



International Women's Club Eindhoven

CONSTITUTION



FORMATION OF THE ASSOCIATION

Today, the fourteenth of June two thousand four, appeared before me, MR. Augustinus Wilhelmus Cornelius Susante, notary in Best: Mrs. Elisabeth Theodora Van Harn, living at 5683 RN Best, Rietvinklaan 8, born in Veenendaal on nineteen September nineteen hundred fifty four, identifying herself with her passport, number M10821813, issued in Best on the thirty first of January two thousand one, married; Mrs. Zane Elizabeth Jansons, living at 5644 DB Eindhoven, Landsteinerlaan 31, born in Toronto (Canada) on six April nineteen hundred fifty four, identifying herself with her passport, number VM797752, issued in NorthYork on the nineteenth of July two thousand one, married; Mrs. Bernadette Maria Alberta Beekman, living at 5632 AX Eindhoven, Tweelingenlaan 36, born in Apeldoorn on twelve February nineteen hundred fifty eight, identifying herself with her passport, number ND7571240, issued in Eindhoven on the nineteenth of February two thousand three, married.

The persons above declare:

The general meeting of an established association in Eindhoven with restricted jurisdiction: International Women's Club Eindhoven, decided to set up statutes.

During the same meeting on the thirteenth of May two thousand four, it was decided to obtain for the association full jurisdiction and therefore to place the statutes in a notarial act. The aforementioned decisions are in the minutes of the general meeting which are attached to this act. To carry out the decisions of the general meeting, the persons above declare that they establish the statutes of the

STATUTES NAME AND SEAT - Article 1

1. The name of the Association is: International Women's Club Eindhoven. (abbreviated to IWCE).
2. The Association is based in Eindhoven.
3. The Association was founded in 1968 and will continue for an indefinite period of time.

PURPOSE - Article 2

1. The purpose of the Association is to enable women of all nationalities to meet each other and to further these contacts by holding meetings, organising various activities, and anything directly or indirectly connected with this purpose which, in the broadest sense, can be beneficial.
2. All activities of the Association must conform to its purpose and shall be non-denominational, non-political, and non-commercial in nature.

ASSOCIATION YEAR/FINANCIAL YEAR - Article 3

Both the Association year and the financial year run from September 1st up to and including August 31st of the following year.

MEMBERSHIP- Article 4

1. Only women can be members of the Association.
2. The association consists of members and honorary members.
3. Members are those who have applied to the Board as a member and are admitted by the Board to the association. When the Board decides not to admit someone, the general meeting can still decide to override the decision and to admit.
4. Honorary members are those who, due to special service for the association, have been appointed by the General Assembly on the recommendation of the Board and have accepted their appointment.

5. For the rest of this document, unless otherwise stated, the word “members” will refer to both ordinary and honorary members.

6. The membership is individual and cannot be transferred.

RIGHTS AND DUTIES OF MEMBERS – Article 5

1. Rights of ordinary members

- Ordinary members have the right to vote, nominate Board members and to stand for election.
- Ordinary members have the right to attend all IWCE activities.
- Ordinary members may bring guests to the monthly meetings, as outlined in the Bylaws.

Duties of ordinary members

- Ordinary members must pay their annual dues the amount of which has been fixed by the general meeting.
- Ordinary members must uphold the Statutes.

Rights of honorary members

- Honorary members may attend all IWCE activities.
- Honorary members are exempt from payment of annual dues.
- Honorary members may bring guests to meetings and activities whenever there is no restriction for practical purposes.

Duties of Honorary Members

- Honorary members must uphold the Statutes.
- Newsletter subscribers are not members of the Association.
- Subscription holders are obliged to pay their annual subscription fee to continue to receive the newsletter.
- They do not have the right to vote, or to attend IWCE meetings or activities.

TERMINATION AND SUSPENSION OF MEMBERSHIP– Article 6

1. Membership is terminated by:

- a. the death of the member
- b. the written resignation of the member
- c. the dissolution of the Association
- d. giving notice by the Association
- e. through expulsion

2. A member who does not wish to renew her membership must submit a written resignation within the 4 weeks, or a member can resign within 4 weeks, or a member can resign with immediate effect within a month after being informed of a decision where members’ rights are reduced, or her obligations (with the exception of financial obligations) are increased. In this case, the aforementioned decision does not apply to her.

3. The Board can request a member to resign from the Association. This can occur whenever a member acts

contrary to the requirements of membership, does not fulfil her duties to the Association, or whenever the Association cannot reasonably be expected to allow the membership to continue. Enforced resignation at the Board’s request takes immediate effect.

4. If a resignation is contrary to what is stated in Section 2, the membership can end at the earliest permitted moment following the date notice was given.

5. Expulsion from the Association is carried out by the General Assembly. This can only be done when the member has acted contrary to the statute, bylaws, or decisions of the Association, or has in some way harmed the Association by her unreasonable behaviour. Expulsion ends the membership with immediate effect.

6. Even if her membership is ended in the middle of the Association year, the expelled member has to pay dues for the entire year.

7. Whenever membership is cancelled on behalf of the Association, the member has the right to appeal within a month of receipt of the notice that her membership is cancelled to the General Assembly. During the period pending appeal and during the appeal hearing itself, the member is suspended.

8. The Board can decide to suspend a member. If a decision is not made by the General Assembly to expel the member within 3 months, the suspension ends.

THE BOARD – Article 7

1. The Board consists of at least three members, who have been elected from the membership at the General Assembly. The number of Board members is fixed by the General Assembly.

2. Candidates for the Board can be nominated by the Board, or can be proposed by at least a tenth of those members who are entitled to vote.

3. The Board consists of, at a minimum, the functions of Chairperson, Secretary and Treasurer. Board members are elected to specific functions. A Board member can only be elected to one function, but may hold more than one function.

4. An existing vacancy will be filled as soon as possible. An incomplete Board can still govern.

COMMITTEES – Article 8

1. The Board can establish and abolish one or more standing committees.

2. The Board determines/lays down the task and the authority of these committees.

3. The members of these committees are appointed and dismissed by the Board.

4. The Chairperson of such a committee is a member of the Board.

DURATION, TERMINATION OF BOARD MEMBERSHIP, AND SUSPENSION – Article 9

1. The term of office for a Board member is two years. Officers can be re-elected to a consecutive term. Board members leave according to a schedule made by the Board.

2. A Board member loses her position through:

- a. the end of her membership in the Association
- b. a written resignation
- c. the loss of control over her faculties
- d. the end of the term for which she was elected to serve
- e. the elimination of the position to which she was elected.

3. During the absence of a Board member, the other Board members must fulfil the duties of the vacant post. When one or more Board members are missing, the rest of the Board member(s) form an authorised Board. The Board must, within three months, call a general meeting to fill the vacancies.

BOARD'S TASK AND AUTHORITY – Article 10

The Board's role is to govern the Association. The Board can delegate its authority – with clearly defined parameters – to others.

Anyone who takes on this authority carries out its tasks in the name of the Board and is accountable to the Board which remains responsible.

REPRESENTATION – Article 11

1. The Board represents the Association.

2. The representation authorization belongs to the president together with the secretary or treasurer or the secretary together with the treasurer.

3. The Board can give a power of attorney to one or more members of the board and also to others to represent the association within the confines of the power of attorney.

ANNUAL REPORT, ACCOUNTS AND ACCOUNTABILITY – Article 12

1. The Board is obliged to conduct the administration of the financial affairs and all activities of the Association and to keep all books, records, and other documents in such a way that at any time the rights and obligations of the Association can be known.

2. The Board must call a meeting of the General Assembly within six months of the end of the Association year to present an Annual Report regarding the business of the Association and the policies pursued during the past year. The Board can only go beyond this six month limit with the permission of the General Assembly.

The balance sheet and statement of income and expenses with an explanation must be presented to the general assembly for approval. These documents must be signed by the Board members.

When a signature of one or more of them is missing, then the reason for this must be given. After the ending of the term, all Board members can request that they fulfil these duties.

3. Each year the General Assembly selects an Audit Committee of at least two members, who cannot be on the Board. The Audit Committee reviews the financial records mentioned in item 2 and makes a report to the General Assembly.

4. The Board or the General Assembly can appoint someone other than the president to lead the general meeting and appoint someone other than the secretary to make minutes of the general meeting.

5. The Board is obliged to keep all the records mentioned in items 1 and 2 for a period of 7 years.

GENERAL ASSEMBLY – Article 13

1. Each year, within 6 months after the end of the Association year, a General Assembly must be held. The general meetings are carried out in the town where the Association is situated according to the Statutes unless the General Assembly decides differently.

2. Other General Assemblies can be held as often as the Board considers it necessary.

3. Furthermore, if one tenth of the members request in writing for a General Assembly to be held, the Board is obliged to call one within 4 weeks of the receipt of the request. If the Board fails to do this, the members who have requested the General Meeting can call one themselves, in line with the procedure given in article 15.

NOTIFICATION AND ADMISSION – Article 14

1. General Assemblies are called by the Board.

The written notification should be posted to the addresses of members according to the membership list or via the newsletter which is sent to all members. Notification is to be given at least 14 days in advance, not including the day of receipt of the notification and the actual day of the meeting.

2. Notification must include an agenda for the meeting. Ordinary members have the right to add points to the agenda. The proposal for this must be submitted in writing to the Board at least 7 days prior to the meeting.

3. All non-suspended members and Board members of the Association are admitted to the General Assembly. The General Assembly itself decides if other people can be present.

VOTING RIGHTS AND DECISION MAKING – Article 15

1. In meetings, all ordinary members who have not been suspended have the right to vote. Each member has one

vote. Each member is allowed to cast her vote by written proxy. She does this via another member. The number of proxies a member may carry is limited to one. The written proxies must be delivered

to the Board before the beginning of the general assembly.

2. Decisions are made by a majority of the valid votes unless stated otherwise in these Statutes. Unmarked voting papers are not counted.

3. If the voting is even with regard to a proposition (unless it is regarding the election of a person), then the proposition is disregarded/not carried.

4. In the election of a person, where nobody gets a majority vote, then the decision will be made between the two people who have the most votes, through a drawing of lots.

5. A unanimous decision by all members has the same weight as the decision of the General Assembly, even if the vote was not taken in a meeting. The Board, however, must be advised in advance that such a vote will be taken outside of a meeting.

6. The general meetings are led by the president or, if absent, by the oldest member of the Board present. When there are no Board members present, the assembly itself provides a leader.

7. The results of voting stated by the president at the general meeting are conclusive. The same thing applies to the results of voting for a proposal which has not been voted in writing. However, if immediately after the results stated by the president are contested, a person with voting rights can request a new vote to be taken, if the majority of the meeting or in case the original vote did not take place personally or in writing. With this new vote, all rights of the original vote are nullified. Minutes are kept of the general meeting by the secretary or by another person nominated by the president. These minutes will be approved in this meeting or the next general meeting and will be signed then by the president and the secretary.

REGULATIONS – Article 16

With (one) rule(s), matters may be covered in regulations. Regulations cannot contradict the law or the Statutes. A regulation is determined and changed by the general meeting. The text of it, with an eventual explanation, must be made available for the members in a suitable place five days before the meeting until the end of the day that the meeting is held or can be published in the newsletter.

CHANGING THE STATUTES, MERGERS, AND DIVISION – Article 17–18–19

1. The statutes of the Association can only be amended by a decision of the General Assembly, which has been convened by a notice stating that at the Assembly an amendment of the statutes will be proposed.

2. The text of the proposal to amend the statutes must be made available for inspection by the members at an appropriate location at least 5 days prior to the General Assembly, until the end of the day of the Assembly or be published in the newsletter.

3. The decision to change the statutes can only be made by a majority vote of at least two thirds of the valid votes. At least one fifth of the membership must be represented (in person or by proxy) at the General Assembly for a vote to take place. At least two thirds of the valid votes. At least one fifth of the membership must be represented (in person or by proxy) at the General Assembly for a vote to take place.

4. If at least one fifth of the membership is not represented at a meeting that has been called to change the constitution, then a new meeting has to be called – to take place at least one week later, within six weeks of the first meeting. In this (second) meeting, the alterations can be passed by a majority vote of at least two thirds of the valid votes, regardless of the number of members represented at the meeting.

5. The same procedures given in this article are to be used in the event of a merger or division.

Article 18

The procedures given in article 17 do not apply in the event that all members with a right to vote are present at a meeting and the decision to change the statutes is accepted by a unanimous vote.

Article 19

The altered statutes only become effective after a notarial act has been made. Each Board member is individually authorised to arrange for the notary action.

DISSOLUTION – Article 20

1. The Association can only be dissolved by a decision of the General Assembly. What is written given in articles 16 and 17 is applicable.
2. The Association remains in existence as long as necessary to settle all financial matters. During this time any items/announcements that go out in its name have to contain a notice that the Association is in liquidation. The dissolution becomes final at the time when no further claims on the Association's financial assets are outstanding.
3. The Board members or persons nominated by the Board are responsible for the distribution of the Association's assets and the Board has to continue to carry out its duties for the duration of the dissolution process. The Statutes remain in force, as much as possible, during the settlement.
4. The general Assembly decides how the net balance remaining at the end of the dissolution process should be distributed.
5. After the dissolution, the accounts and records of the Association must be held for seven years by somebody selected by the General Assembly as the proper person for this task.

FINAL CLAUSE – Article 21

The General Assembly has the authority to decide all matters which are not assigned to other bodies by law or the Statutes.

For the first time, the following are named as Board members:

1. Elisabeth Theodora van Harn, the person previously named in clause 1 as president;
2. Zane Elizabeth Jansons, the person previously named in clause 2 as secretary;
3. Bernadette Maria Alberta Beekman, previously named in clause 3 as treasurer;
4. Linda Jean MacFarlane, living at 5629 GP Eindhoven, Diamant Ring 17, born in New-Castle on Tyne on fourteen January nineteen hundred fifty two, holder of passport number 011838334, issued by the Passport Agency United Kingdom on one July nineteen hundred ninety four, married, as Board member;
5. Rachel Elizabeth Bird, living at 5691 KS Son en Breugel, Drentelaan 2, born in Bath on twenty-two March nineteen hundred fifty nine, holder of passport number 704001991, issued on three July two thousand, married, as Board member;
6. Yue Ming Choo, living at 5691 ZX Son en Breugel, Vliehors 1, born in Singapore on 10 July nineteen hundred fifty nine, holder of passport number 1357518E, issued by the Immigration Department Singapore on 18 July nineteen hundred ninety six, married, as Board member;
7. Andrea van de Vijver-Josso, living at 5691 LZ Son en Breugel, Graafsschappad 7, born in Carlton on seven February nineteen hundred fifty five, holder of passport number M12945306, issued in Son en Breugel on seven February nineteen hundred fifty five, married, as Board member;
8. Stepheney Burleigh-Thurston, living at 5671 GS Nuenen, Pastoor Aldenhuystraat 12, born in Romford, England on twenty three January nineteen hundred fifty five, holder of passport number 203227363, issued on three January two thousand two, married, as Board member;
9. Yoko Morita, living at 5641 BJ Eindhoven, Apollovliinder Laan 27, born in Aichi, Japan on twenty-one April nineteen hundred sixty-five, holder of passport number TF1844303 issued by the State Department on one December nineteen hundred ninety eight, married, as Board member. The aforementioned people are known by me, the notary.

THE ACT IS PASSED in Best on the date mentioned in the beginning of this act. The persons involved declared at the point in time before the passing of this act that they are familiar with the contents of this act.

The business contained in this act has been told and explained to the persons involved. They declared that they have understood the contents of this act and that they agree with it. After a

restricted reading, this act has immediately been signed by the persons involved and me, the notary.

Note: In case of doubt about the English translation, the Dutch text will be legally binding.

14 June 2004

Ratified at the Annual General Meeting on June 18, 2009