

Statutes: Blueshell E-Sports Vereniging Enschede

24-04-2020

Article 1.

The association bears the name “Blueshell E-Sports Vereniging Enschede” and has its seat in Enschede.

Article 2. Goal

1. The association aims to promote the practice of E-Sports, especially under students at the University of Twente and everything that is associated with that in the broadest sense.
2. The association tries to achieve the goal stated in paragraph 1 by, among others;
 - a) Let individual e-athletes train at a competitive level on location.
 - b) Organizing activities
 - c) Organizing and / or participating in competitions.
 - d) Any other legal means that can be conducive to achieving the goal.

Article 3. Duration and financial year

1. The fiscal year of the association runs from one September up to and including thirty-first of August.
2. The association is created for an undefined period of time. The association year is equal to the fiscal year.

Article 4. Organization

1. Bodies of the association are the board, the general members' meeting, hereinafter referred to as the GMM, as well as all other person and committees that by virtue of the statutes are charged by the GMM with specified task.
2. Bodies mentioned in 4.1 do not have legal capacity.

Article 5. Membership

1. The association knows normal members, donators and honorary members.
2. In the rest of the Statutes where members or member are/is mentioned, both normal members and honorary members are mentioned, unless stated otherwise.
3. Normal members obtain their membership in accordance with Article 6.
4. Honorary members are they who, due to their extraordinary efforts for the association or in the framework of the association's goals, have been voted by the GMM to become honorary member.
5. Donators are they who bind themselves to the association to pay a yearly sum of money, and have been allowed access by the board as such.

Article 6. Obtaining Membership

1. A normal membership can be obtained after submitting a membership request at the board. The board decides about admission.
2. If the board denies admission, the next G.M.M can still vote about this matter and decide to allow membership to the person in question.
3. Honorary members are proposed by at least five members at the GMM Honorary members are appointed with at least two-thirds of the GMM voting for appointment.
4. Donators, as described in article 7, can be made by written notification to the board, which decides on the admission. The amount of the annual contribution must be indicated in the notification.
5. Membership for all types of members is individual and therefore not transferable or amenable to succession.

Article 7. Donors

Donors are natural or legal persons who have been admitted by the board and who are required towards the association to pay an annual contribution determined by the board.

1. Donors do not have any rights and obligations other than those granted or imposed on them in or pursuant to the statutes.
2. The rights or obligations of donors can be mutually terminated at any time by giving notice, except that the annual contribution for the current financial year remains due in full.
3. Termination as referred to in Article 8, paragraph 3, on behalf of the association, is made by the board.

Article 8. Cancellation membership

1. Membership ends:
 - a. Upon the death of a member. If the member is a legal person, its membership ends the moment she is deceased.
 - b. By cancellation by the member.
 - c. By cancellation on behalf of the association.
 - d. By dismay.
2. Termination of the membership as referred to in paragraph 1.b. can only be done up to four weeks before the end of the association year by the member. It is carried out by written notice, which must be in the secretary's possession before the 1st of August. It is obliged to confirm possession within eight days via the usual communication channels. If a cancellation has not been made in time, the membership will continue until the end of the next association year, unless the board decides otherwise or the member cannot reasonably be asked to let the membership continue.
3. Cancellation of the membership as referred to in paragraph 1.c. may take place in the last month of the current association year by the board, with due observance of a notice period of at least four weeks, if the member, after being repeatedly urged to do so in writing, does not fully meet his financial obligations towards the association on November 1st. as well as when the member has ceased to meet the requirements that may be set by the articles of association for membership at any time. The cancellation by the board can lead to immediate termination of the membership, if the association cannot reasonably be required to continue the membership. The cancellation of the membership is always made in writing, stating the reason(s).
4. Disqualification from membership, as referred to in paragraph 1.d., can only be executed if a member acts contrary to the association's statutes, regulations, decisions or unreasonably harms the association. The disqualification will be effected by the board, which will inform the member concerned of the decision as soon as possible, stating the reason(s). The person concerned is authorized to appeal to the GMM within one month of receipt of the notification, after which this will be dealt with at the next GMM. During the appeal period and pending the appeal, the member is suspended. The GMM's decision to expel must be taken by at least two-thirds of the number of valid votes cast.
5. If the membership ends in the course of an association year, irrespective of the reason or cause, the annual contribution nevertheless remains payable in full by the member, unless the board or the General Assembly decides otherwise.
6. Notwithstanding the provisions of the first sentence of Article 36, paragraph 3, of Book 2 of the Dutch Civil Code, a member cannot, by canceling his membership, evade a decision under which the obligations of a financial nature of the members are increased, subject of course to the provisions of paragraph 2 of the article.

Article 9. Obligations of the members

1. Members are obliged annually to pay a contribution, which will be determined annually by the GMM. Members can be divided into categories that pay a different contribution.
 - a. The board is authorized in special cases to grant full or partial exemption from the obligation to pay a contribution.
 - b. Honorary members are exempt from paying membership fees.
 - c. Donors are exempt from paying contributions, but they pay an annual contribution in agreement with the board, as referred to in Article 7.
2. The members are required to:
 - a. Abide by the statutes and regulations of the association, as well as decisions of the association.
 - b. Not harm the interests of the association.
 - c. Behave towards each other and the association according to what is progressed through reasonableness and fairness.
3. The board can suspend a member who acts in violation of the provisions of paragraphs 1 and 2 for a period of up to three months to be determined by the board. It is possible to appeal against suspension during the next GMM. During the period that the member is suspended, the member cannot claim the rights associated with membership.

Article 10. Appointing the Board

1. The board consists of at least two persons. The number of board members is determined by the GMM.
2. The appointment of the board members is made from one or more binding nominations, subject to the provisions of paragraph 3. The board is authorized to submit such a nomination, as well as a group of at least six voting members.
3. The binding nature of each nomination can be removed by a decision of the General Assembly, supported by at least two thirds of the votes cast.
4. If no nomination has been drawn up, or the GMM decides in accordance with paragraph 3 to deprive the drawn up nominations of the binding nature, the GMM is free to choose.
5. A nomination by the board will be announced when the GMM is convened.
6. A nomination by the members must be submitted to the board in writing before the start of the GMM.
7. The GMM can decide that one member of the board is appointed outside the members.
8. If there is more than one binding nomination, one of the nominations will be appointed.

Article 11. Board term

1. Each board member is appointed for a period of one year and resigns from the annual general meeting convened after the end of the association year as referred to in Article 14 paragraph 2. Retiring board members are eligible for reappointment. Anyone who has been appointed to an interim vacancy will take the place of his predecessor on the roster.
2. The GMM can suspend or dismiss a board member if it deems it necessary. A resolution to do so requires a majority of at least two-thirds of the votes cast. A suspension that is not followed by a decision to dismiss within three months ends after the expiration of that period.
3. The board members are at all times authorized to resign themselves, provided that this is done in writing with due observance of a notice period of at least three months.
4. The board membership also ends by:
 - a. Thank you.
 - b. Termination of the membership.

Article 12. Board

1. Subject to the restrictions according to the statutes, the board is charged with the management of the association.
2. The board appoints a chairman, a secretary and a treasurer from among its members. It may appoint a replacement from among its members. A board member can hold more than one position.
3. The signature of the treasurer is sufficient to have bank balances.
4. For taking out loans above two thousand euros, as well as for buying, encumbering, renting or renting real estate, the board requires the approval of the GMM.

Article 13. Shortage of Board members

1. If the number of board members has fallen below two, the board remains authorized for all their tasks. However, it is mandatory to organize an GMM as soon as possible in which the matter is openly discussed.
2. The board is authorized, under its responsibility, to have certain parts of its tasks performed by committees appointed by the board.

Article 14. General Members Meeting (GMM)

1. The GMM has all powers in the association, which are not assigned to other bodies by law or the articles of association.
2. An GMM will be held annually, no later than six months after the end of the financial year, at the annual meeting. Other General Members' Meetings are held as often as the board deems necessary.
3. The GMM is convened by the board, with due observance of a period of at least seven days. The convocation is made by means of a written notification to be sent to all members, at the same time stating the agenda and minutes of the last general meeting held.
 - a. In addition, at the written request of at least such a number of members, if it is authorized to cast one tenth of the vote in the GMM at a term of no longer than four weeks, it is obliged to convene the GMM.
 - b. If the visit is not followed up within four weeks, the applicants themselves may convene the meeting by convocation in accordance with paragraph 3 or by other suitable medium. The applicants may then instruct others than the board members to conduct the meeting and to prepare the minutes.
4. The agenda of the annual meeting includes:
 - a. Establishing the minutes of the previous GMM;
 - b. Annual report of the board;
 - c. Report of the Treasurer;
 - d. Report of the Audit Committee;
 - e. Establishment of the balance sheet and statement of income and expenditure;
 - f. Establishment of the contributions;
 - g. Adoption of the budget;
 - h. Appointment of the board members;
 - i. Any other business
5. The GMM is led by the chairman of the board or by his deputy. If the chairman and deputy are unable to attend, another board member to be appointed by the board will act as chairman. If the chairmanship is not provided in this way, the meeting will provide for this.

6. A board member takes minutes of the business in each GMM. The minutes must be determined by the next GMM.

Article 15. Access and decision-making at the General Members Meeting

1. Every member has access to the GMM.
 - a. Members who are suspended do not have access to the GMM, unless they have appealed to the GMM on the basis of an imposed sentence, in any case they are authorized to attend only the handling of their case.
2. Each normal member has one vote.
3. Each member is authorized to cast his vote by another member authorized in writing, provided that it is eighteen years or older. However, the authorized person cannot cast more than two votes in total.
4. A unanimous decision of all members, even if they are not in a meeting, has the same power as a decision of the GMM, provided that it has been taken with the prior knowledge of the board.
5. Voting on matters takes place verbally. If the matter concerns persons it takes place in writing as soon as it is desired by at least one person present at the GMM.
6. Unless the articles of association provide otherwise, all proposals concerning matters are decided by a majority of the votes cast. If the votes are tied, the proposal is deemed to have been rejected.
7. The person who has the majority of the votes has been elected when voting on persons. If no one has obtained the majority, a second vote shall be held among the persons who have gathered the most votes in the first vote. If the votes are tied in this second vote, fate will decide.
8. Invalid votes are votes that are either blank or in any way signed, or indicate anything other than that put to the vote, or contain other names than those of the person being voted on.

Article 16. Statute Changes

1. The articles of association can only be amended by a decision of the GMM whereby the convening of the GMM has been informed that an amendment of the articles of association will be proposed there.
2. Those who have summoned the GMM to consider a proposal to amend the articles of association must provide a copy of that proposal, including the verbatim amendment, at least seven days before the meeting, in an appropriate place for the members. make available for inspection until after the day on which the meeting is held. In addition, a copy as referred to above will be sent to all members.
3. A resolution to amend the articles of association requires at least two thirds of the votes cast.
4. An amendment to the articles of association shall only take effect after a notarial deed has been drawn up. Each board member is authorized to have the deed executed.

Article 17. Dissolution and liquidation

1. For a decision to dissolve the association, the provisions of Article 16 paragraph 1 and 2, as well as paragraph 3 of this article apply mutatis mutandis.
2. Unless the GMM decides otherwise, the liquidation will be carried out by the board.
3. The positive balance after liquidation lapses to those who were members at the time of the decision to dissolve. Each of them receives an equal share. However, a different destination can also be given to the positive balance when the resolution is dissolved.

Article 18. Domestic Regulations (DR)

1. The GMM may specify further rules regarding membership, introduction, the amount of the contributions, the activities of the board, the meetings, the manner in which the voting rights are exercised and all other subjects of which the regulation is subject to the Domestic Regulations hereafter DR.
2. Changes to the DR can be made by decision of the GMM if this is requested in writing by at least one third of the members of the association or following a proposal from the board.
3. The DR may not contain provisions that deviate from or that are contrary to provisions of the law or the articles of association, unless the deviation is permitted by law or the articles of association.
 - a. Should a provision in the DR conflict with the law or the articles of association, it is invalid.

Article 19. Final provision

1. In all cases not provided for by law or these articles of association, the Domestic Regulations will be leading first. If the Domestic Regulations do not provide either, the board will decide.