

## Articles of Association Ibn Battuta

**Article 1: Name, seat, incorporation and Association year**

1. The Association is called “Ibn Battuta”. -----
2. It is based in Groningen.-----
3. It was founded on the nineteenth of June nineteen hundred and sixty-one for an indefinite period. -----
4. The Association year runs from June 1st to May 31st of the subsequent year. -----

**Article 2: Purpose** -----

1. The purpose of the Association is:-----
  - a. Promote the interest and involvement in the following matters: -----
    - i. The spatial sciences and their practice.-----
    - ii. The study in spatial sciences and scientific education. -----
    - iii. The practical application of spatial sciences.-----
  - b. Promote the scientific and social education of its members. -----
  - c. Serve the general interests of its members. -----
  - d. Promoting the mutual contact between its members. -----

**Article 3: Resources** -----

1. The resources of the Association consist of:-----
  - a. Organising activities such as lectures, excursions, weekends and drinks. ----
  - b. Giving instructions. -----
  - c. Maintaining a website and a notice board. -----
  - d. Promoting committees, working groups and partnerships.-----
  - e. Cooperating with (legal) entities which goal(s) match those of the Association.-----
  - f. All other legal means that may be conducive to the purpose. -----

**Article 4: Members, honorary members, members of merit and friends** -----

1. The Association has members, honorary members, members of merit and friends. -
2. Members are those who are registered as such with the Association and have declared to be willing to pay the annual contribution as set out in the bylaws. -----
3. Honorary members are those who have been appointed as such by the General Members Assembly following extraordinary merit towards the Association. -----
4. Members of merit are those who have been appointed as such by the General Members Assembly based on extraordinary service.
5. Friends are those who have declared to be willing to make an annual donation to the Association with a minimum set out in the bylaws before the start of the Association year.-----
6. Only members mentioned in paragraph 2 of this article have the right to vote.-----
7. The Board keeps a register containing the names and addresses of the members and friends.-----

**Article 5: Membership**-----

1. The following persons can become a member of the Association: -----
  - a. Those who are registered as a student at the Faculty of Spatial Sciences of the University of Groningen.-----
  - b. Those who are staff members of the Faculty of Spatial Sciences of the University of Groningen.-----
2. Persons who wish to become a member must sign up with one of the Board members or register using a procedure designated by the Board, specifying their name, first name, address and date of birth.-----
3. If someone is not accepted as a member, this must be communicated to the person concerned within one month of receipt of the application. This communication must contain the reasons for the refusal of the application. -----
4. If refused, the person concerned has the right to appeal at a General Members Assembly. This appeal must be submitted to the Board in writing within one month of the announcement referred to in paragraph 3 of this article. -----

5. The General Members Assembly must decide on the appeal within two months after the appeal has been filed. This decision will be communicated to the person concerned within a week of the General Members Assembly.-----

**Article 6: Termination of the membership**-----

1. Membership ends:-----
  - a. By the death of the member. -----
  - b. By termination by the member or by the Board. -----
  - c. By disqualification by the Board. -----
2. Termination by the Board may take place: -----
  - a. If a member no longer meets the requirements as stipulated in 5(1)(a)(b) of the Articles of Association.-----
  - b. If a member fails to fulfil his obligations towards the Association. -----
  - c. If the Association reasonably cannot be required to continue the membership.-----
3. Termination of the membership by the member or the Board can only take place with effect from the end of an Association year and subject to a notice period of at least thirty days.-----
4. The membership may, by way of derogation from the provisions of paragraph 3 of this article, be terminated with immediate effect if it cannot reasonably be required from the Association or the member to continue the membership.-----
5. A notice in violation of the provisions of the previous paragraph will terminate the membership at the earliest permitted date following the date of termination. ---
6. Disqualification from the membership may be done by the Board when a member acts in violation of the Articles of Association, the rules or decisions of the Association or unreasonably disadvantages the Association.-----
7. The Board cannot decide to terminate or disqualify a member as aforementioned before informing the member concerned in writing with substantiation of the intention to disqualify or terminate and allowing him to be heard by the Board in person. -----
8. The person concerned will be informed of a disqualification or termination as aforementioned in writing with substantiation as soon as possible. The member concerned can appeal to the General Members Assembly within a month after receipt of this notice. If this is the case, the person concerned will be suspended during the appeal period and while awaiting the decision.-----
9. The General Members Assembly must decide on the appeal within two months after the appeal has been filed. This decision will be communicated to the person concerned within a week of the General Members Assembly.-----

**Article 7: Fees**-----

1. The members are obliged to pay an annual contribution adopted by the General Members Assembly following a proposal of the Board. -----
2. The Board is entitled to grant a full or partial exemption for the payment of a contribution in special cases. -----
3. An increase in the contribution may not take effect before the start of the Association year following the year in which the decision has been taken and not within thirty days after the date on which the corresponding General Members Assembly is held.-----
4. Persons who are members for only a part of an Association year shall owe the complete contribution for this year, except if an exemption is granted by the Board. -----

**Article 8: Board**-----

1. The Board consists of at least three and up to seven persons appointed by the General Members Assembly. The Board will be appointed by the General Members Assembly from among the members as referred to in Article 5(1)(a). One of the Board members will be appointed as chairman by the General Membership Assembly-----

2. The Board will choose a secretary and a treasurer and their replacements and a vice chairman from amongst them. -----
3. The positions of secretary and treasurer may be filled by one person. -----
4. One person may replace multiple officials. -----
5. The Board members resign each year, provided that the vacancies have been filled. A resigning Board member may be re-elected immediately but not be a member of the Board for two consecutive years. -----
6. The Board membership also ends:-----
  - a. when the membership to the Association ends; -----
  - b. when the member refuses his Board membership in writing. -----
7. If the Board is not complete, the present positions will make up the Board. -----

**Article 9: Powers** -----

1. The General Members Assembly may take decisions that must be implemented by the Board.-----
2. The General Members Assembly is authorised to appoint advisory bodies which are tasked with supporting the Board and/or the General Members Assembly. -----
3. The Board decides the policy and has all powers not granted to other entities in the Articles of Association, subject to the provisions of paragraph 1 of this article and the following provisions. -----
4. The Board is authorised to have certain parts of its tasks performed by one or more committees or working groups appointed by the Board. -----
5. The Board is, with the approval of the General Members Assembly, authorised to: -
  - a. Enter into agreements to acquire, dispose and encumber registered property;-----
  - b. Enter into agreements in which the Association acts as a guarantor or joint and several debtor, provides guarantees to a third party, or provides security for a debt by a third party;-----
6. The Board requires the approval of the General Members Assembly for decisions to: -----
  - a. rent, let or otherwise obtain or grant the control over real estate;-----
  - b. conduct and end legal proceedings, except for the collection of claims, and to take conservative measures and act in short proceedings; -----
  - c. instruct the resolution of disputes to arbitrators and enter into settlements and compromises; -----
  - d. enter into credit agreements with banking institutions;-----
  - e. enter into money loans including the withdrawal of money from the bank of the Association within the determined and approved credit; -----
  - f. conclude and change employment contracts; -----
  - g. all actions of which the topic or the value exceeds the amount determined in the bylaws. -----
7. No appeals can be made by or against third parties based on the absence of the approval of the General Members Assembly referred to in this article.-----

**Article 10: Representation** -----

1. Without prejudice to the last sentence of Article 9(5), the Association shall be represented in and out of court by the Board, provided that it may delegate that power to one or more of its members by a decision to that end. -----
2. The treasurer is authorised to receive funds and grant discharge.-----

**Article 11: General Members Assembly**-----

1. There will be a minimum of two General Members Assemblys per year. The Board is responsible for this.-----
2. Each year, a General Members Assembly will take place within four months of the end of the Association year. This meeting will concern the vacancies in the Board and the financial annual accounts and the secretarial report will be adopted. -
3. A second General Members Assembly will take place before February 1st. -----

4. In addition to the General Members Assemblys referred to in paragraphs 2 and 3 of this Article, which are convened by or on behalf of the Board, General Members Assemblys shall be held:-----
  - a. if the Board considers this desirable;-----
  - b. if at least one tenth of the number of members request this, or, if this number is less than one tenth of the number of members, ten members request this from the Board in writing with precise specification of the topics to be discussed;-----
5. The applicants can convene the General Members Assembly if the Board fails to respond to the request referred to in paragraph 4(b) to ensure that the General Members Assembly can take place within thirty days after the request.-----
6. The General Members Assembly are chaired by the chairman of the Board or, in his absence, by his replacement, in the understanding that if his replacement is also absent, the meeting will arrange its own chairmanship. -----
7. The minutes of the General Members Assembly will be drawn up by the secretary of the Board or, in his absence, by his replacement or, if his replacement is also absent, by a present member appointed by the chairman of the meeting. -----
8. Each member represented at the General Members Assembly has one vote. -----
9. Each member who is not present at a General Members Assembly can be represented by a representative authorised in writing. A member cannot represent more than one other member. Board members cannot be represented and cannot act as a representative.-----

**Article 12: Convening a General Members Assembly**-----

1. A General Members Assembly is convened in the manner captured in the bylaws. --
2. An agenda specifying the topics will be enclosed when a meeting is convened.-----
3. The notice period for convening is at least seven days, not including the day of the meeting and the day on which the meeting is convened. -----

**Article 13: Board meetings** -----

1. The Board meets as often as the chairman considers desirable, provided that each year before September 1st, a meeting should be held in which the financial and secretarial annual report concerning the past year of Association and the budget for the current year are discussed.-----
2. The provisions of Article 11(6)(7) and Article 12 for General Members Assemblys also apply to the Board meetings, however, the term of appeal is five days instead of seven days. -----
3. Each Board member is entitled to cast one vote. -----
4. The Board may take a legal decision, even if the provisions of paragraph 2 have not been met, if all Board members are present and no one opposes. -----
5. Decisions by the Board can also be made outside of a meeting, but no decisions can be made if not all members of the Board have expressed themselves in favour of the proposal in writing. Such decisions will be added to the minutes. -----

**Article 14: Votes**-----

1. All decisions, both of the General Members Assembly and of the Board, to the extent not otherwise determined in these Articles of Association, will be taken with an absolute majority of the votes cast. -----
2. Voting on matters will take place orally, voting on persons will be done in writing. The chairman of the meeting decides whether a topic concerns a matter or a person. -----
3. The proposal will be rejected if voting is stopped.-----
4. If in first ballot an absolute majority is not obtained when voting on people, a second ballot will take place between the two candidates who received the most votes. The persons who receives the most votes will be elected. If voting is stopped during this new ballot, lots will be drawn. -----
5. If and to the extent it is not clear which persons are eligible for a new ballot because they two or more persons have received an equal number of votes, an

intermediate ballot will be held between the persons receiving an equal number of votes to decide by absolute majority of votes cast who will be eligible for a new ballot. If and to the extent this intermediate ballot does not make it clear who is eligible for a new ballot because two or more persons received an equal number of votes again, lots will be drawn between these persons. -----

6. Blank votes and invalid votes, at the discretion of the chairman of the meeting or a voting committee appointed by the chairman, are considered not to have been cast. -----

**Article 15: Budget** -----

1. The treasurer is annually required to draw up a budget before August 1st and submit a copy of the draft to each of the members of the Board. -----
2. The budget must be discussed and adopted in a meeting of the Board held before September 1st. -----
3. The budget must have been discussed and adopted before the General Members Assembly of February 1st as referred to in Article 11(3). -----
4. If the adopted budget deviates from the adopted budget draft, the treasurer must send a copy of the adopted budget to each of the members of the Board within one week after the General Members Assembly. -----

**Article 16: Annual financial report** -----

1. The treasurer is annually required to draw up an annual financial report before August 1st of the year following the year in which he held the office and submit a copy of the draft to each of the members of the Board. -----
2. The annual financial report must be discussed and adopted in a meeting of the Board held before September 1st. -----
3. The annual financial report must be inspected by an advisory body consisting of three people appointed by the General Members Assembly for the subsequent year, following which the inspection will be discussed and adopted in the General Members Assembly referred to in Article 11(2). The aforementioned advisory body will report on its findings in this meeting. -----
4. If the adopted annual financial report deviates from the draft, the treasurer must send a copy of the adopted annual financial report to each of the members of the Board within one week after the General Members Assembly. -----
5. The adoption, without reservation, of the annual financial report will lead to discharge of the treasurer for the information contained in the report, subject to later inaccuracies with respect to the captured information. -----

**Article 17: Annual secretarial report** -----

1. The secretary is annually required to draw up an annual secretarial report before August 1st of the year following the year in which he held the office and submit a copy of the draft to each of the members of the Board. -----
2. The annual secretarial report must be discussed and adopted in a meeting of the Board held before September 1st. -----
3. The annual secretarial report must have been discussed and adopted before the General Members Assembly of February 1st as referred to in Article 11(2). -----
4. If the adopted annual secretarial report deviates from the draft, the secretary must send a copy of the adopted annual secretarial report to each of the members of the Board within one week after the General Members Assembly. -----

**Article 18: Bylaws** -----

1. The General Members Assembly will adopt bylaws in addition to these articles. These bylaws may not contain provisions that are inconsistent with the articles. ----
2. If the bylaws contain a provision which is inconsistent with the articles, this provision will be deemed not to be included in the bylaws. -----

**Article 19: Amendments to articles** -----

1. The General Members Assembly can decide to amend the articles with a majority of at least two-thirds of the votes cast in a General Members Assembly. -----
2. When a General Members Assembly is convened in which a decision to amend the articles will be made, the text of the proposed amendment must be included. ---

**Article 20: Dissolution** -----

1. The General Members Assembly can decide to dissolve the Association with a majority of at least two-thirds of the votes cast in a General Members Assembly. ---
2. The articles will remain in effect to the extent possible. -----
3. The General Members Assembly can decide how the funds of the Association will be distributed upon dissolution. The funds must be distributed in accordance with the purpose of the Association as much as possible. -----
4. The General Members Assembly will after dissolution appoint a committee which is responsible for the distribution of the funds and the dissolution of the Association. -----

**Article 21: Final provisions**

1. The articles and the bylaws are available for inspection at the Board. -----
2. The General Members Assembly can decide to deviate from the articles with a majority of at least two-thirds of the votes cast in a General Members Assembly. Votes must be cast for each individual case. -----
3. In cases not provided for by the articles, the law or the bylaws, the Board decides.--