

CONSTITUTION OF STAFF ASSOCIATION PROMETHEUS

This amended Constitution was approved by the General Meeting held on 28 May 2021 and recorded in a notarial deed on 15 July 2021.

ARTICLE 1 DEFINITIONS

In this Constitution the following terms have the following meanings:

- *General Meeting*: the body of the Association made up of the voting members of the Association;
- *Board*: the board of the Association;
- *Written* and *In Writing*: by letter, fax or email, or in the form of a message transmitted by any other generally accepted means of communication and capable of being received electronically or in writing, provided that the sender's identity can be reliably verified;
- *Constitution*: the constitution of the Association;
- *Association*: the legal entity governed by the Constitution.

ARTICLE 2 NAME OF THE ASSOCIATION

There is a Central and General Staff Association of Delft University of Technology with the name "Prometheus".

ARTICLE 3 SEAT

The Association has its seat in the municipality of Delft.

ARTICLE 4 PERIOD

The Association was formed on the fifteenth day of January nineteen hundred and fifty-four for an indefinite period.

ARTICLE 5 OBJECT

The object of the Association is to promote and further harmonious relations and social interaction between the members of staff of Delft University of Technology, hereinafter referred to as "the University".

ARTICLE 6 MEANS

The Association seeks to achieve this object by, inter alia:

- a. organising, at a central level, association events in the fields of general education, information, recreation and sports that are in the common interests of the University's staff;
- b. publishing a newsletter which serves as a publicity channel within the Association. Responsibility for the content of the newsletter rests with the Board, which may delegate this responsibility to one Board member;
- c. using any other legal means that may be conducive to the efficient achievement of the Association's object.

ARTICLE 7 FINANCIAL RESOURCES

1. The financial resources of the Association consist of membership fees, donations, assets inherited or received as a bequest or legacy, gifts, subsidies, grants and other income.
2. The Association may accept inheritances only under benefit of inventory.

ARTICLE 8 MEMBERS

1. The Association has regular members, associate members, members of merit and honorary members.

2. The following are eligible for membership as regular members:
 - a. employees of the University;
 - b. individuals whose employment with the University has terminated for one of the following reasons:
 - i. because they reach pensionable age;
 - ii. because they retire under an early retirement scheme ('pre-pension'), on condition that they were members of the Association at the time of termination of employment and their membership has not been terminated after that.
It is therefore not possible to become a member or to be readmitted to membership of the Association after retirement;
 - c. individuals who, according to the membership records, were regular members of the Association immediately prior to this amendment to the Constitution and who do not meet the criteria of Article 8, Paragraph 2, clauses a. or b.
3. The following are eligible for membership as associate members:
 - a. individuals employed by TU Delft Holdings, being the private limited company Delft Enterprises B.V. and the private limited company TU Delft Services B.V., and the businesses associated with these companies;
 - b. individuals who, according to the membership records, were associate members of the Association immediately prior to this amendment to the Constitution and who do not meet the criterion of Article 8, Paragraph 3, clause a.;
 - c. other individuals with strong ties to the University, comparable to the relationship of a staff member, as determined by the Board of the Association.
4. Members as defined in Paragraphs 2 and 3 who have rendered meritorious service of an administrative and/or organisational nature to the Association for a longer period and who have been members of the Association for at least ten consecutive years may be nominated by the Board for election as members of merit.
5. Members as defined in Paragraphs 2 and 3 who have rendered exceptional service to the Association and who have been members of the Association for at least ten consecutive years may be nominated by the Board for election as honorary members.

ARTICLE 9 ADMISSION

1. The Board decides on the admission of regular members and associate members.
2. If the Board rejects an application for membership as regular or associate member, the General Meeting may nevertheless decide to admit the applicant in question as such.
3. If the Board nominates qualifying members for election as members of merit or honorary members, the General Meeting will determine whether they are elected as such.

ARTICLE 10 DONORS

1. Donors are those who have been admitted as such by the Board. The Board may terminate a donor's status as a donor at any time without giving reasons.
2. Donors are obliged to make regular financial contributions or contributions in kind to the Association, the minimum size of which will be determined by the General Meeting.
3. Donors do not have the right to take part in activities by virtue of their status as donors.

ARTICLE 11 TERMINATION OF MEMBERSHIP AND TERMINATION OF DONOR STATUS

1. Membership of the Association ends:
 - a. on the death of a member;
 - b. by notice of resignation by a member;
 - c. by notice of termination by the Association;
 - d. by expulsion.
2. A member may resign from membership only with effect from the end of a calendar month by giving a minimum of four weeks' Written notice. A member may give notice of resignation from membership with immediate effect, however:
 - a. if the member cannot reasonably be expected to continue membership;

- b. within one month of the date on which a member becomes aware of or is informed of a resolution resulting in a restriction of the members' rights or an increase in their obligations. The resolution will not apply to such member in that case;
- c. within one month of the date on which a member is notified of a resolution to change the legal form of the Association or to effect a merger.

If notice of resignation from membership is not given in a timely manner, membership will continue until the end of the next financial year of the Association.

3. The Association may also terminate a member's membership only with effect from the end of a calendar month. Notice of termination of membership by the Association is given In Writing by the Board, subject to a minimum notice period of four weeks. The Association may give notice of termination of membership only if a member no longer meets the membership requirements set out in the Constitution, if a member fails to fulfil his obligations to the Association, or if the Association cannot reasonably be expected to continue membership.
4. A resolution to expel a member is passed by the Board. A member may be expelled only if he acts in contravention of the Constitution, regulations or resolutions of the Association, or unreasonably prejudices the Association.
5. A member may appeal to the General Meeting against a resolution of the Association to terminate his membership on the grounds that the member fails to fulfil his obligations to the Association or that the Association cannot reasonably be expected to continue membership, and against an expulsion resolution. Such an appeal must be submitted within one month of receipt of the notice of the resolution in question.
To that end, the member in question will be notified In Writing of the resolution and of the reasons for the resolution as soon as possible.
During the period in which an appeal may be submitted and pending the appeal the member will be suspended from membership, with the proviso that the suspended member will have the right to account for his actions at the General Meeting at which the appeal referred to in this Paragraph is considered.
6. A donor's status as a donor ends:
 - a. by Written notice of termination given by a donor to the Board;
 - b. by expulsion for the reasons set out in Paragraph 4;
 - c. by Written notice of termination by the Board;
 - d. on the death of a donor;
 - e. on dissolution of a corporate donor.

ARTICLE 12

ANNUAL CONTRIBUTIONS

1. Members and donors are obliged to pay an annual contribution as determined by the General Meeting. The Internal Rules specify how the contribution is to be paid.
Honorary members and members of merit are exempted from the obligation to pay an annual contribution.
2. In exceptional circumstances the Board may grant a full or partial exemption from the obligation to pay a contribution.

ARTICLE 13

RIGHTS

1. Regular members, honorary members and members of merit have:
 - a. the right to attend the General Meeting;
 - b. the right to address the General Meeting;
 - c. the right to nominate candidates for appointment to the Board;
 - d. the right to present proposals, submit amendments and move motions;
 - e. the right to vote in an election of persons and on matters not concerning persons;
 - f. any other rights that may be derived from the Constitution and the Internal Rules.
2. Associate members and donors have the rights referred to in clauses a. and b. of Article 13.

ARTICLE 14

EVENTS

All members have the right to attend and/or participate in events organised by the Association on payment of any entrance fee and insofar as capacity allows. Honorary members and members of merit

are exempted from payment of entrance fees for events that have been or will be designated by the Board.

ARTICLE 15

BOARD

1. The Board of the Association consists of no fewer than five and no more than seven persons.
2. The Board members are appointed by the General Meeting from among the regular members, members of merit and honorary members of the Association, with the proviso that the majority of the Board members must be in the employment of the University.
The General Meeting also determines the number of Board members, within the limits mentioned in Paragraph 1 of this Article.
3. Board members are appointed for a maximum term of three years. For the purposes hereof, a year is defined as the period between two successive annual General Meetings.

ARTICLE 16

TERMINATION OF BOARD MEMBERSHIP / RETIREMENT BY ROTATION / SUSPENSION

1. Each Board member may be suspended or removed from office by the General Meeting at any time, even if he has been appointed for a fixed term. A resolution by the General Meeting to suspend or remove a Board member from office requires a majority of two thirds of the votes cast. If no resolution is passed on the removal from office of a suspended Board member within three months of the suspension, the suspension will end on expiry of that period.
2. Each Board member retires from office no later than three years after his appointment, in accordance with a retirement schedule to be prepared by the Board.
A retiring Board member is eligible for re-election once, for a maximum term of three years. A person appointed to fill a casual vacancy retires when the person he replaces was due to retire.
3. A Board Member will also cease to hold office:
 - a. on termination of his membership of the Association;
 - b. if he steps down (resigns);
 - c. if he is declared bankrupt or applies for court protection from creditors;
 - d. if he is placed under guardianship.

ARTICLE 17

POSITIONS ON THE BOARD / DECISION-MAKING BY THE BOARD

1. The Board appoints a Chair, a Secretary and a Treasurer from among its members.
The Board may designate a deputy for each of them from among its members.
A Board member may hold more than one position.
2. The Secretary takes minutes of the proceedings at each meeting of the Board, which minutes will be approved and signed as a true and accurate record by the Chair and the Secretary.
3. The Board may also pass resolutions without holding a meeting, with the proviso that such resolutions are passed In Writing and by unanimous vote of all the Board members.
4. A Board member may not participate in the deliberations and decision-making on any matter in respect of which his direct or indirect personal interests conflict with those of the Association and its organisation.
If no Board resolution can be passed as a result of this, the General Meeting will pass the resolution.
5. More detailed provisions concerning the meetings of and decision-making by the Board may be laid down in Internal Rules.

ARTICLE 18

DUTIES OF THE BOARD / REPRESENTATION / REMUNERATION

1. The Board is charged with the management of the Association, subject to the restrictions imposed by the Constitution.
In the discharge of their duties, the Board members must act in the best interests of the Association and its organisation.
2. If the number of Board members falls below five, the Board will nevertheless retain its powers.
In that case the Board will, however, be obliged to convene a General Meeting as soon as possible at which the filling of the vacancy or vacancies will be considered. If one or more Board members are absent or unable to act, the remaining Board members or the only remaining Board member will be responsible for the entire management of the Association.

If all the Board members are or the only Board member is absent or unable to act, the Association will temporarily be managed by a person who must always be designated for that purpose by the General Meeting.

The term 'unable to act' as used in this Constitution refers in any case to a situation where:

- a. a Board member is unreachable due to sickness or for any other reason for a period of more than seven days; or
 - b. a Board member is suspended.
3. The Board may, under its responsibility, delegate certain of its duties to committees appointed by the Board.
 4. The Board is not entitled to pass resolutions to conclude agreements for the acquisition, disposal and encumbrance of property subject to compulsory registration or to conclude agreements by which the Association binds itself as surety, guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of another party, or to represent the Association for the purposes of such acts.
 5. The General Meeting may subject resolutions of the Board to its approval. Such resolutions must be clearly specified and notified In Writing to the Board.
 6. Without prejudice to the provisions of Paragraph 4 of this Article, the Association is represented by the Board.
Power to represent the Association is also vested in the Chair or in two other Board members.
 7. There is no monetary remuneration for Board members. The Internal Rules may provide that Board members are entitled to remuneration in kind.
Expenses incurred by the Board members will be reimbursed on production of supporting documentation.

ARTICLE 19

MANAGEMENT REPORT / FINANCIAL STATEMENTS

1. The financial year of the Association coincides with the calendar year.
2. The Board is obliged to keep such records of the Association's financial position and of everything relating to the activities of the Association, in a manner appropriate to those activities, and to keep the corresponding books, documents and other data carriers in such a manner as to ensure that the Association's rights and obligations can be ascertained at any time.
3. At a General Meeting to be held within six months of the end of the financial year, unless the General Meeting extends this period by not more than four months, the Board shall present a management report on the affairs of the Association and the policies pursued.
The Board shall present the balance sheet put down on paper and the statement of income and expenditure with accompanying notes to the General Meeting for approval.
These documents must be signed by the Board members. If the signature of one or more of them is missing, this must be noted along with the reason.
After the expiry of the aforesaid period, each of the members may request the court to order the joint Board members to meet these obligations.
4. Each year, the General Meeting shall appoint an audit committee from among the members, consisting of no fewer than two persons who may not be members of the Board. To provide for a situation where one of the audit committee members ceases to hold office as such, the General Meeting shall appoint a substitute member, who will then take the place of any audit committee member who has ceased to hold office as such.
The audit committee shall audit the documents referred to in the second sentence of Paragraph 3 of this Article and report its findings to the General Meeting. The Board is obliged to furnish the audit committee with any information it may request in connection with its audit, to show the Association's cash funds and assets to the audit committee upon request, and to make the books, documents and other data carriers of the Association available to the audit committee for inspection.
5. The audit committee may seek the assistance of an expert if the audit of the financial statements requires special accounting knowledge.
6. The General Meeting may disband the audit committee at any time, on condition that another audit committee is appointed.
7. The Board is obliged to retain the books, documents and other data carriers referred to in Paragraphs 2 and 3 of this Article for a period of seven years, without prejudice to the provisions of Paragraph 8 of this Article.

8. The data stored on a data carrier, with the exception of the balance sheet and the statement of income and expenditure put down on paper, may be transferred to and saved on another data carrier, on condition that the data in question is transferred correctly and completely, and that such data is available throughout the prescribed retention period and can be viewed as human-readable text within a reasonable time.

ARTICLE 20

GENERAL MEETINGS

1. The General Meeting has all powers within the Association that are not conferred upon the Board by law or the Constitution.
2. A General Meeting – the annual meeting – will be held each year within six months of the end of the financial year.

The matters to be considered at the annual meeting include the following:

- a. the management report and the financial statements referred to in Article 19 as well as the report of the committee referred to in that Article;
 - b. discharge of the Board from liability;
 - c. the appointment of the committee referred to in Article 19 for the next financial year;
 - d. the filling of any vacancies;
 - e. motions moved by the Board or the members, as announced in the notice of the meeting;
 - f. the activity plan and the budget.
3. Other General Meetings will be convened whenever deemed appropriate by the Board or whenever the Board is required by law or the Constitution to convene a General Meeting.
 4. Moreover, the Board is obliged to convene a General Meeting at the Written request of at least such a number of members as are entitled to cast at least ten per cent of the votes, within four weeks of submission of the request.

If the request is not complied with within fourteen days, those requesting the meeting may convene a General Meeting themselves, either in the manner set out in Article 24 or by placing an advertisement in at least one daily newspaper with a wide circulation in the place where the Association has its seat, subject to the notice period mentioned in Article 24.

Those requesting the meeting may then appoint others than Board members to chair the meeting and to take the minutes.

ARTICLE 21

ADMISSION AND VOTING RIGHT

1. The General Meeting is open to all members of the Association and to all donors.
The following will not be admitted to the meeting: suspended members, subject to the provisions of Paragraph 5 of Article 11, and suspended Board members.
2. The General Meeting will decide on the admission of any persons other than those referred to in Paragraph 1 of this Article.
3. Non-suspended regular members, honorary members and members of merit of the Association have one vote each.
4. A member may authorise another member In Writing to vote by proxy on his behalf.
5. The voting members are entitled to exercise their voting rights by electronic means of communication if the Board announces in the notice of a General Meeting that this will be possible, on condition that (i) the conditions for the use of the means of communication, such as the connection, the security precautions et cetera, are stated in the notice of the meeting, (ii) the identity of the member can be established, (iii) the member can follow the proceedings at the meeting in real time, and (iv) the member can participate in the deliberations if this is made possible.
6. Votes may be cast by electronic means of communication prior to the General Meeting, but no earlier than on the thirtieth day before the day of the meeting, if the Board announces In Writing that this will be possible. The conditions for the use of the electronic means of communication must be specified in the notice of the meeting.

Such votes will be equivalent to votes cast at the General Meeting.

ARTICLE 22

CHAIR OF THE MEETING / MINUTES

1. The General Meetings are chaired by the Chair of the Association or his deputy.

If the Chair and his deputy are absent, the meeting will be chaired by one of the other Board members designated by the Board.

If no one is designated in this manner to chair the meeting, the meeting itself will appoint a chair. Until such time, the meeting will be chaired by the oldest person present at the meeting.

2. The proceedings at each meeting are recorded in minutes taken by the secretary or another person designated for that purpose by the chair, which minutes will be confirmed and signed as a true and accurate record by the chair and the minuter.

The persons convening the meeting may arrange for a notarial report of the proceedings at a meeting to be drawn up.

The members will be notified of the content of the minutes or the notarial report.

ARTICLE 23

DECISION-MAKING BY THE GENERAL MEETING

1. The opinion expressed by the Chair at the General meeting regarding the result of a vote is decisive.

The same applies to the content of a resolution that has been passed insofar as the motion voted on was not recorded In Writing.

2. However, if the correctness of the opinion referred to in Paragraph 1 is challenged immediately after it is expressed, a new vote will be taken if the majority of the General Meeting or – if the original vote was not taken by roll call or by ballot – one person who is present and entitled to vote so desires.

The legal consequences of the original vote will become null and void as a result of such a new vote.

3. All resolutions of the General Meeting are passed by an absolute majority of the votes cast, except as otherwise provided by the Constitution or by law.

4. Blank votes and invalid votes are treated as not having been cast.

5. If none of the candidates in an election secures an absolute majority, a second vote will be taken. If none of the candidates secures an absolute majority in such a second vote either, revotes will be taken until one candidate secures an absolute majority of votes or until the vote is between two candidates and the votes are equally divided.

The aforesaid revotes (not including the second vote) will be held between the candidates voted on in the preceding vote with the exception of the candidate who secured the smallest number of votes in the preceding vote.

If the smallest number of votes in the preceding vote was secured by more than one candidate, lots will be drawn to decide which of those candidates may not participate in the new vote.

If the votes are equally divided in a vote between two candidates, lots will be drawn to decide which of them has been elected.

6. If the votes are equally divided, the motion has been defeated, without prejudice to the provisions of Paragraph 5 of this Article.

7. All voting is by voice vote.

However, the Chair may decide that votes are to be taken by ballot.

In the case of an election, any person who is present and entitled to vote may request a ballot vote.

If it is decided that a ballot vote will be taken, the votes will be cast using folded, unsigned ballot papers.

Resolutions may be passed by acclamation, unless a voting member requests a vote by roll call.

8. A unanimous resolution passed by all the members, even if they are not assembled at a meeting, has the same effect as a resolution of the General Meeting, on condition that it is passed with the prior knowledge of the Board.

This also applies to resolutions to amend the Constitution or to dissolve the Association.

9. As long as all members are present or represented at a General Meeting, valid resolutions may be passed, by unanimous vote only, with respect to any business – including a motion to amend the Constitution or to dissolve the Association – even if notice of the meeting has not been given in the prescribed manner or if any other provision relating to the convocation and holding of meetings or any formality relating thereto has not been observed.

ARTICLE 24**CONVOCACTION OF THE GENERAL MEETING**

1. The General Meetings are convened by the Board, without prejudice to the provisions of Paragraph 4 of Article 20.
Notice of a General Meeting is given In Writing and sent to the addresses (including email addresses) of the members and the donors.
A minimum of seven days' notice will be given of a General Meeting.
Notice of a General Meeting may be sent by electronic means, in the form of a message that is capable of being read and reproduced, to a member or donor who agrees thereto In Writing; such notice will be sent to the address notified by him In Writing to the Association for that purpose.
2. The notice of a meeting includes the agenda for the meeting, without prejudice to the provisions of Articles 25 and 26.

ARTICLE 25**AMENDMENTS TO THE CONSTITUTION**

1. Without prejudice to the provisions of Paragraphs 8 and 9 of Article 23, the Constitution may be amended only by a resolution of the General Meeting, passed at a meeting convened by means of a notice stating that a motion to amend the Constitution will be considered at that meeting.
2. The persons giving notice of a General Meeting at which a motion to amend the Constitution is to be considered must deposit a copy of that motion, containing the exact wording of the proposed amendment, at an appropriate location at least five days before the meeting, where it must be available for inspection by the members until the end of the day on which the meeting is held.
3. A resolution to amend the Constitution requires a majority of at least two thirds of the votes cast at a meeting at which at least fifty (50) of the voting members are present or represented.
If fewer than fifty (50) members are present or represented, a second meeting will be convened after that meeting, to be held within four weeks of the first meeting. At this second meeting a resolution may be passed on the motion considered at the first meeting regardless of the number of members who are present or represented, with the proviso that the resolution is passed by a majority of at least two thirds of the votes cast.
4. An amendment to the Constitution will not take effect until it has been laid down in a notarial deed. Each of the Board members is entitled to arrange for such deed to be executed.

ARTICLE 26**DISSOLUTION**

1. The Association may be dissolved by a resolution passed by the General meeting. The provisions of Paragraphs 1 and 3 of Article 25 apply by analogy.
2. Once the Association has been dissolved, its affairs will be wound up and its assets will be liquidated by the Board members. The Board may decide to appoint other persons as liquidators.
3. In its resolution to dissolve the Association, referred to in Paragraph 1, the General Meeting shall also determine how any surplus on winding up is to be applied, with the proviso that it must be applied for purposes corresponding with the object of the Association as far as possible.
4. After the liquidation and winding up, the books, documents and other data carriers of the dissolved Association will remain in the custody of the person designated by the liquidators for the period prescribed by law.
5. Furthermore, the provisions of Title 1 of Book 2 of the Dutch Civil Code apply to the liquidation and winding up.

ARTICLE 27**INTERNAL RULES**

1. The General meeting may adopt Internal Rules.
2. The Internal Rules must not conflict with the law, whether mandatory or not, or the Constitution.
