

# By-laws of the Eerste Leidse Studenten Zwem- en Waterpolo Vereniging

## “Aquamania”

**Disclaimer:** this document is a translation of the official by-laws of E.L.S.Z.W.V. “Aquamania.” This English translation is provided for informational purposes only. The official and legally binding version of the by-laws is the Dutch version, in accordance with Dutch law. In the event of any discrepancies or differences in the interpretation between this translation and the original Dutch version, the Dutch text shall prevail.

### CHAPTER 1: General Provisions

#### Definitions

In these by-laws, the following terms shall have the following meanings:

- *GA*: General Assembly – GA, the body of the Association is formed by members with voting rights of the Association or the gathering of its members, prospective members, and benefactors of the Association;
- *Board*: the Board of the Association;
- *KNZB*: the Koninklijke Nederlandse Zwembond – KNZB, an association established in the municipality of Nieuwegein, with its registered office at Coltbaan 1, 3439 NG in Nieuwegein, registered at the Kamer van Koophandel under file number 40477530;
- *In writing*: by letter, fax, or email, or by message conveyed via another common means of communication and which can be received electronically or in writing, provided that the identity of the sender can be established with sufficient certainty;
- *By-laws*: the by-laws of the Association;
- *Association*: the legal entity to which the by-laws relate;

#### Article 1

1. The Association bears the name: **Eerste Leidse Studenten Zwem- en Waterpolo Vereniging “Aquamania”** (abbreviated: E.L.S.Z.W.V. “Aquamania”; shortened name: “Aquamania”).
2. The Association’s seat is located in the municipality of Leiden.

### CHAPTER II: Duration

**Article 2**

1. The Association was founded the June 17 1992, and is entered into for an indefinite period.
2. The association year commences on September 1<sup>st</sup> and ends August 31<sup>st</sup>.

**CHAPTER III: Purpose****Article 3**

1. The Association's purpose is:
  - a. To promote and popularise the practice of swimming and waterpolo, in the broadest sense, among its members;
  - b. To stimulate involvement in the Association and community spirit for both Dutch and international members;
2. It seeks to achieve this objective by:
  - a. Acquiring and subsequently maintaining membership of the Koninklijke Nederlandse Zwembond (abbreviated: KNZB), based in Nieuwegein, under the recognition of the KNZB as the sole governing and supervisory body in the field of swimming in the Netherlands;
  - b. Organising training sessions;
  - c. Participating in and organising swimming and water polo competitions and other activities related to aquatic sports;
  - d. All which that is related to the stated objectives in the broadest sense.

**CHAPTER IV: Organisational Structure****Article 4**

1. The bodies of the Association are the Board, the GA, and all other persons and committees who, pursuant to the by-laws, are charged by the GA with a specific task and to whom the GA has granted decision-making authority.
2. The bodies of the Association referred to in article 1.1 are not considered legal entities.

**CHAPTER V: The Members of the Association**

## Article 5

1. Members of the Association are natural persons, who have been admitted as members by the board at their request. The Board's procedure for admitting members is further determined by the Internal Regulations.
2. Minors who wish to be admitted as member must submit written consent from their legal guardian with their application.
3. Persons who have been permanently expelled by the KNZB from participating in any activity or from the right to hold positions in the KNZB, cannot be admitted as members to the Association.
4. Upon obtaining a membership, one acquires all rights associated with the membership and subjects themselves to all the obligations imposed by the By-laws and the regulations derived therefrom.
5. The rights that a member derives from their membership to the Association are:
  - a. Participation in and, on behalf of the GA of the Board, organising activities, in the broadest sense;
  - b. Being able to make use of the services offered by the Association, unless otherwise specified elsewhere;
6. All members and other affiliates are subject to disciplinary proceedings:
  - a. In principle, any act or non-compliance that is in conflict with the By-laws, Internal regulations, or decisions from bodies of the Association, is punishable;
  - b. Insofar as this authority has not been assigned to a committee appointed by the GA, the Board is authorised to impose the following penalties on anyone who commits an offence as referred to in subsection a. of this section: reprimand, serious reprimand, disciplinary fine, and suspension;
  - c. Further regulations concerning disciplinary action may be elaborated in the Internal Regulations;

## Artikel 6

1. The Association has as exceptional member the Enige Leidse Studenten Zwem- en Waterpolo Reünisten Vereniging "Aquafofsielen" (abbreviated: E.L.S.Z.W.R.V. "Aquafofsielen"; shortened name: "Aquafofsielen," also known as the alumni association); this member is not a member as referred to in Article 5. The rights and obligations of the "Aquafofsielen" are further regulated by the Internal Regulations.

## Artikel 7

1. Termination of membership by a member must be done in writing, and before August 1<sup>st</sup> of the current Association year. If termination has not taken place in time, the membership will continue until the end of the next Association year. Nevertheless, a member may terminate their membership with immediate effect:
  - a. If it cannot reasonably be expected from a member to continue their membership; or
  - b. Within one month after a decision restricting the member's rights or and increase of their obligations has become known to them has been communicated to them; or
  - c. Within one month after a decision to merge or convert the Association into another legal form has been communicated to them.
2. Written termination of the membership by the Association may take place at the GA at the recommendation of the Association's Board. The termination must be on the agenda of the GA when the agenda and documents are sent out in accordance with Article 13, section 3.
3. Grounds for written termination of the membership by the Association may include:
  - a. Failure to meet financial obligations to the Association; or
  - b. Conduct that causes damage to the Association; or
  - c. Actions that are in non-compliance with the By-laws, Internal Regulations, or decisions of the Association.
4. The written notice of termination of the membership shall be sent to the person in question by registered mail, and no later than one month after the events referred to in section 2 of this article.
5.
  - a. The Board is authorised to suspend a member whose termination it intends to propose at the next GA, until that GA, for a maximum period of three months. The suspended member shall only have access to the GA at which their suspension is discusses when the relevant agenda point is opened. During the suspension, the member in question may not exercise the rights they receive with their membership. The suspension shall end with the decision of the GA in regards to the written notice of termination, unless it is lifted by the Board prior.
  - b. The Board has a duty to summon the member in question in a timely fashion to be heard at the assembly.

## Article 8

1. The membership is terminated by:
  - a. Written notice of termination by the member to the Association's board;
  - b. Written notice of termination by the Association by decision of the GA;
  - c. Death; or
  - d. Expulsion.
2. Except in the event of death, a member who has requested termination shall be considered a member as long as they have not fulfilled their financial obligations to the Association or as long any matter involving the matter has not yet been settled, including the enforcement of any imposed punishment. During this period, the member concerned may not exercise any rights.
3. The Board is obliged to revoke the relevant member's right to participate in any activity of the KNZB, or to hold any position within the KNZB for life.

## **CHAPTER VI: The Obligations of the Members**

### **Article 9**

1. The members are obligated to:
  - a. To comply with the By-laws, Internal Regulations, and any decision made by bodies of the Association referred to in Article 4, and to recognise the jurisdiction of the bodies referred to therein;
  - b. To behave towards each other, and towards the Association, in accordance with the principle of reasonableness and fairness;
  - c. Not act contrary to the interest of the Association and its bodies, those of the KNZB and its bodies, and those of the sport of swimming in general;
  - d. To comply with the by-laws and regulations of the KNZB and the decisions of the bodies of the KNZB, and to submit to disciplinary proceedings and jurisdiction, the arbitral jurisdiction, and administrative jurisdiction, as stipulated and further regulated in the relevant regulations of the KNZB;
  - e. To comply with the by-laws, regulations, and decisions of Stichting Instituut Sportrechtspraak (abbreviated: Instituut Sportrechtspraak) for the duration that the KNZB has delegated the disciplinary jurisdiction to Instituut Sportrechtspraak;
  - f. To accept the obligations entered into by the KNZB in the agreement with Instituut Sportrechtspraak for the duration of their membership of the KNZB, as

well as for the period after the termination of their membership of the KNZB if they are involved in a case being handled by the Instituut Sportrechtspraak, until a final decision has been made in that case;

- g. To accept all other obligations arising from membership of the KNZB, and which the KNZB enters into on behalf of its members, insofar these obligations relate to the members of the Association;
  - h. To accept and fulfil all other obligations arising from the membership of the Association, which the Association enters on behalf of its members.
2. The applicable regulations of the KNZB and the Instituut Sportrechtspraak are the latest versions adopted by the boards of the KNZB and the Instituut Sportrechtspraak as published on their websites, unless otherwise specified in the regulations of the KNZB or Instituut Sportrechtspraak.
  3. Members have the right to cancel their membership in the event of a change to the applicable regulations of the KNZB or the Instituut Sportrechtspraak.

#### **Article 10**

1. The prosecutor, the disciplinary committee, and the committee of appeals of the Instituut Sportrechtspraak are bodies of the Association, to the extent that doping, match fixing, and sexual harassment are concerned. The prosecutor, the members of the disciplinary committee and those of the committee of appeals of the Instituut Sportrechtspraak are appointed by the board of the Instituut Sportrechtspraak.
2. The doping regulations, the sexual harassment regulations, and the match fixing regulations are laid down and amended by the board of the Instituut Sportrechtspraak. The regulations of the Instituut Sportrechtspraak govern the powers and working methods of the prosecutor, the disciplinary committee, and the committee of appeals of the Instituut Sportrechtspraak, as well as the offences, the penalties to be imposed, the proceedings, and the rights and obligations of the defendant or offending member.
3. Violations relating to sexual harassment, match fixing, or doping will be judged by the prosecutor, the disciplinary committee and/or the appeals committee, with due observance of respectively the disciplinary regulations on sexual harassment, disciplinary regulations on match fixing, disciplinary regulations on doping of the Instituut Sportrechtspraak.
4. The Association indemnifies the Instituut Sportrechtspraak, its board members, its prosecutors, its disciplinary judges, its official secretary, and its legal advisor against any liability in relation to the administration of justice by, or on behalf of, the Instituut Sportrechtspraak.

**HOOFDSTUK VII: The GA****Article 11**

1. The GA is the highest authority in the Association.
2. The GA is kept in the municipality of Leiden or in one directly bordering neighbouring municipalities.
3. Minutes are kept of the GAs.

**Article 12**

A GA will be held at least twice a year.

**Article 13**

1. The GA can be convoked:
  - a. By the Board; or
  - b. Upon written request from members who together have the voting power to amount to one-tenth of the votes in a full GA, in which case the Board is obliged to convene a GA within a period of no longer than four weeks and with the reason for convening stated in the agenda. If the request is not complied with within fourteen days, the requesters may themselves proceed to convene the GA. In that case, the requesters entrust persons other than the board members with chairing the GA and the drawing up of the minutes.
2. The Board shall announce at least four weeks in advance, the time, place, and as much as possible, the agenda and the documents to be discussed at the GA, using the available means and organisation.
3. The agenda and the documents to be discussed shall be made available in writing at least one week in advance.
4. If the provisions in section 2 and/ or 3 have been contravenes, the GA may still take valid decision, unless the number of those present entitled to cast one-tenth of the votes object to this, with due observance of the provisions of Article 23.

**Article 14**

1. Entitled to vote are:
  - a. All members, with the exception of members who have been suspended;
  - b. The chair, secretary, and treasurer of E.L.S.Z.W.V. “Aquafofsielen”; with the understanding that the number of votes that are cast jointly by them may not exceed half of the number of votes cast by other members.

2. At the GA, all those entitled to vote as described in section 1 can cast one vote per voter.
3. A member can cast votes for another member, if they have been authorised by that member in writing.
4. The authorisation for proxy voting as described in article 3 needs to have been done at least 24 hours before the start of the GA.
5. A member can be authorised to vote by proxy for a maximum of two members.

## **Article 15**

1. The chair's decision regarding the outcome of a vote at the GA is final. The same applies to a decision made insofar a vote was taken on a proposal that was not recorded in writing.
2. However, if the accuracy of a decision as described in the first section is disputed immediately after it has been pronounced, a new vote shall be held if the majority of the people present request this, or, if the original vote was not taken by roll call or by means of ballot papers, a person present with the right to vote requests this. This new vote shall nullify the validity of the original vote. Votes cast electronically prior to the GA in accordance with article 16 section 6 shall also be expected to be recast.
3. Unless otherwise provided for in the By-laws or by law, all decisions of the GA are taken with absolute majority of the votes cast.
4. Blank votes and invalid votes shall be deemed not to have been cast.
5. If no one obtains an absolute majority in an election of persons, a second vote shall be held, or in the case of a binding nomination, a second vote shall be held between the nominated candidates. If, again, no one obtains an absolute majority, repeat voting rounds shall take place until either one person has obtained the absolute majority of votes, or the vote between two people has taken place and the votes are tied. In the case of such repeated voting rounds (not including the second voting round), the vote shall be taken between the persons who received votes in the previous vote, with the exception of the person who received the fewest votes in that previous vote. If, in the previous vote, the lowest number of votes was cast for more than one person, a draw shall determine which of those two persons shall not be eligible for votes in the new vote. In the event of a tie between two persons, the decision shall be made by chance.
6. If the votes are equally divided, the proposal rejected, without prejudice to the provisions of section 5 of this article.
7. All votes are cast verbally. However, the chair may decide that votes are to be cast by means of ballot papers. In the case of an election of persons, a person present who is entitled to vote may also request that votes be cast by means of ballot papers. Voting by



means of ballot papers shall be by means of unsigned, sealed ballot papers. Decision-making by acclamation is possible, unless a person entitled to vote requests a roll-call vote.

8. An unanimous decision by all members, even if they are not gathered in an assembly, has the same force as a decision by the GA, provided that the Board has been informed in advance. This also applies to decisions to amend the By-laws, or to dissolve the Association.
9. As long as all members are present, or represented, at a GA, valid decisions may be taken, provided they are unanimous, on all items on the agenda. This includes a proposal to amend the By-laws, or dissolution of the Association – even if the notice of meeting has not been given in the prescribed manner, or if any other requirement concerning the convening and holding of meetings, or any relating formality has not been complied with.

## **CHAPTER VIII: The Board**

### **Article 16**

1. The Board of the Association consist of at least five adult members, who are elected by the GA from members of the Association. The Board consists, in any case, of a Praeses, an Ab-Actis, and a Quaestor, corresponding to the legal functions of chairperson, secretary, and treasurer respectively, together with at least two other board members. The positions of Ab-Actis and Quaestor may be combined in one person, in which the Board shall consist of at least four other board members, including the Praeses. The function of Praeses and Quaestor may not be combined in one person.
2. The Praeses and Quaestor of the Board shall be elected at all all times.
3. The nomination, composition, and working methods of the Board shall be further regulated by the Internal Regulations.
4. Any board member who has a direct or indirect personal interest that conflicts with the interests of the Association and its affiliated organisation shall immediately report this to the other Board members, and provide all relevant information. The other board members shall decide, in the absence of the board member concerned, whether there is a conflict of interest with the interests of the Association and its affiliated organisation. A board member shall not participate in the deliberations and decision-making if that board member concerned has a direct or indirect personal interest that conflicts with the interests of the Association and its affiliated organisation. If this prevents a decision from being taken by the board, the decision shall nevertheless be taken by the Board.

5. In the Internal Regulations may contain further regulations regarding the meetings and decision-making of the Board.
6. If the number of board members is less than five, the Board remains authorised. However, the Board is obliged to convene a GA as soon as possible to discuss filling the vacancy or vacancies that have arisen. In the event of an absence or incapacity of one or more board members, the remaining board members shall be responsible for the management of the Association. The GA shall ensure that a person is appointed who, in the event of absence or incapacity of all board members, or single board member, will temporarily manage the Association. In these By-laws, incapacity is in any case understood to mean:
  - a. The board member is unavailable for a period of more than seven days due to illness or other causes; or
  - b. The board member has been suspended.
7. A board member shall be removed from office if they are permanently excluded from the right to participate in any activity organised by the KNZB, or from the right to hold any position within the KNZB.

#### **Article 17**

1. The Board is held accountable by the GA at all times for the policy it pursues.
2. Board members may be suspended by the GA at any time, for a maximum period of three months. If, in the event of a board member's suspension, the GA has not decided on their dismissal within three months thereafter, the suspension shall end. The suspended board member shall be given the opportunity to explain themselves at the GA.
3. The GA shall decide on the suspension or dismissal of a board member by a majority of at least two-thirds of the votes cast, whereby the votes of members of the Board shall not be counted.
4. The provisions of section 2 and 3 apply only to the rights and obligations arising from the administrative position. If the GA considers this insufficient, it is authorised to also deprive the member of their general rights and obligations, as described in Article 7, sections 2 to 5.
5. The Board is obliged to keep records of the Association's financial position in such a way that its rights and obligations can be ascertained at any time.
6. Unless this period is extended by the GA, the Board shall present its annual report on the Association's affairs, and the policy it pursued, at the GA within four months of the end of the financial year. It shall submit the balance sheet and the statement of income and expenditure, together with explanatory notes, to the meeting for approval. These documents shall be signed by the board members; if one or more board members fail to

sign, this shall be reported including a statement of the reason why. After expiry of the period, any member of the joint board members may take legal action to require them to fulfil this obligation.

#### **Article 18**

1. The Board is authorised, with due observance of the provisions of section 2 of this article, to decide to enter into agreements for the acquisition, disposal, and/or encumbrance of registered property and to enter into agreements whereby the Association acts as guarantor, or as co-debtor, or vouches for a third party, or undertakes to provide security for a debt of a third party.
2. The Board requires the approval of the GA to enter into agreements whereby the Association acts as guarantor, or as co-debtor, or vouches for a third party, or undertakes to provide security for a debt of a third party.
3. The Board is authorised to represent the Association with regards to the actions referred to in section 2 of this article, with due observance of the provisions thereof.
4. The power of representation also rests with two board members acting jointly, including, in any case, either the chairperson, the secretary, or the treasurer.

#### **Article 19**

1. An appeal against a decision of the Board may be made by the person against whom the decision is directed within four weeks of receiving word of that decision.
2. The Board shall decide on the appeal as soon as possible, but not later than six weeks after receiving the appeal.
3. During the appeal period, and pending the appeal, the contested decision remains in force.
4. The GA may appoint an appeals committee and establish rules of procedure for the handling of appeals.

### **CHAPTER IX: The Financial Resources**

#### **Article 20**

The financial resources of the Association consist of:

- a. The yearly contribution of the members;
- b. The yearly contribution of the alumni association;
- c. Subsidies;

- d. Gifts, donations, and bequests;
- e. Other legal incomes.

#### **Article 21**

1. The fiscal year of the Association begins September 1<sup>st</sup> and ends on August 31<sup>st</sup>.

#### **Article 22**

1. The GA appoints and dismisses an audit committee. This committee supervises the financial policy of the Association's Board. The Board is obliged to provide the committee with all information is requests, to show it the cash and valuables if requested, and to allow it to inspect the Association's books and records. The powers and working methods of the audit committee are further regulated by the Internal Regulations.

### **CHAPTER X: The Internal Regulations**

#### **Article 23**

1. Cases not covered or not specified in these By-laws shall be regulated through the Internal Regulations, to be adopted by the GA. These regulations may not contain any provisions that conflict with the By-laws.

### **CHAPTER XI: Amendments to the By-laws and Dissolution of the Association**

#### **Article 24**

1. Amendments to the By-laws can only be made by a resolution of the GA, which must be convened with the announcement that amendments to the By-laws will be proposed in that assembly.
2. Those who have called the GA to discuss a proposal to amend the By-laws must, at least fourteen days before the date of the meeting, communicate to the members a copy of that proposal, in which the proposed amendment is included verbatim, available for inspection by the members at a suitable location until the end of the day on which the meeting is held.
3. Amendments to the By-laws may only be decided by the GA with a majority of at least two-thirds of the votes cast at a special GA convened specifically for this purpose, at which at least half of the members of the Association are present. If this number is not reached, a second special GA shall be convened no earlier than one month later, at which, regardless of the number of members present, a decision to amend the By-laws, or

dissolution of the Association, may be taken by a majority of two-thirds of the valid votes cast.

4. The specifics in section 1 and two are not applicable, in case all those eligible to vote are present at the GA, and the decision to amend the By-laws is taken with general votes.
5. The Board members are obliged to file an authentic copy of the deed of amendment to the By-laws and a complete continuous text of the By-laws, as they read after the amendment, at the office where the Kamer van Koophandel is registered.

## **Article 25**

1. The specified in article 24, sections 1, 2, 3 and 5 shall apply as well to a decision by the GA in regards to the dissolution of the Association.
2. The GA shall, with the decision referred to in the previous section, determine the allocation of the surplus balance, as much as possible in accordance with the purpose of the Association.
3. The settlement shall be carried out by the Board.
4. After the dissolution, the Association shall continue to exist insofar as this is necessary for the liquidation of its assets. During the liquidation, the provisions of the By-laws shall remain in force as much as possible. In documents and announcements issued by the Association, the words “in liquidatie” must be added to the Association’s name.
5. De settlements end at the moment when there are no more assets known to the liquidator.
6. The books and records of the dissolved Association must be retained for seven years after the liquidation has been completed. The custodian is the person designated as such by the liquidators.

## **CHAPTER XII: Final provisions**

### **Article 26**

1. In cases not covered by the By-laws, the Internal Regulations, or other regulations, the Board shall make a decision.

### **Article 27**

1. The amendment of the By-laws shall only take effect after a notarial deed has been drawn up. Each of the board members is authorised to execute the deed of amendment to the By-laws. Authorisation of the authority of the person appearing is evident from the aforementioned copy of the minutes.