

Statutes of "Leidsch Astronomisch Dispuut 'F. Kaiser'"

This is a translated version of the Dutch statutes and, therefore, non-binding and subject to change.
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Article 1. Name and Seat

1. The sub-association carries the name Leidsch Astronomisch Dispuut 'F. Kaiser', hereafter referred to as the sub-association.
2. The sub-association is established in Leiden.
3. The sub-association is a sub-association of the association 'De Leidsche Flesch', located in Leiden and hereafter referred to as De Leidsche Flesch.

Article 2. Purpose and Means

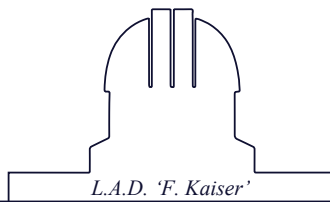
1. The sub-association aims to:
 - (a) contribute to the scientific development of its members.
 - (b) contribute to fostering contacts among its members, as well as between its members and the scientific community.
 - (c) contribute to the popularisation of science, particularly astronomy.
 - (d) contribute to the realisation of the objectives of De Leidsche Flesch.
2. The sub-association will aim to achieve its goal by:
 - (a) organising lectures;
 - (b) organising excursions;
 - (c) organising activities and guiding collaboration around the Old Observatory of Leiden;
 - (d) other appropriate means that are related to or may be conducive to the aforementioned, all in the broadest sense.

Article 3. Duration

The sub-association is established for an indefinite period.

Article 4. Membership

1. The sub-association has ordinary members, honorary members and extraordinary members, where the latter is commonly referred to as 'activity-goers'.
2. A membership is personal and not transferable.
3. Ordinary members can only be those who are members or alumni of De Leidsche Flesch, have registered as ordinary members with the board and have been admitted to the sub-association as such.
4. Extraordinary members are those who have been invited by the board of the sub-association, who have been registered by the board of the sub-association and have been admitted to the sub-association as such.
5. An ordinary or extraordinary member must be recognised by the board of the sub-association. In the event of non-admission by the board, the general members' meeting may still decide on admission.
6. Honorary members are those who, on the proposal of the board, or on the proposal of ten voting-eligible members, have been appointed as such by the general members' meeting by a qualified majority of two-thirds of the valid votes cast, in view of their extraordinary services to the sub-association, and have accepted that appointment.



Article 5. Obligation of the members

Members are bound to abide by the statutes, the regulations referred to in Article 19 Sec 1, and other lawful decisions of the general members' meeting and the board.

Article 6. End of membership

1. A membership ends:
 - (a) by the death of a member;
 - (b) by termination by a member;
 - (c) by termination by the sub-association;
 - (d) by expulsion.
2. A request for termination of membership by a member must be submitted in writing to the ab-actis of the sub-association.
3. Termination of a membership by the sub-association can only take place when:
 - (a) either a member has ceased to meet the requirements for membership set by these statutes,
 - (b) or a member fails to fulfil their obligations towards the sub-association,
 - (c) or the sub-association cannot be reasonably expected to continue the membership.

Termination must be effected by the board in writing, with at least four weeks' notice. If the sub-association cannot reasonably be expected to continue the membership, termination can be implemented immediately.

4. Expulsion from membership can only be pronounced if a member acts contrary to the statutes, regulations, or decisions of the sub-association, or if a member behaves unreasonably towards other members. Expulsion is carried out by the board, which informs the member in question of the decision in writing as soon as possible, stating the reasons.
5. In the event of expulsion, the person concerned can file a single appeal against the decision by sending a signed letter to the ab-actis within fourteen days of receiving the notification. The matter will be discussed at the next general members' meeting. The person concerned is entitled to speak at this meeting. The appeal can be dismissed by a majority vote. During the appeal period and pending the appeal, the person concerned is suspended.

Article 7. Alumni

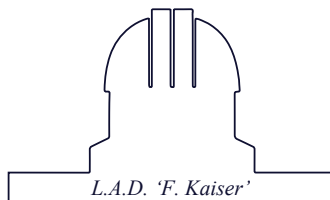
1. In addition to the forms of membership mentioned in Article 4 Sec 1, the sub-association also has alumni.
2. Alumni can be those who:
 - (a) either have been an ordinary or extraordinary member for at least three years,
 - (b) or have completed a degree at the Faculty of Science,and are now no longer a member of the sub-association.
3. Alumni are not members in the sense of the law.

Article 8. Financial Year

The financial year runs from the first of August until the thirty-first of July.

Article 9. Board

1. The board of the sub-association consists of at least four and at most eight people, including at least a praeses, ab-actis, quaestor and assessor Old Observatory. They also appoint a vice-praeses, who does not simultaneously hold the position of praeses or ab-actis.



2. Board members are appointed by the general members' meeting from among the members of the sub-association, excluding the extraordinary members. The general members' meeting also determines the number of board members.
3. Board members may be suspended or dismissed by the general members' meeting at any time provided the reasons are stated.
4. Regarding suspension or dismissal, the general members' meeting decides with a qualified majority of two-thirds of the valid votes cast. If, in the event of suspension, the general members' meeting has not decided on dismissal within three months, the suspension ends. The suspended board member has the opportunity to justify themselves at the general members' meeting and may be assisted by legal counsel.
5. Board members are appointed for a period of at least six months and no more than one year. The quaestor will always be appointed for one year. A year is understood to be the period between two consecutive annual general members' meetings, as stated in Article 12 Sec 3. If an appointment is made during the year, a person can only be appointed until the next annual general members' meeting.
6. If the number of board members falls below four, the board remains authorised. The board is obliged to convene a general members' meeting as soon as possible to discuss the filling of the vacancies that have arisen.
7. In the event of the absence or impediment of one or more board members, the remaining board member(s) will be responsible for the entire administration. In the event of the absence or impediment of all board members or the sole board member, the sub-association will be temporarily managed by a person who must be designated for this purpose by the general members' meeting each time one occurs.
8. In these statutes, impediment in any case means the circumstance that
 - (a) the board member is unreachable during a period of more than seven days due to illness or other reasons; or
 - (b) the board member is suspended.
9. A board member will not participate in the deliberations and decision-making if they have a direct or indirect personal interest that conflicts with the interests of the sub-association and its affiliated organisation. If this would prevent the board from making a decision, the decision will be made by the general members' meeting.

Article 10. Tasks of the board

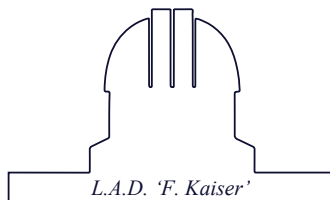
1. The board is responsible for governing the sub-association.
2. An incomplete board retains the ability to govern the sub-association.

Article 11. Representation

1. The board is authorised to represent the sub-association both judicially and extrajudicially.
2. The authority to represent the sub-association belongs to the entire board or two jointly acting board members. An exception to this is that individual board members may represent the sub-association within their role on the board.
3. The board can grant written authorisation to one or more board members or third parties, either jointly or separately, to represent the sub-association within the limits of said authorisation.

Article 12. The general members' meeting

1. All powers in the sub-association that are not assigned to the board by law or by the statutes of the sub-association, belong to the general members' meeting.
2. The general members' meeting is held in the municipality in which the sub-association is statutorily established.



3. At least one general members' meeting is to be held annually, specifically within three months after the end of the fiscal year, unless this period is extended by the general members' meeting. In this general members' meeting, the board shall present an annual report, a balance sheet, a statement of income and expenditure, and the necessary accompanying documents for the past fiscal year.
4. The Cash Audit Committee of De Leidsche Flesch is authorised to examine the documents as referred to in Article 12 Sec 3. The board is obligated to provide the committee with all information it requests, to show it the cash and assets upon request, and to grant inspection of the sub-association's books and records.
5. The general members' meeting is free to appoint a committee for one year at the annual general members' meeting, as referred to in Article 12 Sec 3, consisting of at least two members who are not part of the board. This committee has the right to examine the same documents as the Cash Audit Committee of De Leidsche Flesch. The investigation of the Cash Audit Committee of De Leidsche Flesch will always be leading.
6. The board is obliged to provide both of these committees with the information they request, to show them the cash and assets upon request, and to grant inspection of the sub-association's books and records.

Article 13. Summoning of the meeting

1. In addition to the general members' meeting referred to in the previous article, general members' meetings are summoned by the board as often as it deems desirable.
2. Upon written request from at least three voting members, the board is obliged to summon a general members' meeting within a period of no more than four weeks.

In case this request is not acted upon within fourteen days, the petitioners themselves may proceed with summoning a general members' meeting.

3. A summoning of the general members' meeting shall be done by means of a written notification to the voting members with a notice period of at least seven days, not counting the day of the summoning and the day of the general members' meeting.

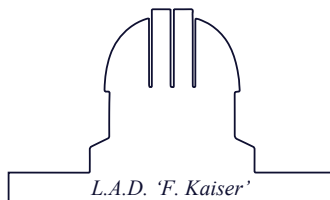
The summons may be given in a legible and reproducible message sent electronically to the address of the voting members.

The summons shall state the place, date and time of the meeting, as well as the subjects to be discussed.

4. If the provisions in the previous section have been violated, the general members' meeting can nevertheless pass valid resolutions. The resolutions are not valid until the minutes have been shared, and the validity of the general members' meeting is nullified upon written objection from a number of members greater than half the voting members present at the general members' meeting.

Article 14. Access and voting rights

1. Ordinary members and honorary members have access to the general members' meeting. The meeting can decide to allow other people to attend (part of) the meeting. Suspended members may only attend the part of the meeting in which the appeal as in Article 6 Sec 5 is discussed.
2. A member of the board of De Leidsche Flesch is entitled, after consultation with the board of the sub-association, to attend a general members' meeting of the sub-association.
3. Ordinary members and honorary members have voting rights. Each member has one vote.
4. Every voting member is entitled to have their vote cast by another voting member, who is authorised in writing. A voting member may act as a proxy for a maximum of two people.
5. A unanimous resolution by all those who are entitled to vote in the general members' meeting, even if they are not physically in the meeting, counts as a resolution of the general members' meeting, provided it is adopted with prior knowledge of the board.



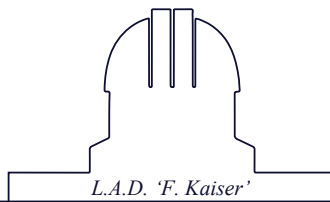
Article 15. Decision-making by the general members' meeting

1. All voting members are entitled to make proposals and demand a vote.
2. In a vote, voting members have the following options: they can vote in favour, against, leave a blank vote or abstain. If a member abstains, they are deemed not to have cast a vote.
3. All votes are public, unless at least one member requests a written vote beforehand.
4. Written voting takes place using unsigned, sealed ballots. Votes cast on ballots that are signed or on which the person or thing in question is not clearly indicated are deemed not to have been cast.
5. At the general members' meeting, decisions are taken by a simple, absolute or qualified majority.
 - (a) A simple majority is a majority of more than half of the number of valid votes cast, whereby blank votes are not counted.
 - (b) An absolute majority is a majority of more than half of the number of valid votes cast, where blank votes are also counted.
 - (c) A qualified majority is a majority of more than half the number of votes cast, to be defined in the article in which this form of majority is used. Blank votes are counted.
6. All decisions for which no larger majority is specified by law or these statutes shall be taken by a simple majority of the votes cast.
7. Decision-making by acclamation is possible unless at least one member requests a vote.
8. If, in an election involving more than two people, no one obtains an absolute majority, a re-vote shall be held between the two people who received the highest number of votes, if necessary, following an intermediate vote.
9. The votes are tied:
 - (a) in matters where there are exactly as many votes in favour as there are votes against. In this case, the proposal is rejected.
 - (b) regarding people, when in an election for at least two people, the same number of votes are cast in favour for each person, and only a selection are to be elected. In this case, those with the fewest votes cast against shall be elected, if possible. Otherwise, fate decides.

Article 16. Chairing of the meeting and minutes

1. The general members' meeting is chaired by the praeses, or in his absence, the vice-praeses. If these board members are absent, the meeting is chaired by the oldest board member present. If no board members are present, the meeting will appoint its own chair.
2. The decision announced by the chair of the general members' meeting, stating that a resolution has been adopted, is decisive. The same applies to the content of an adopted resolution, insofar as the vote concerned a proposal that was not formally recorded in writing.

If the chair's decision is challenged immediately after it is announced, a new vote shall take place if the majority of the general members' meeting so requests, or if the original vote was not by roll call or on written ballot, and at least one voting member present so requests. The first vote shall lose its validity when a new vote is held.
3. Minutes are kept of the proceedings at the general members' meeting. These minutes are approved at the same or the next general members' meeting and signed by the then-sitting chairperson and secretary.
4. The minutes referred to in the previous paragraph shall be kept by the ab-actis or, in their absence, by a person appointed by the chairman of the meeting.
5. If the meeting is not convened by the board, those who convene the meeting are entitled to appoint a chair and a secretary, irrespective of the provisions of Article 16 Sec 1 and Article 16 Sec 4.



Article 17. Amendment of the statutes

1. Amendments to these statutes can only be made by a resolution of the general members' meeting with the approval of the board of De Leidsche Flesch. Any proposal to amend the statutes must be announced in the summons of the general members' meeting.
2. Those who have issued the notice for the general members' meeting to consider a proposal for the amendment of the statutes must, at least five days before the day of the meeting, deposit a copy of that proposal, in which the proposed amendment is recorded verbatim, in a suitable location for inspection by the members until the end of the day on which the meeting has been held.
3. An amendment to the statutes can only be decided upon if at least half of the total number of members are present or represented at the meeting.
4. If less than half of the total number of members are present or represented, a second meeting may be held, to be held no sooner than two weeks and no later than twelve weeks after the first meeting. At this meeting, the amendment of the statutes may be resolved upon, regardless of the number of members present or represented.
5. The general members' meeting may only decide to amend the statutes by a qualified majority of two-thirds of the number of valid votes cast.

Article 18. Dissolution

1. The sub-association can be dissolved by a resolution of the general members' meeting, following the same procedure as described for an amendment of the statutes in Article 17.
2. The sub-association will also be dissolved if it has fewer than four ordinary members.
3. If the resolution for dissolution is adopted at a general members' meeting, the board shall request the board of De Leidsche Flesch to dissolve the sub-association. All financial assets shall revert proportionally to the funders, and the books and archives shall revert to De Leidsche Flesch.

Article 19. Additional regulations

1. The general members' meeting may establish one or more regulations regulating matters that are not or not fully covered by these statutes.
2. Regulations may not contain provisions that conflict with the law, these statutes, the statutes or the regulations of De Leidsche Flesch, or that relate to amending supplementary regulations.
3. The general members' meeting is not permitted to make decisions that conflict with the statutes, the statutes and the regulations of De Leidsche Flesch, or the regulations mentioned in Article 19 Sec 1.
4. In all cases not provided for by the resolutions of the general members' meeting, these statutes, and the regulations referred to in Article 19 Sec 1, the statutes and regulations of De Leidsche Flesch shall be in effect.

Article 20. De Leidsche Flesch

1. The general members' meeting of the sub-association, as referred to in Article 12, can unilaterally decide to split off from De Leidsche Flesch. The provisions in these statutes regarding a resolution for the amendment of the statutes, described in Article 17, shall apply accordingly to a resolution to split off from De Leidsche Flesch.
2. The general members' meeting of De Leidsche Flesch can unilaterally decide to no longer recognise the sub-association as a sub-association of De Leidsche Flesch.
3. In the case described in Article 20 Sec 1 and Article 20 Sec 2, the board of the sub-association is obliged to request a meeting with the board of De Leidsche Flesch, in which it will be decided how the funds, books, and archives will be divided. If no consensus is reached, all funds will revert to the funders in proportion, and the books and archives will revert to De Leidsche Flesch.