

English Statuten

W.S.D.A. The Seadragons

The is only a rough translation of the Dutch version which has been signed by the association. For legal purposes please refer to the Dutch version.

Name and Location

Article 1.

1. The association is called 'Wageningen Student Dive Association (W.S.D.A.) The Seadragons'.
2. The association is located in Wageningen.

Goal

Article 2.

1. The goal of the association is:
 - a. Practicing of the diving sport in all its ways;
 - b. Stimulating interest in and knowledge about diving and;
 - c. The stimulation of contact between members.
2. The association plans to achieve this among others by:
 - a. The organization of diving and snorkelling training inside pools and also outside;
 - b. The organization of courses by an appropriate trainer and the respective ways and levels;
 - c. The organization of exams to give out certificates (together with third parties);
 - d. The organization of association events with the goal to maintain social contacts and to share knowledge about aquatic and marine ecosystems;
 - e. The organization of other activities that contribute to the association's goal;
 - f. The maintenance of contact with governmental or other organisations with relevance for the dive sport and the association;
 - a. All other lawful means that the association can use.

Duration

Article 3.

1. The association is set up for an unlimited period.
2. The association year runs parallel to the academic year of Wageningen University & Research.

Members & Donors

Article 4.

1. The association knows
 - a. General members
 - b. Donors
2. General members are those that have applied as such at the board in written form and have been admitted as members by the board according to article 5.
3. Donors are those that support the association financially in the form of a minimal contribution decided on by the board and have been admitted by the board.
4. Donors have no other rights or obligations than those that are given to them by these statutes.
5. The rights and obligations of donors can be ended by the respective donor or the board in written form at any time, under the condition that the yearly contribution of the running association year is still paid fully.
6. The board keeps a member list where names and addresses of all members are registered.
7. Membership is personalized and cannot be transferred or passed on.

Admission

Article 5.

1. One can be admitted as a member after applying as such at the secretary of the association. The board can pose further requirements about how application should take place and what information is required. The board decides about admission. If a person is not admitted as member by the board, the general member meeting can still approve a membership.
2. One can become donor by submitting a written application to the board which decides about the application.

Suspension

Article 6.

1. The board can suspend a member for a period of maximally a month, if the member repeatedly breaks their membership obligations, causes damage to the association's interests or forms danger to themselves or others by their actions or behaviour.
2. During the period of suspension, the member does not its rights anymore, while the obligations still need to be fulfilled.

End of membership

Article 7.

1. A membership ends
 - a. If a member passes away;
 - b. If a member ends it in written form;
 - c. If the association terminates it;
 - d. by dismissal.
2. Termination of the membership by the member has to take place by written information, which should be in hands of the secretary at the latest one month after the start of the association year. If a termination is not submitted in time, the membership continues until the end of the next association year unless the board decides otherwise or if continuation of the membership is not justifiable.
3. Termination of the membership by the board can take place towards the end of the association year with a period of notice of at least four weeks, if..
 - a. The member does not fulfil its association obligations;
 - b. The member does not fulfil the requirements for membership as stated in the statutes and HR;
 - c. It would not be justified to require the association to let the membership continue.
4. Termination is always done in written form with statement of reason for termination. If termination has not taken place in written form or in time, the membership continues until the end of the next association year. Termination can take place immediately if it would not be justified to ask the association to let the membership last longer.
5. Dismissal from membership only applies if a member acts against the statutes, rules or decisions of the association or when a member acts in a way that forms a danger for the Association, themselves or others. Dismissal is done by the board, which informs the member about their decision as quickly as possible and with indication of reason.
6. After receiving the decision of termination of membership or dismissal by the board the respective person has the right to bring up objections in the general member meeting. The decision of the general member meeting with respect to the objection needs at least two thirds of all legally valid votes regardless of the number of present or represented members. During the objection period the member is suspended.
7. If the membership ends within the association year, the member still has to pay the yearly contribution unless the board decides that this is not necessary.
8. The association is responsible that the members can review the necessary information for termination easily.

Funds

Article 8.

1. The funds of the association consist of the contributions of members and donors, entrance fees, inherited funds, legacies, donations and potential other earnings.
2. Depending on the agreements made, members are required to pay a yearly or half-yearly contribution, which is set by the general member meeting. Members can be divided into different categories which pay different contributions.

3. The general member meeting can decide about the payment of membership fees. Part 2, sentence two applies.
4. In special cases, the board is entitled to give full or partial exemptions for the obligation to pay the contribution.
5. Legacies are only accepted by the association under the “voorrecht van boedelbeschrijving”.

Board composition and nomination

Article 9.

1. The board is composed of at least three people and is for the first time stated in this document.
2. Board members are nominated by the general member meeting from the association members. The first board as mentioned in this document is exempted from this rule and all members are named into their functions.
3. The board membership cannot be done in combination of membership in the continuation commission.
4. Board members are determined for a period of maximally one year. A year here is equal to one association year. At the yearly general member meeting the board steps down. A board member that has stepped down can be nominated three times, regardless of their duration of board membership.
5. If the number of board members has sunken below the minimum as mentioned in point 1 of this article, the board still remains authorized. The board is obliged to either make the filling of the open position(s) a point on the next general member meeting agenda or to plan a specific general member meeting to discuss the filling of the position.

Article 10.

1. The active board suggests a candidate board to the general member meeting. The chairman is voted into function by the general member meeting. The board decides who will be secretary and treasurer among themselves. The functions of secretary and treasurer can also be covered by one person.
2. The board meetings are to be held in the Netherlands at a place that has been determined when planning it.
3. Every year at last one meeting has to be held.
4.
 - a. Meetings are going to be held if the chairman considers this necessary or at least two thirds of the active board members ask this from the chairman in written form with listing of the to be discussed points.
 - b. If the chairman does not follow this request or follows it but in such a way that the meeting cannot be held within three weeks after the request, the requesting person(s) is/are allowed to call out a meeting themselves. The required formalities have to be fulfilled.
5. The call for a meeting happens – unless the case as described in part 4 b applies – by the chairman, at least seven days in advance, not including the day of calling out the meeting and the day of the meeting itself, in form of an invitation, or if the board member agrees, via an electronic message which has to be readable and reproducible and sent to the address that has been given to the association for this purpose, unless a force majeure

occurs (e.g., a pandemic). The board can call out a new meeting on the spot if an emergency situation occurs, so that new points can be added to the agenda.

6. When announcing the meeting, location, time and agenda points have to be announced.
7. The meeting is led by the chairman. If the chairman is not present, another board member determined by the rest of the board has to take the position of chairman. If this is not done, the meeting is chaired by the board member of oldest age.
8. The secretary or another present person is asked by the chairman to keep minutes about the points treated during the meeting. The minutes have to be approved during the same or next meeting and signed by the secretary and chair of the meeting.

Decisions of the board

Article 11.

1. The board can only make decisions during a meeting if the majority of board members is present or represented. Decisions can only be made regarding points of the agenda.
2. A board member can be represented during a meeting by another board member if this has been discussed in written form and the chairman has approved it. One board member can only represent one other board member.
3. If the requirements for the calling in and execution of a meeting as listed in the statutes have not been fulfilled, it is still possible to make legally valid decisions about all discussed points if all board members in function are present or represented and the voting is unanimous (all people vote for the same thing).
4. The board can also make decisions outside of meetings if all members have been given the opportunity to give their opinion in written form (all forms of written text) and are in favour of the proposed matter. A decision that has been made in such a way has to be noted down as story including the received answers and added to the minutes after being signed by secretary and chairman.
5. Every not suspended board member has the right to give one vote.
6. Unless these statutes do not require a larger majority, all decisions are made based on the majority of valid votes.
7. In case of a tie of votes article 19, part 3 and 4 apply.
8. All voting events during a meeting take place orally, unless one or more board members wish for a written vote. Written votes are done on unsigned and closed pieces of paper.
9. Blank and invalid votes are considered not to be given. For the determination of the quorum blank, invalid and abstentions are included.
10. The decision made by the chairman regarding the result of the voting is decisive. The same is true for the content of a made decision, if there was voted on a non-written proposal. If the correctness of the decision is doubted right after being said out loud; a new voting takes place if either the majority of the meeting or in case the voting has been not taken place written or as roll-call vote one person wants this. As a consequence of this voting the old voting's outcomes expire.
11. A board member does not take place in the deliberation and decision-making if his or her interest is directly or indirectly in conflict with the association's interest. If the board cannot make a decision due to this, the continuity commission has to make the decision.

End board membership

Article 12.

1. The board membership of a board member ends:
 - a. If the association membership ends;
 - b. If the member is dismissed, as described in part 2 and 3;
 - c. If the board member steps down, as described in part 4;
 - d. If he or she loses the right to freely manage his/her capital;
 - e. If the period for which the board member has been nominated ends.
2. Board members can at all times be suspended or dismissed by the general member meeting under giving reasons. A decision to suspend/dismiss a board member needs at least two thirds of all validly given votes regardless of the number of present or represented members with right to vote.
3. Suspension ends if the general member meeting does not decide to dismiss the board member within three months. The suspended board member can justify itself in front of the general member meeting and can be supported by a counsellor.
4. Board members can step down at all times, if this is done in written form and if the period of notice of three months is taken into account.

Board competence

Article 13.

1. The board shall be in charge of the management of the association.
2. The board is not authorised to decide to enter into agreements for the acquisition, alienation and encumbrance of registered property and to enter into agreements whereby the association binds itself as surety and joint and several co-debtor, warrants performance by a third party or provides security for a debt of another party, unless the board has obtained the approval of the general meeting.

Representation

Article 14.

1. The association shall be represented by the board as well as by two board members jointly. If several functions are fulfilled by the same person, this does not imply that the association can only be represented by that person.
2. The limitation of the authority of the board in paragraph 2 of the previous article also applies to the authority of representation. This limitation may only be invoked by the association.

Association year and annual reports

Article 15.

1. The association's financial year is equal to the academic year of Wageningen University & Research.
2. The board shall be obliged to keep records of the assets of the association and of everything concerning the activities of the association, in accordance with the requirements ensuing from these activities, and to keep the accompanying books, documents and other data

carriers in such a way that the rights and obligations of the association may be known at any time.

3. At least one general meeting (annual meeting) shall be held each year, within six months after the end of the association's year, unless this term is extended by the General Meeting. At this general meeting, the board shall present its annual report on the course of events in the association and on the policy conducted. It shall submit the balance sheet and the statement of income and expenditure with an explanation to the meeting for approval. These documents shall hereinafter jointly be referred to as the "annual documents".
4. The annual documents shall be signed by the officers; if the signature of one or more of them is missing, this shall be stated, stating the reasons. After expiry of the period, each member may claim from the joint managing directors in a judicial procedure that they shall comply with these obligations.
5. If an auditor, as referred to in Article 2:393, paragraph 1 of the Netherlands Civil Code, is asked about the truthfulness of the documents referred to in the preceding paragraph, the general meeting of members shall annually appoint a committee of at least two members who may not be members of the board. The committee shall examine the balance sheet and the statement of income and expenditure and shall report its findings to the General Meeting.
6. The board shall be obliged to provide the committee with all the information it requests for its examination, to show it the cash and the values on request and to make the books, documents and other records of the association available for consultation.
7. If the committee believes that this investigation requires special accounting knowledge, it may be assisted by an expert at the expense of the association. The committee shall report its findings to the General Meeting.
8. The commission may at any time be dismissed by the general meeting, but only by the appointment of another commission.
9. The General Meeting shall adopt the annual accounts. After the proposal to adopt the annual accounts has been dealt with, a proposal shall be made to the general meeting to release the officers from liability for the policy pursued by and during the year of association concerned, insofar as that policy is apparent from the annual accounts or has been made known to the general meeting.
10. The data recorded on a data carrier, with the exception of the balance sheet and statement of income and expenditure drawn up on paper, may be transferred to another data carrier and retained, provided that the transfer is made with the correct and complete representation of the data and that these data are available during the entire retention period and can be made legible within a reasonable time.
11. The board is obliged to keep the documents referred to in paragraph 2 of this article and the balance sheet and statement of income and expenditure in accordance with the period stipulated in article 2:10 of the Civil Code, which is currently seven years.

General meetings

Article 16.

1. General meetings shall be convened by the board as often as it deems this desirable or as often as the board is obliged to do so by law or by the statutes of association.
2. At the written request of at least such a number of members as is authorised to cast one-tenth of the votes at the general meeting, the board shall be obliged to convene a general meeting in a period of not more than four weeks after submission of the request, if all members are represented there.

3. The general meeting shall be convened by written notice addressed to the members at their addresses according to the members' register or - if the member agrees - by a legible and reproducible electronically sent message to the address indicated by him/her for this purpose to the association with due observance of a period of at least seven days, not counting the day of the convocation and that of the meeting.
4. The notice convening the meeting shall state the items to be discussed. If further documents have to be made available for the general meeting, this may be done electronically if the members have consented thereto.
5. The general meetings shall be held in the municipality where the association has its registered office. If this is not possible due to circumstances, the meeting may also be held online.

Access and voting rights

Article 17.

1. Admission to the general meeting shall be granted to benefactors and members who have not been suspended, as well as to those who have been invited by the board and/or the general meeting of members to attend. A suspended member shall only have access to the general meeting at which the resolution to suspend him/her is discussed and shall only be authorised to speak on that subject.
2. Each member of the association who is not suspended shall have one vote.
3. Each member entitled to vote may only grant another member entitled to vote a written proxy to cast his vote. The requirement of a written power of attorney is fulfilled if the power of attorney is recorded electronically. A voting member may act as a proxy for no more than two persons.

Chairmanship of the general meeting and minutes

Article 18.

1. The chairman and the secretary of the board shall also act as such at the general meeting. If the chairman is absent, one of the other board members, to be appointed by the board, shall act as chairman. If the chairmanship is not provided for in this manner either, the meeting shall provide for itself.
2. The secretary or another person designated for the purpose by the chairman shall take minutes of the proceedings at each meeting. These minutes shall be adopted at the same or at the next general meeting and shall be signed at the same time by the chairman and the secretary of that meeting. The contents of the minutes shall be brought to the notice of the members.

Decision-making of the General Meeting

Article 19.

1. All decisions of the general meeting shall be taken by an absolute majority of the valid votes cast, unless the articles of association or the law prescribe a larger majority.
2. Blank and invalid votes shall be considered as not having been taken. Blank or invalid votes or abstentions shall count towards the determination of any required quorum.

3. If no one obtains an absolute majority in an election of persons, a second vote shall be taken. If again no one has obtained an absolute majority, new votes shall be held until either one person has obtained an absolute majority or the vote is between two persons and the votes are tied. In the event of such further voting (not including a second voting session), a vote shall always be taken between the persons who were voted for in the previous vote, with the exception of the person who received the smallest number of votes in the previous vote. If the smallest number of votes were obtained for more than one person in the preceding voting, lots shall be drawn to determine for which of those persons no further votes may be cast in the new vote.
4. In the event of a tied vote on matters, the proposal shall be rejected.
5. All voting at general meetings shall take place orally, unless the chairman considers a voting in writing desirable or at least such a number of members as is authorised to cast one tenth of the votes at the general meeting require this. Votes in writing shall be taken by unsigned, sealed postal notes. Decisions may be taken by acclamation, unless any person entitled to vote requires a roll call vote. Votes cast by electronic means of communication prior to the general meeting, but not earlier than the thirtieth day before that meeting, shall be treated the same as votes cast during the meeting. The General Meeting shall be authorised to lay down conditions for the use of the electronic means of communication in the house rules. A vote taken in the manner referred to above cannot be revoked.
6. The opinion expressed by the chairman at the general meeting concerning the outcome of the vote shall be decisive. The same shall apply to the contents of a resolution passed, insofar as a vote was taken on a proposal not laid down in writing. If the correctness of this opinion is challenged immediately after it has been pronounced, a new vote shall take place if the majority of the meeting or, if the original vote did not take place by roll call or in writing, and one person present with voting rights so requires. The legal consequences of the original vote shall be annulled by this new vote.
7. If stated in the notice of the meeting, each member shall be entitled, in person or by proxy authorised in writing, by means of an electronic means of communication, to directly take note of the business transacted at the general meeting and to exercise his voting right, provided that the member can be identified through the electronic means of communication, can directly take note of the business transacted at the meeting and can exercise his voting right. It shall not be required that the member can participate in the deliberations via the electronic means of communication in order for the meeting referred to in the previous sentence to be held. The general meeting shall be authorised to lay down conditions for the use of the electronic means of communication in the rules of procedure. If the general meeting has made use of this, the conditions shall be announced in the announcement.
8. As long as all the members with voting rights are represented at a general meeting, valid resolutions, including the resolutions referred to in articles 20, 22 and 23, may be passed on all the subjects to be discussed, even if one or more of the convening notices or other formalities have not been complied with, provided they are passed unanimously and with the board's prior knowledge.
9. A unanimous resolution, including the resolutions referred to in articles 20, 22 and 23, of all members with voting rights, even if they are not convened at a meeting, shall have the same force as a resolution of the general meeting, provided it has been passed with prior knowledge of the board. A member is authorised to cast his vote by electronic means of communication. The general meeting shall be authorised to set conditions to the use of the electronic means of communication in the standing orders.

House Rules

Article 20.

1. The General Meeting may lay down and amend rules and regulations in which subjects are regulated which these statutes do not or not fully provide.
2. The house rules may not be contrary to the law, even if it does not contain mandatory provisions, nor to statutes.
3. The particular Article 22, paragraphs 1, 2, 3 and 4 shall apply accordingly.

Committees

Article 21

1. The association shall in any case have a continuity committee as referred to in Article 24, paragraph 3 and Article 11, paragraph 11.
2. At the annual meeting the members of the Continuity Committee shall be appointed for the following year of the association.

Modification of the statutes, merger and (de)division

Article 22.

1. The statutes of the association may only be changed after a decision by a general meeting, which has been called upon with the announcement that the modification of the statutes will be proposed there. The time period for inviting such a meeting shall be at least ten days.
2. The persons who have called the general meeting for the purpose of dealing with a proposal to change the statutes shall at least five days before the meeting make a copy of that proposal available for inspection by the members in a place suitable for that purpose, in which the proposed change(s) is/are included word for word, until after the day on which the meeting is held.
3. A decision to amend the statutes shall require at least two-thirds of the valid votes in favour at a meeting at which at least two-thirds of the members are represented. If two-thirds of the members are not represented, a second meeting shall be convened and held within four weeks, but not earlier than two weeks thereafter, at which a decision may be taken on the proposal as discussed at the previous meeting, irrespective of the number of members represented, provided this is done by a majority of at least two-thirds of the valid votes cast.
4. The provisions of the first three paragraphs shall not apply if all members are represented at the general meeting and the resolution to amend the articles is passed unanimously.
5. A modification of the statutes shall not take effect until it has been laid down in a notarial deed. Each board member is authorised to have the notarial deed drawn up. Furthermore, the general meeting may authorise one or more persons to execute the notarial deed.
6. The provisions of this article shall correspondingly apply to a resolution for a merger as referred to in Article 2:309 of the Dutch Civil Code and to a resolution for a (de)division as referred to in Article 2:234a of the Dutch Civil Code.

Dissolution and liquidation

Article 23.

1. The association may be dissolved by a decision of the general meeting. The provisions of Article 22, paragraphs 1, 2, 3 and 4 shall apply accordingly.
2. The liquidation shall be carried out by the board, unless the general meeting has determined otherwise. Any positive balance after liquidation shall be used for purposes to be determined by the general meeting that are most in accordance with the purpose of the association. The liquidators shall transfer the surplus for that purpose.
3. After dissolution the association shall continue to exist in so far as this is necessary for the liquidation of its assets. During liquidation the provisions of the articles of association shall remain in force as far as possible. In documents and announcements emanating from the association, the words 'in liquidation' must be added to its name.
4. The books, documents and other data carriers of the association must be kept by a natural person or legal entity to be appointed by the liquidators for a period of seven years after the liquidation or the period prescribed by law at that time. The custodian shall be the person appointed as such by the liquidators.

Inability to act and absence

Article 24.

1. The board shall retain its powers in the event of the absence or inability to act of one or more of the members of the board.
2. In the event of the absence or inability to act of all members of the board, the management shall temporarily rest with the continuity committee or persons to be appointed by this committee. For the acts of management performed during this period the persons appointed shall be equated with a member of the board.
3. A member of the managing board shall be prevented from acting as a member of the managing board by reason of:
 - a. Suspension,
 - b. More than five consecutive days during illness, or
Unavailability for more than five consecutive days, is not authorised or able to fulfil his duties as a member of the managing board.
4. In the absence or inability to act of all board members, the board shall temporarily rest with the continuity committee or persons to be appointed by this committee. For acts of management carried out during this period, the persons appointed shall be equated with a member of the board.

Final provision

Article 25.

All powers in the association accrue to the general meeting that are not assigned to the board by law or the statutes of the association. Finally, the persons appearing declared that: on the basis of the above provisions of Article 9, the first members of the board are appointed [...].