

## ARTICLES OF ASSOCIATION

### Name and Registered Office

#### **Article 1**

1. The Association bears the name: **UNIVERSITY COLLEGE STUDENT ASSOCIATION.**  
Its abbreviated name is: UCSA
2. It has its registered office in the municipality of Utrecht.
3. *Any reference to 'the UCSA Board' will refer to the UCSA Board as set forth in Article 10.*

### Provisions

#### **Article 2**

1. The Internal Regulations, called “the Policy Manual”, shall govern any matters not provided for in these Articles *and give further clarification on the provisions of these Statutes.*
2. As the official communication within and between University College Utrecht is in English, the Association shall, for practical purposes, use a sworn English translation of these Articles of Association, hereinafter also called “the Articles”.
3. Written communication, as referred to in these Articles and the Policy Manual, shall include electronic media, unless stated otherwise.

### Objects

#### **Article 3**

1. The objects of the Association are to represent the interests of all its members who are students at University College Utrecht, and in addition, everything, directly or indirectly, related to the aforementioned or instrumental thereto in the broadest meaning of the word.
2. The Association shall strive to achieve its objects by, among other things:
  - a. Maintaining and promoting contacts between members and the Management of University College Utrecht;
  - b. Promoting and safeguarding the development and the continuity of activities of the Association in the long term;
  - c. Organising lectures, excursions, conferences and other activities to enable students to develop themselves outside of the courses;
  - d. Organising activities to keep students informed of the opportunities for employment and further studies;
  - e. Using all other means available to it under the Law.
3. The Association is independent of religious and political organisations *while striving to value diversity and protect inclusivity.* The Association pursues its objects without differentiating on the grounds of gender *identity*, nationality, race, sexual orientation, *physical and/or mental (dis)ability*, religion, personal beliefs, *and any other forms of discrimination.*
4. The Association is independent of student societies, student year clubs and other kinds of groups. Therefore, the Association shall regard such groups as regular external parties.

### Financial Means and the Association Year

#### **Article 4**

1. The financial means of the Association shall consist of:
  - a. Membership dues as referred to in Article 6;
  - b. Income from services provided and products supplied;
  - c. Grants and gifts;

- d. Any other income.
2. The Association year, which is also the financial year, shall run from the first of July until the thirtieth of June.

## Membership

### **Article 5**

1. The Association has:
  - a. Members: those persons who are students at University College Utrecht and pay the annual dues as set forth in Article 6;
  - b. Honorary members: those persons who have served the interests of the Association in an exceptional manner. Honorary members shall be appointed as such on the proposal of the **UCSA Board** or of at least twenty members of the Association, in either case after approval of the General Assembly (GA);
  - c. Alumni: those persons who have been a member of the Association and have graduated from University College Utrecht;
  - d. Affiliates: staff, tutors, teachers and fellows of University College Utrecht;
  - e. Benefactors: those persons who financially support the Association and are not eligible for membership;
  - f. Guest members: those **bachelor and master students** persons who live on the University College Utrecht campus but are not students at University College Utrecht and **alumni** may apply to the **UCSA Board** for guest membership. ~~Membership dues and rights of guest members other than those described in these Articles are set forth in the Policy Manual.~~
2. Any reference in these Articles to members or membership shall only refer to the members as set forth in Article 5.1.a, unless otherwise indicated. Only these members have the right to vote in the GA.
3. Members are those persons who have been admitted by the **UCSA Board**. If the **UCSA Board** refuses to grant membership, the GA may nevertheless resolve to grant membership.
4. Members, honorary members, alumni, affiliates and guest members may only be natural persons. Benefactors may also be legal entities.
5. Membership or guest membership may commence at any time.
6. **The UCSA Board** shall keep a register in which the names ~~and addresses~~ of all members and the **names and addresses** of all guest members are recorded.
7. **Membership or guest membership ends:**
  - a. By notice of termination by the member or guest member;
  - b. By notice of termination by the Association;
  - c. By expulsion, as set forth in the Policy Manual.
  - d. On the death of the member or guest member.
8. A member or guest member may terminate their membership at any time. If membership is terminated in the course of an Association year, dues shall nevertheless remain due in full, unless the **UCSA Board** grants an exemption from payment.
9. The **UCSA Board** shall give notice of termination by the Association and may do so if a member or guest member ceases to meet the conditions for membership set in these Articles, or if the Association cannot reasonably be required to continue membership.

10. The **UCSA Board** shall order the expulsion from membership and may do so if a member or guest member acts in breach of these Articles, the Policy Manual and any other regulation or resolutions of the Association, or prejudices the interests of the Association in an unreasonable way.
11. The member or guest member shall be notified in writing of the decision of termination or expulsion and the reasons therefore as soon as possible, **upon which expulsion or suspension will come into force.** The member or guest member may lodge an appeal with the Independent Body within one month of receipt of the notification of the decision. During the period for appeal and pending the appeal, the member or guest member is suspended.

#### Membership Dues

##### **Article 6**

1. The members shall pay fixed annual membership dues to help ensure the continuity of the Association. The membership dues are always owed for the full Association year, ~~unless the Board grants an exemption from payment.~~ **unless decided otherwise by the UCSA Board.**
2. ~~The GA may change the amount of the annual dues, on the proposal of the Board.~~ **The amount of the annual dues may be changed by the GA on the proposal of the UCSA Board before the start of the financial year.**
3. Membership dues shall not be refunded on expulsion or termination of membership, ~~unless the Board decided otherwise.~~ **unless decided otherwise by the UCSA Board.**

#### General Assembly (GA)

##### Convocation of Meetings

##### **Article 7**

1. The GA shall meet as often as ~~the Board considers desirable~~ **is considered desirable by the UCSA Board,** but at least three times **per Association year.**
2. In addition, meetings shall be convened when at least ten percent of the members with voting rights or the Independent Body submits a written request for a meeting to the Chair of the **UCSA Board** stating the exact matters to be brought up for discussion during the GA and any proposed resolutions that should be voted on. If the Chair **or Vice-Chair** fail to act on the request to the effect that such a meeting cannot be held within two weeks after submission of the request, the applicants may convene a meeting in accordance with the additional formalities as set forth in these Articles. In such cases, the applicants may charge persons other than **UCSA Board** members to chair the meeting and to carry out all other formalities which, pursuant to these Articles, would normally be carried out by **UCSA Board** members.
3. Convening notices for the meeting shall be sent to the members at least one week in advance, ~~not including~~ **excluding** the day of convocation and the day of the meeting. **Exceptions to this procedure are outlined in the Policy Manual.** ~~Except for the case provided for in Article 7.2, this shall be done by the Chair of the Board.~~ **This shall be done by the Chair of the UCSA Board except in the case outlined in Article 7.2.**
4. In addition to the time and place of the GA, the convening notices shall state the provisional agenda.
5. The **UCSA Board** shall set the agenda for the GA. The Independent Body may add items to the agenda, if it considers such to be necessary. Members may propose additional items and motions

up to five days before the meeting. If amendments have been made to the agenda, the **UCSA Board** shall send these amendments at least three days prior to the meeting.

6. The provisional minutes of the preceding GA shall be provided free of charge to all members. All documents to be discussed shall also be provided to the members free of charge, on request or otherwise.
7. **New clause: Members may propose amendments to the budget, the Policy Manual and motions until twenty-four hours before the start of the General Assembly**
8. **New clause: In the case of Article 8.4.b of the Policy Manual all the above requirements shall apply except for the time constraints outlined in Article 7.1, 7.3 and 7.5.**

## Procedures

### **Article 8**

1. The Chair or the Vice-Chair of the **UCSA Board** shall preside over the GA.
2. In those cases provided for in Article 7.2 or when decided by the GA, the GA may be presided over ~~whether or not partially~~ **completely or in part**, by another person in accordance with the procedures as set forth in the Policy Manual.
3. Minutes shall be taken of the business transacted at the GA by the Secretary **or Vice-Secretary** of the **UCSA Board** or in their absence by one of the other **members** present, at the request of the Chair. The GA shall confirm the provisional minutes of the previous meeting. The confirmed minutes shall then be signed and filed by the persons who acted in the capacity of Chair and Secretary at the **previous** meeting.
4. In addition, all resolutions passed by the GA shall be recorded in a list of resolutions. This list of resolutions shall be signed and filed by the persons who acted in the capacity of Chair and Secretary at the meeting.
5. Minutes and lists of resolutions of GAs shall be provided free of charge to members and alumni, on request or otherwise.

## Admission and Voting

### **Article 9**

1. All members, honorary members, alumni and guest members, if not suspended or expelled, shall have the right to attend and address the GA. Affiliates and benefactors shall have the right to be present at the GA.
2. Persons other than those described in Article 9.1 may only be present at the GA with the permission of the Chair of the GA, who shall mention this explicitly at the start of the GA. If a member objects, the matter shall be put to the vote.
3. During a vote, each member ~~as referred to in Article 5.1.a~~, shall have one vote as set forth in Section 2:38 of the Civil Code [**Burgerlijk Wetboek**].
4. Resolutions shall be passed at the meeting by ~~votes~~ **voting**. Votes may be cast either in favour or against a resolution. Abstentions shall be counted but shall not influence simple or qualified majority resolutions, with the exception of votes on the appointment of **UCSA Board** members. On the proposal of the Chair, resolutions may be passed by acclamation. If a member objects, the matter shall be put to the vote.
5. All **decisions** ~~resolutions, in respect~~ of which no greater majority is required by these Articles, shall be passed at meetings by a simple majority of the valid votes cast.

6. Each person with voting rights may have their vote cast by another person with voting rights who is authorised by **their** written proxy. A member may cast a maximum of two proxy votes. **More detailed information can be found in the Policy Manual.**
7. Members wishing to cast proxy votes must make this known to the Chair of the GA **and the Independent Body** before the opening of the meeting.
8. Written votes shall be cast by unsigned, unmarked ballot papers and shall be used ~~in the following cases:~~
  - a. ~~Board elections;~~
  - b. ~~Motions to appoint and/or remove Board members;~~
  - e. ~~If deemed desirable by the~~ **Chair of the GA** and/or the GA.
9. **New clause:** *The voting at UCSA Board elections and motions to appoint and/or remove UCSA Board members shall be carried out unsigned and unmarked, according to the procedure outlined by the UCSA Board and the Independent Body.*
10. **New clause:** *Votes shall be counted by the Independent Body, unless deemed strictly impossible by the Independent Body and the UCSA Board.*
11. A motion may only be voted on if announced in the agenda as set forth in Article 7.5, or with the approval of the Chair of the GA.
12. All voting-related matters, which are not provided for in these Articles, shall be decided upon by the Chair of the GA.

## **UCSA Board**

### Membership

#### **Article 10**

1. **New clause:** *The UCSA Board carries the responsibility of governing the Association, subject to the restrictions of these Statutes.*
2. ~~The Association shall have a Board, the UCSA Board, comprising a minimum of three members. The GA shall determine the number of Board members~~
2. *The UCSA Board shall comprise a minimum of three members, which includes a Chair, Secretary and Treasurer. The UCSA Board shall elect a Vice-Chair, Vice-Secretary and Vice-Treasurer from its midst.*
3. ~~The Board members shall be appointed by the GA from the members and removed by the GA. Board members shall be appointed by an anonymous voting procedure as set forth in the Policy Manual and the provisions of Article 9.4 shall not apply.~~
3. *The UCSA Board shall have three Committee Affairs Officers. If deemed necessary, the GA can determine whether there can be more or less than three Committee Affairs Officers through a vote. In case of UCSA Board elections, this vote will occur before the vote on the candidates at the General Assembly.*
4. ~~The Board shall comprise at least a Chair, a Secretary and a Treasurer. The Board shall elect a Vice-Chair, from its midst.~~
4. The **UCSA Board** members shall be appointed by the GA from the members and removed by the GA. **UCSA Board members** shall be appointed by an anonymous voting procedure as set forth in the Policy Manual and the provisions of Article 9.4 shall not apply.
5. The members of the **UCSA Board** shall be on the **UCSA Board** for a period of one year. They shall not be eligible for re-election for a following period of time, except in those cases that:

- a. There are no candidates for a specific position forty-eight hours before the start of the GA elections;
  - b. The **UCSA Board** member in question joined the **UCSA Board** at a later date and had not held this position for more than six months.
6. Membership of the **UCSA Board** shall end by **the** resignation of the **UCSA Board** member, by removal by the GA, on **their** death, or by **the** termination of membership of the Association.
  7. The **UCSA Board** members shall have free and unlimited access to the buildings and property managed and/or owned by the Association.
  8. If the **UCSA Board** ceases to exist under the provision of these Articles, the Advisory Council shall appoint a temporary **UCSA Board**, which shall firstly convene a GA, and secondly perform those duties essential to the continued existence of the Association and thirdly call new elections.
  9. **New Clause** : If the **UCSA Board** is temporarily unable to perform its duties, the **Advisory Council shall perform those duties essential to the continued existence of the Association.**

#### Vacancies

##### **Article 11**

Any vacancy arising in the **UCSA Board** may be filled by the appointment of a new UCSA Board member by the GA. The new UCSA Board member shall take the position of **their** predecessor, unless otherwise resolved by the GA, solely on the proposal of the **UCSA Board**.

#### Finances and Budget

##### **Article 12**

1. The Treasurer shall manage the financial means of the Association. **The Treasurer** shall be authorised to receive funds and to expend all such funds as the GA or the UCSA Board may decide, in accordance with the exceptions set forth in the Policy Manual.
2. Each year the **UCSA Board** shall prepare a budget which sets out the projected income and expenditure of the Association for the coming Association year. This budget shall be submitted for approval to the GA, which is to be held no later than **five weeks after the start of the academic year of University College Utrecht**.
3. If the GA does not approve the budget proposed by the **UCSA Board**, the **UCSA Board** shall confine itself to only expending funds which are strictly necessary until the GA has approved the revised budget.
4. Every six months, the **UCSA Board** shall also assess the financial situation of the Association and, if **the UCSA Board** considers **such it** necessary, shall propose adjustments to the budget to the GA, which shall be held no later than **five weeks after the start of the spring semester of University College Utrecht**.
5. At the request of a member, the Treasurer of the Association shall make a statement of income and expenditure of a body of the Association available for inspection.

#### Representative Authority

##### **Article 13**

1. The **UCSA Board** shall represent the Association.
2. The representative authority shall also be vested in two **UCSA Board** members acting jointly; one of the **UCSA Board** members must be the Chair, Secretary or Treasurer.

3. The **UCSA Board** may decide to grant power of attorney and/or representative authority to one or more **UCSA Board members** or third parties in order to perform such acts as set forth in that decision.

### **Powers of the UCSA Board**

#### **Article 14**

1. The **UCSA Board** shall be authorised to enter into agreements to acquire, sell and encumber registered property, to enter into agreements by which the Association commits itself as guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party, on the understanding that the **UCSA Board** shall require the approval of the GA to enter into these agreements.
2. Legacies may only be accepted subject to benefit of inventory.

### **Committees and Teams**

#### **Committees**

#### **Article 15**

1. In order to promote the objects of the Association, the **UCSA Board** shall delegate specific powers to committees.
2. A committee has the task of organising Association activities and/or providing services to the members, ~~as referred to in Article 5.1(a)~~, within the broadest meaning of the word.
3. The activities of and/or the services provided by a Committee should benefit a significant part of the members.
4. All committee activities are open, in principle, to all members and guest members of the Association, except in those cases for which an exception has been made **by the UCSA Board** ~~in the Policy Manual~~.
5. A committee shall be entitled to receive money for the performance of its tasks from the financial means of the Association in accordance with Article 12 ~~(1) and 12(2)~~ **1 and 12.2**
6. The activities of and/or the services provided by two committees may not significantly overlap.

#### **Board of the Committees**

#### **Article 16**

1. Each committee shall have a board which is responsible for the functioning of the committee. A committee board shall comprise a minimum of two members, of which one member is the Chair and one member is the Treasurer. **All committee board members must be members of the Association.**
2. Although committees boards have discretion concerning their actions and activities, the **UCSA Board** ~~of the Association~~ retains overall responsibility and thus the final say in any matter relating to the functioning of a committee. Nevertheless, the committee boards have the option to appeal in accordance with the provisions of Articles 29 and 30.

#### **Teams**

#### **Article 17**

1. The **UCSA Board** may delegate certain powers to teams, which are responsible for organising one specific activity per year. This activity must appeal to the largest possible part of the members.
2. The **UCSA Board** shall determine the composition of a team. All **team members must be members of the Association.**
3. Articles 15. ~~4, 15.5, 15.6~~ and 16.2 shall also apply mutatis mutandis to teams.



~~4. Further provisions relating to teams shall be laid down in the Policy Manual.~~

## **Advisory Council**

### **Membership**

#### **Article 18**

1. The Association shall have an Advisory Council, which shall comprise a minimum of three and a maximum of fifteen members and shall elect a Chair from its midst.
2. On recommendation of the **UCSA Board or the Advisory Council**, members of the Advisory Council shall be appointed, suspended and removed by the GA.
3. The members of the Advisory Council shall hold office for an indeterminate period of time, unless determined otherwise in their letter of appointment.
- ~~4. Proposals or motions for the appointment of a person to the Advisory Council must be discussed with the Advisory Council currently in office before being presented to the GA.~~
5. The members of the Advisory Council shall comprise persons with extensive knowledge of the Association such as, but not limited to, **former members of the UCSA Board** or honorary members. **Current members of the UCSA Board, and current** members of the Independent Body, **and current members of the Auditing Team** may not be members of the Advisory Council.
6. The primary task of the Advisory Council is to advise the **UCSA Board**, whether on request or on its own initiative. In the performance of their task, the members of the Advisory Council shall be guided by the interests of the Association, these Articles and the Policy Manual.

## **Independent Body**

### **Membership**

#### **Article 19**

1. The Association shall have an Independent Body.
2. The Independent Body shall comprise **eight** members, and shall elect a Chair from its midst.
3. The composition of the Independent Body shall be as follows:
  - a. Four members of the Association, none of whom are current or former **UCSA Board** members, **or current UC Student Council or Campus Affairs Representatives board members**;
  - b. Two former **UCSA Board** members;
  - ~~e. Two affiliates (preferably at least one tutor);~~
  - d. Two alumni or former **UCSA Board** members who are not from the preceding Association year.
4. Members of the Independent Body shall be appointed ~~suspended~~ and removed by the GA.
5. Members of the Independent Body shall hold office for an indeterminate period of time in accordance with all these provisions.

## **Rights and Duties**

#### **Article 20**

1. The Independent Body shall adopt its positions and decisions by a qualified two-thirds majority of all its members.
2. The Independent Body shall at all times promote the interests of the members in accordance with the objects of the Association, **these Statutes and the Policy Manual**. She ensures equality **for all** members of the Association.
3. The Independent Body:



- a. Deals with appeals as set forth in Articles 29 and 30 of these Articles;
  - b. Mediates *on request of members, guest members, committee boards, teams and the UCSA Board*;
  - c. Gives a non-binding opinion on matters pertaining to these Articles and the Policy Manual; ~~on request~~;
  - d. ~~Is charged with other tasks as set forth in the Policy Manual.~~
4. The Independent Body is independent and shall confine itself to the tasks as set forth in Article 20.3. ~~including the additional tasks set forth in the Policy Manual.~~
  5. If any member of the Independent Body has any personal interest in or connection to a matter that is being dealt with by the Independent Body, then this member ~~shall not be involved in these proceedings and shall have no influence on votes~~ *shall not be allowed to attend meetings, have any influence on decision-making or be involved in any other way surrounding the procedure on the matter.*

## **Financial Reporting**

### **Financial Accounts**

#### **Article 21**

1. The financial accounts shall be closed at the end of each Association year.
2. Each year, no later than *five weeks after the start of the academic year of University College Utrecht*, the *UCSA Board* shall issue an annual report on the state of affairs of the Association and the policy conducted. *The UCSA Board shall share the balance sheet and the statement of income and expenditure up until seven days before the start of the GA with the members, and shall submit these together with an explanatory note thereon, to the GA for approval.*
3. After the first half of the Association year, *no later than five weeks after the start of the spring semester of University College Utrecht*, the *UCSA Board* shall also issue an interim report on the state of affairs of the Association and the policy conducted. *The UCSA Board shall share the balance sheet and the statement of income and expenditure up until seven days before the start of the GA with the members, and shall submit these together with an explanatory note thereon, to the GA for approval.*
4. *The UCSA Board* shall retain the annual reports for a minimum of ten years.

### **Cash Audit**

#### **Article 22**

1. If an auditor's report, as referred to in Section 2:393(1) of the Civil Code [*Burgerlijk Wetboek*], in respect of whether the annual report gives a true and fair view, is not submitted to the GA, then each year the GA shall set up an Auditing Team which has a minimum of two members who are not necessarily members of the Association. Members of the Auditing Team may not be part of *the UCSA Board, the Advisory Council, the UC Student Council or the Campus Affairs Representatives*. The Auditing Team shall inspect the documents referred to in the second sentence of *Article 21.2 and 21.3*, and present its findings to the GA.
2. Articles *22.3, 23, 24, 25.4* and *25.5* shall only apply in those cases in which an Auditing Team has been appointed.
3. The Auditing Team must receive the report, as set forth in *Article 21.2 and 21.3*, no later than two weeks before the start of the GA in which this report is to be ~~considered~~ *discussed*.

## Procedure

### **Article 23**

1. The Auditing Team shall evaluate the correctness of the balance sheet and whether income and expenditure are in accordance with these Articles, the Policy Manual, the budget set by the GA and the Law. It may make inquiries about the background of and the reasons for income and expenditure and publish the results of these inquiries.
2. The Auditing Team shall review whether the resolutions of the GA concerning the finances of the Association are being complied with.
3. For the purpose of the investigation of the Auditing Team, the UCSA Board shall be is obliged to provide it with all information requested by it, permit it to inspect the cash and equivalents if required and give it access to the books, records and other data carriers of the Association.

## Report

### **Article 24**

1. The Auditing Team shall prepare a report on the results of its inspection of the accounting records of the Association and submit this report to the GA.
2. The Auditing Team shall make a recommendation on whether to approve or reject the accounting records of the preceding Association year to the GA.

## General Assembly

### **Article 25**

1. The annual report and the interim report shall be submitted for approval to the GA, subject to the provisions of Articles 21 up to and including 24.
2. In case of rejection of the annual report or the interim report, the UCSA Board shall issue a new report, in which it shall take the findings described in Article 24.1 into account, until the GA has approved said report, subject to Articles 22, 23 and 24.
3. After approval of the annual report by the GA, the resolution to discharge the UCSA Board from financial liability for the policy of the preceding Association year shall be placed before the GA.
4. Following on from the inspection of the accounting records, and not subject to Articles 7.5 and 9.9, the Auditing Team may place before the GA for a vote a proposal for a resolution to:
  - a. Reprimand and/or impose a fine on the UCSA Board, committees, teams, members or guest members for imputable losses or expenditure;
  - b. Call in the services of an external expert for the cash audit. Notice of the contents of the vote in question must have been sent to the UCSA Board and the members at least forty-eight (48) hours before the start of the GA.
5. Following on from the inspection of the accounting records and only if it identifies problems concerning the financial policy, the Auditing Team may also oblige the UCSA Board to place before the GA for a vote a proposal for a solution to these problems. This shall be done by means of an announcement at the GA, which is not subject to Articles 7.5 and 9.9. The UCSA Board and the Auditing Team shall jointly prepare this proposal.

## Complaints

### Complaints against the UCSA Board

### **Article 26**

1. Any member, guest member, committee members-board or team may file a complaint concerning decisions taken by the UCSA Board, a committee, a committee board or a team.

2. Complaints shall be filed with the **UCSA** Board or at the GA, in accordance with the provisions of Articles 7, 8 and 9.
3. Complaints regarding UCSA Board decisions shall be appropriately dealt with by the UCSA Board in one or more of the following manners:
  - a. Coming to an understanding;
  - b. Requesting mediation from the Independent Body;
  - c. Informing the complainant of the right to appeal to the Independent Body if the UCSA Board sees no reasons to change its decision.

### Complaints against Individuals

#### **Article 27**

1. The **UCSA Board** shall consider complaints made by members, guest members, committee boards or teams against other members of all types, as defined in Article 5, or their guests.
2. The following acts can be grounds for a complaint:
  - a. Acts committed in breach of these Articles, the Policy Manual or the Law;
  - b. Sexual, racial, religious or other forms or personal slander in the context of Association activities;
  - c. Misconduct other than mentioned in Article 27.2.b, in the context of Association activities;
  - d. Theft or damage to Association property or personal property in the context of Association activities.
3. Complaints under Article 27.2 shall be filed with the **UCSA Board**.
4. **Audio recordings** ~~Transcripts~~ of hearings shall be made and retained.
5. The **UCSA Board** shall decide to investigate issues as set forth in Article 27.2 without having received a complaint.
6. The **UCSA Board** may impose sanctions as specified in the Policy Manual.
7. In the case of complaints as set forth in Article 27.2.b, the **UCSA Board** is urged to take the matter up with the **Management Team of** University College Utrecht ~~Board~~.
8. *In case of a filed complaint as set forth in Article 27.2 which is gravely in breach with the Law, the UCSA Board is strongly recommended to, in first instance, not act as set forth in Articles 27.4, 27.5, 27.6 and 27.7, but to recommend the complainant to discuss the affair with external authorities.*
9. In the Determination of the nature and severity of the sanction, **the UCSA Board** shall be guided by the procedure set forth in the Policy Manual.

### Complaints against Committees, Committee Boards or Teams

#### **Article 28**

- ~~1. Complaints may not be filed against committees, committee boards or teams. Members or guest members wishing to express this dissatisfaction with a decision or an action taken by a committee, committee board or team should direct their complaint to the Board in accordance with Article 26.~~
1. *Members, guest members, committee boards or teams wishing to express their dissatisfaction with a committee board or team and/or their decisions should direct their complaint to the UCSA Board, which shall act in accordance with the procedure outlined in Article 26.3*

2. In the case that the **UCSA Board** does not agree with a decision of or action taken by a ~~committee,~~ committee board or team, the **UCSA Board** shall notify the committee board or team concerned thereof.
3. On receipt of notification of the decision of the **UCSA Board**, ~~the committee,~~ committee board or team must retract its decision or cease its course of action. The **UCSA Board** ~~of the Association~~ may decide to take action in accordance with the procedure set forth in the Policy Manual.

## **Appeal**

### **Procedure**

#### **Article 29**

1. Requests to appeal against a decision of the **UCSA Board** may be lodged explicitly in writing with the Independent Body, in accordance with the procedure established in the Policy Manual, in response to:
  - a. Dismissal of a complaint as unfounded by the **UCSA Board** as set forth in Article 26.3c;
  - b. Mediation which ended unsuccessfully;
  - c. Imposition of a sanction.
2. In case of expulsion, the member or guest member in question may lodge, explicitly in writing, a request to appeal against this decision with the Independent Body within one month of the decision of expulsion at the latest.
3. The **UCSA Board** shall provide the Independent Body with all documents that it considers relevant. The Independent Body may also use all means available that it considers appropriate in order to reach a sound decision.
4. Transcripts of the investigation by the Independent Body are confidential.
5. Decisions of the Independent Body shall be binding on all parties involved.

### **Powers**

#### **Article 30**

1. In the case of appeals under Article 26.3.c., the Independent Body shall investigate whether decisions taken by the **UCSA Board** are in accordance with these Articles and the Policy Manual.
2. If the case of appeals under Article 26.3.c, the Independent Body disagrees with the decision of the **UCSA Board**, it may declare the decision null and void pursuant to Article 30.1 and shall inform both parties of the grounds for its reasoning.
3. In the case of appeals against a sanction imposed as referred to in Article 27, the Independent Body shall first investigate whether decisions taken by the **UCSA Board** are in accordance with these Articles and the Policy Manual. In addition, the Independent Body shall assess the decision of the **UCSA Board** with respect to fairness and proportionality. If the case of appeals against a sanction imposed the Independent Body disagrees with the decision taken by the **UCSA Board**, it may alter the nature and/or severity of the sanction in accordance with these Articles and the Policy Manual.

## **Miscellaneous**

### **Amendments to the Articles**

#### **Article 31**

1. The GA shall be authorised to amend these Articles. Any resolution to that effect shall require a majority of two-thirds of the valid votes cast at a meeting at which at least one-half of the members with voting rights are present or represented.

2. If the required number of members are not present or represented at this GA, then within forty-two days at the latest a new meeting shall be held, at which meeting a resolution, as referred to in Article 31.1, may be passed by a majority of two-thirds of the number of members with voting rights present or represented.
3. The **UCSA Board** is obliged to file an authentic copy of the amendment of a copy of the amended Articles at the office to the register held by the Chamber of Commerce and Industry in the district where the Association has its registered office.
4. Any amendments to these Articles, which have not been laid down by notarial deed and filed with the Chamber of Commerce, shall be null and void.

#### Policy Manual

##### **Article 32**

1. The Articles shall prevail at all times over the Policy Manual
2. Suggestions to amend the Policy Manual may be made by any member, the **UCSA Board**, the Advisory Council or the Independent Body.
3. Amendments to the Policy Manual may only be adopted by a two-thirds majority vote of the GA.

#### Winding Up

##### **Article 33**

1. The GA shall be authorised to wind up the Association. The provisions of Articles 31.1 and 31.2 shall apply to any such resolution.
2. In addition, the Association shall be wound up:
  - a. On the grounds of insolvency after having been declared bankrupt, or in the event of any bankruptcy being discontinued due to lack of sufficient assets;
  - b. By court order in the cases specified by Law.

#### Liquidation

##### **Article 34**

1. The **UCSA Board** shall carry out the liquidation.
2. The Association shall continue to exist after it has been wound up insofar as is required for the liquidation of its assets and liabilities.
3. The liquidators shall ensure that notice of the winding up of the Association is entered in the register referred to in Article 31.3.
4. During the liquidation the provisions of these Articles shall remain in effect for as long as possible.
5. Any credit balance of the wound-up Association shall be donated to a fund, existing or to be set up, for the benefit of University College Utrecht students in general.
6. The books and records of the wound-up Association remain in the custody of the youngest liquidator for a period of ten years after the end of the liquidation.

#### Final Provision

##### **Article 35**

In all cases not provided for by the Law, these Articles or the Policy Manual, the **UCSA Board** shall decide.