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Articles of Association of the Chemotechnisch Studentengenootschap ALEMBIC

As proposed at the General Members Meeting dated 24 October 2019.

NAME AND SEAT

Article 1.

The union is named **Chemotechnisch Studentengenootschap Alembic**, abbreviated: C.T.S.G. Alembic.

It is established in Enschede.

OBJECTIVE

Article 2.

The union has the objective to represent the students' interests, in the broadest sense of the word, in particular the students in Chemical Technology at the University of Twente. The specifications of these interests are regulated by the Household Rules.

DURATION

Article 3.

1. The union is established for an indefinite period on the twenty-ninth of March nineteen hundred sixty-five.
2. The union year runs from the first of September up to the thirty-first of August of the following year.

MEMBERSHIP

Article 4.

1. The union has members, externals and donors. Members can be normal member, exceptional members, alumni members, honorary members and members of merit.
2. Normal members can be those:
 - a. that are registered as student(s) at the University of Twente for the five-year course Chemical Technology, the Bachelor course Chemical Technology or for the Master course Chemical Engineering.
 - b. that are registered as student(s) at the University of Twente for a study that is mentioned in the Household Rules.
 - c. that have been admitted as such by the board at their request.
3. Alumni members can be those that have been a normal or external member for at least two years and who are no longer registered with the University of Twente. In the union year of graduation, the normal or external membership automatically transfers to the alumni membership for the union year of graduation and will continue to last without further notice. At the start of the new union year, all new alumni members are informed about the continuation of their alumni membership.
4. Honorary members are those that have been appointed as such due to exceptional earnings towards the union. The appointment of honorary members is done at the proposal of the board by the general members meeting with absolute majority of the valid cast votes.
5. Members of merit can be those that have been appointed as such due to giving a helping hand to the union. Appointment is done at the proposal of the board by the general members meeting with absolute majority of the valid cast votes.

6. The board holds a register that contains the names and addresses of all members.
7. The position of the members and externals, as well as their rights and obligations are regulated by these articles of association and the Household Rules.

Article 5.

1. External members can be those:
 1. that are registered as student(s) at the University of Twente for the five-year course Chemical Technology, the Bachelor course Chemical Technology or for the Master course Chemical Engineering.
 2. that have been admitted as such by the board at their request.
2. The membership ends:
 - a. by the death of the member;
 - b. by written notice by the member;
 - c. by notice on behalf of the union, what is done by the board. Reasons can be that the member no longer complies with the statutory requirements, does not comply with his/her obligations towards the union, or when it no longer reasonably can be expected of the union to continue the relevant membership;
 - d. by disqualification, what is done by the board. This can only be expressed when a member acts in breach with the articles of association, regulations or decisions of the union or disadvantages the union in an unreasonable manner.

Termination of this relationship is done as described in Article 8.

DONORS

Article 6.

1. Donors are those that have declared themselves to be prepared to financially support the union with a minimum amount that is to be established by the general members meeting.
2. The sponsorship ends at the same time as the financial year in which the donation was made.
3. Donors do not have any rights and obligations apart from the ones that have been awarded and imposed to them under the articles of association.

ADMISSION

Article 7.

1. The board decides on the admission of members, externals and donors.
2. With non-admission as member or external the general members meeting can still decide to admit.

END OF MEMBERSHIP

Article 8.

1. The membership ends:
 - a. by the death of the member;
 - b. by written notice by the member;
 - c. by notice on behalf of the union, what is done by the board. Reasons can be that the member no longer complies with the statutory requirements, does not comply with his/her obligations towards the union, or when it no longer reasonably can be expected of the union to continue the relevant membership;
 - d. by disqualification, what is done by the board. This can only be expressed when a member acts in breach with the articles of association, regulations or decisions of the union or disadvantages the union in an unreasonable manner.
2. Termination of the membership by the member or by the union can only happen towards the end of the union year. However, the membership can be terminated immediately if it cannot reasonably be expected of the union or the member to continue the membership.
3. Immediate termination of the membership by given notice is furthermore possible for a member:

- a. Within one month after a decision where the rights of the members are limited of their obligations are increased, has become known to the member or has been notified. In that case the decision is not applicable on that member. However, a member is not entitled to avoid a decision by given notice, where the obligations of the members have been equally increased.
 - b. Within one month after a decision to transformation of the union to another legal status or merger has been announced to him/her.
4. After receipt of the notification of one of the following decisions the referred can appeal at the next general members meeting:
 - a. A decision to terminate the membership by the union based on the fact that it cannot reasonably be expected of the union to continue the membership;
 - b. A decision to disqualify the membership.

The referred will be informed thereof as soon as possible in writing with stipulation of reasons. During the appeal period and pending the appeal the member is suspended.
5. When the membership ends during the course of a union year, the annual contributions is nevertheless fully owed.
6. The normal membership ends in the way that is mentioned in paragraph 1 of this article and when the normal member is no longer registered as student at the University of Twente.
7. The alumni membership ends in the way that is mentioned in paragraph 1 of this article.
8. The membership of merit ends by written notice by the member.

ANNUAL CONTRIBUTIONS

Article 9.

The members and externals are obliged to pay an annual contribution, that will be established by the general members meeting.

BOARD

Article 10.

1. The board consists of at least three and not more than eight people, that are appointed by the general members meeting. The appointment is made from the normal and honorary members.
2. Nominations for a board position are made:
 - a. on the recommendation of the incumbent board, where the nominated candidates should be announced to entitled voters in writing by the incumbent board at least two weeks before change of the board;
 - b. by notification of the incumbent board, at least two weeks before a general members meeting where a change of the board takes place.
3. Candidates can only be those that have obtained at least sixty study credits, as defined in article 7.4 "Study load and credits" of the WHW.

BOARD: TERMINATION MEMBERSHIP – PERIODIC MEMBERSHIP – SUSPENSION

Article 11.

1. Each board member, also when appointed for a certain period, can at all times be dismissed or suspended by the general members meeting
 A suspension that is not followed by a decision to dismissal within three months, will end due to expiring of this period.
 Each board member resigns one union year after his/her appointment. The resigning member cannot be re-elected, unless decided otherwise by the general members meeting. The person that is appointed in an interim vacancy, takes the place of his/her predecessor.
2. The board membership also ends:
 - a. by termination of the membership by the union;
 - b. by resigning provided this is done within two months after the last held general members meeting.

BOARD POSITIONS – DECISION MAKING OF THE BOARD

Article 12.

1. The assignment of positions within the board is determined by the general members meeting.
2. All the proceedings in any board meeting are recorded in minutes by the secretary that are stipulated and signed by the chairman of the board and the secretary.
3. The announced judgment by the chairman of the board regarding the verdict of a vote, is decisive. This also applies for the content of a made decision, insofar voting was done on a proposal that was not recorded in writing.
4. However, if the correctness of the judgement as mentioned in the previous paragraph is immediately disputed after announcement, the decision to be made is recorded in writing and a new vote will take place, if requested by a member of the board.
Due to this new vote the legal consequences of the original vote will be voided.
5. Any proposal will be voted on separately and verbally, unless the chairman of the board or another board member wishes differently.

REPRESENTATION

Article 13.

1. Provided the limitation according the articles of association the board is responsible for the management of the union.
2. If the number of board members has been reduced below three, the board remains authorised. However, it is compulsory to convene a general members meeting as soon as possible where provision of the vacancy/vacancies is/are dealt with.
3. The board is authorised to have certain parts of its tasks performed under its responsibility by committees, that are appointed by the board.
4. The board is, provided with approval of the general members meeting, authorised to conclude agreements to obtain, sell or encumber registered goods and to conclude agreements where the union commits itself as security or joint and several debtor, where it makes itself strong for a third party or provides security for the debt of another person. If this approval is missing, an appeal can be made by and against third parties.
5. The union is legally and extrajudicial represented by the board. The representation authority is vested in two board members acting jointly.
6. The board is obliged to register the union, the provisions in the paragraphs 1 up to 5 of this article, as well as any adjustment thereof in the Public Union Register at the Chamber of Commerce in which territory the union has its seat.

ACCOUTS AND JUSTIFICATION

Article 14.

1. The financial year of the union runs from the first of August up to the thirty-first of July of the following year.
2. The board is obliged to record the status of the capital in such a manner that the financial rights and obligations can be shown at any time.
3. At a general members meeting, within six months after the union year has ended, provided extension of this period by the general members meeting, the board will provide its annual report regarding the state of affairs within the union and the performed policy and submits to the meeting a profit and loss account with explanation. These documents will be signed by the directors; if the signature of one or more directors is missing, this will be recorded with stipulation of reasons.
4.
 - a. The members present at the election moment, as defined in article 16, appoint an audit committee for one year, consisting of a minimum of three and a maximum of five members and/or externals, which may not be members of the board.
 - b. The members of the audit committee are allowed to be a part of the audit committee for a maximum of three years.
 - c. The members of the audit committee are appointed for one year, they are not allowed to step down during this year. It is possible for a member to be non-active

- in the audit committee for a part of the time, but will remain a member until at least the next election moment.
- d. The financial committee investigates the accounts and the justification of the board and reports its findings to the general members meeting.
5. If the investigation of the accounts and justification requires special accounting knowledge, the financial committee can be assisted by an expert for the account of the union.
The board is obliged to provide the financial committee with all information it requests, to show the petty cash and the values if requested and to give insight into the books and documents of the union.
 6. The assignment to the financial committee can at all times be revoked by the general members meeting and subsequently a new financial committee will be appointed.
 7. The board is obliged to retain the documents as meant in the second and third paragraph for at least ten years.

GENERAL MEMBERS MEETINGS

Article 15.

1. The general members meetings are entitled to all authorities in the union that are not assigned to the board by law or the articles of association.
 - a. Annually, no later than two weeks after the end of the union year, the general members meeting – the annual meeting – is held.
 - b. During holiday periods, applicable for the University of Twente no general members meeting can be held.
2. The agenda of the annual general members meeting contains the following, among others:
 - a. determination of the minutes of the previous general members meeting;
 - b. determination of the minutes of the previous election moment(s), as defined in article 15;
 - c. annual report of the secretary;
 - d. annual report of the treasury;
 - e. report of the financial committee;
 - f. determination of the budget;
 - g. determination of the contributions;
 - h. election board members;
 - i. Any other business
3. Other general members meeting will be held as often as the board believes to be necessary.
4. The general members meeting is convened by the board, considering a period of at least fourteen days.
The convocation is carried out by sending a written notification to all entitled voters, either per letter or electronic mail, under the simultaneously notification of the agenda. Plus, the general members meetings should be announced in a medium frequently used by the members.
5. Furthermore, the board is obliged at the written request of at least a number of entitled voters that is authorised to cast one/tenth of the votes, to convene a general members meetings within a period of no more than four weeks.
If no action has been taking regarding the request within fourteen days, the requestors themselves can proceed to convocation in accordance with the provision in the previous paragraph or by placing an advert in at least one much-read daily newspaper or weekly magazine, in the place where the union has its seat. In that case the requestors can burden others with the leadership of the general members meeting and preparation of the minutes.

ELECTION MOMENTS

Article 16.

1.
 - a. On a yearly basis, in advance of the next bookkeeping year, an election moment is held to determine the GMA committees, including the audit committee.
 - b. During the holidays applicable to the UT, no election moments can be held.
2. Other election moments may be held as often as the board sees fit.
3. The election moments are called together by the board, taking into account a time period of at least fourteen days.

The convocation takes place by a written notice, per letter or digital post, sent to all entitled voters together with a simultaneous mention of the agenda. Moreover, the general member assemblies should be announced on a platform often consulted by members.
4. Furthermore, the board is obliged to call together an election moment in a period of no more than four weeks per written request of at least as many entitled voters entitled to cast at least one tenth of the votes. In case the request was not heard, the requesters can call together an election moment by the means stated in the previous section or by an advert in at least one frequently-read daily or weekly magazine of the city the association holds her seat. The requesters could in that case burden other individuals instead of board members with leading the general member assembly and taking of the minutes.

ACCESS AND VOTING RIGHT

Article 17.

1. All non-suspended members of the union have access to the general members meeting or election moments.

The board decides on the access of suspended members and non-members.
2. Normal members, honorary members and members of merit have a voting right at the general members meeting and election moment.
3. Each entitled voter has one vote and is authorised to have another entitled voter cast his/her vote. This entitled voter should be authorised in writing and cannot cast more than three votes in total.
4. For voting on a specific subject, voting right can be awarded to externals by the board upon request.

DECISION MAKING OF THE GENERAL MEMBERS MEETING AND ELECTION MOMENT

Article 18.

1. Insofar the articles of association or the law do not stipulate otherwise,
 - a. all decisions of the general members meeting are made with absolute majority of the cast votes
 - b. all decisions of the election moment are made according to the voting procedure as described in the House Rules under 'Election Moments'.
2. Blank votes and invalid votes are considered as not cast.
3. If with the election of people, nobody has obtained the absolute majority, a second vote, or in case of a binding nomination, a second vote between the nominated candidates, will take place.
4. If in that case nobody again obtained the absolute majority, a re-vote will take place till either a person has obtained the absolute majority, or voting took place between two persons and the votes are tied.

With the mentioned re-vote (this does not include the second vote) there is always a vote between the persons on whom was voted at the previous vote, with the exception of a person that received the smallest number of votes at the previous vote.

If more than one person received the smallest number of votes at the previous vote, a lottery will decide on which person cannot be voted at the new vote.

In case of a vote between two persons and the votes are tied, faith will decide who is elected.

5. If the votes are tied on matters, the proposal is considered to be rejected. The chairman decides on all disputes that might arise at the vote.
6. All votes are done verbally, unless the chairman believes that a written vote is necessary. A written vote is done via undersigned, closed notes.
7. A unanimous vote of all entitled voters, even when these are not present at the meeting, has, provided taken with foreknowledge of the board, the same power as a decision of the general members meeting.
8. As long as all entitled voters are present or represented at the general members meeting, valid decision can be made, provided with general votes, regarding all upcoming subjects – so also a proposal to adjustment of the articles of association or to dissolution – even if no convocation took place or if this did not take place in the described manner or any other regulation regarding convening and holding a general members meeting or if a related formality has not been observed.

CHAIRMANSHIP AND MINUTES

Article 19.

1. The general members meeting or election moment is led by the chairman or his/her replacement. When the chairman and his/her replacement are not present, another person, appointed by the board, will act as chairman.
If the chairmanship is not provided in this manner, the general members meeting will provide this itself.
2. The proceedings in any general members meeting and election moment are recorded in minutes by the secretary or another person appointed by the chairman. The minutes are notified to the members and should be established at the next general members meeting and signed by the chairman and minute taker as proof thereof.

ADJUSTMENT OF ARTICLES OF ASSOCIATION

Article 20.

1. The articles of association of the union can only be adjusted by a decision of the general members meeting, that was convened for this purpose with the notification that an adjustment of the articles of association will take place therein.
The period for convocation to such a general members meetings should be at least fourteen days.
2. Those that have made the convocation to the general members meeting to process a proposal to adjustment of the articles of association, should, at least one week before the general members meeting, provide a copy of that proposal that contains the proposed adjustment in writing, for reviewing at a place suitable for the members till after the day that the general members meeting is held.
Plus, a copy as meant above, should be sent to all entitled voters.
3. A decision to adjustment of the articles of association requires at least two/third of the votes cast, in a general members meetings where at least two/third of the entitled voters are present or represented. If no two/thirds of the entitled voters are present or represented, a second general members meeting will be convened and held within four weeks, where a decision can be made on the proposal, as discussed in the previous general members meeting, regardless of the number of present or represented entitled voters, provided with a majority of at least two/thirds of the votes cast.
4. The provisions in paragraphs 1 up to 3 are not applicable if all entitled voters are present or represented at the general members meeting and the decision to the adjustment of the articles of association is unanimously adopted.
5. An adjustment of the articles of association will only come into force when a notarial deed thereof is drawn up.
Till the passing of the deed each board member is authorised.
6. The board is obliged to keep the articles of association that have become invalid due to the adjustment of the articles of association for at least ten years.

DISSOLUTION AND LIQUIDATION

Article 21.

1. The union is dissolved by a decision thereof by the general members meeting, taken with at least two-thirds of the votes cast in a general members meetings where at least three-fourths of the entitled voters are present or represented.
2. If the required number of entitled voters is not present or represented, at a next general members meeting to be held, a decision to dissolution can still be taken, regardless of the number of entitled voters that are present or represented at this general members meeting, with a majority of two-thirds of the votes cast.
3. With the convocation of the meetings as meant in the first and second paragraph of this article it should be announced that during the general members meeting it will be proposed to dissolve the union. The period for convocation of such meetings should at least be fourteen days.
4. If no liquidators were appointed with the decision to dissolution, liquidation is done by the board with consideration of the provisions thereof in Book 2 of the Civil Code.
5. The possible surplus after liquidation is used for one or more objectives to be appointed by the general members meeting that decides to dissolve with the absolute majority of the valid votes cast.
6. After the dissolution, the union will continue to exist as long as is necessary for liquidation of its capital. During the liquidation, the articles of association and regulations will remain in force as much as possible.
The documents and announcements, sent by the union, should also add the words “in liquidation” to its name.
7. The liquidators ensure that the dissolution of the union is registered in the Public Union Register, held by the Chamber of Commerce, within the territory where the Union has its seat.
8. After the liquidation, the books and documents of the union will be kept by the youngest liquidator for a period of ten years.

HOUSEHOLD RULES

Article 22.

1. The general members meeting can establish household rules.
2. Adjustment of the household rules can be done with a decision of the general members meeting.
3. The household rules cannot be in breach with the law, even when it contains no mandatory law, nor with these articles of association.

FINAL PROVISIONS

Article 23.

1. In all cases, where the law or these articles of association do not provide, the board decides.
2. In these articles of association, the term in writing means any message sent via common communication channels where the writing is evident.