

Rules of Procedure of the General Members Assembly Machiavelli

Article 1 Principles

- 1.1 These Rules of Procedure are meant for the General Members Assembly of Machiavelli;
- 1.2 These Rules of Procedure have the aim to keep the General Members Assembly orderly and to have it run to the principles of proper administration.

Article 2 General Conditions

- 2.1 Each year, there are at least three General Members Assemblies: the Annual assembly, the Semi-Annual assembly and the Nomination assembly.
- 2.2 Written motions and discussion pieces must be discussed, at the latest, twenty-four hours before the start of the meeting with the chair of the meeting.

Article 3. Tasks of the Presidium

- 3.1 The Presidium has the following tasks:
 - a. Making sure the documents of the meeting are sent out within the conditions as specified in article 7 of these rules;
 - b. Filling the technical position of chairmanship during the ALV;
 - c. Facilitating the ALV;
 - d. Appointing someone to keep minutes of the ALV;
 - e. Making sure the meeting documents are archived.
- 3.2 The Presidium can delegate her tasks internally as she sees fit.
- 3.3 The Board lends support when necessary to the Presidium when she executes her tasks.

Article 4: The Annual assembly

- 4.1 The Annual assembly will be, as stated in the statutes, held yearly in the month October at the latest;
- 4.2 During the Annual assembly, the departing board presents the Yearly Financial report;
- 4.3 The Yearly Financial report has to be established separately by the majority;
- 4.4 When it comes to the handling of the Yearly Financial report, the Cash Audit Committee needs to produce a voting recommendation. This should be done in writing and signed by the Presidium, at the latest, twenty-four hours before the start of the meetings;
- 4.5 After the approval of the Yearly Financial report, the chair of the meeting will discharge the Board;
- 4.6 Afterwards, the chairperson of the meeting will install the fully nominated Board in accordance with the previously accepted nomination of the previous nomination assembly;
- 4.7 If the composition of the nominated board has been changed, there will be no voting for the already nominated remaining members of the prospective Board. Thereafter, there will be a separate and written voting for each person added to the prospective Board after the Nomination meeting;
- 4.8 Next, the newly installed board presents their Policy plan and Budget. If a nominated board member is missing, the new board has to present the plan about the performance of the function of the missing board member.
- 4.9 Both, the Policy plan and Budget have to be established separately with the majority in the assembly.

- 4.10 When it comes to the handling of the Budget, the Auditing Committee needs to produce a voting recommendation. This should be done in writing and signed by the Presidium, at the latest, twenty-four hours before the start of the meetings;
- 4.11 After the approval of the Policy plan and Budget, the chairperson of the meeting will discharge the Auditing Committee;
- 4.12 Next, the new Auditing Committee is proposed to the ALV;
- 4.13 During the changing of the Presidium, the current Presidium installs the new Presidium. Afterwards, the new members of the Presidium discharge the members who are no longer part of the new Presidium.

Article 5 The Semi-Annual Assembly

- 5.1 The Semi-Annual assembly takes place in February, at the latest.
- 5.2 During the Semi-Annual assembly, the Board presents her Semi-Annual report before the assembly, including explanatory notes from the Auditing Committee, after which it will be brought to a vote;
- 5.3 If the Semi-Annual report is rejected, the Presidium will endeavour themselves to turn the objections made by the members that voted against the Semi -Annual report into motions, textual proposals or amendments, after which the Semi-Annual report will be brought to a vote once again;
- 5.4 If the Semi-Annual report is rejected once again, the Board should consider this a notion of rejection;
- 5.5 Furthermore, the Board presents their Semi -Annual Financial report, including explanatory notes from the Auditing Committee, after which it will be brought to a vote;
- 5.6 If the Semi-Annual Financial report is rejected, there should be a new ALV written up within thirty days, upon which the Board presents a budget for the remaining half year.
- 5.7 At the Semi-Annual assembly, the Selection Committee is discharged.
- 5.8 Subsequently, the new Selection Committee is appointed, in which the chair and a ALV-member have to be approved of by the general majority.

Article 6 The Nomination Assembly

- 6.1 The board presents their year report.
- 6.2 The year report has to be accepted by a *normal* majority (50% + 1) by the members, attending the Nomination Assembly.
- 6.3 The Nomination Assembly takes place within a period of four weeks after the announcement of the prospective board by the Selection Committee;
- 6.4 The nomination, as done by the Selection committee, will be listed in the invitation of the Nomination assembly to the members;
- 6.5 The chair of the Selection committee will give a verbal explanation on the procedures of the interviews and a short individual explanation on the members of the nominated prospective Board;
- 6.6 Subsequently, the nominated board members introduce themselves to the Assembly. After that, the members of the ALV can ask questions to both the nominated board members, and the chair of the Selection committee.
- 6.7 Afterwards, there will be a written voting, in accordance with the Statutes and the Internal Regulations, about the nominated board as a whole;
- 6.8 In the case of an incomplete board that is nominated, this board will be considered complete, taking into account of that which is determined in the Statutes;

Article 7 Agenda & Invitation Assembly

- 7.1 The Presidium establishes the agenda of the meeting, in discussion with the Board;
- 7.2 Members and bodies can submit agenda points to the Presidium. When the Presidium decides to not put the subject on the agenda, it will notify the submitter immediately;
- 7.3 Each agenda will exist of at least the following points:

- a. Opening
 - b. Received documents
 - c. Establishing agenda
 - d. Establishing minutes
 - e. Announcements
 - f. Last remarks
 - g. Questions before closure of meeting
 - h. Closing
- 7.4 The agenda and the invitation of the Assembly, as well as the submitted documents, will be sent by the Presidium in compliance with the Board as soon as possible, at the latest fourteen days before the start of the assembly;
- 7.5 From the day of the sending, all documents are available for inspection at the office of the Association, with the exception of the documents that the Presidium or the board sees as private;
- 7.6 When the Presidium, in accordance with the Board, needs certain documents of great importance, there is the possibility of follow-up sending;
- 7.7 This follow-up sending will happen twenty-four hours beforehand at the latest;

Article 8 Minutes

- 8.1 The routine of business during the discussion and decision making of all agenda points is recorded in the minutes;
- 8.2 The Presidium takes care of the taking of minutes. When this, for some reason, is not possible, the task goes over to the Board. At the beginning of the Assembly, the chair of the Presidium announces who is taking the minutes;
- 8.3 The concept of the minutes with decisions and task list attached will be sent to all members that were present at the Assembly within three weeks after the meeting at the latest;
- 8.4 The minutes with decisions and task list will be established at the next Assembly;

Article 9 Authorisation

- 9.1 Before each General Members Assembly, a member can authorise someone present at the General Member Assembly to vote for him or her.
- 9.2 It is in no way possible to be authorised by more than one member for the same ALV;
- 9.3 Authorisations are required to be submitted in writing before the start of the ALV;
- 9.4 Members of the Presidium cannot be authorised;
- 9.5 Members of the Board cannot be authorised;
- 9.6 People whose nomination, appointment, suspension, disqualification or discharge is voted on cannot be authorised;
- 9.7 The Presidium can nullify any authorisation before the assembly is closed, when it seems that these were acquired under false pretences, or if there was a reward received for the relinquishing of authorisation;

Article 10 Quorum

- 10.1 A quorum should be established before the assembly;
- 10.2 There must be ten general members physically present at the Assembly;
- 10.3 Authorisations do not count towards the reaching of the quorum;
- 10.4 If the quorum is not reached, there must be a new General Members Assembly written up as soon as possible.

Article 11 Voting Procedures

- 11.1 Everyone present with the voting rights takes part in the voting.
- 11.2 Members of the board should withhold with each voting.
- 11.3 At the voting, there are four options: for, against, abstention and a Blanco vote.

- 11.4 A proposal is accepted when the amount of for votes is bigger than the sum of the amount of against vote, and the amount of Blanco votes.
- 11.5 A proposal is rejected when the amount of against votes is bigger than the sum of the amount of against vote, and the amount of Blanco votes.
- 11.6 If the voting ceases, the proposal will be challenged again. With this, the amendments or text of proposals can be brought forward. After sufficient discussion, the Presidium can enter the proposal into a vote again. The proposal will now be accepted when the amount of for votes is bigger than the amount of against vote, except when the amount of abstentions and Blanco votes added up is bigger than the sum of the amount of votes for and against.
- 11.7 When the votes cease again in the second round, the proposal gets rejected. The ALV can decide to put the proposal on the agenda for the next ALV with a general majority.
- 11.8 When the ALV has to write down their vote, the secretary collects the casted votes and checks if these votes are valid, supported by a controlling member of the ALV, who is appointed by the chair. Then, the secretary will announce the result to the chair who shares the results with the ALV. When voting for a person, details of the results will never be mentioned.
- 11.9 When voting for a person, the concerned person is allowed to request the individual result of the vote at the Presidium, provided that this person will keep the information confidentially.

Article 12 Explanation of Vote and Voting Recommendation

- 12.1 It is allowed for everyone with voting right to give a short explanation of vote before the voting takes place.
- 12.2 It is allowed for the Board to give a voting recommendation before the voting takes place.
- 12.3 The ALV can ask the board for a voting recommendation. It is not required for the board to give the voting recommendation.
- 12.4 Extraordinary members can report a voting advice during the ALV.
- 12.5 Written motions must be signed and dated by the submitters.
- 12.6 Written motions must include a voting proposition, upon which one can vote both for and against.

Article 13 Motions

- 13.1 Anyone with voting rights or the Board can submit a motion.
- 13.2 Motions that have no relation to an agenda point that is on the concept agenda, which is added to the invitation of the ALV, should be submitted to the Presidium at least twenty four hours before the start of the assembly.
- 13.3 While dealing with each agenda or discussion point, there is the possibility for members or the Board to submit motions, as long as they are related to an agenda or discussion point that is being dealt with.
- 13.4 A motion that is submitted during the assembly should be an amendment, addition, and text of proposal or alternative that is related to an agenda or discussion point that is discussed during the ALV.

Article 14 Amendments

- 14.1 Anyone with voting rights can submit amendments.
- 14.2 Amendments can be submitted to documents for the assembly, to subjects and proposals that are stated in the agenda.
- 14.3 The chair of the assembly can decide whether those amendments have no relation to the original document, with the intention of inadmissible damage to the original document, causing them to no longer be considered amendments.
- 14.4 When the ALV accepts an amendment that causes inadmissible damage to this document, in the assessment of the submitter of the original documents. In that case, there will be no decision made about the document.

Article 15 Derogation of the Rules

- 15.1 The ALV, at all times, can decide to derogate from the notions of these regulations, as long as there are no objections from the present members, the Board, or the Presidium and there is no infringement with the Statutes or the Internal Regulations.

Article 16 Motions of Order

- 16.1 Each member, Extraordinary member, or the Board can submit a motion of order;
- 16.2 The order in which one will speak will be interrupted when a motion of order is submitted, unless the chair of the assembly reasons otherwise;
- 16.3 Immediately, there will be a decision about the motion of order, after the chair has given everyone who wants to a turn to speak about this motion.

Article 17 Final Provisions

- 17.1 These Rules of Procedure shall enter into force after approval of the Members Assembly;
- 17.2 Amendments need the majority of the total amount of valid votes cast in the Members Assembly;
- 17.3 These Rules of Procedure counts five pages.

