charged during the general assembly. The association board will nominate a board of advisors during the general assembly. This nomination will also be published together with the other documents of that general assembly.
4. The board of advisors stays charged until the general assembly charges a new board of advisors. A term in the board of advisors is hence in principle one association year.
5. When the association board wants to nominate a new board of advisors, they will notify the members of the association of the nomination process at least twenty-one days before the general

assembly. In that notification the association board will also make clear that each member has the right to express interest in joining the board of advisors.

6. The board of advisors is composed as follows:
 - a. the board of advisors must be made up of at least four and at most six members and can not have a current member of the association board as its member;
 - b. members of the board of advisors must have verifiable experience relevant for giving advice to the association board;
 - c. at least half of the board of advisors should be made up of members that have served as part of the association board for at least one full association year;
 - d. the members meant in sub c must also represent at least two different board years;
 - e. it is recommended that the board of advisors has at least one member that either served in the association board of another association or can otherwise contribute external insights;
 - f. it is recommended that the board of advisors consists of multiple members that have already served in the board of advisors for at least one association year.
7. Members of the board of advisors can resign their position at any time via a written statement to the association board. If, after such a resignation, the composition of the board of advisors is no longer in compliance with paragraph 6 the association board will nominate a new board of advisors during the next general assembly.

Chapter 5. Members

Article 14. Rights

1. Each ordinary member has, subject to the provisions of Article 15, paragraph 9, the right to:
 - a. attend general meetings and speak there;
 - b. have a general meeting called and present business to the General Meeting;
 - c. cast a vote at the general meeting, in accordance with Article 15 of the Constitution;
 - d. offer itself as a candidate for a position within the Association;
 - e. propose candidates for a position within the Association;
 - f. receive one or more copies of the Constitution and these Rules and Regulations at cost from the Board;
 - g. take note of the minutes of the General Meeting;
 - h. receive publications of the Association and to take part in activities organised by the Association, subject to any further requirements that might be imposed on this in all reasonableness by the Board.
2. Each associate member shall have the same rights as an ordinary member, with the exception of the rights mentioned in Article 13, paragraph 1, under b. and c.
3. Each honorary member shall have the same rights as an ordinary member.
4. Each benefactor shall have the right to:
 - a. attend general meetings and speak there;
 - b. receive one or more copies of the Constitution and these Rules and Regulations at cost from the Board;
 - c. take note of the minutes of the General Meeting;
 - d. take part in activities organised by the Association. Legal entities may be represented by a maximum number of representatives, which number shall be determined per event by the Board.

Article 15. Duties

1. The duties of each ordinary member shall be:
 - a. Preservation of the good name of the Association.
 - b. Payment of the annual contribution. Ordinary members who became a member after 1 August of the current Association's year and who paid the contribution for the current Association's year, shall be exempted from payment of the annual contribution in the following Association's year.
 - c. Endorsement of the provisions of the Constitution and the Rules and Regulations, as well as the resolutions of the Association.
2. Each associate member shall have the same duties as an ordinary member.
3. Each honorary member shall have the same duties as an ordinary member, except for the duty mentioned in Article 14, paragraph 1, part b.
4. Any benefactor shall have the duty to pay at least the minimum donation determined by the General Meeting.

Article 16. Expulsion

1. Any member who failed to pay the contribution within thirty days after the start of the Association's year, shall be sent a reminder for payment of the contribution. In case the member in question still failed to pay fourteen days later, he shall receive a reminder once again with an accompanying letter which expels the member from membership, unless within fourteen days after the date of this letter he finally paid the contribution.
2. In case a member acts contrary to the Constitution, these Rules and Regulations or resolutions of the Association, or harms the Association in an unreasonable manner, the Board may warn him in writing.
3. In case a member, despite an earlier warning, still acts contrary to the Constitution, these Rules and Regulations or resolutions of the Association, or still harms the Association in an unreasonable manner, the Board may expel him from membership of the Association. In case a member acts contrary to the Constitution, these Rules and Regulations or resolutions of the Association in a serious manner, or harms the Association very seriously in an unreasonable manner, the Board may expel him from membership of the Association without prior warning.
4. The Board shall inform the person concerned about the resolution to expel stating the reasons, as soon as possible and by registered letter. The person concerned shall be suspended as from the moment the Board decided to expel.
5. The person concerned may raise an objection with the General Meeting, not later than thirty days after he could have taken note of the letter mentioned in Article 15, paragraph 4. The objection shall be raised by means of a registered letter, addressed to the Chairman of the Board. Then the Board shall call the General Meeting.
6. The Meeting called in accordance with Article 15, paragraph 5 shall deal with the complaint in a closed meeting. If requested for by the person concerned, he shall have the opportunity to be heard by the Meeting. The Meeting may decide either to confirm or to reverse the resolution to expel.
7. In case the person concerned does not lodge an appeal with the General Meeting within the period specified in Article 15, paragraph 5, the expulsion shall irrevocably be converted into termination of membership one month after he could have taken note of the letter mentioned in Article 15, paragraph 4.
In case the person concerned does lodge an appeal with the General Meeting in time, the expulsion shall continue until the General Meeting has taken a decision. If the General Meeting

decides to confirm the resolution to expel, the expulsion shall irrevocably be converted into termination of membership at that very moment. If the General Meeting decides to reverse the resolution to expel, the expulsion shall be terminated at that very moment.

8. Article 15, paragraphs 2, 3, 4, 5, 6 and 7 apply correspondingly to the expulsion from honorary membership and associate membership.
9. Any ordinary member, honorary member or associate member shall only retain the rights mentioned in Article 13, paragraph 1, under f and g during his expulsion. However, he shall retain all his obligations.
10. Any decision on an objection as referred to in Article 15, paragraph 5, raised with the General Meeting, may never be referred on to any other body within the Association.

Chapter 6. General Meeting

Article 17. Convocation

1. In every Association's year at least two general meetings shall be held: the annual general meeting and a meeting about halfway through the Association's year.
2. The convocation must be done by means of mail or e-mail at least two weeks before the date of the meeting.
3. The documents for the general meeting must be made available for inspection in a place suitable for that purpose at least two weeks before the date of the meeting.
4. At least one week before a general meeting in which a change in the Board shall be under discussion, a prospective Board must report itself in writing to the Board, which must be accompanied by a budget and a policy plan for the coming Association's year.
5. The documents for a general meeting other than the annual general meeting shall at least include the state of affairs.
6. At least one week before the general meeting, items for the agenda must be handed in to the Secretary, who shall immediately make these items public by means of the appropriate channels.
7. The General Meeting shall only be entitled to take decisions on those items that have been made public before the general meeting.

Article 18. Attendance

1. At every general meeting the Board shall keep an attendance list, which shall contain separately:
 - a. the names of the ordinary members present;
 - b. the names of the associate members present;
 - c. the names of the honorary members present;
 - d. the names of the benefactors present;
 - e. the names of the absent members who authorized an attendant member in accordance with Article 19;
 - f. the names of the remaining persons present who are admitted to the meeting.
2. Before taking the first vote, the Secretary shall announce to the General Meeting the number of ordinary members, associate members, honorary members, benefactors and other persons present. In addition, the number of absent members who authorized an attendant member in accordance with Article 19 must be announced, and the total number of votes that can be cast as a result.

3. Where changes should occur in the data referred to in Article 17, paragraph 1, during the meeting, the Board shall record these on the attendance list.
4. Every member can be allowed to participate in the general assembly remotely (by means of, for example, a telephone or internet connection) at the approval of the general assembly. Hereto the member that wishes to remotely attend the general assembly has to send a request in writing to the general assembly. This request will be reviewed during the quorum. In principle, a member that participates remotely in the general assembly does not have the right to vote. However, the general assembly may decide to allow the remotely participating member to vote during the review of the relevant request for remote participation.

Article 19. Order

1. The Chairman of the meeting shall decide on the order of the general meeting, in compliance with the Constitution, these Rules and Regulations and the accepted motions of order referred to in Article 18, paragraph 3.
2. Others than the Chairman shall only speak if the Chairman calls on them to do so. If required, the Chairman shall call on every person present to speak. However, he does not need to call on every person present to speak more than three times about a particular item.
3. Any ordinary member, associate member or honorary member present can put forward a procedural motion. A procedural motion shall concern the procedure and may not be contrary to the Constitution or these Rules and Regulations. The proposer may briefly give an explanation of the proposal, whereupon the Chairman shall put it to the vote at once, undiscussed but if required with a brief comment.
4. Unless decided otherwise by procedural motion, the Chairman must put every proposal and motion to the vote. Proposals or motion concerning the same subject shall be put to the vote in order of comprehensiveness to be determined by the Chairman.
5. The Chairman may deny persons present who disrupt the order of the meeting the right to speak, or even exclude them from the meeting.

Article 20. Authorisation

1. A member who is entitled to vote and who cannot attend the general meeting, can authorise an attendant member; as provided in Article 15 of the Constitution.
2. The authorisation shall at least contain the name of the principal, the name of the authorised representative and the date of the general meeting for which the authorisation is granted. The principal as well as the authorised representative shall sign the authorisation.
3. The authorisation must be presented to the Chairman before the start of the meeting.

Article 21. Minutes

1. During general meetings, minutes shall be taken. The Secretary shall bear the responsibility for taking these minutes.
2. The minutes shall contain at least the attendance list as well as the resolutions adopted at each item on the agenda.
3. Not later than eight weeks after the meeting, the minutes shall be put at the disposal of the members of the Association.

Article 22. Language

1. The official language during general meetings shall be English, unless the persons present unanimously decide otherwise.
2. The documents for general meetings shall be put at the disposal of the members in English.
3. The minutes of general meetings shall always at least be published in an English version.

Chapter 7. Annual Report

Article 23. Contents

1. The Board must publish an annual report on paper which shall come up for discussion in the annual general meeting, as referred to in Article 14, paragraph 2, of the Constitution.
2. The annual report shall at least contain the following documents:
 - a. financial statement;
 - b. report of the Secretary;
 - c. policy statement.
3. The financial statement shall at least contain the following components:
 - a. opening and closing balance sheet of the main accounts;
 - b. profit and loss account of the main accounts;
 - c. balance sheets and profit and loss accounts of the committees who keep their own accounts;
 - d. the budget as has been accepted by the General Meeting at the beginning of the year.

Chapter 8. Language

Article 24. General

1. English translations of the Constitution and these Rules and Regulations are available. They must be approved by the General Meeting.
2. In case of any inconsistency between the translations, the Dutch version of the Constitution and these Rules and Regulations shall be decisive.
3. General communication to members, in writing as well as orally, shall take place in English whenever necessary and reasonably possible.

Chapter 9. Personal Data

Article 25. General

The association maintains a privacy policy where it will indicate:

1. what (personal) data the association processes;
2. who has access to this (personal) data.

Article 26. Establishment

The privacy policy is established by the board in consultation with Have You Tried Turning It Off And On Again committee(s) (hereafter the editor) within the association factually responsible for processing the personal data.

Article 27. Supervision

The general assembly can compel the board and the editor to change (parts of) the privacy policy. These changes then also have to be executed in practice.

Article 28. Changes

Both the board and the editor can make changes to the privacy policy with mutual consent. The board is required to communicate substantive changes to the association according to the procedure described in Article 29.

Article 29. Cognizance of Changes

The board is required to offer each member an opportunity to be notified of substantive changes to the privacy policy and offer this possibility to the member when applying for membership. Members need to indicate to the board of the fact they wish to be notified.

Article 30. Publication

The privacy policy needs to be published on a public, logical and trivially accessible location.