

## PROPOSED STATUTES CHANGE EXPLANATION

The 79<sup>th</sup> Board of the VSPVU proposes changes to the statutes to ensure full compliance with current Dutch legislation. With the introduction of the Wet Bestuur en Toezicht Rechtspersonen (WBTR) certain statutory requirements must be fulfilled to meet legal requirements before July 1<sup>st</sup>, 2026. The current revision also provided an opportunity to evaluate and modernize other articles to improve clarity and provide a better reflection of internal procedures.

Included in this document are: A concise explanation of the WBTR, an overview of the amended and newly added articles, the amended statutes, and a disclaimer.

## EXPLANATION WBTR

The Wet Bestuur en Toezicht Rechtspersonen is a law that entered into force on July 1<sup>st</sup> 2021 and applies to associations and foundations. The WBTR aims to improve the quality of governance and supervision by introducing clearer rules on board responsibilities, conflicts of interest, liability, and decision-making in situations of absence or incapacity of board members. The WBTR promotes transparency, accountability, and proper governance, ensuring that organizations are managed carefully and in the best interest of their members.

## IMPLICATIONS WBTR

WBTR-mandated changes are highlighted in **yellow**.

The implications of the WBTR-mandated changes for the statutes of the VSPVU are as follows:

### Article 8.4-8.5

These articles are introduced to regulate what happens in cases of absence or incapacity of one or more board members a fallback mechanism is introduced. The general meeting is allowed to appoint a temporary administrator if all board members are unable to act.

### Article 8.6

A specific definition of incapacity is introduced to ensure legal clarity.

### Article 10.1

It is now explicitly stated that each board member has one vote. This creates clarity and equality in the Board's decision-making process.

### Article 10.4

The obligation of transcription of Board meetings is introduced to reinforce accountability and traceability of decisions.

### Article 10.5-10.7

Decision making safeguards are introduced to include formal voting rules, written decision-making outside of Board meetings, and tie-breaking procedures. This is to ensure legal validity, to clarify the decision-making process within Board, and to improve decision-making transparency.

### Article 10.8

Conflict of interest regulation is introduced by excluding board members with a direct or indirect personal interest from the decision-making process.

## ADDITIONAL CHANGES

Additional changes are highlighted in **green**.

In addition to the WBTR-mandated changes, several changes were made to modernize and improve the internal functioning of the Association:

**Article 9.2**

A change to the representation of the Association is introduced to increase legal certainty and operational efficiency.

**Article 10.2**

Board members may now be represented by another board member through a written proxy, improving accessibility.

**Article 10.3**

This change ensures explicitly that it is allowed to host Board meetings via telephonic or video conferencing. This is done to improve clarity of the Board meeting process.

**Article 10.9**

The possibility to further regulate board meetings and decision-making through internal regulations has been added.

**DISCLAIMER**

The wording of the proposed statutes changes may be subject to minor stylistic, linguistic, or formatting changes prior to the final notarization. Such changes shall not affect the substance, meaning, or legal implications of the articles as adopted by the general meeting.

## STATUTES VSPVU

Please note the following: This document is a translation for convenience purposes only. In the event of any discrepancy or inconsistency between the Dutch original version and this translation, the Dutch version shall prevail. This translation is provided for informational purposes, and no legal right or obligations can be derived from it.

## NAME, SEAT

### Article 1

1. The association is named: VERENIGING VOOR STUDENTEN PSYCHOLOGIE EN PEDAGOGIEK AAN DE VRIJE UNIVERSITEIT.

The abbreviated name is: VSPVU.

2. The association is based in Amsterdam.
3. The association possesses full legal capacity.

## AIM

### Article 2

The association aims to represent the interests of students enrolled in at least one of the following studies: (i) Psychology; (ii) Pedagogische Wetenschappen; and (iii) Universitaire PABO, at the Faculty of Behavioral and Movement Sciences of the Vrije Universiteit in Amsterdam, in the broadest sense of the word.

## MEMBERSHIP

### Article 3

1. The association has members and former members.
2. Members can be those who have applied for membership and pay the membership fee.
3. Former members are members who are no longer registered with the association but have expressed a desire to remain involved with the association.
4. The board decides in all cases regarding the acquisition of membership.

### Article 4

1. Members, former members are entitled to participate in activities emanating from the association and have access to the general meeting.
2. Members have voting rights in the General Assembly. Each member can cast one vote. Former members have an advisory vote.
3. Members owe a membership fee.

### Article 5

1. Membership shall terminate by:
  - a. death of the member;
  - b. written termination by the member to the Board;

- c. termination on behalf of the association; this may be affected if a member has ceased to meet the membership requirements laid down in the articles of association, if the member does not fulfil its obligations towards the association, as well as when the association cannot reasonably be required to continue the membership.
  - d. expulsion. This can only be pronounced when a member acts contrary to the statutes, regulations or decisions of the association or harms the association in an unreasonable manner.
- 2. Termination on behalf of the association shall be effected by the board. There shall be a possibility of appeal at the general meeting.
- 3. Termination of membership by the member or by the association may only take place subject to a notice period of two weeks. However, membership may be terminated immediately if the association or the member cannot reasonably be required to continue the membership.
- 4. Any termination contrary to the provisions of the preceding paragraph shall cause membership to end at the earliest permissible time following the date of termination.
- 5. A member may terminate his membership with immediate effect within one month after a decision whereby his rights are restricted or his obligations are increased has become known or been communicated to him; the decision shall not then not apply to him.
- 6. A member may also terminate his membership with immediate effect within one month after he has been notified of a resolution to convert the association into another legal form or to merge.
- 7. Expulsion from membership shall be effected by the Board,
- 8. Of a decision to terminate membership by the association on the grounds that a member fails to fulfil its obligations towards the association, as well as that the association cannot reasonably be required to membership and of a resolution for expulsion from membership, the person concerned shall be allowed to resign within one month after receipt of the notification. One month after receipt of the notification of the decision, the person concerned may appeal to the General Meeting.

He shall be notified in writing of the decision and the reasons for it as soon as possible.

During the appeal period and pending the appeal, the member shall be suspended, provided that the suspended member shall have the right to justify himself at the general meeting at which the appeal referred to in this paragraph is dealt with.

## **Article 6**

- 1. By accepting membership of the association the member submits to the statutes and other binding rules of the association.
- 2. The Board shall ensure that the Statutes are available for inspection.

## **BOARD AND REPRESENTATIVES**

### **Article 7**

- 1. The board shall consist of at least three natural persons. The board shall have the separate positions of chairman, secretary and treasurer.
- 2. The board members shall be appointed at the general meeting from among the members of the association.

### **Article 8**

1. The members of the board shall hold office for one year and shall resign according to a schedule to be drawn up by them.  
The retiring member may be re-elected; whoever is appointed in an interim vacancy shall take the place of his predecessor on the schedule
2. Any board member, even when appointed for a fixed term, may at any time be dismissed or suspended by a resolution passed by at least two-thirds of the votes cast during the general meeting.  
A suspension that is not followed by a resolution to dismiss within six months shall terminate by operation of law by the expiration of that term.
3. Board membership shall further end:
  - a. by death;
  - b. by resignation;
  - c. by termination of membership in the Association.
4. If the number of Board members has fallen below three, the Board shall remain authorized. The Board shall, however, be obliged to convene a General Meeting as soon as possible, at which meeting the provision for the resulting vacancy or vacancies shall be discussed.
5. In the event of the absence or incapacity of one or more Board members, the remaining Board member or Board members shall be charged with the full management of the Association.
6. The General Meeting shall ensure that a person is designated who, in the event of absence or incapacity of all Board members or of the sole remaining Board member, shall temporarily manage the Association.
  - a. that a Board member is unreachable for a period exceeding seven days due to illness or other causes;
  - or
  - b. by termination of membership in the Association.

#### Article 9

1. The Board represents the association.
2. The power of representation is granted to:
  - a. the chairman, the secretary, or the treasurer each acting individually; or
  - b. any other Board member acting jointly with the chairman, the secretary, or the treasurer.
3. The board may grant power of attorney to one or more members of the Board, as well as to others, collectively or individually, to represent the association within the limits of that power of attorney.
4. For taking out loans, buying, alienating, encumbering, or leasing real estate, the Board requires the authorization of the General Meeting.

#### Article 10

1. In meetings of the Board, each Board member shall be entitled to cast one vote.
2. A Board member may be represented at a Board meeting by another Board member by means of written proxy.
3. Board meetings may be held by means of telephonic or video conferencing, or by means of any other communication method, provided that each participating board member can be heard simultaneously by all other participants.
4. Transcripts of each Board meeting shall be drawn up by the (vice-)secretary, or any other Board member in the case of absence of the (vice-secretary), which shall record the matters discussed and the resolutions adopted.
5. The Board shall adopt resolutions by an absolute majority of the valid votes cast by all Board members present or represented at the meeting who are entitled to participate in the decision-making.
6. The Board may also adopt resolutions outside a meeting, provided that such resolutions are adopted in writing, that all Board members are consulted regarding the proposed resolution, that none of them objects to this manner of decision-making, and that the resolution is adopted by an absolute majority of the valid votes cast by board members who are entitled to participate in the decision-making.

7. In the event of a tie in voting, the decision shall be taken by the General Meeting.
8. A Board member shall not participate in the deliberations or decision-making if that Board member has a direct or indirect personal interest that conflicts with the interest of the Association or with the interests of the organizations affiliated with it.
9. Further rules concerning the meetings of the Board and the decision-making by the Board may be laid down in internal regulations.

## ADVISORY BOARD

### Article 11

1. The association has an Advisory Board. The Advisory Board is tasked with supervising the policies of the board and the general affairs of the association, as well as exercising the duties and powers assigned or granted to the Advisory Board in these articles.
2. The Advisory Board consists of at least two natural persons who cannot be part of the board.
3. Members of the Advisory Board serve for one year and retire according to a schedule to be drawn up by the Board. The retiring member is immediately eligible for reappointment.
4. The board is obliged to provide the Advisory Board with all desired information and, if requested, to show them the funds, books, and other documents of the association.

## BOARD MEETINGS

### Article 12

1. The association has a General Board Meeting. The General Board Meeting has an informative task regarding the general affairs of the association.
2. The General Board Meeting consists of the Board members, the chairpersons of the various committees, and the members of the Advisory Board.
3. The General Board Meeting meets at least once every two months. The chairman of the Board also serves as the chairman of the General Board Meeting.

## GENERAL MEETING

### Article 13

1. General meetings shall be convened by the Board as often as deemed necessary.
2. The board is obliged to convene a general meeting if at least ten members submit a written request to the board.
3. The date and time of a general meeting shall be announced at least seven times twenty-four hours in advance by means of notices and/or posters in appropriate places. The place may be announced later.

### Article 14

1. Annually, but no later than six months after the end of the Association's year, the Board shall call a general meeting, to be known as the annual meeting.
2. At this meeting, the election of the new board shall take place and the chairman and treasurer shall report on their policy and management during the past Association year.

3. After approval of the reports of the chairman and treasurer, the board shall resign with simultaneous installation of the newly elected board.

## **ANNUAL REPORT, ACCOUNT AND JUSTIFICATION & FINANCIAL AUDIT**

### **Article 15**

1. The Association year shall run from September 1 through August 31 of the following year.
4. The board shall be obliged to keep such records of the financial situation of the association that its rights and obligations may at all times be known from them.
5. At a general meeting, within six months after the end of the Association's year, unless this term is extended by the General Meeting, the Board shall present its annual report and, upon presentation of a balance sheet and a statement of income and expenditure, shall render an account of its policy conducted during the past financial year. After expiration of the term, any member may demand this account and justification from the board in court.
6. The general meeting shall annually appoint from the members a committee of at least two (2) persons. The committee shall examine the account and report its findings to the meeting.
7. The board shall be obliged to give the committee all information it requests, to show it the cash and the values if it so desires, and to allow it inspection of the books and records of the association.
8. The charge of the committee may be revoked at any time by the general meeting, but only by the appointment of another committee.
9. The Advisory Board, as described in Article 10, may also function as a cash audit committee.

## **INTERNAL REGULATIONS**

### **Article 16**

1. Internal regulations that are to be established in a general meeting give the following rules about:
  - a. the activities of the Board;
  - b. the manner of execution of the voting rights;
  - c. the meetings;
  - d. other topics for which the regulation is deemed desirable by the general meeting;
2. The internal regulation may not contain provisions conflicting with the law and the statutes.

## **STATUTES AMENDMENT**

### **Article 17**

1. Proposals to amend the statutes can be made at the initiative of the board or upon the request of at least ten members who express their desire in writing, providing a description of the proposal to the board.
2. Such a proposal can only be adopted with at least two-thirds of the votes cast at a general meeting, for which notice has been given stating that an amendment to the articles will be proposed. The notice period for convening this meeting is at least seven times twenty-four hours.
3. A written copy of the amendment proposal has to be made available at least five times twenty-four hours before the intended meeting.
4. An amendment to the articles does not take effect until a notarial instrument has been drawn up.

## DISSOLVEMENT

### Article 18

1. The association can be dissolved if, at a general meeting where at least half of the members are present or represented, two-thirds of the votes cast express approval for the proposal. If half of the members are not present or represented, a second general meeting will be convened after that general meeting, to be held no earlier than fourteen days and no later than six weeks after the first general meeting. In this second meeting, a decision can be made on the proposal discussed in the previous general meeting, regardless of the number of members present or represented, provided it is approved by a majority of at least two-thirds of the votes cast.
2. A proposal for dissolution must be communicated to the members in writing at least four weeks before the general meeting.
3. A decision to dissolve implies a decision to liquidate. Unless otherwise determined in a decision to dissolve, the liquidation is carried out by the board.
4. Unless the general meeting establishes a different destination in the decision mentioned in the previous paragraph, any positive balance belongs to those who were members of the association at the time of dissolution.

## GENERAL PROVISION

### Article 19

1. In the association, the general meeting holds all powers that are not delegated to other bodies by law or the statutes.
2. The general meeting decides on cases that are not provided for by the statutes or internal regulations.
3. In deviation from the provisions of the preceding paragraph, the board can provide for urgent matters in emergency situations.

Amsterdam, July 2017