



Rules and Regulations of Study association Thalia

March 7th 2019

IMPORTANT NOTICE

This document is a translation of the original Rules and Regulations, which are in Dutch. The Dutch version remains binding at any time.

Rules and Regulations of Study association Thalia, accompanying the association's Articles of Association, as approved on November 29th 1990, including amendments approved by the General Meeting on October 15th 1992, February 23th 1994, April 18th 2002, June 10th 2002, June 7th 2005, September 28th 2005, October 26th 2005, February 28th 2007, December 11th 2007, May 7th 2012, October 4th 2017, April 25th 2018 and March 7th 2019.

1 General provisions

1. The provisions of these regulations shall apply in relation to all of the members and in so far as is applicable all of the association's benefactors and honorary members. Furthermore, these provisions shall apply in relation to anyone who uses the facilities which the association provides.
2. The provisions of these regulations are based on the association's Articles of Association. Where they conflict (or appear to do so) with the latter, the relevant provisions of the association's Rules and Regulations shall be amended and the provisions of its Articles of Association shall prevail.
3. In any situation not governed by these regulations nor the association's Articles of Association, the decision of its board shall be final.

2 Members, benefactors and honorary members

1. The annual contribution for members is €7.50.
2. A member referred to in Article 4 of the Articles of Association shall be exempt from the annual contribution referred to in Clause (1) of this article provided that they register as a member for the remainder of their studies. A contribution of €30.00 shall be payable for such registration. A person's membership of the association shall lapse in the event that they are no longer registered as a member in accordance with Article 4(1) of the Articles of Association and Article 2(1) of its Rules and Regulations, or if they cancel their membership. A refund of any membership contribution that has been paid shall not be permitted in either case.
3. A benefactor as referred to in Article 6 of the Articles of Association that is a natural person shall be required to support the association with no less than €7.50 every year of the association.
4. A minimum contribution of €50.00 shall apply in the case of any benefactor that is a legal entity.
5. A benefactor as referred to in Article 6 of the Articles of Association that is a natural person shall be required to have two (2) references from members referred to in Article 4 of the Articles of Association which reveal that they may serve as a benefactor, unless they have previously been a member or are an employee of iCIS.
6. Members, benefactors and honorary members shall be entitled to any discount, determined by the board, on admission fees, canteen prices and registration fees for the association's activities which the board may have approved.
7. Members, benefactors and honorary members shall be required to notify the board of any change of address, so as to ensure that their details are complete, correct and up-to-date.
8. Any member who has already paid their annual contribution as provided for in Clause (1) shall be permitted to convert their membership into a study membership as provided for in Clause (2) during the relevant year of the association. The fee payable for such conversion shall amount to the difference between the study membership referred to in Clause (2) and the annual contribution referred to in Clause (1), with the result that the annual contribution that has already been paid will be supplemented up to the amount payable for a study membership.
9. Every member, benefactor and honorary member shall be required to acquaint themselves with the association's Articles of Association, Rules and Regulations and decisions of the General Meeting.

3 The General Meeting

1. The General Meeting may decide to admit a number of advisers into a meeting. Such an individual shall be entitled to present an advisory opinion.

2. Any member shall be entitled to table a resolution in a general meeting. The General Meeting shall decide on a resolution by a majority of the votes cast.
3. During a general meeting the chair shall be entitled to suspend it indefinitely if it is in the association's interests to do so. The chair shall be required to account for this to the board during the next meeting of the latter.

4 The board

4.1 General

1. The board shall be required to act in the interests of the association.
2. The board shall be required to ensure that the Articles of Association and these regulations are complied with.
3. (a) The board may perform any legal act on its own which involves an amount of up to €2,048 and a period of at most one (1) year. In the case of any legal act involving an amount in excess of this or a longer period, the board shall notify all of the members of this by email beforehand.
In the event that at least one (1) of the members objects within two (2) weeks after the relevant email message has been sent, a general meeting shall be held within four (4) weeks after that objection during which a request must be made to the General Meeting for its approval of the relevant legal act.
(b) By way of an exception to Subclause (a) a deadline of one (1) week shall apply with regard to an objection in the case of a sponsorship agreement.
4. In all cases the board shall be required to render account to the General Meeting. For this, there is also referred to what is stipulated in the association's Articles of Association in this respect.
5. The board shall be responsible for implementing any resolution adopted by the General Meeting.
6. The board shall maintain contact with other associations and organisations.
7. The board shall be responsible for promoting the association.
8. At the start of its term the board shall be required to arrange for the General Meeting to approve a policy plan and budget. As such, the board shall be required to abide by such policy plan as far as possible, unless there is a need for it to derogate from it.
9. Under no circumstances may the board and/or any of its individual members use bank or giro cheques, or any similar method of payment on the association's behalf.

4.2 Composition

1. The board shall consist of the daily board and any other commissioners appointed for this purpose.
2. The daily board shall consist of the chair, secretary and treasurer. These three (3) positions must in all cases be held by no less than three (3) individuals.

5 Board meetings

1. Data for board meetings shall be communicated to all of the embers of the board no less than one (1) week in advance. The provisional agenda for the next board meeting must be communicated to all of the members of the board no less than one (1) day beforehand. A board meeting can however also take place at any moment when agreed upon by all board members.
2. A board meeting must be held no less than once every month.
3. Board meetings shall be closed. Nevertheless, a number of advisers or observers may be admitted into a meeting in the event that the board deems this to be advisable or necessary. Such advisers or observers shall be entitled to express an advisory opinion in any meeting of the board. No more than eight (8) advisers or observers may attend.
4. All deliberations in an board meeting shall be confidential. The attendees in a board meeting shall be required to ensure such confidential nature.
5. Every member of the board shall be required to attend or be represented in its meetings. The latter may occur in the following manner after notice is given that one will be unable to attend a meeting. Every member of the board may arrange for another member to vote on their behalf by means of a written proxy. A member of the board may be authorised to do so by no more than two (2) other members.

In the event that not all of the members of the board are present or represented in any of its meetings, any resolution that is adopted shall be of a provisional nature. Such a resolution shall be rendered binding in the next meeting of the board.
6. The chair shall chair the meetings of the board. In the event that they are absent, the meeting shall appoint its own chair.
7. The chair shall be responsible for ensuring that board meetings run properly.
8. The chair shall be required to put all resolutions to the vote. Nevertheless, they shall be entitled to postpone a vote on a specific resolution for no more than one (1) meeting in the association's interests.
9. Voting shall occur in accordance with the provisions of Article 21 of the Articles of Association.
10. Where there are two resolutions concerning the same subject, the most far-reaching must be put to the vote first.
11. In the event that a member of the board disagrees with a decision or the decision-making process, they shall always be entitled to appeal to the General Meeting.
12. Minutes shall be taken of the proceedings of every board meeting. The minutes have to be finalized within a reasonable period of time in order to be approved. The minutes shall, after approval by the board, be accessible to all members, benefactors (only natural persons) and honorary members. In all cases the board shall have the power to delete any comments concerning specific matters or not to include them in the minutes. Everyone requesting access to the minutes must respect the confidential nature of the minutes.

6 Board's responsibilities

6.1 Duties of the board

When a new board commences its duties, it shall divide the following duties amongst its members.

A member of the board shall:

1. be responsible for taking minutes during general and board meetings;
2. conduct the association's correspondence;
3. be required to draw up the agenda for the general meeting and board meetings in consultation with the other members of the committee and board;
4. be required to maintain archives, both in printed and electronic form;
5. be responsible for the timely announcement of general meetings in accordance with the association's Articles of Association and Rules and Regulations;
6. be responsible for maintaining a register containing the details of members, benefactors and honorary members;
7. be required to deal with the contributions, any allocations and sponsorship funds;
8. be responsible for dealing with any subsidies granted to committees;
9. serve as a deputy chair. The latter shall deputise for the chair when they are absent;
10. be responsible for maintaining a script, which must be stored in an electronic archive;
11. be required to ensure that the association is in a healthy financial situation;
12. convene a Committee Chair Meeting no less than four (4) times during the association's year, which they shall chair and which the members of the board and all the committee chairs shall be invited to attend.

6.2 Chair

The chair and deputy chair shall:

1. be responsible for chairing general meetings and board meetings;
2. have disposal of the association's funds together with the treasurer. In this respect you are referred to Article 6(3) of these regulations;
3. have the power to halt correspondence conducted by the board and committee members, and to request the board to make a decision in that respect provided that it is in the association's interests to do so.

6.3 Treasurer

The treasurer shall

1. be required to maintain a cash book;
2. be required to report to the board on the association's financial situation no less than once every two (2) months;
3. be responsible for presenting an annual financial report to the General Meeting;
4. be responsible for coordinating and advising the audit committee.

7 Committees (with the exception of the audit and advisory committees)

1. The board may establish committees to help it perform its duties.
2. The board shall decide on and record:
 - a committee's name;
 - the nature of its activities;
 - the names of the committee members;
 - the name of the committee's chair.
3. A committee chair shall be responsible for:
 - coordinating the relevant committee's activities;
 - the performance of that committee;
 - representing the committee in the Committee Chair Meeting;
 - presenting the board with proposed changes to the aspects referred to in Clause (2).
4. A committee shall consist of benefactors, and/or ordinary and/or honorary members.
5. A committee shall keep administrative records of its correspondence.
6. A committee shall have a duty to maintain a script.
7. A committee shall be required to render account to the board.
8. A committee shall be required to act in the association's interests.
9. A committee shall provide the board access to its administrative records, unless there is a substantiated reason to deviate from this.
10. A committee shall hand over its administrative records to the board in the event that the committee is abolished.

8 Advisory board

The advisory board shall serve as an advisory body established by the General Meeting. The following provisions shall apply in relation to the advisory board.

1. The board or the General Meeting may nominate a candidate for the advisory board. Such nomination of a candidate shall not be binding.
2. Voting shall occur in accordance with the provisions of Article 21 of the Articles of Association.
3. The advisory board shall consist of no less than three (3) and no more than five (5) persons. In the event that the number of members of the advisory board falls below three (3), the advisory board shall remain competent. Any vacancy or vacancies must be filled during the next general meeting.
4. The advisory board may present advice to the board or the General Meeting in relation to any resolution which is to be voted on.
5. The board shall be required to provide information to the advisory board to enable the latter to perform its duties. This shall include the following, amongst other things:
 - (a) the budget and policy plan;
 - (b) the annual report;
 - (c) an amendment of the Articles of Association or these Rules and Regulations;
 - (d) any matter pertaining to external relations;
 - (e) any minutes (redacted if desired by the board).
6. A member of the advisory board may at any time resign or be discharged by a majority of the votes cast in a general meeting.
7. Every member of the advisory board shall be appointed for a term of one (1) year. The members of the advisory board shall be eligible for reappointment.
8. In the event that the board adopts a resolution which derogates from any advice issued by the advisory board, this must be reported to the next general meeting along with the reasons for it.
9. Where a member of the advisory board is not a member of the association, they shall be admitted into general meetings and shall be entitled to speak in them.
10. The advisory board shall document all advice which it presents for the General Meeting to inspect.
11. A member of the board may not be a member of the advisory board.

9 Societies

1. A society of the association is deemed to refer to any group of members and/or benefactors and/or honorary members who are recognised as such.
2. The board shall decide whether a society may start a trial period.
3. At the end of the trial period the General Meeting shall decide whether or not to recognise the relevant society.
4. A society shall:
 - (a) have a name and an object. The object of a society shall be to bring members together with the aid of activities, hobbies and interests;
 - (b) have an open character. All benefactors, and ordinary and honorary members must be welcome in a society;
 - (c) organise activities every year which are open to all of the association's ordinary and honorary members, and benefactors;
 - (d) have members of whom three quarters (3/4) shall be members as set out in Article 4 of the Articles of Association;
 - (e) shall recruit sufficient members;
 - (f) may only seek and secure sponsorship after the board has given its approval;
 - (g) shall present the association with a report every year which shall at least provide a list of the activities that it has organised and the members whom it has recruited.
5. The board shall at all times have the power to suspend a society. A decision shall be taken in the next general meeting as to whether the association will recognise the relevant society.