

Explanatory notes to the change of the Internal Regulations

The 28th board of study association Thalia

04-12-2018

This document belongs to a second document containing proposed changes to the Internal Regulations of study association Thalia. The goal of this document is to explain the suggested changes.

The Internal Regulations of Thalia have been changed largely over the years. Thalia has changed and with every change, some regulations changed too. As an example, many clauses in the document refer to the former situation in which the board of Thalia consisted of the committee chairmen and a daily (executive) board (*dagelijks bestuur*). One of the goals of the proposed changes, is to eliminate those incongruences within the document or the document in relation to the Articles of Association, make it fit more to the current situation and to make the document more clear and readable to our members. Many textual changes serve this purpose. Also, gender-specific references have been changed to gender-neutral references. Another more substantive change in the document, is about the limits and procedures of legal actions and has as purpose to smoothen this process while not taking away control of the General Meeting. For this change, three options are proposed and we invite the General Meeting to discuss those options and choose one. More information about this will be given below.

The changes also cover a change that was announced in the policy plan 2018-2019, regarding the policy for the financial health of Thalia.

Lastly, a new article is proposed containing regulations about activities of Thalia. This is an topic that according to our opinion is not clear enough in the current regulations.

The language of the document is Dutch, since it is an official document to which is referenced by the articles of association. The changes discussed will therefore also be in Dutch. Afterwards, a translation will be made and communicated to all members. In case of discrepancies between the original document and the translation, the original document will be leading. All members are invited to report any discrepancies to the board via email after receiving the translation, so improvements can be made.

The changes will be explained article by article, section for section.

0 Start of document

Textual changes in case the document will really change.

1 Algemene bepalingen

3. Further in the document, a distinction is made between regular board members and the daily (executive) board *dagelijks bestuur*. We think that currently commissioners in the board should also discuss with other board members.

2 Leden, begunstigers en ereleden

1. Thalia only has members, benefactors and honorary members. The term 'regular members' "*Gewone leden*" therefore is inconsistent and might cause ambiguity in the rest of the document.
9. Textual changes for clarification and gender-neutral references.
10. Most people become member of Thalia during the orientation week. However strictly spoken they do not have the right to be a member until the first of September. This means they strictly spoken can't register for events, order books or look at photos. Also merchandise sales or the barbecue at all is inconvenient. The new regulation will take away these inconveniences by giving the soon-to-be-members already some rights, while not being a full member.
11. The old article did not include benefactors and honorary members. It also did not contain a specification about the general decisions of the general meeting, whereas those are just as important as the Internal Regulations.

3 De algemene vergadering

1. This regulation misses a word in the first sentence. Also, we want to change "*stem*" to "*rol*" because advisors do not have the right to vote.
3. In the former article it is unclear whether the chairman of the association or the chairman of the general meeting is meant, since those do not necessarily have to be the same person. Also a gender-neutral reference is introduced.

4 Het bestuur

4.1 Algemeen

3. The current situation about conducting legal actions is not optimal for Thalia. Our members often receive emails with contracts while most of the time people are not interested in those contracts. On the other hand for the board or committees, it is stressful and frustrating to have to wait for one or two weeks before further steps can be made. Occasionally, incomprehension from the parties Thalia has contact with is encountered (not only limited to partner agreements). On the other hand we do think that it is important that the General Meeting is notified about certain interesting contracts.

In order to change those regulations, the board has prepared 3 alternative regulations. The first regulation appoints the advisory committee and audit committee to check

whether a contract is interesting enough to be sent to the members and gives them the possibility to approve legal actions in case they assess the document uninteresting. This option has been discussed with both the advisory committee and the audit committee. The advisory committee itself has indicated they are not in favour of this regulation, whereas the audit committee does think this is a good idea.

Another possibility is just increasing the limited amount for legal actions. In consultation with the advisory committee, we propose a limit of € 4096. Since Thalia has grown rapidly in the last few years, and will be growing even more in the upcoming years, the current limit of € 1024 will be exceeded more often. An important notice to this is that the higher limit only gives the board permission to conduct legal actions of an higher amount. The board can however still ask for feedback from the association for 'cheaper' contracts in case they think they should do so. In the end, the board should always act in the interest of the association and should be able to defend their actions to the General Meeting at any time.

Yet another possibility is to maintain the current regulations, but add an extra exception for legal actions that are in line with a accepted budget. As an example, the expenses for the Active Members Day or Thalia weekend are already accepted implicitly in the budget. An extra measure to this possible regulation, is that the document may not contain new commitments of Thalia that are not presented to the General Meeting earlier. The exact assessment of this remains at the board in that case.

Note that the new regulations are expanded to legal actions for a period longer than 1 year as well, as is explained below.

4. We would like to include the exception for legal actions for a period longer than 1 year in the same procedure as for high amounts, since we think the idea behind those limits in the Rules and Regulations is the same.
6. Textual. Thalia not only has contact with associations.
8. The term "*bestuursperiode*" (board period) is undefined in the Articles of Association or this document. We think it makes more sense to have an policy plan every association-year. This is also in line with the budget and the financial year, which is set to a association-year according to the Articles of Association. Also the change of the beginning of the year to prior to the year, will represent the reality better. Note that in special circumstances (such as a board that changes within a year or people leaving a board), the General Meeting can always decide otherwise and might ask for an additional policy plan. This document only covers the regular cases. The other change is only textual to make this document more uniform.

4.2 Samenstelling

1. The reference to "*Algemeen bestuur*" is not used anywhere any more, so it can be deleted.

5 Bestuursvergaderingen

The change of the title of this article is because we think it fits the content better.

- 1 (old). The old regulation is now moved to 3, to improve readability.
- 1 & 2 (new). We want to add these new regulations in order to enforce the board to archive their decisions and actions better. Since Thalia is growing and grow even more in the future, we feel the necessity to do this better and more professional. These new proposed regulations make sure that this will happen in the future as well. We think better archiving is in the benefit of Thalia and its board members.
3. This regulation will replace the old 1 & 2. We think that the old regulations constraint a board to much and think a board can function just fine while scheduling board meetings and making agendas on shorter notice. The origin of these regulations is in the past where the board consisted of committee chairmen as well.
4. Textual changes to make the document more uniform.
5. The term “*algemene bestuursvergadering*” is used nowhere anymore, so we would like to change this to just “*bestuursvergadering*”.
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8. The term “*algemene bestuursvergadering*” is used nowhere anymore, so we would like to change this to just “*bestuursvergadering*”. Also we clarify the position of deputy chairman.
9. Clarification.
10. Clarification.
14. The term “*algemene bestuursvergadering*” is used nowhere anymore, so we would like to change this to just “*bestuursvergadering*”.
15. This regulation finds its origin in article 6 but we think it fits here better. Also in the former article, it was possible to request minutes while they are not yet accepted by the board. This could lead to undesirable situations.

6 Bestuursverantwoordelijkheden

The former article had a great lack of structure, making it hard to read. The new proposed article gives more structure to the responsibilities by appointing them to the functions in the board that are required by law. A new regulation however makes explicit that certain responsibilities can be handed over to other board members, to make sure that every board remains free in how they divide their tasks.

6.1 De (plaatsvervangend) voorzitter

Start: Textual changes to make the document more uniform and to clarify the role of deputy chairman.

1. Clarification and textual change.
2. It is superfluous to add this in the new article.
4. This is largely copied from the former article.
5. We think that adding this will make the status of candidate board members more clear, which will make the change of a board more fluent to the association and the (candidate) board self. In general we think the association will benefit from this. By making this explicit in this document, we think that we will prevent a board from a dilemma about what should and should not be discussed with the candidate board.

6.2 De secretaris

Largely copied from the former article

6.3 De penningmeester

Start: Textual changes to make the document more uniform.

1. Currently the bookkeeping of Thalia is not limited to a cash book.
2. Clarification.
3. The financial statement (*“jaarrekening”*) is a legal document.
5. Clarification.
6. This provision is meant to replace the regulation about the liquidity percentage. We think the new provision gives more freedom and responsibility to the board. In the current situation where sponsor income is reserved for the next year, the liquidity of the association is just too short-sighted for financial health, which includes many more aspects. The audit committee has the knowledge and insight to supervise this, together with the treasurer.

6.4 Ieder bestuurslid

Largely copied from the former article or explained earlier.

7 Commissies (m.u.v. de kascommissie en de adviescommissie)

3. Clarification to make the document more uniform.
9. We think this change is in favour of the association.

8 Adviescommissie

6. Textual change to make the document more uniform.

9 Gezelschappen

5. Textual change to make the document more uniform.

10 Activiteiten

So far the Internal Regulations are unclear about activities of Thalia. However regarding the growth of Thalia and developments we heard from other associations, we think it is wise to add this article.

1. These definitions will clarify what activities of Thalia are.
2. Legal liability during activities of our association is difficult. We think that by mentioning this in the Internal Regulations, we spread a good signal about how to act on Thalia activities, while also clarifying a bit about liability. Note that in case Thalia will really be held accountable for any damage at one of our activities, this provision will probably have little value. However it is always good practice to try to clarify as much as possible. For this, advice has been asked to other associations and people with a background in legal liability.
3. We have noticed that within the association there is haziness about the representation of Thalia during their activities. According to the Articles of Association, Thalia is represented in law by 2 of their board members (of which 1 should be in the executive board "*dagelijks bestuur*"). We think it is very much desirable that during activities, Thalia is represented in law. To prevent from the obligation for board members to, for example, be present during a borrel from the right start, we've added the last exception. Note that the reason for this provision is NOT to take over tasks from committees, but is only for legal liability.
4. The costs incurred by a board member during their board year are rather high. This is a small financial award for board members in the form of a cost allowance. Naturally, it applies to only 2 board members per activity, the minimum number of representatives that is necessary.