

# **AWC CONSTITUTION**

## **(English Translation)**

### **Revised and Notarized January 18, 2008**

#### **Article I: Name and Location**

1. The name of the association is: The American Women's Club of The Hague.
2. The association is established at The Hague.

#### **Article II: Purpose**

The objective of the association is to provide social and educational activities for American women living in the Netherlands and to further amicable relations among people of all nations, as well as acquiring funds for the general public interest. The association does not endeavor to make a profit.

#### **Article III: Duration**

The association will exist for an indefinite period of time.

#### **Article IV: Members and Admission of Members**

1. The association consists of members and associates.
2. Members shall be:
  - a. Regular members, i.e. women at least eighteen years of age residing in the Netherlands who are American citizens or who are or have been married to an American citizen, provided however, that in the last mentioned case they can only be members in the event that their membership has commenced when their marriage to a United States citizen still existed and their status of member has been continued since without interruption.
  - b. Honorary members, i.e. women appointed as such by the board.
3. The conditions upon which a person can be admitted as an associate shall be determined in the by-laws of the association.
4. The board shall rule on the admissions of new members and associates unless it has been provided in the by-laws that this responsibility shall be entrusted to a membership committee to be composed as provided in the by-laws.

#### **Article V: Termination of Membership**

1. Membership ends by:
  - a. Death;
  - b. Written notice;
  - c. Deprivation by the board subject to appeal to the general meeting.

2. The by-laws shall provide for the manner in which being an associate shall end.

#### **Article VI: Financial Obligations of the Members**

1. Regular Members and associates shall pay:
  - a. Annual dues;
  - b. A processing fee payable when first becoming a member or an associate, or in the event of failure to pay dues before a deadline set by the by-laws.
2. The amount of such dues and processing fees shall be determined by the general meeting upon a proposal made by the board.
3. The general meeting may set different amounts for dues and/or processing fees for different categories of members an/or associates.
4. Honorary members shall not be liable to pay any dues or processing fees.

#### **Article VII: The Board**

1. The association shall be governed by a board, consisting of a number of persons to be determined by the general meeting but not less than seven.
2. The board shall consist of at least a President, a Vice President, a Treasurer, and a Secretary, and of such other officers as may be provided in the by-laws of the association. The by-laws may also define the responsibilities of the various officers.
3. Board members shall be elected and dismissed by the general meeting subject to the provisions of this constitution and of the by-laws of the association.
4. Unless the by-laws of the association provide otherwise the board itself shall provide for the manner in which its meeting shall be convened, for its quorum requirements, for the manners in which resolutions shall be adopted by the board and for the manner in which meetings shall be chaired, provided that each board member shall be entitled to cast one vote.

#### **Article VIII: Requirements for Board Membership and Elections of the Board**

1. Only regular members who have been a member for at least six months prior to their election may serve as board members. In addition the following persons are ineligible to be elected board members:
  - relatives of the board members up to and including the fourth degree;
  - spouses and/or family members of the board members;
  - (indirect) beneficiaries of the association;
  - employees of the association;
  - persons who perform activities other than as employees for (an) institutions which is (are) (a) beneficiar(y)(ies) of the association;

- persons who directly or indirectly are involved with providing goods or services to or as contractor for the association.
- 2. The by-laws of the association shall set rules on the nomination of candidates for board membership, on the manner in which elections shall be held, on the installation of elected board members and on the period during which board members shall serve, provided, however, that no person may serve as an officer in the same position for more than two consecutive terms.
- 3. Vacancies occurring during the term of office of the board shall be filled by decision of the board, provided, however, that at all times more than half of the board members must have been elected by the general meeting, failing which the board shall, as soon as practical, convene a general meeting to fill a sufficient number of the vacancies occurred to conform to this requirement.
- 4. In case of the Presidency becoming vacant the Vice President (or, if in accordance with the provision of the by-laws of the association there is more than one Vice President, the First Vice President) shall automatically become the President of the Board.
- 5. Board members shall not be paid for their activities. They are however entitled to reimbursement of the expenses incurred in performing their duties."

#### **Article IX: Authority of the Board and Representation**

1. The board is entrusted with the conduct of the affairs of the association and represents the association at law and otherwise. The board may decide that individual officers, either acting singly or jointly with another officer, shall have general or special authority to represent the board and the association. Such authority may also be granted to other members of the association, acting singly, jointly or as a committee.
2. The board may enter into agreements to purchase, sell or encumber registered property or enter into agreements whereby the association commits itself as guarantor, as joint and several debtors, or as security for the debt of a third party.
3. The by-laws of the association may provide that the board requires the prior approval of the general meeting for specific kinds of transactions or for transactions with a financial interest in excess of a limit determined in these by-laws.

#### **Article X: Committees**

1. The board may delegate activities to standing committees, to ad hoc committees and/or to individual members.
2. The by-laws may provide for the manner in which chairwomen of standing committees or of ad hoc committees shall be appointed and on the manner in which such committees shall perform their entrusted activities.

## **Article XI: General Meetings**

1. General meeting shall be held at such times as shall be provided in the by-laws of the association, provided, however, that during each association year one general meeting shall be held in the month of November, or in such other month as may be determined in the by-laws of the association instead.
2. Notwithstanding the provisions of Section 1 above and the provisions of the by-laws of the association, the board may always decide to hold additional general meetings.
3. All general meetings shall be convened by the board. The board shall arrange that the proposed agenda for the meeting be communicated to the members not later than one week prior to the day of the meeting. In the event that the association has a publication, which is freely distributed to each member, communication of the agenda may take place in such publication.
4. At the written request of one-tenth of the members addressed to the board, the board shall, not later than fourteen days thereafter, issue a convening notice for a general meeting, failing which the members who made the request may convene a general meeting themselves. The members who made the request to convene a general meeting shall inform the board on which subjects they request the general meeting to be held. The board, which convenes a general meeting at the request of the members, does so observing a notice period of not more than four weeks. The general meeting which has been so convened shall decide at whose expense the general meeting is convened and held: at the expense of the members who requested the general meeting or at the expense of the association.
5. Only members have the right to vote in a general meeting. Each member is entitled to cast one vote. Resolutions are adopted by an absolute majority of the valid votes cast, without prejudice to any provision of this constitution requiring a larger majority.
6. Voting may take place by proxy, but a single member may not vote more than five proxies.
7. At the general meeting resolutions may only be adopted if a quorum of at least fifteen percent of the members with voting rights is present or validly represented at the meeting. In the event that no quorum is present or validly represented, a second general meeting may be convened not less than two and not more than four weeks after the first meeting, observing a notice period of not less than one week, during which meeting resolutions may be validly adopted on the subjects on the agenda of the previous meeting, irrespective the number of members present or validly represented at the meeting.

## **Article XII: Financial Year and Finances**

1. The financial year of the association (the association year) shall run from June 1st of each calendar year through May 31st of the following

year, or such other period as may be provided in the by-laws of the association instead.

2. During the general meeting referred to in Article XI Section 1 above:
  - a. The board shall report on its activities and on the activities of the association during the past completed association year;
  - b. The board shall render account of the management of the finances of the association during the past completed association year;
  - c. The general meeting shall upon nomination by the board or by the members present, elect a committee of auditors consisting of two members who may not be board members.
3. The committee of two auditors shall investigate the accounts and shall report on its findings during the next general meeting. In the event that the investigation, in the opinion of the committee, requires specialized knowledge of accounting, the committee may arrange for expert assistance at the expense of the association.
4. The board shall keep records of the financial status of the association and all activities of the association, in accordance with the requirements inherent to these activities, and shall keep the books, documents and other data of the association in such manner that at all times the rights and obligations of the association can be thereby ascertained.
5. The records referred to in article XII section 4 above shall also indicate what is required for the association to be recognized as an institution as referred to in Article 6.33 Section 1 Part b of the Income Tax Statute 2001.
6. The board shall keep the books, documents and other data referred to in article XII section 4 and section 5 for seven years.”

### **Article XIII: Policy Statement**

1. The board shall annually draw up a policy statement and submit it for approval to the general meeting convened as provided in article XI section 1. In the event that the approval shall be withheld by the general meeting, on other than minor points, the board shall convene a new general meeting in order to obtain the approval.
2. The board may also draw up the policy statement of article XIII section 1 for more than one year, in which case the board shall annually update the said policy statement. The updated statement shall be made known at the general meeting. The updated statement may not contain a change of the general policy intentions.
3. The policy statement shall contain general policy and shall furthermore contain what is required for the association to be recognized as an institution as referred to in Article 6.33 Section 1 Part b of the Income Tax Statute 2001.

**The Policy Statement should contain statements of:**

- (i) The intended activities of the Club;**
- (ii) The manner in which the Club intends to raise its funds;**
- (iii) The manner in which the Club will administer the income which it has acquired;**
- (iv) The manner in which and the objects for which the Club's income will be spent.**

#### **Article XIV: Budget**

The board shall draw up a budget annually before the first of June. The budget shall contain the projected income and expenses and any anticipated change in the funds raised by the association for the realization of its objective.

#### **Article XV: Amendment of Constitution and Dissolution**

1. Resolutions to amend the constitution or to dissolve the association may only be adopted by a majority of two-thirds of the valid votes cast in a general meeting, which has been convened by a notice stating that such proposal would be dealt with at the meeting.
2. The exact text of the proposal shall be communicated to the members at least fourteen days prior to the meeting not counting the day of the notice. In the case of a proposal to amend the constitution such exact text shall include the exact text of the proposed amendment. In addition, such exact text shall be deposited at an appropriate location for inspection by the members at least five days prior to the meeting until the end of the day of the meeting.
3. A resolution to amend the constitution shall only come into effect after such resolution shall have been incorporated into a notarial deed. The board shall arrange such notarization.
4. In case of dissolution of the association, the board shall be entrusted with the liquidation of the association unless the general meeting shall decide otherwise. In the event that after liquidation there shall be a net balance remaining, the board shall decide on this destination, provided that it shall be distributed to an institution within the meaning of Article 6.33 Section 1 Part b of the Income Tax Statute 2001 or in any manner serving the public interest and in addition as much as possible in accordance with the object of the association.

#### **Article XVI: By-Laws**

1. The general meeting shall decide on the by-laws envisaged by the constitution and on such other club regulations of the association, as the general meeting may consider desirable.

Such by-laws and other club regulations may, however, not violate the provisions of the constitution.

2. In all cases not provided for in the constitution, in the by-laws or in the other club regulation, the general meeting shall rule.