



# The Netherlands America Institute Limburg<sup>1</sup>

## Articles of Association

### *Article 1 – Name & Seat*

- 1.1 The Association bears the name of:  
Netherland – America Institute Limburg (NAIL).
- 1.2 It is located in Maastricht, the Netherlands.

### *Article 2 – Purpose*

- 2.1 The Netherland – America Institute Limburg has as its objectives the maintenance and, where possible, the promotion, of social, cultural and scientific contacts between the United States of America and The Netherlands and, in particular, the Province of Limburg.
- 2.2 The Institute intends to realize these objectives by:

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<sup>1</sup> Founded 1952

- ✚ Organizing meetings, excursions, lectures, film evenings, and social gatherings, etc.;
- ✚ Disseminating scientific, cultural and general information to all members and to various educational institutions outside the Association;
- ✚ Establishing contacts with American citizens who, for a shorter or longer period, reside in Limburg or elsewhere in The Netherlands;
- ✚ Providing facilities and information to American visitors upon request;
- ✚ Establishing contacts between American leaders of government and American representatives of trade, industry, scientific and cultural institutions;
- ✚ Stimulating interest in youth, Limburg youth in particular, in the United States of America;
- ✚ Establishing contacts with other organizations in The Netherlands, whether existing or still to be founded, which have the same purpose in view and who attempt to realize this with the aid of adequate means;
- ✚ Pursuing all legal means that may be conducive to the objectives of the Association.

### ***Article 3 – Duration***

3.1 The Association is formed for an indefinite period.

## ***Article 4 – Members & Contributors***

4.1 The Association recognizes the following categories of member:

- a. Regular Members;
- b. Honorary Members;
- c. Sustaining Members and Contributors.

4.1.1 Regular Members are persons who have reached the age of sixteen and have been admitted to membership as Regular Members.

4.1.2 Honorary Members of the Association are those persons who, on the proposal of the Board in view of special merits for the Association, are appointed as such by the General Assembly.

4.1.3 Sustaining Members and Contributors are those persons who have declared their willingness to financially support the Association with a minimum contribution to be fixed by the General Assembly and who have been admitted as such by the Board.

4.2 The Board shall keep a register recording the names and addresses of the members, of the Honorary Members, as well as of the Sustaining Members/Contributors.

4.3 Membership of the Association is personal and, hence, neither transferable nor subject to acquisition by hereditary succession.

## ***Article 5 – Admission to Membership***

5.1 Anyone wishing to become a member of the Association shall, to that end, submit a written application to the Secretary.

5.1.1 The application shall at least contain first name(s), family name, and address, as well as date of birth.

5.1.2 The application shall bear the signatures of at least two members of the Association who support the application for membership.

5.2 The Board decides on the admission of Regular Members and Sustaining Members.

5.3 In case of non-admission as a Regular Member by the Board, the General Assembly may yet allow admission at the request of the candidate-member.

5.4 Upon admission the Secretary shall forthwith notify the candidate in writing of the admission, with date on which the membership is to take effect.

5.5 The Board shall notify the candidate-member in writing of the non-admission to the membership within three months of the application submission, while referring to the stipulations contained in Paragraph 3 of this Article. The Board need not assign reasons.

## ***Article 6 – Termination of Membership***

6.1 The membership is terminated:

- a. By the members' death;
- b. By the members' own notice of termination, under due adherence to the relevant regulations;
- c. By notice of termination given on behalf of the Association;
- d. By expulsion.

6.2 The members' notice to terminate the membership may be given at all times and without observance of a term of notice. It shall become effective by written notification to the Secretary.

6.3 Notice of termination of the membership on behalf of the Association may, at all times, be given by the Board, with due observance of a term of notice of at least two weeks if the member has not fully met his financial obligations towards the Association after having been summoned in writing to do

so, and also, if the member has ceased to fulfil the qualifications of membership made at any one time by these Articles of Association.

6.3.1 Notice of termination by the Board may result in immediate discontinuance of the membership if the Association cannot be reasonably required to allow the membership to continue.

6.3.2 Notice of termination shall invariably be given with assignment of reason(s).

6.4 Expulsion from membership can occur only if a member acts in violation of the Association's Articles of Association, its Bylaws, or Resolutions, or adversely affects the Association in an unreasonable manner.

6.4.1 The expulsion shall be made by the Board, which shall inform the member concerned of its decision as soon as possible, with indication of reason(s).

6.4.2 The party concerned shall be entitled to appeal to the General Assembly within one month from receipt of the notification. A notice of appeal shall be submitted to the Secretary.

6.5 Unless the party concerned declares that the appeal may be attended to at the next General Assembly planned for by the Board, the Board shall convene a General Assembly to deal with the appeal within four weeks from receipt of the filed appeal.

6.5.1 The party concerned shall be given the opportunity to defend him/herself during the appeal at the General Assembly.

6.5.2 If the appeal should be dismissed, and if the agenda of the Assembly in question should not contain any other points than the Opening, the Minutes of the previous Assembly, the conduct of the appeal, the question(s) put by the Chair, and the closure, the party concerned shall be liable for the costs of the convening and holding the Assembly unless decided against by the General Assembly.

6.6 During the term of the appeal and pending the appeal the member shall be suspended and not able to exercise the membership rights with the understanding, however, that he/she shall be entitled to attend the General Assembly deciding on the appeal and there to take the floor. However, the suspended party shall have no voting rights.

6.7 In case the membership should end in the course of the official year for whatever reason or cause, the annual membership dues shall nevertheless be owed in full by the member.

### ***Article 7 – Suspension***

7.1 In the case mentioned in Article 6.1(d), the Board may suspend a member for a maximum of three months, if the Board considers the grounds insufficient to decide upon expulsion.

7.2 The stipulations of Article 6.4, through Articles 6.5 and 6 are, accordingly, applicable.

### ***Article 8 – Rights & Obligations***

8.1 Regular Members and Honorary Members, as well as their families, shall have the right to attend all activities organized by the Association.

8.2 Regular Members and Honorary Members shall have the right to attend all General Assemblies, to take the floor, to submit proposals and amendments, and to exercise their right to vote.

8.3 Without prejudice to the stipulation of the Law or these Articles of Association, the members of the Association shall have the right to make use of the facilities and properties identified by the Board.

8.3.1 Such use shall take place in conformity with the rules, resolutions and customs, whether existent or still to be drawn up, and on the conditions that have been or will be established by the Board.

8.4 It shall be incumbent upon all members to conform to the stipulations of the Articles of Association, Bylaws and resolutions made.

8.4.1 Members are obligated to behave in a dignified manner in accordance with the general standards of decency in normal relations with others.

8.5 The Association's financial means shall consist of:

- a. Membership dues;
- b. Payments by members and their guests for participation in events organized by the Association;
- c. Donations and/or subsidies;
- d. Gifts or legacies;
- e. Funds legally obtained by other means.

8.6 Membership dues owed by members, as well as the minimum donations by the Sustaining Members and Contributors, shall be fixed annually by the General Assembly.

8.7 The Board shall determine when, and in what way, members have to meet their financial obligations towards the Association.

8.8 All costs incurred through collection of funds shall be for the account of the party concerned.

8.8.1 Collection of funds with extraordinary means, such as the intermediary of a collecting agency or a process server, shall take place following a decision of the Board made to that effect.

### ***Article 9 – Board Authority***

9.1 On behalf of the members, the Board shall be authorized to negotiate rights and enter into commitments necessary for the proper conduct of the Association, with due observance of the stipulations of Articles 11 and 12 of these Articles of Association.

## ***Article 10 – Composition & Appointment of the Board***

10.1 The Board of the Association shall be comprised of, at most, nine Board members.

10.2 Board members shall be elected by the General Assembly from amongst the members, with due observance of what is stipulated below.

10.2.1 The elected Board members choose from their midst the Chairman, Vice Chairman, Treasurer and Secretary.

10.2.2 The Chairman of the Association shall have command of the Dutch language in the spoken word and in writing.

10.3 At least four Board members, amongst them the Chairman, Vice Chairman, Treasurer and Secretary, shall be of age. These four appointed Board members, together, shall at the same time form the Executive Board.

10.3.1 In the absence of the Chairman, the Vice Chairman shall stand in.

10.3.2 In the absence of the Treasurer, the Secretary shall stand in.

10.3.3 In the absence of the Secretary, the stand in shall be determined by the Board by ad hoc decision.

10.4 Every Board member shall be elected for a period of three years.

10.4.1 Every Board member shall take a seat on the Board for, at most, two consecutive periods of three years each.

10.4.2 Thereafter a compulsory waiting period of three years shall apply before a Board function may be held again.

10.4.3 The Board shall establish an order of rotation with a view to the continuity of the Chairman, Secretary and Treasurer who shall, at no time, step down simultaneously.



10.4.4 Stepping down Board members shall be re-eligible forthwith for a second period of three years.

10.4.5 Whoever has been appointed to an intermediate vacancy, shall take the place of his/her predecessor in the order of rotation.

10.5 Elected and appointed Board members shall accept their functions immediately after their appointment by the General Assembly. Only the General Assembly shall be competent to establish a different point of time for the acceptance of the function.

10.6 All Board members shall be appointed, suspended or dismissed by resolution of the General Assembly.

10.6.1 A Board member may, at all times, resign on his/her own accord.

10.6.2 The suspension of a Board member not followed by dismissal within three months shall end through lapse of time.

10.6.3 Suspension of a Board member as a member of the Association shall, at the same time, mean suspension as a Board member.

10.6.4 Termination of Association membership shall also mean termination of Board membership.

10.7 In case of a Board vacancy a General Assembly shall be held within two months to fill the vacancy unless the Board should decide that filling the vacancy should wait until the next General Assembly planned by the Board.

10.8 Procedures for the nomination of candidates for a Board function, the election of the Board members and voting shall be defined in more detail in Bylaws.

## **Article 11 – Board Duties, Committees & Representation**

11.1 Except for the limitations contained in these Articles of Association, the Board shall be entrusted with the administration of the Association in all its aspects, with upholding the stipulations of the Articles and Bylaws, as well as with all resolutions made by the competent bodies of the Association. The Board shall be charged with the general management and control of the Association and shall make any decisions to that effect which are not explicitly reserved to the General Assembly.

11.2 The Board shall oversee the entries, relating to the Association, in the Register of Associations of the Chamber of Commerce at Maastricht, in conformity with the relevant stipulations of Article 29, Book 2, of the Civil Code.

11.3.1 Following approval by the General Assembly, the Board shall be authorized to conclude agreements on the purchase, alienation or encumbrance of property, to conclude agreements by which the Association binds itself as surety or co-debtor, answers for a third party, or binds itself as security for a debt of a third party. The limitations of the representative competence mentioned in the preceding sentence shall be subject to appeal by or against third parties.

11.3.2 The Board shall require the General Assembly's approval on decisions to rent, to let, or in another way acquiring or giving, the use or benefit of property, as well as on the conclusion of agreements under which the Association is granted a bank credit, with the understanding that the lacking of such approval cannot be appealed to by, or against, third parties.

11.4 The Board shall be authorized, without prejudice of their own responsibilities, to have certain parts of their duties performed by committees appointed for that purpose by the members and/or the Board. On these committees, which are preferably comprised of persons with expert relevant knowledge, at least two members and one Board member shall have a seat. The composition of the established committees shall be made known to the General Assembly.

## ***Article 12 – Representation***

12.1 The Association shall, both judicially and extra judicially, be represented by the Chairman and Secretary together or by the Chairman and Vice Chairman together.

## ***Article 13 – Board Meeting***

13.1 The Chairman shall decide where and when a Board meeting will be held. He shall convene a meeting at the request of at least two Board members.

13.2 The Chairman shall establish the agenda. He/she shall be obliged to place a certain item on the agenda at the request of at least two Board members.

13.3 The Chairman shall have the authority to close the deliberations on a certain subject unless the Board decides otherwise.

13.4 If the votes are equally divided the Chairman shall have a decisive vote.

13.5 The Secretary shall keep minutes, unless the Board decides that a list of resolutions is sufficient. The minutes *casu quo*<sup>2</sup> the resolution list shall be accepted by the Board at the next Board meeting.

## ***Article 14 – Annual Report & Financial Statement***

14.1 The Association's official year and financial year shall coincide with the calendar year.

14.2 During the calendar year, the Board shall be held to have such records made of the financial position of the Association that they reflect its rights and liabilities at all times.

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<sup>2</sup> 'casu quo' is latin for 'if that is the case.'

14.3 The Treasurer shall see to punctual payment to the Association of all receipts, as well as to punctual payment of the Association's debts.

14.3.1 If this should prove not possible, he/she shall immediately inform the Board in order that personal liability of the Board members pursuant to the law is avoided.

14.4 At the General Assembly referred in Article 15, the Board shall render an account of their administration of the Association's affairs during the past financial year, by submitting a balance sheet and a statement of revenues and expenditures.

14.4.1 Following the expiration of the period concerned every member may demand in law such an account from the Board.

14.5 The General Assembly shall annually appoint an Audit Committee of at least three persons from amongst the members who are not on the Board.

14.5.1 The Audit Committee shall audit the Board's accounts and report its findings to the General Assembly.

14.6 If the auditing of the accounts should call for special knowledge, the Audit Committee may be assisted by an expert for the account of the Association.

14.6.1 The Board shall furnish the Audit Committee with any information they want, show them the cash register and values if desired, and allow the Audit Committee to inspect the books and receipts of the Association.

### ***Article 15 – General Assembly***

15.1 In the Association all competency shall accrue to the General Assembly which has not been entrusted by law, or by the Articles of Association, to other bodies.

15.2 The General Assembly (Annual Meeting) shall be held annually, at the latest four months following the end of the calendar year, except in case of extension of this period by the General Assembly.

15.2.1 At the General Assembly the following matters shall come under review amongst others:

- a. The Minutes of the previous General Assembly;
- b. The Board's report on the past Association year;
- c. The Board's accounting referred to in Article 14.4;
- d. The Audit Committee's report;
- e. The budget for the next Association year;
- f. The appointment of the Audit Committee;
- g. The filling of any Board vacancies;
- h. The proposals from the Board or the members mentioned in the convening notice for the General Assembly or a timely supplement thereto;
- i. Any other business.

15.3 Other General Assemblies shall be held as often as the Board considers desirable. The General Assemblies shall be convened by the Board, with due observance of an eight-day period. The convening shall be effected by written announcement to be sent to all members.

15.4 Furthermore, the Chairman and the Secretary – invariably equally authorized to such effect in this case – shall convene a General Assembly on a date not exceeding four weeks, at the written request of such a number of members as are authorized to cast a one/tenth portion of the votes at the General Assembly, to deal with the agenda items stated in writing in the request.

15.4.1 If such request should not be complied with within fourteen days, the applicants may themselves proceed to convening in conformity with the manner in which the Board convenes the General Assembly, or by advertisement in a widely circulated newspaper of the town where the Association is located.

15.5 The agenda of the General Assembly shall be established by the Board, with due observance of what has been stipulated in this Article. At the

written request of such a number of members as are authorized to give a one/tenth portion of the votes at the General Assembly, the Board shall place a certain item on the agenda, provided such a request is received at least two weeks before the General Assembly, not counting the day of receipt and the day of the Assembly.

15.6 If such a request is not received prior to the day determined for this purpose, the Board may as yet decide to put the stated item on the Assembly agenda.

15.6.1 The Secretary shall then inform the members of this in writing.

15.6.2 Should a statement of this nature not have been made, the General Assembly may decide not to deal with the stated items. If a stated item is not dealt with, it shall be placed on the agenda of the next General Assembly.

### ***Article 16 – Admittance & Voting Rights***

16.1 Admittance to the General Assemblies shall be open to all Regular Members and Honorary Members, and their families, that have not been suspended.

16.2 Only non-suspended members shall have the right to vote.

16.2.1 Voting members of the Association comprise:

- a. Every Regular Member;
- b. Every Honorary Member;

16.3 The Association does not allow casting of votes in the General Assembly by proxy.

16.3.1 A ballot shall only be conducted amongst members who are present and shall be filled out by them personally or by one of their family.

## ***Article 17 – Adoption of Resolutions at the General Assembly***

17.1 If not stipulated to the contrary by the Articles of Association or by law, all resolutions of the General Assembly shall be adopted at least by absolute majority of the valid votes cast. Absolute majority shall be understood to mean the first integer in excess of half the valid votes cast.

17.2 Voting on persons shall be in writing, and oral on items, unless the Chairman or the General Assembly should decide differently.

17.3 If the votes, other than on the appointment of persons, should be equal, the motion shall be considered rejected.

17.4 If, in the voting on the appointment of persons, none of them should have obtained the required majority, a second, free ballot round, shall be held. The person who gets the most votes in this second ballot is elected. If, in this re-balloting, the votes should be equal, the winner is decided by a drawing i.e. both names are put into a hat and the winner is the one pulled out.

17.5 The Chairman's judgement, pronounced at the General Assembly, that a resolution has been carried by the General Assembly, shall be decisive. The same shall apply to the contents of the resolution adopted, in so far as the voting concerned a motion which was not laid down in writing.

17.6 As long as all Regular and Honorary Members are present at a General Assembly, valid resolutions can be adopted unanimously on all subjects put up for deliberation.

17.6.1 Also in relation to an amendment of the Articles of Association or dissolution – even if there has been no summoning or if this has not taken place in the stipulated manner, or if any other rule on this summoning and holding of General Assemblies or a formality related thereto has not been duly observed.

17.7 After the Chairman has declared the Assembly closed, the General Assembly can no longer pass binding resolutions.

## ***Article 18 – Amending the Articles of Association***

18.1 The Articles of Association shall not be subject to any amendments other than by a resolution of the General Assembly, to which the members have been summoned, while making the announcement that an amendment of the Articles is going to be proposed at the General Assembly.

18.2 The Board shall ensure that to all members of the Association, at least fifteen days prior to the deliberation on the motion for amending the Articles of Association, the proposal is sent in writing and has also been laid out for inspection by the members until the day has passed on which the Assembly is held.

18.3 For adoption of a resolution to amend the Articles of Association at least half of the members shall be present.

18.3.1 A resolution to amend the Articles of Association shall require at least two-thirds of the valid votes cast.

18.4 If, at a General Assembly, during which the motion for amending the Articles of Association is being deliberated, less than half the number of members is present, the Board shall convene another General Assembly, to be held within three months of the first.

18.4.1 At the second General Assembly, a resolution on amending the Articles of Association can be validly passed with a majority of at least two-thirds of the votes cast, irrespective of the number of members present.

18.5 The amending of the Articles of Association shall become effective after a notary public instrument has been prepared, the instrument has been passed before a Notary Public, and entry has been made in the Register of Associations of the Chamber of Commerce in Maastricht.



### ***Article 19 – Dissolution***

19.1 The stipulations contained in Article 18 1, 2 and 3 shall apply accordingly to a resolution on dissolution.

19.2 In the event of dissolution, the allocation of the surplus shall be determined by a resolution of the General Assembly.

19.2.1 The stipulations contained in Article 18 1, 2 and 3 shall also be applicable accordingly.

19.3 In the absence of a resolution of the General Assembly, the disposition of the surplus shall be determined by the last Board members or the liquidators.

### ***Article 20 – Bylaws***

20.1 The General Assembly may adopt Bylaws as well as one or more sets of other bylaws.

20.2 Neither Bylaws nor rules shall be in conflict with the law, also if this should comprise non-compulsory law, nor with the Articles of Association.

### ***Article 21 – General***

21.1 In all cases not provided for by the Articles of Association, Bylaws, or other rules, or in which difference of interpretation exists, the Board shall decide.