

ARTICLE 1 - NAME

The association bears the name: *Studievereniging Stress (Study Association Stress)*.

ARTICLE 2 - REGISTERED OFFICE

It has its registered office in Enschede.

ARTICLE 3 - PURPOSE

The Association has as its mission to stimulate academic, professional and personal development of its members by offering opportunities for to expand of, deepen and apply their studies in practice, as well as to promote social contacts with persons related to the Association. as a supplement and to apply the studies of its members in practice.

ARTICLE 4 - DURATION

The association was founded on the twenty-first of May nineteen hundred seventy-four and has been established for an indefinite period.

ARTICLE 5 - MEMBERS

1. Members of the association may comprise:
 - students at the University of Twente;
 - former students enrolled at the University of Twente;
 - employees of the University of Twente;
 - former employees of the University of Twente.
2. The Board shall keep a register in which the names and addresses of all members are listed. Members are obliged to ensure that their address is known to the Board. Members may also submit an electronic address for messages, notifications and calls for meetings.

ARTICLE 6 - PATRONS / HONORARY MEMBERS

1. Patrons are those who have declared themselves willing to financially support the association with a minimum contribution set by the General Members Assembly.
2. Honorary members are those who, due to extraordinary services to the association, have been appointed by the General Members Assembly and have accepted this appointment.

ARTICLE 7 - ADMISSION

1. The Board decides on the admission of members and patrons.
2. If admission is refused, the General Members Assembly may still grant admission.

ARTICLE 8 - TERMINATION OF MEMBERSHIP

1. Membership ends:
 - a. due to the death of the member;
 - b. due to resignation by the member;
 - c. due to resignation by the association. This may occur when a member no longer meets the membership requirements stated in the bylaws, fails to fulfill obligations to the association, or if it cannot reasonably be expected that the association allows the membership to continue;
 - d. by expulsion. This may only be declared when a member acts against the bylaws, regulations, or decisions of the association, or unreasonably harms the association.
2. Resignation by the association is handled by the Board.
3. The rights and obligations of a member may at any time be terminated mutually by resignation, with the proviso that the annual contribution for the current association year remains fully owed. Resignation must be in writing.
4. A resignation in violation of subsection 3 ends membership at the earliest allowed date following the date of notice.
5. Immediate termination of membership by a member is possible:
 - a. A member may resign immediately within one month after a decision has been communicated that limits members' rights or increases their obligations. In that case, the decision does not apply to that member. This does not apply to decisions that increase members' financial obligations; these remain in force after resignation.
 - b. within one month after a decision to convert the association into another legal form or merge has been communicated to the member.
6. Expulsion from membership is handled by the Board.
7. A decision to cancel membership by the association on grounds that it cannot reasonably allow the membership to continue, and a decision to expel a member, may be appealed within one month to the General Members Assembly. The member shall be notified in writing with reasons and is suspended during the appeal.

ARTICLE 9 - TERMINATION OF RIGHTS AND OBLIGATIONS OF HONORARY MEMBERS AND PATRONS

1. The rights and obligations of an honorary member and a patron may at any time be terminated mutually by resignation, with the proviso that the annual contribution for the current association year remains fully owed.
2. Termination on behalf of the association is handled by the Board.

ARTICLE 10 - ANNUAL CONTRIBUTIONS

1. Members, honorary members, and patrons are obliged to pay an annual contribution, determined by the General Members Assembly. They may be divided into categories paying different contributions.
2. The Board may grant full or partial exemption in special cases.
3. The General Members Assembly may impose other obligations on members, honorary members, and patrons beyond subsection 1.

ARTICLE 11 - RIGHTS OF HONORARY MEMBERS AND PATRONS

Apart from other rights granted by or under these bylaws, they may attend events organized by the association.

ARTICLE 12 - BOARD

1. The Board consists of a number of members (at least three) appointed by the General Members Assembly. Appointments are made from members, except as stated in subsection 2.
2. The General Members Assembly may decide to appoint one Board member from outside the membership.
3. Board members are appointed from one or more binding nominations, except as in subsection 4. Nominations may be made by the Board or by a number of members entitled to one-sixtieth of votes. Board nominations are announced in the meeting call. Nominations by members ($\geq 1/60$) must be submitted in writing prior to the meeting.
4. Binding nominations may be overridden by at least two-thirds of votes cast, with at least $1/60$ of total votes represented **at the moment of voting**.
5. If no nominations are made or binding nominations overridden, the General Members Assembly is free to choose.
6. If more than one binding nomination exists, the appointment is made from those nominations.

ARTICLE 13 - TERMINATION OF BOARD MEMBERSHIP, PERIODIC MEMBERSHIP, SUSPENSION

1. Any Board member, even if appointed for a fixed term, may be dismissed or suspended at any time by the General Members Assembly. A suspension not followed by dismissal within three months ends automatically.
2. Board membership also ends:
 - a. for Board members appointed from members: by termination of membership;
 - b. by resignation, which must be in writing.

3. In case of absence or inability of one or more Board members, the remaining members remain competent and temporarily take over tasks. The General Members Assembly is involved in:
 - a. If absence lasts longer than six months.
 - b. If absence reduces the number of competent Board members below three.

ARTICLE 14 - BOARD FUNCTIONS AND DECISION-MAKING

1. The Board appoints from its members a chair, secretary, and treasurer, and may appoint substitutes. A member may hold multiple offices. The Board may be elected entirely by the General Members Assembly, as well as the allocation of offices within the Board.
2. At Board meetings, each member casts one vote. Decisions are by simple majority. At least three Board members must participate for valid decisions.
3. A member may not vote on matters where personal interests conflict with the association. Conflicts must be disclosed to the rest of the board and the member abstains.
4. Minutes are recorded by the secretary and approved by chair and secretary. Article 20(1-2) applies to Board meetings.

ARTICLE 15 - BOARD DUTIES AND REPRESENTATION

1. Subject to the limitations set out in the Bylaws, the Board is entrusted with the management of the association.
2. If the number of members of the Board has dropped to less than three, the Board will remain competent. It is, however, obliged to convene a General Members Assembly as soon as possible at which the vacancy or vacancies shall be dealt with.
3. The Board is authorised, under its responsibility, to have certain parts of its duties carried out by committees appointed by the Board.
4. The Board is, provided it has the approval of the General Members Assembly, authorised to enter into agreements to acquire, dispose of or encumber registered goods, to enter into agreements whereby the association commits itself as surety or as a joint and several co-debtor, provides guarantees for a third party, or commits to provide security for a debt of another. The absence of such approval may be invoked in respect of third parties.
5. The Board also requires approval from the General Members Assembly for decisions to:
 - I enter into legal transactions to lend money, to borrow money and to make investments exceeding an amount or value of fifty thousand euros (€ 50,000.00), provided this is reasonably in the interest of the association, without prejudice to the provisions set out below under II;
 - II
 - a. the rental, lease and in any other way acquiring and giving in return for payment the use or enjoyment of immovable property;
 - b. entering into agreements whereby the association is granted a bank credit;

- c. taking legal action, including arbitration proceedings, with the exception of taking precautionary measures and taking legal action that can no longer be postponed;
- d. entering into and amending employment contracts.

The absence of such approval may not be invoked by or against third parties.

- 6. Without prejudice to the provisions of the last sentence of subsection 4, the association shall be represented in and out of court by the Board. The authority to represent the association shall also be assigned to two members of the Board who act jointly.

ARTICLE 16 - ANNUAL REPORT, STATEMENT OF ACCOUNTS AND ACCOUNTABILITY

- 1. The annual term of the association runs from the first of August up to and including the thirty-first of July.
- 2. The Board shall be obliged to keep proper records of the financial situation of the association in such a manner that its rights and obligations can be ascertained from them at any time.
- 3. The Board shall present at a General Members Assembly its annual report on the state of affairs within the association and on the policy conducted, within six months of the end of the association's annual term, unless this term is extended by the General Members Assembly, and shall submit a balance sheet and a statement of income and expenditure with explanatory notes to the meeting. These documents shall be signed by the Board members; if one or more of their signatures is missing, this shall be reported together with reasons for the omission.
After expiry of the time limit, each member may claim by way of legal action that the joint Board members comply with these obligations.
- 4. Each year the General Members Assembly appoints ~~from among the members~~ a treasury committee of at least two persons **consisting of at least two members of the association. who are not allowed to be members of the Board. The treasury committee as a whole may not be a member of the Board.** The treasury committee shall examine the financial accounts and accountability of the Board for the association and reports its findings.
- 5. If examination of the accounts calls for specialist accounting knowledge, the treasury committee may be assisted by an expert. The Board shall be obliged to provide the committee with all the information it requests, to present the cash flow and the values on request, and to allow it to inspect the books and records of the association.
- 6. The remit of the treasury committee may be revoked at any time by the General Members Assembly, but only upon the appointment of another treasury committee.
- 7. **Each member of the treasury committee may resign at any time by communicating this in writing to the secretary of the association.**
- 8. **If the treasury committee no longer meets the requirements referred to in subsection 4, the treasury committee, together with the Board, shall convene a General Members Assembly as soon as possible in which at least the new vacancy or vacancies shall be filled.**

9. If the number of members of the treasury committee has dropped below two, the treasury committee may only fulfil an advisory role.
10. The Board is obliged to keep the records referred to in subsections 2 and 3 for a period of seven years.

ARTICLE 17 - GENERAL MEMBERS ASSEMBLY

1. All authorities within the association that are not assigned to the Board by law or by the Bylaws are conferred to the General Members Assembly.
2. A General Members Assembly – the annual meeting – is held every year. At the annual meeting the following matters, among others, are discussed:
 - a. the annual report and the accounts referred to in Article 16, together with the report issued by the treasury committee;
 - b. the appointment of the treasury committee for the following association year;
 - c. the filling of any vacancies;
 - d. proposals by the Board or the members, announced in the call to convene the meeting.
3. Other General Members Assemblies shall be held as often as the Board considers this desirable.
4. Furthermore, at the written request of at least such a number of members as is authorised to cast one sixtieth of the votes, the Board shall be obliged to convene a General Members Assembly within a period of no more than four weeks after submission of the request. If the request is not acted upon within fourteen days, those requesting this may themselves proceed to convene the meeting by means of a convocation in accordance with Article 21 or by means of a medium widely used by the members.

The term “in writing” in these Bylaws shall furthermore be understood to mean all documents that are sent and received in writing via the usual channels of communication.

A report of a decision taken in this way shall be drawn up by the Secretary, accompanied by the replies received, which shall be appended to the minutes after being co-signed by the chair.

ARTICLE 18 - ADMISSION AND VOTING RIGHTS

1. Admission to the General Members Assembly is granted to all members of the association, all Board members who are not members of the association, all honorary members and all patrons. Suspended members and suspended Board members shall not be admitted, on the understanding that a suspended member will be admitted to the meeting where the decision on his or her suspension is dealt with. He or she also has the right to speak at that meeting.
2. The admission of persons other than those referred to in subsection 1 is decided in the General Members Assembly.
3. Each member of the association who is not suspended has one vote. The Board member who is not a member of the association does not have a right to vote, but may offer advice. **Honorary**

members and patrons do not have voting rights.

4. A member may have his or her vote cast by another member who is authorised in writing to do so. A voting member may cast a vote for at most one other member.

ARTICLE 19 - CHAIRPERSONSHIP AND MINUTES

1. ~~The Board may propose someone who is not on the Board as an independent chairperson. Also, one sixtieth of the number of members with voting rights may propose someone as an independent chairperson. Nominations may be made up to fourteen days before the General Members Assembly at the latest. If more than one person has been nominated, the members present (plus authorised representatives) shall vote before the start of the General Members Assembly on who shall be the chairperson. The voting procedure for electing persons is set out in Article 20 of the Bylaws. If no one is nominated as an independent chairperson, the chairperson of the Board or his or her deputy shall chair the General Members Assembly. If the chairperson and his or her replacement are absent, one of the other members of the Board, to be appointed by the Board, shall act as chairperson. Should the acting chairperson not be decided in this manner either, then the meeting shall provide for this itself.~~

The Board may propose someone who is not on the Board as an independent chairperson. Also, one sixtieth of the number of members with voting rights may propose someone as an independent chairperson. Nominations may be made up to fourteen days before the General Members Assembly at the latest.

- a. If more than one person has been nominated, the members present shall vote before the start of the General Members Assembly on who shall be the chairperson. The voting procedure is set out in Article 20 of the Bylaws.
 - b. If no one has been nominated as an independent chairperson, the chairperson of the Board, or his or her deputy, shall chair the General Members Assembly.
 - c. If no chairperson can be appointed in this way, the meeting shall itself provide for the chairpersonship.
2. The chairperson or the General Members Assembly may at any time decide to temporarily or permanently transfer the chairpersonship by making a new nomination.
 3. Minutes of the proceedings at each meeting shall be taken by the secretary or another person designated by the chairperson for this purpose, which shall then be approved and signed by the chairperson and the person who took the minutes. Those who have convened the meeting are entitled to have a notarial record drawn up.

The contents of the minutes or of the record shall be brought to the notice of the members.

ARTICLE 20 - DECISION-MAKING BY THE GENERAL MEMBERS ASSEMBLY

1. The ruling pronounced by the chairperson at the General Members Assembly on the result of a vote is final. The same applies to the content of a decision taken, insofar as the vote was taken on a proposal not laid down in writing.

2. If, however, the validity of the ruling referred to in subsection 1 is challenged immediately after it is pronounced, a new vote shall be taken if the majority of the meeting or, if the original vote was not conducted by roll call or written ballot, any voting member present so requests. As a result of this new vote, the legal consequences of the original vote shall lapse.
3. Unless the Bylaws or the law stipulate otherwise, all decisions of the General Members Assembly shall be taken by a simple majority of votes, understood to mean at least the smallest possible majority of validly cast votes.
4. In a vote, a number of votes must be cast amounting to at least one sixtieth of the number of voting members. If fewer votes are cast, the vote shall be deemed not to have taken place.
5. Blank votes shall be deemed ~~not to have been cast~~ neither in favour nor against the proposal.
6. A member may abstain from voting. His or her vote shall be deemed not to have been cast.
7. If no one receives a simple majority in a vote to elect a person, a second vote shall be held or, in the case of a binding nomination, a second vote shall be held between the nominated candidates. If no one obtains a simple majority, further votes shall be held until either one person obtains a simple majority or the vote is between two persons and the votes are tied. In the event of such further votes, voting shall take place between the persons voted for in the preceding ballot, excluding the person who received the fewest votes. If the fewest number of votes were cast for more than one person, lots shall be drawn.
8. If the votes are equally divided on a proposal not concerning the election of persons, the proposal shall be rejected.
9. All voting shall take place by a show of hands, unless the chairperson deems a written vote desirable or a voting member so requests before the vote. Written votes shall be conducted by means of unsigned sealed ballots. Decision-making by acclamation is possible unless a voting member requests a roll call vote.
10. A unanimous decision of all members, even if they are not present at a meeting, shall have the same force as a decision of the General Members Assembly, provided it is taken with the prior knowledge of the Board.
11. As long as all members are present or represented at a General Members Assembly, valid decisions may be taken unanimously on all matters discussed, including amendments to the Bylaws or dissolution, even if no convocation has taken place or formalities have not been observed.

ARTICLE 21 - CONVENING THE GENERAL MEMBERS ASSEMBLY

1. The General Members Assembly shall be convened by the Board, without prejudice to the provisions of Article 17 subsection 4. The convocation shall be made in writing to the addresses of the members listed in the membership register, with a notice period of at least seven days.
If a member consents, the convocation may also take place by electronic means sent to the address provided by the member. Providing an electronic address for the membership register shall constitute such consent.

2. The convocation shall state the subjects to be discussed, without prejudice to the provisions of Article 22.

ARTICLE 22 - AMENDMENT OF THE BYLAWS

1. No amendments may be made to the Bylaws other than by a decision of a General Members Assembly convened with the announcement that an amendment will be proposed, without prejudice to the provisions of Article 20 subsection 9.
2. Those who convened the General Members Assembly to discuss a proposal to amend the Bylaws must make a copy of that proposal available for inspection by the members at least fourteen days before the meeting, until the end of the day on which the meeting is held. Upon request, a copy shall be sent to a member.
3. A decision to amend the Bylaws requires at least two-thirds of the votes cast at a meeting in which at least one sixtieth of the voting members are present or represented. If this quorum is not met, a second meeting shall be convened within four weeks, but not earlier than two weeks, in which a decision may be taken regardless of attendance, provided at least two-thirds of the votes cast are in favour.
4. An amendment to the Bylaws shall not take effect until after a notarial deed has been drawn up. Each Board member is authorised to execute the deed.

ARTICLE 23 - DISSOLUTION

1. The association may be dissolved by a decision of the General Members Assembly. The provisions of subsections 1, 2 and 3 of the preceding Article shall apply accordingly.
2. Unless the General Members Assembly decides otherwise, liquidation shall be carried out by the Board.
3. The credit balance after liquidation shall in no case be distributed among the members. Upon dissolution, the balance shall be allocated in a manner consistent as much as possible with the purpose of the association.
4. The association shall cease to exist when no assets are known to it or to the liquidators. The liquidators shall notify the registers where the association is registered.

ARTICLE 24 - HOUSE RULES

1. The General Members Assembly may establish house rules.
2. The house rules may not conflict with the law, even where it does not contain mandatory provisions, nor with the Bylaws.